



July 17, 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, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051 Tel No.: 2659 8235 Fax No.: 26598237 NSE Symbol: SPAISA
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Dear Sir/Madam,

Sub: Outcome of the Board Meeting held on July 17, 2018 - Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of the Company at its meeting held today, *inter alia*, considered and approved the following:

1. The unaudited financial results of the Company for the quarter ended June 30, 2018 and Limited Review Report for the financial results for the quarter ended June 30, 2018 submitted by the Statutory Auditors of the Company.

The Copy of the above is enclosed herewith.

2. The proposal of issue of Equity Shares by way of a Rights Issue ("Issue") to the existing shareholders of the Company in the ratio of 1 equity share of Rs 10 each for every 1 equity share of Rs 10 each held in the Company at a premium of Rs 70 per share i.e. issue price of Rs 80 each aggregating to Rs 103.52 Cr. in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and the record date for determining the entitlement will be announced in due course, subject to receipt of relevant approvals from regulatory authorities, as may be required.

The proposed Issue is to inter-alia meet the Company's long-term funding needs to meet in technology enhancements, Expansion and additional product lines.

For the purpose of giving effect to the Issue, the Board constituted and authorized the Committee of the Board to decide the appointment of intermediaries, structure, terms and conditions of the Issue including record date, timing of the Issue, allotment, listing of equity shares and other related matters.

3. The appointment of Mr. Sarbeswar Lenka (Din: 07306325) as a Non- Executive Director on the Board of the Company subject to necessary regulatory approvals. The profile of Mr. Sarbeswar Lenka is enclosed herewith. Mr. Sarbeswar Lenka is not debarred from holding the office by virtue of any SEBI Order or by order of any other authority.

5paisa Capital Limited

Corporate Identity Number: U67190MH2007PLC289249

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

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



4. Ms. Ankita Lakhotia, the present Chief Financial Officer resigned due to her personal reasons. The Board appointed Mr. Mahesh Shetty as the Chief Financial Officer of the Company w.e.f. July 18, 2018. The profile of Mr. Mahesh Shetty is enclosed herewith.

The meeting concluded at 3.45 P.M.

The results have been uploaded on the Stock Exchange websites at <https://www.nseindia.com> and <https://www.bseindia.com> and on the website of the Company at <https://www.5paise.com>

Thanking You,

Yours faithfully,

For 5paise Capital Limited

Roshan Dave

Company Secretary

Email ID: csteam@5paise.com

Encl: as above



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PROFILE

1. Mr. Sarbeswar Lenka – Non Executive Director

A seasoned banker with 34+ years of Banking & Financial services experience with a strong domain knowledge of Forex, Money and Capital Market with the largest Public Sector Bank in India, State Bank of India. He was associated with SBI Cap Securities Limited as the Managing Director and Whole Time Director from September 2015 to June 2018 and prior to that, he was associated with Chhattisgarh Rajya Gramin Bank – Raipur as the Chairman of the Bank from August 2012 to September 2015.

He held various leadership positions over the years across multiple domains which has given him exposure in setting up and running large format as well as new businesses. He possesses sound commercial acumen with a global mind-set & strong quantitative and conceptual abilities. He has managed large teams, developed strategies, process planning and improvements including change management. He has specialized in handling Domestic as well as International operations.

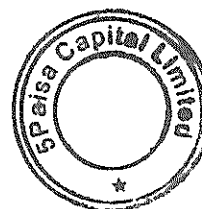
2. Mr. Mahesh Shetty – Chief Financial Officer

He holds B.Com and LLB degree from University of Mumbai and is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He has sixteen (16) years of experience in the field of Accounts and Finance. Before joining our company, he was associated with Oman India Joint Investment Fund.

