

January 25, 2018



<p>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</p>	<p>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/ 26598238 NSE Symbol: 5PAISA</p>
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**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 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.
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 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

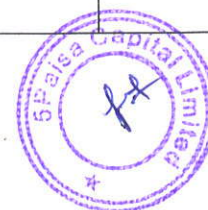


dated January 25, 2018 on Postal Ballot/Electronic Voting to Mr. Prakarsh Gagdani, Whole Time Director and Chief Executive Officer of the Company.

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 5paisa 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 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.	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.	4693213	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,

**5paise Capital Limited**

  
**Harshit Choudhary**  
**Company Secretary**



**Encl: As above**

## 5Paisa Capital Limited

Resolution Required : (Ordinary)		1 - To ratify the '5paisa Capital Limited Employee Stock Option Scheme - 2017' as a Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3694457</b>	<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	421194	326294	56.35	43.65
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		2715012	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>747488</b>	<b>747488</b>	<b>27.53</b>	<b>421194</b>	<b>326294</b>	<b>56.35</b>	<b>43.65</b>
Public Non Institutions	E-Voting		3196228	50.50	3196148	80	100.00	0.00
	Poll		6329553	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>6329553</b>	<b>4515785</b>	<b>71.34</b>	<b>4515705</b>	<b>80</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8591356</b>	<b>326374</b>	<b>96.34</b>	<b>3.66</b>



## SPaisa Capital Limited

Resolution Required : (Ordinary)

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.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3694457</b>	<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	421194	326294	56.35	43.65
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2715012</b>	<b>747488</b>	<b>27.53</b>	<b>421194</b>	<b>326294</b>	<b>56.35</b>	<b>43.65</b>
Public Non Institutions	E-Voting		3196233	50.50	3196148	85	100.00	0.00
	Poll		1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>6329553</b>	<b>4515790</b>	<b>71.34</b>	<b>4515705</b>	<b>85</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>12739022</b>	<b>8917735</b>	<b>70.00</b>	<b>8591356</b>	<b>326379</b>	<b>96.34</b>	<b>3.66</b>



## 5Paisa Capital Limited

Resolution Required : (Ordinary)

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.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3694457</b>					
Public Institutions	E-Voting		747488	27.53	420282	327206	56.23	43.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2715012</b>					
Public Non Institutions	E-Voting		3196228	50.50	3196140	88	100.00	0.00
	Poll		1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>6329553</b>					
<b>Total</b>		<b>12739022</b>	<b>8917730</b>	<b>71.34</b>	<b>4515697</b>	<b>88</b>	<b>100.00</b>	<b>0.00</b>
				<b>70.00</b>	<b>8590436</b>	<b>327294</b>	<b>96.33</b>	<b>3.67</b>



## 5 Paisa Capital Limited

4 - Approval and Implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?		4 - Approval and Implementation of the 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 through Trust Route as a Special Resolution.						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={{[2]}/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={{[4]}/[2]}*100	% of Votes against on votes polled [7]={{[5]}/[2]}*100		
									Total	Postal Ballot
Promoter and Promoter Group	E-Voting	3694457	0	0.00	0	0	0.00	0.00		
	Poll		3654457	98.92	3654457	0	100.00	0.00		
	Postal Ballot		0	0.00	0	0	0.00	0.00		
	<b>Total</b>		<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public Institutions	E-Voting	2715012	747488	27.53	421194	326294	56.35	43.65		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot		0	0.00	0	0	0.00	0.00		
	<b>Total</b>		<b>747488</b>	<b>27.53</b>	<b>421194</b>	<b>326294</b>	<b>56.35</b>	<b>43.65</b>		
Public Non Institutions	E-Voting	6329553	3196228	50.50	3196148	80	100.00	0.00		
	Poll		1319557	20.85	1319557	0	100.00	0.00		
	Postal Ballot		0	0.00	0	0	0.00	0.00		
	<b>Total</b>		<b>4515785</b>	<b>71.34</b>	<b>4515705</b>	<b>80</b>	<b>100.00</b>	<b>0.00</b>		
<b>Total</b>		<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8591356</b>	<b>326374</b>	<b>96.34</b>	<b>3.66</b>		



