

5PAISA CAPITAL LIMITED

CIN : U67190MH2007PLC289249

Regd. Office – IIFL House, Sun InfoTech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604 Tel: (91-22) 41035000. Fax: (91-22) 25806654 :E-mail: csteam@5paisa.com, Website: www.5paisa.com**Postal Ballot Form**

Sr. No.:

1. **Name(s) of Shareholder(s)/ beneficial owner (in block letters) (including joint holders, if any)** :
2. **Registered address of the sole/first named shareholder/ beneficial owner** :
3. **Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)** :
4. **Number of shares held** :
5. **I/We hereby exercise my/our vote in respect of Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated December 15, 2017, issued by the Company, by sending my/our assent/dissent to the said Resolution(s) by placing the tick mark(√) in the appropriate column below:**

Item No.	Description of the Resolution	No. of Shares for which votes cast	I/We assent (agree) to the resolution	I/We dissent (disagree) to the resolution
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) under 5paisa Capital Limited Employee Stock Option Trust Scheme 2017 as a Special Resolution.			
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.			
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.			

Place :

Date :

Signature of the Shareholders/Beneficial Owner

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

EVSN Electronic Voting Sequence No	User ID	Password
171211010		

Note: - Please read the instruction printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid.
2. A member desiring to exercise vote by postal ballot should complete this postal ballot form and send it to the company in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of the Members as on Friday, December 08, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
4. The self-addressed envelope bears the address of the Company, Registrar & Share Transfer Agent and will be kept in safe and will be handed over to the scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
6. The assent or dissent may be recorded by placing a tick (✓) in the column against appropriate statement in the table given in Sr. No 5 of the postal ballot form.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
8. Duly completed envelopes addressed to the scrutinizer containing the postal ballot form should reach the scrutinizer, Mr. Nilesh Shah, Practising Company Secretary at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, not later than 17:00 Hours (IST) January 22, 2018. All postal ballot form received after the above time and date will be treated as if reply/postal ballot form from such shareholders has not been received.
9. In case of shares held by companies, trust, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority together with attached specimen signature(s) of the duly authorized signatories.
10. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
11. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to csteam@5paisa.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
12. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
13. Scrutinizer's decision on the validity of Postal ballot shall be final.
14. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.
15. Members are requested to fill postal ballot form in indelible ink (and avoid filing it by using erasable writing medium/s like pencil).