



June 30, 2020

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, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: 5PAISA
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Dear Sir/Madam,

Sub: Proceedings of the 13th Annual General Meeting of the Company held on Monday, June 29, 2020.

We wish to inform you that the 13th Annual General Meeting (“AGM”) of the Shareholders of the Company was held on Monday, June 29, 2020 at 11.00 a.m., through Video Conferencing / Other Audio Visual Means.

In this regard, we hereby submit the following:

- a. Details of the voting results of the aforesaid AGM pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on ordinary/ special resolutions specified in the AGM Notice dated May 07, 2020. The detailed voting results consolidating the results of remote e-voting with the results of e-voting during the AGM is enclosed.

All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

- b. In term of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer’s Report on the remote e-voting and e-voting during AGM is enclosed herewith.

Pursuant to Regulation 30 read with Para A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the AGM of the Company.

Thanking You,

Yours faithfully,

For 5paisa Capital Limited




**Namita Godbole
Company Secretary**

Email ID: csteam@5paisa.com

5paisa Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corporate Office/Regd. Office: 5paisa Capital Limited, Sun Infotech Park, Road No. 16V, Plot No. B-23, Wagle Estate, Thane 400604. Tel: +91 22 41035000 • E-mail: csteam@5paisa.com • Website: www.5paisa.com



A) Details of Proceedings of the Meeting		
Sr. No.	Particulars	Details
1	Date of AGM	June 29, 2020
2	Total no. of shareholders on record date (June 22, 2020)	14538
3	No. of Shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	Not Applicable*
	Public	
	Total	
4	No. of Shareholders attended the meeting through Video Conferencing (excluding webcast)	
	Promoters and Promoter Group	7
	Public	72
	Total	79

* Since, the AGM was held through Video Conferencing, the physical attendance has been dispensed with. Hence the details for number of members present in person or through proxy in the above table are mentioned as “Not Applicable” and the same are considered as having been attended through Video Conferencing.



Summary of the proceedings of the 13th Annual General Meeting of 5paisa Capital Limited held on June 29, 2020

Venue: Video Conferencing / Other Audio Visual Means.

Time: 11.00 a.m.

Directors Present

Dr. Archana Hingorani- Chairperson and Independent Director
Mr. Milin Mehta- Independent Director
Ms. Nirali Sanghi- Independent Director
Mr. Prakarsh Gagdani- whole Time Director and Chief Executive Officer
Mr. Santosh Jayaram- Whole Time Director
Mr. Gourav Munjal- Whole Time Director and Chief Financial Officer

Key Managerial Personnel Present

Ms. Namita Godbole- Company Secretary

The Company Secretary welcomed all the Shareholders present. She informed that all the directors of the Company, representative of Statutory Auditor and Secretarial Auditor were present through VC/OAVM. She further informed that the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. The statutory registers under the Companies Act, 2013 and other documents and certificates as referred in the Notice of the AGM and Annual Report were made available in the electronic form for inspection to every member who had made specific request for inspection by sending an email to the Company.

The requisite quorum being present, the Company Secretary requested the Chairperson of the Board to take the chair.

The Chairperson welcomed the Shareholders. On the request of the Chairperson, Mr. Prakarsh Gagdani introduced all the Directors who attended the meeting from their respective locations.

With the permission of the Shareholders, the Chairperson took the notice as read.

The Chairperson informed that the Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

The Chairperson then informed the members present, that the Company, in accordance with the Companies

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Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided facility to all the members as on June 22, 2020 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system (remote e-voting) provided by the Central Depository Services (India) Limited. The remote e-voting period opened on Wednesday, June 24, 2020 at 9.00 A.M. (IST) and concluded on Sunday, June 28, 2020 at 5.00 P.M. (IST). The Chairperson further informed the Shareholders the availability of e-voting system during the AGM for those present in the meeting and who have not cast their votes through remote e-voting.

Thereafter, the Chairperson addressed the Members and delivered her speech.

The Chairperson thereafter moved on to the agenda items as per the notice and then invited the members who had registered themselves as speakers to ask questions or express their views. The members who had registered as speakers expressed their views and raised a few questions. The Chairperson, then requested the CEO to respond to the questions raised by the Members adequately and the same were duly responded by the CEO, Mr. Prakarsh Gagdani.

Thereafter, Chairperson informed about the appointment of Scrutinizer CS Nilesh Shah, partner of Nilesh Shah & Associates, Practising Company Secretary as the Scrutinizer for remote e-voting under Section 108 of the Companies Act, 2013 and also for the e-voting system during the AGM.