Spaisa Capital Limited
Statement of Standalone Unaudited Financial Results for the Quarter ended June 30, 2018

Particulars	Quarter ended			Year ended
	Jun 30, 2018	Mar 31, 2018	Jun 30, 2017	Mar 31, 2018
	Unaudited	Unaudited	Unaudited	Audited
	(₹ in Lakhs)			
1. Income				
a. Revenue from operations	906.19	787.09	224.88	1,965.17
b. Other Income	-	-	-	-
Total Revenue	906.19	787.09	224.88	1,965.17
2. Expenses				
a. Employee benefits expense	629.12	487.89	426.14	1,933.53
b. Depreciation and amortisation expense	34.28	26.26	8.41	66.71
c. Administration and other expense	916.81	1,160.72	477.07	3,206.44
d. Finance cost	76.19	43.97	2.25	79.53
Total Expenses	1,656.40	1,718.85	913.88	5,286.22
3. Profit/(Loss) before exceptional items and extraordinary items and tax (1-2)	(750.21)	(931.76)	(688.99)	(3,321.05)
4. Exceptional Item & Extraordinary items	-	-	-	-
5. Profit/(Loss) before tax (3-4)	(750.21)	(931.76)	(688.99)	(3,321.05)
6. Tax Expenses	(186.37)	(239.11)	(72.77)	(791.19)
7. Profit/(Loss) after tax (5-6)	(563.83)	(692.64)	(616.22)	(2,529.86)
8. Paid-up Equity Share Capital (Face Value of Rs10/-)	1,273.90	1,273.90	1,273.90	1,273.90
9. Reserve excluding Revaluation Reserves	-	-	-	5,019.74
10. Earnings Per Share (Face Value Rs. of 10 each)				
Basic (In Rs.)*	(4.43)	(5.44)	(4.84)	(19.86)
Diluted (In Rs.)*	(4.43)	(5.44)	(4.84)	(19.86)

* Quarter ended numbers are not annualised



For Spaisa Capital Limited

Prakash Gagdani

Whole Time Director & Chief Executive Officer

DIN: 07376258

Place : Mumbai

Dated : 17th July 2018

Spaisa Capital Limited
CIN: U67190MH2007PLC289249

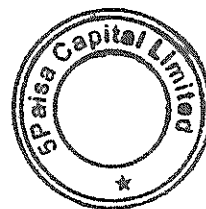
Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604

1. The above unaudited standalone financial results for the quarter ended June 30, 2018, have been reviewed by the Audit Committee and recommended for approval and approved by the Board of Directors of the Company at its meeting held on July 17, 2018 and have been subjected to limited review by the statutory auditors of the Company and the Auditors have issued an unmodified report.
2. The Company's main business is securities broking and distribution of financial products primarily through internet and mobile applications. All other activities revolve around the main business. Further all activities are carried out within India. As such there are no separate reportable segments as per Accounting Standard (AS) 17 on "Segment Reporting" prescribed under Section 133 of the Companies Act, 2013.
3. The proposal of issue of Equity Shares by way of a Rights Issue ("Issue") to the existing shareholders of the Company in the ratio of 1 equity share of Rs 10 each for every 1 equity share of Rs 10 each held in the Company at a premium of Rs 70 per share i.e. issue price of Rs 80 each aggregating to Rs 103.52 Cr. in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and the record date for determining the entitlement will be announced in due course, subject to receipt of relevant approvals from regulatory authorities, as may be required. The proposed Issue is to inter-alia meet the Company's long-term funding needs to meet in technology enhancements, Expansion and additional product lines.
 For the purpose of giving effect to the Issue, the Board constituted and authorized the Committee of the Board to decide the appointment of intermediaries, structure, terms and conditions of the Issue including record date, timing of the Issue, allotment, listing of equity shares and other related matters.
4. The Accounting policies adopted in the preparation of financial results are consistent with those followed in the previous period/year unless otherwise stated.
5. Key data relating to consolidated results of Spaisa Capital Limited are as under:

Particulars	(Rs. in Lakhs)			
	Quarter ended June 30, 2018 (Unaudited)	Quarter ended March 31, 2018 (Unaudited)	Quarter ended June 30, 2017 (Unaudited)	Year ended March 31, 2018 (Audited)
Revenues from operations	907.11	787.09	224.88	1,965.17
Profit /(loss) for the period/year	(563.17)	(692.64)	(616.22)	(2,529.86)
Earnings per share				
a) Basic (in Rs.)	(4.42)	(5.44)	(4.84)	(19.86)
b) Diluted (in Rs.)	(4.42)	(5.44)	(4.84)	(19.86)

6. The comparative financial information of the Company for the quarter ended June 30, 2017 were reviewed / audited by the previous auditors of the Company.
7. The figures for the quarter ended March 31, 2018 are the balancing figures between audited figures in respect of the year ended March 31, 2018 and unaudited figures of the nine months ended Dec 31, 2017.
8. The Standalone unaudited financial results for the quarter ended June 30, 2018, as submitted to Stock Exchanges are also available on our website www.5paisa.com
9. Previous periods figures have been regrouped / rearranged wherever necessary.

