



Spaisa Capital Limited

CIN: L67190MH2007PLC289249

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

Tel: (91-22) 4103 5000; Fax: (91-22) 25806654;

E-mail: csteam@5paisa.com; Website: www.5paisa.com.

Notice

Notice is hereby given that the Twelfth Annual General Meeting of the members of 5paisa Capital Limited will be held on Monday, 30th day of September 2019, at 04.30 P.M. at Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400018 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) The audited standalone financial statement(s) of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2019, together with Auditors report thereon.
2. To appoint a Director in place of Mr. Santosh Jayaram (DIN: 07955607), who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Santosh Jayaram (DIN: 07955607), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

3. Appointment of Mr. Sarbeswar Lenka (DIN: 07306325) as a Director and in this regards, to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force), and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on April 16, 2019, Mr. Sarbeswar Lenka (DIN: 07306325), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company and in this regards, to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreements as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the consent of the members of the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹ 30,00,00,000 (Thirty Crores) divided into 3,00,00,000 (Three Crores Only) equity shares of ₹ 10 (Rupees Ten only) each to ₹ 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores) equity shares of ₹ 10 (Rupees Ten only) each and that the existing Clause V(a) of the Memorandum of Association of the Company be replaced with the following new Clause V(a):

V (a). The Authorized Share Capital of the Company is ₹ 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores) equity shares of ₹ 10 (Rupees Ten only) each with rights, privileges and conditions attached thereto as are provided by the Regulations of the Company

for the time being, with power to increase or reduce the Capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

5. To approve offer or invitation to subscribe to the Non-Convertible Debentures on private placement basis and in this regards, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, up to ₹ 250 crore (Rupees Two Hundred Fifty Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or its duly constituted committee be and is hereby authorised to do all acts, deeds, thing and to take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

6. To approve material related party transactions with IIFL Securities Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Securities Limited ("formerly known as India Infoline Limited), a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Securities Limited and remaining outstanding at any one point in time shall not exceed ₹ 15 Crore (Rupees Fifteen Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/ modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/ contracts or any future arrangements/transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/

transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

7. To approve material related party transactions with IIFL Facilities Services Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Facilities Services Limited, a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Facilities Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 110 Crore (Rupees One Hundred Ten Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/

transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

8. To approve material related party transactions with IIFL Holdings Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Holdings Limited, a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Holdings Limited and remaining outstanding at any one point in time shall not exceed ₹ 105 Crore (Rupees One Hundred Five Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents

with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

9. To approve material related party transactions with India Infoline Finance Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with India Infoline Finance Limited, a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with India Infoline Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 110 Crore (Rupees One Hundred Ten Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents

with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

10. To approve material related party transactions with IIFL Management Services Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called "the Listing Regulations") , and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Management Services Limited, a Related Party as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Management Services Limited and remaining outstanding at any one point in time shall not exceed ₹ 55 Crore (Rupees Fifty Five Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/

transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

11. To approve material related party transactions with IIFL Home Finance Limited and in this regards, to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after called “the Listing Regulations”) , and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company vide resolutions passed in their respective meetings held on April 16, 2019, the consent and approval of the Company be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee of the Board) to enter into arrangements/transactions/contracts with IIFL Home Finance Limited (Formerly known as India Infoline Housing Finance Limited), a Related Party as defined in Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit PROVIDED HOWEVER THAT the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with IIFL Home Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 10 Crore (Rupees Ten Crore Only) during any one financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/renegotiation/modification/ratification/amendments to or termination thereof, of the subsisting arrangements/transactions/contracts or any future arrangements/transactions/contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/contracts, filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

By Order of the Board of Directors

Roshan Dave

Company Secretary
ACS - 26472

Dated: April 16, 2019

Place: Mumbai

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

CIN:L67190MH2007PLC289249

e-mail: csteam@5paisa.com

Telephone No. - 022-41035000

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Santosh Jayaram (DIN: 07955607) is liable to retire by rotation at the Meeting and being eligible, offer himself for re-appointment and the Board of Directors of the Company recommends his re-appointment. He holds Bachelors in Technology degree and a Masters in Business Administration from NMIMS University, Mumbai. He has been associated with Spaisa Capital Limited and IIFL Group since May 2011. He has experience in areas of business process re-engineering, digitisation, product development, mobile application development and user experience management. He is not related to any of the Directors of the Company. Nature of his expertise in specific functional areas is provided in Corporate Governance report. Names of companies in which he hold directorships and memberships/ chairmanships of Board Committees and shareholding as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under the explanatory statement.
5. The Company's Statutory Auditors, M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), Chartered Accountants, Mumbai, were appointed as

Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on July 19, 2017 which was subject to ratification by the Members at every subsequent Annual General Meeting. However, pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, the Company in its 11th annual general meeting held on July 17, 2018 had passed the resolution for not seeking approval of the members for ratification of the appointment of Statutory Auditors from the next annual general meeting, therefore the ratification by the Members for continuance of their appointment at this 12th Annual General Meeting is not being sought.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

6. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of passing of the above resolutions.
9. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from Tuesday, September 24th, 2019 to Monday, September 30th, 2019 (both days inclusive).
10. Members are requested :
 - i. To bring their attendance slip along with their copy of Annual Report to the Meeting.
 - ii. To quote their folio nos./ ID nos. in all correspondence.
 - iii. To note that no gifts will be distributed in the AGM.

11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company, M/s. Linkintime India Private Limited ("Linkintime") at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.
13. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialized form through NSDL or CDSL.
14. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018, amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 05, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by SEBI to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
15. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime.
18. As per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, details in respect of a director seeking appointment/re-appointment at the Annual General Meeting are separately annexed to this Notice.
19. The Company has designated an exclusive e-mail ID called csteam@5paisa.com to redress shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at csteam@5paisa.com.
20. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
21. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
22. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to Nehru Planetarium, Mumbai.
23. Voting Results
Information and other instructions relating to e-voting are as under:
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('e-voting').

II. The facility for voting through Poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Poll'.

III. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

IV. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

V. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, September 23rd, 2019. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Monday, September 23rd, 2019, only shall be entitled to avail the facility of e-voting/ Poll on Demand.

VII. The Board of Directors of the Company has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as Scrutinizer to scrutinise the Poll on Demand and e-voting process in a fair and transparent manner.

VIII. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Poll on Demand and through e-voting, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company www.5paisa.com and on the

website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

IX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Monday, September 30th, 2019.

X. Information and other instructions relating to e-voting are as under:

(i) The voting period begins on 09:00 a.m. (IST) on Wednesday, September 25th, 2019 and ends on 05:00 p.m. (IST) on Sunday, September 29th, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23rd, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on the tab Shareholders/ Members.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next, enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Account Details OR Date of Birth (DOB)	Enter the Dividend Bank Account Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) of 5paisa Capital Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding Remote E-voting, you may contact Mr. Rakesh Dalvi, Manager, CDSL, or Helpdesk: 1800225533 or refer the Frequently Asked Questions (FAQs) and Remote E-voting manual available at www.evotingindia.com, under help section or write an email at helpdesk.evoting@cdslindia.com

REGISTRATION / UPDATING OF EMAIL IDS

Members are requested to support the "Green Initiative" by registering their email address with the Company, if not already done.

Those members who have changed their email address are requested to register their new email address with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Businesses mentioned under Item nos. of the accompanying Notice:

Item No. 3

Mr. Sarbeswar Lenka (DIN 07306325) was appointed as an Additional Director of the Company with effect from July 18, 2018 by the Board of Directors at their meeting held on July 17, 2018 under Section 161 of the Act and Article 146 of the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Sarbeswar Lenka (DIN 07306325) holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Sarbeswar Lenka (DIN 07306325) appointment as a Director.

Mr. Sarbeswar Lenka (DIN 07306325) is a seasoned banker with 34+ years of Banking & Financial service experience with 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 July 2012 to August 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.

The other detail of Mr. Sarbeswar Lenka in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Sarbeswar Lenka is not related to any Director of the Company.

The Directors are of the view that the appointment of Mr. Sarbeswar Lenka as a Director in the capacity of Non-Executive Non Independent Director will be beneficial to the Company.