The Chairperson announced that the voting results for the aforesaid resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the Company website and also be forwarded to the Stock Exchange's in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairperson further instructed that the e-voting window shall remain open for another 15 minutes and thereafter the proceeding of the AGM shall stand concluded and requested the members who had not already cast their vote to cast the same within the said time.

The Chairperson thanked the Members for attending and participating in the Meeting and there being no other business, declared the proceedings to be closed.

After conclusion of the Annual General Meeting, the Scrutinizer took the custody of voting process and submitted his report after verification of the votes cast. As per the report submitted by the Scrutinizer, all the following resolutions proposed at the AGM were passed with requisite majority.



Item No	Item Description	Resolution Type	Result
1.	To receive, consider and adopt: (a) The Audited Financial Statement(s) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and (b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.	Ordinary Resolution	Passed with Requisite Majority
2.	To appoint a Director in place of Mr. Prakarsh Gagdani (DIN: 07376258), who retires by rotation and being eligible, offers himself for reappointment	Ordinary Resolution	Passed with Requisite Majority
3.	To re-appoint Mr. Santosh Jayaram as an Whole- Time Director of the Company.	Special Resolution	Passed with Requisite Majority
4.	To appoint Mr. Gourav Munjal as a Director of the Company	Ordinary Resolution	Passed with Requisite Majority
5.	To appoint Mr. Gourav Munjal as a Whole-Time Director of the Company	Special Resolution	Passed with Requisite Majority
6.	To appoint Mr. Milin Mehta as an Independent Director of the Company	Ordinary Resolution	Passed with Requisite Majority
7.	To approve material related party transaction with IIFL Securities Limited.	Ordinary Resolution	Passed with Requisite Majority
8.	To approve material related party transaction with IIFL Facilities Services Limited.	Ordinary Resolution	Passed with Requisite Majority
9.	To approve material related party transaction with IIFL Finance Limited.	Ordinary Resolution	Passed with Requisite Majority
10.	To approve material related party transaction with IIFL Management Services Limited.	Ordinary Resolution	Passed with Requisite Majority
11.	To approve material related party transaction with IIFL Home Finance Limited.	Ordinary Resolution	Passed with Requisite Majority

For 5paise Capital Limited

Namita Godbole
Company Secretary

Email ID: csteam@5paise.com

5paise Capital Limited

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5Paise Capital Limited								
Resolution Required : (Ordinary)			1 - 1. To receive, consider and adopt: a. Audited Financials Statements for the FY ended March 31, 2020, along with Report of Board and Auditors; b. Audited Consolidated Financials Statements for the FY ended March 31, 2020, along with Report of Board and Auditors;					
			Whether promoter/ promoter group are interested in the agenda/resolution?					
			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	532970	12.0553	532970	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		532970	12.0553	532970	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8536491	69.7089	8536486	5	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8537339	69.7158	8537334	5	99.9999	0.0001
Total		25477668	17881007	70.1831	17881002	5	100.0000	0.0000

For 5paise Capital Limited



Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Prakarsh Gagdani (DIN: 07376258)					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	545530	12.3394	545530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		545530	12.3394	545530	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8489974	69.3290	8489969	5	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8490822	69.3359	8490817	5	99.9999	0.0001
Total		25477668	17847050	70.0498	17847045	5	100.0000	0.0000

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Special)			3 - To re-appoint Mr. Santosh Jayaram as an Whole- Time Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	545530	12.3394	545530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		545530	12.3394	545530	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8536491	69.7089	8536486	5	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8537339	69.7158	8537334	5	99.9999	0.0001
Total		25477668	17893567	70.2324	17893562	5	100.0000	0.0000

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			4 - To appoint Mr. Gourav Munjal as a Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	545530	12.3394	545530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		545530	12.3394	545530	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8536491	69.7089	8536486	5	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8537339	69.7158	8537334	5	99.9999	0.0001
Total		25477668	17893567	70.2324	17893562	5	100.0000	0.0000

For 5paise Capital Limited



Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Special)			5 - To appoint Mr. Gourav Munjal as a Whole-Time Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	545530	12.3394	545530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		545530	12.3394	545530	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8536491	69.7089	8536485	6	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8537339	69.7158	8537333	6	99.9999	0.0001
Total		25477668	17893567	70.2324	17893561	6	100.0000	0.0000