## 5Paisa Capital Limited

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.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?		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								0		0		0.00		0		0		0.00		0.00
	Poll							3654457		3654457		98.92		3654457		0		100.00		0.00	
	Postal Ballot							0		0		0.00		0		0		0.00		0.00	
	<b>Total</b>							<b>3654457</b>		<b>3654457</b>		<b>98.92</b>		<b>3654457</b>		<b>0</b>		<b>100.00</b>		<b>0.00</b>	
Public Institutions	E-Voting							747488		420282		27.53		0		327206		56.23		43.77	
	Poll							0		0		0.00		0		0		0.00		0.00	
	Postal Ballot							0		0		0.00		0		0		0.00		0.00	
	<b>Total</b>							<b>747488</b>		<b>420282</b>		<b>27.53</b>		<b>420282</b>		<b>327206</b>		<b>56.23</b>		<b>43.77</b>	
Public Non Institutions	E-Voting							3196228		3196148		50.50		3196148		80		100.00		0.00	
	Poll							1319557		1319557		20.85		1319557		0		100.00		0.00	
	Postal Ballot							0		0		0.00		0		0		0.00		0.00	
	<b>Total</b>							<b>4515785</b>		<b>4515705</b>		<b>71.34</b>		<b>4515705</b>		<b>80</b>		<b>100.00</b>		<b>0.00</b>	
<b>Total</b>								<b>12739022</b>		<b>8917730</b>		<b>70.00</b>		<b>8590444</b>		<b>327286</b>		<b>96.33</b>		<b>3.67</b>	





## 5Paisa Capital Limited

Resolution Required : (Ordinary)		6 - Grant of Options to the Employees of the Subsidiary Company(ies) (existing and in future) under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	3694457	3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3694457</b>	<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	421194	326294	56.35	43.65
	Poll	2715012	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2715012</b>	<b>747488</b>	<b>27.53</b>	<b>421194</b>	<b>326294</b>	<b>56.35</b>	<b>43.65</b>
Public Non Institutions	E-Voting		3196228	50.50	3196148	80	100.00	0.00
	Poll	6329553	1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>6329553</b>	<b>4515785</b>	<b>71.34</b>	<b>4515705</b>	<b>80</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>	<b>Total</b>	<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8591356</b>	<b>326374</b>	<b>96.34</b>	<b>3.66</b>



## 5Paisa Capital Limited

Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>3694457</b>	<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	420282	327206	56.23	43.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2715012</b>	<b>747488</b>	<b>27.53</b>	<b>420282</b>	<b>327206</b>	<b>56.23</b>	<b>43.77</b>
Public Non Institutions	E-Voting		3196228	50.50	3196137	91	100.00	0.00
	Poll		1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>6329553</b>	<b>4515785</b>	<b>71.34</b>	<b>4515694</b>	<b>91</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>	<b>Total</b>	<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8590433</b>	<b>327297</b>	<b>96.33</b>	<b>3.67</b>



## 5Paisha Capital Limited

Resolution Required : (Ordinary)		8 - Provisioning of funds to "5paisha Capital Employee Welfare Trust" as a Special Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3654457</b>	<b>98.92</b>	<b>3654457</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	420282	327206	56.23	43.77
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		2715012	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>747488</b>	<b>27.53</b>	<b>420282</b>	<b>327206</b>	<b>56.23</b>	<b>43.77</b>
Public Non Institutions	E-Voting		3196228	50.50	3196138	90	100.00	0.00
	Poll		1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		6329553	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4515785</b>	<b>71.34</b>	<b>4515695</b>	<b>90</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8590434</b>	<b>327296</b>	<b>96.33</b>	<b>3.67</b>



## 5Paisa Capital Limited

Resolution Required : (Ordinary)		9 - To approve material related party transactions with India Infoline Limited as an Ordinary Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	3694457	0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting		747488	27.53	315050	432438	42.15	57.85
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	2715012	747488	27.53	315050	432438	42.15	57.85
Public Non Institutions	E-Voting		3196228	50.50	3196146	82	100.00	0.00
	Poll		1182017	17.21	1182017	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	6329553	4378245	69.17	4378163	82	100.00	0.00
<b>Total</b>		<b>12739022</b>	<b>5125733</b>	<b>40.24</b>	<b>4693213</b>	<b>432520</b>	<b>91.56</b>	<b>8.44</b>



