



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').



Spaia Capital Limited

CIN: L67190MH2007PLC289249

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

Notice

Notice is hereby given that the Twelfth Annual General Meeting of the members of Spaia 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