January 25, 2018

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street,

Mumbai 400 001. Tel no.: 22721233

Fax No.: 22723719/ 22723121/ 22722037

BSE Scrip Code: 540776

The Manager,

Listing Department,

The National Stock Exchange of India Ltd., Exchange Plaza, 5 Floor, Plot C/1, G Block,

5 paisa.com

Bandra - Kurla Complex, Bandra (E),

Mumbai 400 051. Tel No.: 2659 8235

Fax No.: 26598237/ 26598238

NSE Symbol: 5PAISA

Sub: Declaration of results of Postal Ballot conducted by the Company.

Dear Sirs,

This has reference to our letter dated December 22, 2017 related to Postal Ballot Notice seeking the consent of the members by way of Special /Ordinary Resolution vide Postal Ballot/Electronic Voting with respect to the following item of business:

- To ratify the '5paisa Capital Limited Employee Stock Option Scheme 2017' as a Special Resolution.
- 2. To ratify issue of Options to the employees of Subsidiary Companies under 5paisa Capital Limited Employee Stock Option Scheme 2017 as a Special Resolution.
- 3. To ratify issue of Options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Scheme 2017 as a Special Resolution.
- 4. Approval and Implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution.
- Authorization to the Trust for implementation of Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 by acquiring equity shares of the Company through secondary acquisition or fresh allotment as a Special Resolution.
- 6. Grant of Options to the Employees of the Subsidiary Company(ies) (existing and in future) as a Special Resolution.
- 7. To issue Options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.
- 8. Provisioning of funds to "5paisa Capital Employee Welfare Trust" as a Special Resolution.
- 9. To approve material related party transactions with India Infoline Limited as an Ordinary Resolution.
- 10. To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution.
- 11. To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution.
- 12. To approve material related party transactions with India Infoline Finance Limited as an Ordinary Resolution.
- 13. To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution.

In this regard, we would like to inform you that Mr. Nilesh Shah, Practising Company Secretary, who was appointed as Scrutinizer by the Board of Directors of the Company, has submitted his report

dated January 25, 2018 on Postal Ballot/Electronic Voting to Mr. Prakarsh Gagdani, Whole Time Director and Chief Executive Officer of the Company.

Mr. Prakarsh Gagdani - Whole Time Director and Chief Executive Officer has declared the result today i.e. January 25, 2018, based on the report submitted by the Scrutinizer, stating that the following Ordinary /Special resolutions has been passed through Postal Ballot Process (including electronic voting):

Details of Postal Ballot Result are as follows:

Item No.	Description of the Resolution	Votes in favour of resolution	Votes against the resolution	Percentage of Votes in favour of resolution
1.	To ratify the '5paisa Capital Limited Employee Stock Option Scheme - 2017'as a Special Resolution.	8591356	326374	96.34%
2.	To ratify issue of Options to the employees of Subsidiary Companies under 5paisa Capital Limited Employee Stock Option Scheme – 2017 as a Special Resolution.	8591356	326379	96.34%
3.	To ratify issue of options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Scheme – 2017 as a Special Resolution.	8590436	327294	96.33%
4.	Approval and implementation of the Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution.	8591356	326374	96.34%
5.	Authorization to the Trust for implementation of Spaisa Capital Limited Employee Stock Option Trust Scheme 2017 by acquiring equity shares of the Company through secondary acquisition or fresh allotment as a Special Resolution.	8590444	327286	96.33%
6.	Grant of Options to the Employees of the Subsidiary Companie(s) (existing and in future) under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.	8591356	326374	96.34%
7.	To issue options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Trust Scheme – 2017 as a Special Resolution.	8590433	327297	96.33%
8.	Provisioning of funds to "5paisa Capital Employee Welfare Trust" as a Special Resolution.	8590434	327296	96.33%
9.	To approve material related party transactions with India Infoline Limited as an Ordinary Resolution.		432520	91.56%

10.	To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution.	4693213	432520	91.56%
11.	To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution.	4693213	432520	91.56%
12.	To approve material related party transactions with India Infoline Finance Limited as an Ordinary Resolution.	4693213	432520	91.56%
13.	To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution.	8916157	1573	99.98%

Accordingly, the above Ordinary /Special resolutions has been passed by the shareholders with requisite majority.