## SPaisa Capital Limited

Resolution Required : (Ordinary)		10 - To approve material related party transactions with IIFL Facilities Services Limited as an Ordinary Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	3694457	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting		747488	27.53	315050	432438	42.15	57.85
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	2715012	0	0.00	0	0	0.00	0.00
	Total		747488	27.53	315050	432438	42.15	57.85
Public Non Institutions	E-Voting		3196228	50.50	3196146	82	100.00	0.00
	Poll	6329553	1182017	17.21	1182017	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4378245	69.17	4378163	82	100.00	0.00
	Total	12739022	5125733	40.24	4693213	432520	91.56	8.44



## 5Paisa Capital Limited

Resolution Required : (Ordinary)		11 - To approve material related party transactions with IIFL Holdings Limited as an Ordinary Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	3694457	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting		747488	27.53	315050	432438	42.15	57.85
	Poll	2715012	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>747488</b>	<b>27.53</b>	<b>315050</b>	<b>432438</b>	<b>42.15</b>	<b>57.85</b>
Public Non Institutions	E-Voting		3196228	50.50	3196146	82	100.00	0.00
	Poll	6329553	1182017	17.21	1182017	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4378245</b>	<b>69.17</b>	<b>4378163</b>	<b>82</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>12739022</b>	<b>5125733</b>	<b>41.09</b>	<b>4693213</b>	<b>432520</b>	<b>91.56</b>	<b>8.44</b>



## 5Paisa Capital Limited

Resolution Required : (Ordinary)		12 - To approve material related party transactions with India Infoline Finance Limited as an Ordinary Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3694457	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2715012	747488	27.53	315050	432438	42.15	57.85
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>747488</b>	<b>27.53</b>	<b>315050</b>	<b>432438</b>	<b>42.15</b>	<b>57.85</b>
Public Non Institutions	E-Voting	6329553	3196228	50.50	3196146	82	100.00	0.00
	Poll		1182017	17.21	1182017	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4378245</b>	<b>70.88</b>	<b>4378163</b>	<b>82</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>12739022</b>	<b>5125733</b>	<b>40.24</b>	<b>4693213</b>	<b>432520</b>	<b>91.56</b>	<b>8.44</b>



## 5Paisa Capital Limited

Resolution Required : (Ordinary)		13 - To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company as an Ordinary Resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	3694457	3654457	98.92	3654457	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	3694457	3654457	98.92	3654457	0	100.00	0.00
Public Institutions	E-Voting		747488	27.53	745994	1494	99.80	0.20
	Poll	2715012	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2715012	747488	27.53	745994	1494	99.80	0.20
Public Non Institutions	E-Voting		3196228	50.50	3196149	79	100.00	0.00
	Poll	6329553	1319557	20.85	1319557	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	6329553	4515785	71.34	4515706	79	100.00	0.00
<b>Total</b>		<b>12739022</b>	<b>8917730</b>	<b>70.00</b>	<b>8916157</b>	<b>1573</b>	<b>99.98</b>	<b>0.02</b>





## Company Secretaries

Ref \_\_\_\_\_

### **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 15<sup>th</sup> 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 15<sup>th</sup> December 2017:

- 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 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;
- 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;



## 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.



## Company Secretaries

Ref. \_\_\_\_\_

The notice of Postal Ballot dated 15<sup>th</sup> 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 08<sup>th</sup> 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.
2. 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.
3. All Postal Ballot Forms received up to 05.00 p.m. on Monday, 22<sup>nd</sup> 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, 24<sup>th</sup> December, 2017 at 09.00 a.m. up to Monday, 22<sup>nd</sup> 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.
9. 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:



## Company Secretaries

Ref \_\_\_\_\_

**Resolution No. 1: To ratify the 'Spaisa 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
<b>Total</b>	<b>85</b>	<b>8591356</b>	<b>96.34</b>

**(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
<b>Total</b>	<b>47</b>	<b>326374</b>	<b>3.66</b>

**(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
<b>Total</b>	<b>2</b>	<b>200907</b>



## Company Secretaries

Ref. \_\_\_\_\_

**Resolution No. 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**

**(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
<b>Total</b>	<b>85</b>	<b>8591356</b>	<b>96.34</b>

**(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
<b>Total</b>	<b>48</b>	<b>326379</b>	<b>3.66</b>

**(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
<b>Total</b>	<b>1</b>	<b>200902</b>



Ref. \_\_\_\_\_

**Resolution No. 3: To ratify issue of Options exceeding 1% of the issued capital of the Company under Spaisa 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
<b>Total</b>	<b>83</b>	<b>8590436</b>	<b>96.33</b>

