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:

- 1. 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 Spaisa 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.
- 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
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	lotal		/+/+00	27.55			T Day of the	
	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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0.00	0.00	0	0	0.00	0		Postal Ballot	2 2
						3694457		Group
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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 pai	ty transactions	with India Info	12 - To approve material related party transactions with India Infoline Finance Limited as an Ordinary	as 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)					
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0.02	99.98	1573	8916157	70.00	8917730	12739022		Total
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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		Profiloter and Profiloter
0.00	100.00	0	3654457	98.92	3654457		Poll	
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?
2						nterested in	iter group are ii	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	5Pai			



ILESH G. SHAH B.Com. UB (Q), F.C.S.

Company Secretaries

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Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To, The Chairman of the Board of Directors 5Paisa Capital Limited IIFL House, Sun Infotech Park, Road No. 16 V, B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604.

Dear Sir.

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of 5Paisa Capital Limited ('the Company') has vide resolution passed on 15th December 2017, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following resolutions as set out in the notice dated 15th December 2017:

- To ratify the '5paisa Capital Limited Employee Stock Option Scheme- 2017' as a 1) 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:
- Approval and implementation of the Spaisa Capital Limited Employee Stock Option 4) Trust Scheme 2017 through Trust Route as a Special Resolution;
- 5) Authorization to the Trust for implementation of 5paisa 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 Companie(s) (existing and in future) as a Special Resolution;

CS No.: 4554 P. No.: 2631

NILESH G. SHAH ROM. HB (Q), FCS.

Company Secretaries

Ref

- 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;

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (corresponding to clause 35B (i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited).

I, Nilesh G. Shah, was appointed as a Scrutinizer by 5Paisa Capital Limited for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the aforesaid matters as required under the provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services (India) Limited ('CDSL)', the authorized agency to provide e-voting facilities, engaged by the Company.

* FCS No.: 4554 C. P. No.: 2631 Chrany SECRETAE 25 01 2012

NILESH G. SHAH B.C. LUB (G), F.C.S.

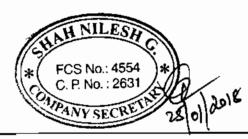
Company Secretaries

The notice of Postal Ballot dated 15th December 2017 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of 08th December, 2017 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

- 1. The Company had provided facility to cast vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
- The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
- All Postal Ballot Forms received up to 05.00 p.m. on Monday, 22nd January, 2018, the
 last date and time fixed by the Company for receipt of the Postal Ballot Forms were
 considered for my scrutiny for the purpose of this report.
- 4. The Postal Ballot Forms were kept in my safe custody.
- 5. The e-voting period remained open from Sunday, 24th December, 2017 at 09.00 a.m. up to Monday, 22nd January, 2018 till 5.00 p.m.
- 6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- 7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of CDSL.
- 8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
- The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
- 10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:



NILESH G. SHAH B.C.M. UB (9), F.C.S.

Resolution No. 1: <u>To ratify the '5paisa Capital Limited Employee Stock Option Scheme-2017' as a Special Resolution</u>

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	47	326374	8.28
Total	47	326374	3.66

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH B.C., UB (G), F.C.S.

Ref.	
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Resolution No. 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

(i) Voted in favour of the resolution:

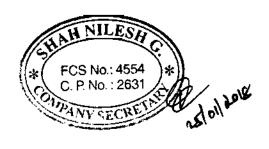
Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	48	326379	8.28
Total	48	326379	3.66

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	1	200902
Total	1	200902



NILESH G. SHAH B.Com. UB (Q), F.C.S.

Company Secretaries

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Resolution No. 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

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	32	3616422	91.70
Total	83	8590436	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	49	327294	8.30
Total	49	327294	3.67

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH B.Com. UB (G), F.C.S.

Company Secretaries -

Ref.:				
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Resolution No. 4: Approval and implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast	
Voting Through Postal Ballot	51	4974014	100	
Voting Through Electronic Means	34	3617342	91.72	
Total	85	8591356	96.34	

(ii) Voted against the resolution:

Type of Voting	Type of Voting Number of members voting		% of total number of valid votes cast	
Voting Through Postal Ballot	Nil	Nil	Nil	
Voting Through Electronic Means	47	326374	8.28	
Total	47	326374	3.66	

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH R.C., ILB (Q), F.C.S.