Mr. Sarbeswar Lenka is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Sarbeswar Lenka may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the members.

Item No. 4

Considering, the overall business growth and operational needs of the Company, the Company may require further capital and accordingly it is proposed to increase the authorised Share Capital of the Company from ₹ 30,00,00,000 (Rupees Thirty Crores only) comprising of 3,00,00,000 (Three Crore) Equity Shares of ₹10 (Rupees Ten) each to ₹ 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores) equity shares of ₹ 10 (Rupees Ten only) each. Consequently, the existing Clause V(a) of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

A draft of altered Memorandum with the aforesaid alterations shall be available for inspection by the Members of the Company on any working days, except Saturdays and Sundays (including Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of passing of the above resolutions.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the members.

Item No. 5

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In order to augment long-term resources for financing, inter alia, the ongoing expenditure and for business purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 5, within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6, 7, 8, 9, 10 and 11

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2018-19 is ₹ 62.64 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 6.26 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Pursuant to the Composite Scheme of Arrangement amongst IIFL Holdings Limited, IIFL Distribution Services Limited, IIFL Wealth

Management Limited, IIFL Securities Limited, India Infoline Finance Limited, India Infoline Media and Research Services Limited and their respective Shareholders (“Scheme”), India Infoline Finance Limited will merge with IIFL Holdings Limited. Upon the said merger becomes effective, the aforesaid Limits for material related party transaction(s) with India Infoline Finance Limited will be added with the limits of IIFL Holdings Limited.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions at their respective meetings held on April 16, 2019 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at item Nos. 06 to 11 except Mr. Prakarsh Gagdani- Whole Time Director & Chief Executive Officer and Mr. Roshan Dave - Company Secretary and their relatives are interested to the extent of their shareholding in IIFL Holdings Limited.

The Board recommends the Ordinary Resolutions set out at Item Nos. 06 to 11 of the Notice for approval by the members.

Name of the Related Party	Nature of Relationship	Nature of Transactions	Amount (₹ in Crore)*
IIFL Securities Limited	Related party as per Accounting Standard and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services/ lease/ leave and licence etc.	15
IIFL Facilities Services Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services/ lease/ leave and licence etc.	110
IIFL Holdings Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services/ lease/ leave and licence etc.	105
India Infoline Finance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services/ lease/ leave and licence etc.	110
IIFL Management Services Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services / lease/ leave and licence etc.	55
IIFL Home Finance Limited	Related party as per Accounting Standards and Listing Regulations	Loans/Inter-Corporate Deposits/Guarantees/ availing or rendering of services / lease/ leave and licence etc.	10

* The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Sarbeswar Lenka	Mr. Santosh Jayaram
Date of Birth	June 17, 1958	January 04, 1988
Nationality	Indian	Indian
Date of Appointment on the Board	July 18, 2018	January 11, 2018
Qualifications	He holds a degree in master of science from Utkal University, Bhubaneswar and he is also an associate member of The Indian Institute of Bankers	B.Tech degree and a Master's degree in business management from NMIMS University, Mumbai
Expertise in specific functional areas	Banking & Financial services experience with a strong domain knowledge of Forex, Money and Capital Market	Business process re-engineering, digitisation, product development, mobile application development and user experience management.
Number of shares held in the Company	Nil	Nil
Directorships held in other companies (excluding foreign companies)	Nil	<ul style="list-style-type: none"> • 5paisa P2P Limited • 5paisa Insurance Brokers Limited
Attendance in number of Board Meetings eligible during the financial year 2018-19	Three of Three	Five of Five
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Relationships between Directors inter-se	None	None
Remuneration details (Including Sitting Fees & Commission)	₹ 210,000	₹ 2,362,100

By Order of the Board of Directors
Roshan Dave

Company Secretary
ACS - 26472

Dated: April 16, 2019

Place: Mumbai

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

CIN:L67190MH2007PLC289249

e-mail: csteam@5paisa.com

Telephone No. - 022-41035000

VENUE MAP OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON

Monday, September 30, 2019 at 04.30 PM.

Venue address: Hall of Harmony, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai-400018