Date: July 17, 2018
Place: Mumbai



By order of the Board
For 5paisa Capital Limited


Prakash Gagdani

Whole Time Director & Chief Executive Officer
DIN: 07376258

Tel. : 2200 4465, 2206 7440
Fax : 91-22-2200 0649
E-mail : mumbai@vsa.co.in
Website : www.vsa.co.in

V. Sankar Aiyar & Co.
CHARTERED ACCOUNTANTS
2-C, Court Chambers
35, New Marine Lines
Mumbai - 400 020

**LIMITED REVIEW REPORT ON THE UNAUDITED STAND ALONE FINANCIAL RESULTS
FOR THE QUARTER ENDED 30TH JUNE 2018**

The Board of Directors
Spaisa Capital Limited
Mumbai.

1. We have reviewed the accompanying statement of unaudited stand-alone financial results of M/s. Spaisa Capital Limited for the quarter ended 30th June 2018. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial Information performed by the Independent Auditor of the Entity*. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted of the stand-alone financial results as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Mumbai
Date: 17th July 2018

For V. Sankar Aiyar & Co.
Chartered Accountants
Firm Regn. No.109208W



(G Sankar)
Partner
Membership No.046050

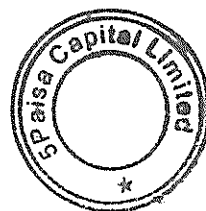


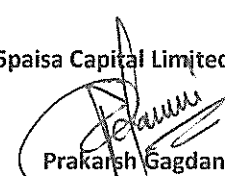
Spaisa Capital Limited
Statement of Consolidated Unaudited Financial Results for the Quarter ended June 30, 2018

Particulars	(₹ in Lakhs)			
	Quarter ended			Year ended
	Jun 30, 2018	Mar 31, 2018	Jun 30, 2017	Mar 31, 2018
	Unaudited	Unaudited	Unaudited	Audited
1. Income				
a. Revenue from operations	906.20	787.09	224.88	1,965.17
b. Other Income	0.91	-	-	-
Total Revenue	907.11	787.09	224.88	1,965.17
2. Expenses				
a. Employee benefits expense	629.12	487.89	426.14	1,933.53
b. Depreciation and amortisation expense	34.28	26.26	8.41	66.71
c. Administration and other expense	916.84	1,160.72	477.07	3,206.44
d. Finance cost	76.19	43.97	2.25	79.53
Total Expenses	1,656.43	1,718.85	913.88	5,286.22
3. Profit/(Loss) before exceptional Items and extraordinary items and tax (1-2)	(749.32)	(931.76)	(688.99)	(3,321.05)
4. Exceptional Item & Extraordinary items	-	-	-	-
5. Profit/(Loss) before tax (3-4)	(749.32)	(931.76)	(688.99)	(3,321.05)
6. Tax Expenses	(186.14)	(239.11)	(72.77)	(791.19)
7. Profit/(Loss) after tax (5-6)	(563.17)	(692.64)	(616.22)	(2,529.86)
8. Share of profit / (loss) of Associate Companies	-	-	-	-
9. Minority Interest	-	-	-	-
10. Net Profit after Taxes, Minority Interest and Share of profit / (loss) of Associates Companies (7+8-9)	(563.17)	(692.64)	(616.22)	(2,529.86)
11. Paid-up Equity Share Capital (Face Value of Rs.10/-)	1,273.90	1,273.90	1,273.90	1,273.90
12. Reserve excluding Revaluation Reserves	-	-	-	5,019.74
13. Earnings Per Share (Face Value Rs. of 10 each)				
Basic (In Rs.)*	(4.42)	(5.44)	(4.84)	(19.86)
Diluted (In Rs.)*	(4.42)	(5.44)	(4.84)	(19.86)