Company Secretaries -

Ref		

Resolution No. 5: Authorization to the Trust for implementation of 5paisa 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

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	33	3616430	91.70
Total	84	8590444	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	48	327286	8.30
Total	48	327286	3.67

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH B.Com. ILB (G), F.C.S.

Company	Secretaries
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Resolution No: 6: Grant of Options to the Employees of the Subsidiary Companies(s)

(existing and in future) under 5paisa Capital Limited Employee

Stock Option Trust Scheme 2017 as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	34	3617342	91.72
Total	85	8591356	96.34

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	47	326374	8.23
Total	47	326374	3.66

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH R.C.M. IEB (G), F.C.S.

Company Secretaries -

Ref.:	
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Resolution No. 7: To issue as Options exceeding 1% of the issued capital of the Company under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution

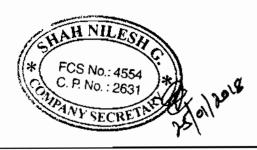
(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	31	3616419	91.70
Total	82	8590433	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	50	327297	8.30
Total	50	327297	3.67

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH B.C., UB (G), F.C.S.

Company Secretaries

Resolution No. 8: Provisioning of funds to "5paisa Capital Employee Welfare Trust" as a Special Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	32	3616420	91.70
Total	83	8590434	96.33

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	. Nil
Voting Through Electronic Means	49	327296	8.30
Total	49	327296	3.67

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	Nil	Nil
Voting Through Electronic Means	2	200907
Total	2	200907



NILESH G. SHAH B.C. LUB (G), F.C.S.

Company Secretaries

Ref	

Resolution No. 9: <u>To approve material related party transactions with India Infoline</u> <u>Limited as an Ordinary Resolution</u>

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3 7 91997
Voting Through Electronic Means	2	. 200907
Total	12	3992904



NILESH G. SHAH B.C., UB (G), F.C.S.

Company Secretaries

Ref:	

Resolution No. 10: To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution

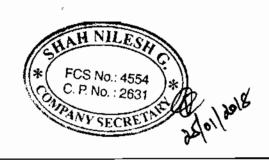
(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2 .	200907
Total	12	3992904



NILESH G. SHAH B.Com., UB (G), F.C.S.

Company Secretaries

Ref.

Resolution No: 11: To approve material related party transactions with IIFL Holdings
Limited as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.03
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.97
Total	51	432520	8.44

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



NILESH G. SHAH B.Com., ILB (G), F.C.S.

Company Secretaries -

Ref

Resolution No. 12: <u>To approve material related party transactions with India Infoline</u> <u>Finance Limited as an Ordinary Resolution</u>

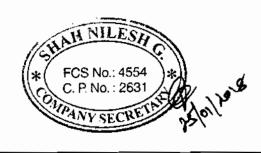
(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	41	1182017	100
Voting Through Electronic Means	30	3511196	89.56
Total	71	4693213	91.56

(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	51	432520	10.44
Total	51	432520	8.44

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them
Voting Through Postal Ballot	10	3791997
Voting Through Electronic Means	2	200907
Total	12	3992904



NILESH G. SHAH ROM, ILB (9), FOS.

Company Secretaries -

Ref.:			
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Resolution No. 13: To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	51	4974014	100
Voting Through Electronic Means	75	3942143	99.96
Total	126	8916157	99.98

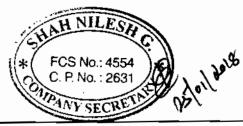
(ii) Voted against the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot	Nil	Nil	Nil
Voting Through Electronic Means	6	1573	0.04
Total	6	1573	0.02

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid / has abstained from voting	Total Number of votes cast by them	
Voting Through Postal Ballot	Nil	Nil	
Voting Through Electronic Means	2	200907	
Total	2	200907	

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.



NILESH G. SHAH B.C., UB (G), F.C.S.

Company Secretaries -

Ref			
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Recommendation:

The resolutions should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

Nilesh G. Shah

Practicing Company Secretary Membership No.: FCS 4554

CP No. 2631

Place: Mumbai

Date: 25/01/2018