



Spaisa Capital Limited

CIN No: L67190MH2007PLC289249

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate, Thane – 400604
Tel: (91-22) 41035000, Fax: (91-22) 25806654 | Email: csteam@5paisa.com | Website: www.5paisa.com

FORM No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TWELFTH ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, SEPTEMBER 30, 2019 AT 04.30 P.M.

| | |
|------------------------------|--|
| Name of the member (s): | |
| Registered address: | |
| E-mail ID: | |
| Regd. Folio No. / Client ID: | |
| DP ID: | |
| No. of shares held | |

I/We, being the member (s) of 5paisa Capital Limited, _____ holding shares, hereby appoint:

1) Name : _____
Address : _____
: _____
E-mail ID : _____
Signature : or failing him / her

2) Name : _____
Address : _____
: _____
E-mail ID : _____
Signature : or failing him / her

3) Name : _____
Address : _____
: _____
E-mail ID : _____
Signature : or failing him / her



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **TWELFTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, September 30, 2019 at 04.30 P.M. at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description |
|----------------|--|
| 1. | To receive, consider and adopt : (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2019, together the reports of the Board of Directors and Auditors Report thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019, together with Auditors Reports. |
| 2. | Re-appointment of Mr. Santosh Jayaram (DIN: 07955607) as Director who retires by rotation - Ordinary Resolution |
| 3. | Appointment of Mr. Sarbeswar Lenka (DIN: 07306325) as a Director- Ordinary Resolution |
| 4. | To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company- Ordinary Resolution |
| 5. | Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis - Special Resolution |
| 6. | To approve material related party transactions with IIFL Securities Limited - Ordinary Resolution |
| 7. | To approve material related party transactions with IIFL Facilities Services Limited - Ordinary Resolution |
| 8. | To approve material related party transactions with IIFL Holdings Limited - Ordinary Resolution |
| 9. | To approve material related party transactions with India Infoline Finance Limited - Ordinary Resolution |
| 10. | To approve material related party transactions with IIFL Management Services Limited - Ordinary Resolution |
| 11. | To approve material related party transactions with IIFL Home Finance Limited - Ordinary Resolution |

Signed this _____ day of _____ 2019

Signature of the Shareholder_____

Signature of the Proxy holder(s)_____

Affix
One
Rupee
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective must be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding **fifty (50)** and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.