* Quarter ended numbers are not annualised

Place : Mumbai
Dated : 17th July 2018



For Spaisa Capital Limited

Prakash Gagdani
Whole Time Director & Chief Executive Officer
DIN: 07376258

Spaisa Capital Limited
CIN: U67190MH2007PLC289249

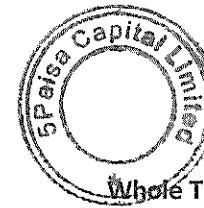
Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, Thane Industrial Area, Wagle Estate, Thane - 400604

1. The above unaudited consolidated financial results for the quarter ended June 30, 2018, have been reviewed by the Audit Committee and recommended for approval and approved by the Board of Directors of the Company at its meeting held on July 17, 2018 and have been subjected to limited review by the statutory auditors of the Company and the Auditors have issued an unmodified report.
2. The Company's main business is Securities broking and distribution of financial products primarily through internet and mobile applications. All other activities revolve around the main business. Further all activities are carried out within India. As such there are no separate reportable segments as per Accounting Standard (AS) 17 on "Segment Reporting" prescribed under Section 133 of the Companies Act, 2013.
3. The proposal of issue of Equity Shares by way of a Rights Issue ("Issue") to the existing shareholders of the Company in the ratio of 1 equity share of Rs 10 each for every 1 equity share of Rs 10 each held in the Company at a premium of Rs 70 per share i.e. issue price of Rs 80 each aggregating to Rs 103.52 Cr. in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and the record date for determining the entitlement will be announced in due course, subject to receipt of relevant approvals from regulatory authorities, as may be required. The proposed Issue is to inter-alia meet the Company's long-term funding needs to meet in technology enhancements, Expansion and additional product lines.
 For the purpose of giving effect to the Issue, the Board constituted and authorized the Committee of the Board to decide the appointment of intermediaries, structure, terms and conditions of the Issue including record date, timing of the Issue, allotment, listing of equity shares and other related matters.
4. The Accounting policies adopted in the preparation of financial results are consistent with those followed in the previous period/year unless otherwise stated.
5. Key data relating to standalone results of Spaisa Capital Limited are as under:


Particulars	(Rs. in Lakhs)			
	Quarter ended June 30, 2018 (Unaudited)	Quarter ended March 31, 2018 (Unaudited)	Quarter ended June 30, 2017 (Unaudited)	Year ended March 31, 2018 (Audited)
Revenues from operations	906.19	787.09	224.88	1,965.17
Profit /(loss) for the period/year	(563.83)	(692.64)	(616.22)	(2,529.86)
Earnings per share				
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b) Diluted (in Rs.)	(4.43)	(5.44)	(4.84)	(19.86)

6. The comparative financial information of the Company for the quarter ended June 30, 2017 were reviewed / audited by the previous auditors of the Company.
7. The figures for the quarter ended March 31, 2018 are the balancing figures between audited figures in respect of the year ended March 31, 2018 and unaudited figures of the nine months ended Dec 31, 2017.
8. The consolidated unaudited financial results for the quarter ended June 30, 2018, as submitted to Stock Exchanges are also available on our website www.5paisa.com
9. Previous periods figures have been regrouped / rearranged wherever necessary.

Date: July 17, 2018
Place: Mumbai



By order of the Board
For 5paisa Capital Limited


Prakarsh Gagdani
Whole Time Director & Chief Executive Officer
DIN: 07376258

Tel. : 2200 4465, 2206 7440
Fax : 91-22-2200 0649
E-mail : mumbai@vsa.co.in
Website : www.vsa.co.in

V. Sankar Aiyar & Co.

CHARTERED ACCOUNTANTS
2-C, Court Chambers
35, New Marine Lines
Mumbai - 400 020

LIMITED REVIEW REPORT ON THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE 2018

The Board of Directors
5paisa Capital Limited
Mumbai

1. We have reviewed the accompanying statement of unaudited consolidated financial results of M/s 5paisa Capital Limited for the quarter ended 30th June, 2018. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial Information performed by the Independent Auditor of the Entity*. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. These statements include the financial results of 5paisa P2P Limited (a wholly owned subsidiary of the Company).
4. Based on our review conducted of the consolidated financial results as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For V. Sankar Aiyar & Co.
Chartered Accountants
Firm Regn. No.109208W

Place: Mumbai
Date: 17th July 2018

Sankar

(G Sankar)
Partner
Membership No.046050