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			6 - To appoint Mr. Milin Mehta as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	8810698	100.0000	8810698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8810698	100.0000	8810698	0	100.0000	0.0000
Public Institutions	E-Voting	4421050	545530	12.3394	545530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		545530	12.3394	545530	0	100.0000	0.0000
Public Non Institutions	E-Voting	12245920	8536491	69.7089	8536486	5	99.9999	0.0001
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8537339	69.7158	8537334	5	99.9999	0.0001
Total		25477668	17893567	70.2324	17893562	5	100.0000	0.0000

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			7 - To approve material related party transactions with IIFL Securities Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	4421050	2813042	63.6284	2796018	17024	99.3948	0.6052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2813042	63.6284	2796018	17024	99.3948	0.6052
Public Non Institutions	E-Voting	12245920	1715805	14.0112	1715800	5	99.9997	0.0003
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1716653	14.0182	1716648	5	99.9997	0.0003
Total		25477668	4529695	17.7791	4512666	17029	99.6241	0.3759

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			8 - To approve material related party transactions with IIFL Facilities Services Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	4421050	2813042	63.6284	2796018	17024	99.3948	0.6052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2813042	63.6284	2796018	17024	99.3948	0.6052
Public Non Institutions	E-Voting	12245920	1715805	14.0112	1715800	5	99.9997	0.0003
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1716653	14.0182	1716648	5	99.9997	0.0003
Total		25477668	4529695	17.7791	4512666	17029	99.6241	0.3759

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paisa Capital Limited								
Resolution Required : (Ordinary)			9 - To approve material related party transactions with IIFL Finance Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	4421050	2813042	63.6284	2796018	17024	99.3948	0.6052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2813042	63.6284	2796018	17024	99.3948	0.6052
Public Non Institutions	E-Voting	12245920	2107256	17.2078	2107251	5	99.9998	0.0002
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2108104	17.2147	2108099	5	99.9998	0.0002
Total		25477668	4921146	19.3155	4904117	17029	99.6540	0.3460

For 5paise Capital Limited



Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			10 - To approve material related party transactions with IIFL Management Services Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	4421050	2813042	63.6284	2796018	17024	99.3948	0.6052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2813042	63.6284	2796018	17024	99.3948	0.6052
Public Non Institutions	E-Voting	12245920	1715805	14.0112	1715800	5	99.9997	0.0003
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1716653	14.0182	1716648	5	99.9997	0.0003
Total		25477668	4529695	17.7791	4512666	17029	99.6241	0.3759

For 5paise Capital Limited




Namita Godbole
Company Secretary

5Paise Capital Limited								
Resolution Required : (Ordinary)			11 - To approve material related party transactions with IIFL Home Finance Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	8810698	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	4421050	2813042	63.6284	2796018	17024	99.3948	0.6052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2813042	63.6284	2796018	17024	99.3948	0.6052
Public Non Institutions	E-Voting	12245920	2107256	17.2078	2107251	5	99.9998	0.0002
	Poll		848	0.0069	848	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2108104	17.2147	2108099	5	99.9998	0.0002
Total		25477668	4921146	19.3155	4904117	17029	99.6540	0.3460

For 5paise Capital Limited



Namita Godbole
Company Secretary

5paise Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Corp. Office / Regd. Office : IIFL House, Sun Infotech Park, Road No.16V, Plot No. 8-23, Waglie Estate, Thane 400 604. Tel: +918976689766

E-mail: support@5paise.com • Website: www.5paise.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

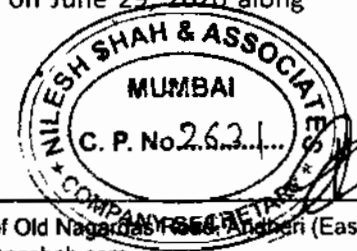
To,
The Chairperson of
13th Annual General Meeting of
Shareholders of Spaisa Capital Limited
Held on Monday, 29th June, 2020
Through Video Conferencing / Other Audio Visual means

Sir,

We, Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554), Partner, were appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the Annual General Meeting pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the Annual General Meeting of Spaisa Capital Limited held on Monday, 29th June, 2020 at 11.00 A.M. through Video Conferencing / Other Audio Visual means (VC/OAVM).