**(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
<b>Total</b>	<b>49</b>	<b>327294</b>	<b>3.67</b>

**(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
<b>Total</b>	<b>2</b>	<b>200907</b>



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

## Company Secretaries

Ref.: \_\_\_\_\_

**Resolution No. 4: Approval and implementation of the Spaisa 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
<b>Total</b>	<b>85</b>	<b>8591356</b>	<b>96.34</b>

(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
<b>Total</b>	<b>47</b>	<b>326374</b>	<b>3.66</b>

(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
<b>Total</b>	<b>2</b>	<b>200907</b>



## 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
<b>Total</b>	<b>84</b>	<b>8590444</b>	<b>96.33</b>

(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
<b>Total</b>	<b>48</b>	<b>327286</b>	<b>3.67</b>

(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
<b>Total</b>	<b>2</b>	<b>200907</b>





## Company Secretaries

Ref \_\_\_\_\_

**Resolution No: 6: Grant of Options to the Employees of the Subsidiary Companies(s) (existing and in future) under Spaisa 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
<b>Total</b>	<b>85</b>	<b>8591356</b>	<b>96.34</b>

**(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
<b>Total</b>	<b>47</b>	<b>326374</b>	<b>3.66</b>

**(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
<b>Total</b>	<b>2</b>	<b>200907</b>



## Company Secretaries

Ref.: \_\_\_\_\_

**Resolution No. 7: To issue as Options exceeding 1% of the issued capital of the Company under Spaisa 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
<b>Total</b>	<b>82</b>	<b>8590433</b>	<b>96.33</b>

**(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
<b>Total</b>	<b>50</b>	<b>327297</b>	<b>3.67</b>

**(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
<b>Total</b>	<b>2</b>	<b>200907</b>



## Company Secretaries

Ref \_\_\_\_\_

**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
<b>Total</b>	<b>83</b>	<b>8590434</b>	<b>96.33</b>

(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
<b>Total</b>	<b>49</b>	<b>327296</b>	<b>3.67</b>

(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
<b>Total</b>	<b>2</b>	<b>200907</b>



Ref \_\_\_\_\_

**Resolution No. 9: To approve material related party transactions with India Infoline 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
<b>Total</b>	<b>71</b>	<b>4693213</b>	<b>91.56</b>

**(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
<b>Total</b>	<b>51</b>	<b>432520</b>	<b>8.44</b>

**(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	10	3791997
Voting Through Electronic Means	2	200907
<b>Total</b>	<b>12</b>	<b>3992904</b>



## 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
<b>Total</b>	<b>71</b>	<b>4693213</b>	<b>91.56</b>

**(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
<b>Total</b>	<b>51</b>	<b>432520</b>	<b>8.44</b>

**(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	10	3791997
Voting Through Electronic Means	2	200907
<b>Total</b>	<b>12</b>	<b>3992904</b>



## 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
<b>Total</b>	<b>71</b>	<b>4693213</b>	<b>91.56</b>

**(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
<b>Total</b>	<b>51</b>	<b>432520</b>	<b>8.44</b>

**(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	10	3791997
Voting Through Electronic Means	2	200907
<b>Total</b>	<b>12</b>	<b>3992904</b>



Ref. \_\_\_\_\_

**Resolution No. 12: To approve material related party transactions with India Infoline Finance 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	89.56
<b>Total</b>	<b>71</b>	<b>4693213</b>	<b>91.56</b>

**(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
<b>Total</b>	<b>51</b>	<b>432520</b>	<b>8.44</b>

**(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	10	3791997
Voting Through Electronic Means	2	200907
<b>Total</b>	<b>12</b>	<b>3992904</b>



# NILESH G. SHAH

B.Com., IIB (G), F.C.S.

## Company Secretaries

Ref.: \_\_\_\_\_

**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
<b>Total</b>	<b>126</b>	<b>8916157</b>	<b>99.98</b>

(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
<b>Total</b>	<b>6</b>	<b>1573</b>	<b>0.02</b>

(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
<b>Total</b>	<b>2</b>	<b>200907</b>

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





# NILESH G. SHAH

B.Com., LLB (G), F.C.S.

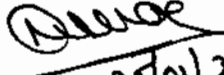
## Company Secretaries

Ref. \_\_\_\_\_

### 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,

  
25/01/2018

Nilesh G. Shah  
Practicing Company Secretary  
Membership No. : FCS 4554  
CP No. 2631



Place: Mumbai

Date: 25/01/2018