Please find enclosed herewith the scrutinizers report dated January 25, 2018 for uploading on the website and reporting as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

5paisa Capital Limited

Harshit Choudhary Company Secretary

Encl: As above

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		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		0	0.00	0	0	0.00	0.00
-	Poll		0	0.00	0	0	0.00	0.00
Promoter and Promoter		3694457						
Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E-Voting		747488	27.53	315050	432438	42.15	57.85
	Poll		0	0.00	0	0	0.00	0.00
Public Institutions	· - - -	2715012	o		.	o.	000	0 00
	רטאנמו שמווטנ			27 52	2450	ACC.	77 15	57 95
	lotal		/+/+00	27.55			T Day of the state of	
	E-Voting		3196228	50.50		28	DOTOOT.	
-	Poll	(330553	1182017	17.21	1182017	0	100.00	0.00
Public Non Institutions	700 ft 200 ft 200 ft	0329333						
	Postal Ballot		0	0.00				
	Total		4378245	69.17		82	100.00	
Total		12739022	5125733	40.24	4693213	432520	91.56	8.44



8.44	91.56	432520	4693213	41.09	5125733	12739022		Total
0.00	100.00	82	4378163	69.17	4378245		Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	
0.00	100.00	0	1182017	17.21	1182017	6329553	Poll	Public Non Institutions
0.00	100.00	82	3196146	50.50	3196228		E-Voting	
57.85	42.15	432438	315050	27.53	747488		Total	
0.00	0.00	0	0	0.00	0	 	Postal Ballot	
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(,,	42.15	432438	31505	27.53	/4/488		E-Voting	
	0.00	0		0.00	0		Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	2 2
						3694457		Group
0.00	00.0	0	0	0.00	0		Poll	Promoter and Promoter
0.00	0.00	0	0	0.00	0		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	– in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
							Mode of	Category
2 2	v					nterested in	oter group are i	Whether promoter/ promoter group are interested in the agenda/resolution?
dinary Resolution.	lings Limited as an Or	s with IIFL Hold	rty transaction	11 - To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution.	11 - To approv		inary)	Resolution Required : (Ordinary)
			nited	5Paisa Capital Limited	5Pai			



a			5Pai	5Paisa Capital Limited	ited			
			12 - To approv	e material related par	ty transactions	with India Info	12 - To approve material related party transactions with India Infoline Finance Limited as an Ordinary	s an Ordinary
Resolution Required : (Ordinary)	nary)		Resolution.					
Whether promoter/ promoter group are interested in	ter group are in	terested in						-
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Floillotel alla Floillotel		3694457						
Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E-Voting		747488	27.53	315050	432438	42.15	57.85
	Poll		0	0.00	0	0	0.00	0.00
Public Institutions		2715012						
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		747488	27.53	315050	432438	42.15	57.85
	E-Voting		3196228	50.50	3196146	82	100.00	0.00
-	Poll		1182017	17.21	1182017	0	100.00	0.00
Public Non Institutions) -) :	0329333)					
	PUSIAI DAIIUI			0.00		8	20.00	0.00
	Total		43/8245	/0.88		78		0.00
lotal		T7122077	CC/CZTC	40.24	CTZCCOH	075754	0	6.77



0.02	99.98	1573	8916157	70.00	8917730	12739022		Total
0.00	100.00	79	4515706	71.34	4515785		Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	
						6329553		Public Non Institutions
0.00	100.00	0	1319557	20.85	1319557		Poll	
0.00	100.00	79	3196149	50.50	3196228		E-Voting	
0.20	99.80	1494	745994	27.53	747488		Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	
						2715012		Public Institutions
0.00	0.00	0	0	0.00	0		Poll	
0.20	99.80	1494	745994	27.53	747488		E-Voting	
0.00	100.00	0	3654457	98.92	3654457		Total	
0.00	0.00	0	0	0.00	0		Postal Ballot	Group
						3694457		FIUIIIOLEI AIIU FIUIIIOLEI
0.00	100.00	0	3654457	98.92	3654457		Poll	Dromotor and Dromotor
0.00	0.00	0	0	0.00	0		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	– in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
							Mode of	Category
	¥22							the agenda/resolution?
æ						nterested in	iter group are i	Whether promoter/ promoter group are interested in
of Association of the	on of Memorandum c	al and Alteration	sed Share Capit	13 - To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution.	13 - To approv Company as a		inary)	Resolution Required : (Ordinary)
			nited	5Paisa Capital Limited	5Pa			

