



**5paisa Capital Limited**

**CIN: U67190MH2007PLC289249**

Regd. Office – IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area,  
Wagle Estate Thane – 400604; Tel: (91-22) 62727000; Fax: (91-22) 25806654;  
E-mail: csteam@5paisa.com; Website: www.5paisa.com.

**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**11th ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, JULY 17, 2018 AT 4.00 P.M.**

Name of the Member(s):	
Registered Address:	
Email ID:	
Regd. Folio No. / Client ID:	
DP ID:	
No. of shares held	

I/We, being the member (s) of 5paisa Capital Limited, holding \_\_\_\_\_ shares, hereby appoint:

- Name: .....

Address: .....

E-mail ID: .....

Signature: ..... or failing him/her
- Name: .....

Address: .....

E-mail ID: .....

Signature: ..... or failing him/her
- Name: .....

Address: .....

E-mail ID: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **11th ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, July 17, 2018 at 4.00 p.m. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Description</b>
1.	To receive, consider and adopt : (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors Report thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, together with Auditors Reports.
2.	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as Director who retires by rotation - Ordinary Resolution
3.	Ratification of appointment of Auditors - Ordinary Resolution
4.	Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis - Special Resolution
5.	To increase the aggregate limit for investment by the Foreign Portfolio Investors (FPIs) in paid up equity capital of the Company - Special Resolution
6.	To increase the aggregate limit for investment by Non-resident Indians (NRIs) in paid up capital of the Company - Special Resolution
7.	Re-appointment of Mr. Prakarsh Gagdani (DIN: 07376258) as a Whole Time Director - Special Resolution
8.	Appointment of Ms. Nirali Sanghi (DIN: 00319389) as an Independent Director of the Company - Ordinary Resolution
9.	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Director of the Company - Ordinary Resolution
10.	Appointment of Mr. Santosh Jayaram (DIN: 07955607) as a Whole-Time Director of the Company - Special Resolution
11.	Approval for material related party transactions with IIFL Securities Limited - Ordinary Resolution
12.	Approval for material related party transactions with IIFL Facilities Services Limited - Ordinary Resolution
13.	Approval for material related party transactions with IIFL Holdings Limited - Ordinary Resolution
14.	Approval for material related party transactions with India Infoline Finance Limited - Ordinary Resolution

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

Affix ₹ 1/- revenue stamp
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**Notes:**

1. This form of proxy in order to be effective must be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.