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 electronic means on the resolutions contained in the notice for the 13th Annual General Meeting of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to Annual General Meeting and e-voting process at the Annual General Meeting is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the notice of 13th Annual General Meeting, based on the reports generated from the e-voting platform / system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

As informed to us by the Management, the notice dated May 07, 2020 convening the 13th Annual General Meeting of the Company through VC/OAVM held on June 29, 2020 along



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagar Road, Andheri (East), Mumbai - 400 069. Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email: ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: _____

with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of June 22, 2020 were entitled to vote on the resolutions as set out in the notice of said Annual General Meeting.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited [CDSL] for conducting remote e-voting prior to AGM and e-voting during AGM by the Shareholders of the Company.
2. The remote e-voting prior to AGM period remained open from Wednesday, June 24, 2020 (09.00 a.m.) till Sunday, June 28, 2020 (05.00 p.m.) and CDSL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the shareholders present / logged-in at the AGM through VC / OAVM and who had not cast their vote earlier.
4. After the closure of e-voting at the AGM, we have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company.
5. We have scrutinized the votes cast through remote e-voting and e-voting during AGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the members through remote e-voting and e-voting during AGM processes have been recorded in the separate registers maintained for the purpose.
7. The result of the voting through remote e-voting and e-voting during AGM processes are as per the annexure attached herewith.



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel.: 2836 3419 Email : ngshah.cs@gmail.com

NILESH SHAH & ASSOCIATES

Company Secretaries

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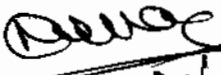
Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairperson may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Nilesh Shah & Associates
Practicing Company Secretaries


30/06/2020

Nilesh Shah
Partner
Membership No. FCS 4554
CP No. 2631
UDIN: F004554B000404173



Place: Mumbai
Date: 30th June, 2020

Annexure to the Scrutinizer's Report
Result of Remote e-voting prior to AGM and e-voting during the AGM:

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain / Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	1 (a)	To consider and adopt: the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2020, together with the reports of the Board of Directors and Auditors thereon; and	Ordinary Resolution	Remote E-Voting prior to AGM	96	17880154	99.99%	3	5	0.01%	3	2683459
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
	1 (b)	the audited consolidated financial statement of the Company for the financial year ended March 31, 2020, together with the Auditors reports thereon.	Total	97	17881002	99.99%	3	5	0.01%	3	2683459	
2	2	To appoint a Director in place of Mr. Prakarsh Gagdani (DIN: 07376258) and being eligible, offers himself for reappointment.	Ordinary Resolution	Remote E-Voting prior to AGM	94	17846197	99.99%	3	5	0.01%	5	2717416
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	95	17847045	99.99%	3	5	0.01%	5	2717416



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Member s Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	3	To re-appoint Mr. Santosh Jayaram as a Whole- Time Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	97	17892714	99.99%	3	5	0.01%	2	2670899
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	98	17893562	99.99%	3	5	0.01%	2	2670899
4	4	To appoint Mr. Gourav Munjal as a Director of the Company.	Ordinary Resolution	Remote E-Voting prior to AGM	97	17892714	99.99%	3	5	0.01%	2	2670899
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	98	17893562	99.99%	3	5	0.01%	2	2670899
5	5	To appoint Mr. Gourav Munjal as a Whole-Time Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	96	17892713	99.99%	4	6	0.01%	2	2670899
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	97	17893561	99.99%	4	6	0.01%	2	2670899



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
6	6	To appoint Mr. Milin Mehta as an Independent Director of the Company.	Ordinary Resolution	Remote E-Voting prior to AGM	97	17892714	99.99%	3	5	0.01%	2	2670899
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	98	17893562	99.99%	3	5	0.01%	2	2670899
7	7	To approve material related party transactions with IIFL Securities Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	67	4511818	99.62%	6	17029	0.38%	29	16034771
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	68	4512666	99.62%	6	17029	0.38%	29	16034771



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
8	8	To approve material related party transactions with IIFL Facilities Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	67	4511818	99.62%	6	17029	0.38%	29	16034771
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	68	4512666	99.62%	6	17029	0.38%	29	16034771
9	9	To approve material related party transactions with IIFL Finance Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	77	4903269	99.65%	6	17029	0.35%	19	15643320
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	78	4904117	99.65%	6	17029	0.35%	19	15643320
10	10	To approve material related party transactions with IIFL Management Services Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	67	4511818	99.62%	6	17029	0.38%	29	16034771
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	68	4512666	99.62%	6	17029	0.38%	29	16034771



Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Abstain/Invalid	
					No. of Member s Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
11	11	To approve material related party transactions with IIFL Home Finance Limited	Ordinary Resolution	Remote E-Voting prior to AGM	77	4903269	99.65%	6	17029	0.38%	19	15643320
				E-Voting during the AGM	1	848	100%	0	0	0%	0	0
				Total	78	4904117	99.65%	6	17029	0.38%	19	15643320



[Signature]
30/06/2020