

## PAISALO DIGITAL LIMITED



“O wise man! Give  
your wealth only  
to the worthy and  
never to others.  
The water of  
the sea received  
by the clouds is  
always sweet.”

~ Chanakya

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# MESSAGE FROM THE MANAGING DIRECTOR



Dear Shareholders,

It is with great pleasure that I present to you the Company's 27th Annual Report for FY19 against the backdrop of India becoming the world's fastest growing economy. At the onset, I would like to thank each shareholder of our Company who has shown utmost trust and confidence on the business model, management and business strategy. This trust has led the Company in serving 1,000,000 borrowers in 10 states all over the country. In India 62% of the population is living in the rural areas. We have the opportunity to serve them even better by enhancing our operations model, leveraging our distribution network, providing tailor-made products for customers and focusing on financial inclusion. India is set to have approximately 800 million phone users by the end of 2019, Due to this we feel a growing and unavoidable need of shifting to e-commerce and digitalizing our business model. This would not only make it easier for customers but also will make the process of sanctioning a loan more efficient and transfer.

We have signed our first Co-origination Loan Agreement with State Bank of India with a vision of empowering the agriculture sector, MSME segment and small businesses. I take great pride in announcing that our Company is the first Company to sign a Co-origination Loan Agreement with the bank. The goal of this collaboration is to introduce a new platform for the last-mile customer experience. The loan ticket is designed from ₹ 10,000 to ₹ 2 lakh. The company expects to disburse 200,000 loan applications in FY20. This is a great milestone to be achieved, and as with collaboration, we will be able to expand in a much bigger way and with a greater force in serving our customers.

With the crisis-hit non-banking financial sector, it is understandable to be skeptical about how it will affect the growth of our Company. However, the RBI governor has recently come out with draft guidelines for a robust liquidity framework for NBFCs. This will give a major boost to the sector and will also help in its expansion thus ensuring that the non-banking financial sector remains an integral part of India's booming economy. The continued implementation of structural and financial sector reforms along with efforts to reduce public debt and have continuous liquidity in the market to promote self employment, income generation and business development remain essential to secure the Indian economy's growth prospects. Finance Minister Mrs. Nirmala Sitharama has held consultations with financial and capital market stakeholders. From this it can be understood that the new government is very optimistic about the sector and wants to play a huge role in opening up the horizons for it to reach greater heights.

In the near future, we plan to expand and improve our pan India footprint in existing geographies as well as enter new territories that hold new opportunities for the products we deal in. These regions shall provide steady business over the next couple of years as we leverage our strengths to grow with a more concerted effort. I would like to



assure all the stakeholders that we, Team PAISALO, are working with great dedication and commitment to increase value for our stakeholders and the community we serve at large.

At PAISALO, we are conscious that accelerated growth in our businesses cannot come at the cost of deteriorating environment, social inequality and unfaithful governance. How we do our business is as important as what we do. We remain deeply committed to reducing our environmental footprint and creating positive social impact, while upholding the highest standards of governance and stakeholder returns. Demonstrating trust and integrity in everything we undertake is a reflection of our broader commitment to governance. Our Corporate Governance practices ensure that the best interests of our stakeholders are continuously met and satisfied. These practices help us to deliver what our stakeholders expect of PAISALO – the highest possible standards of professional ethics.

Today technology is an extremely important and unique feature across businesses. A strong technological backbone and foundation is now a solvency factor rather than a standout. PAISALO uses technology as the stepping stone to evolve and grow business effectively and efficiently. With PAISALO focusing on ease and customer centric growth using technology and digital becoming the new competitive edge factor, our focus has been to digitally transform the business of PAISALO as well as provide a technological solution so simple, effective and efficient that it makes the customer experience unique, robust and trustworthy. Over the last 1 year several initiatives have been undertaken to implement robust, scalable and trustworthy technological architecture. These initiatives will become the foundation and stepping stone for automated artificial intelligence and machine learning integrated processes that will drive PAISALO efficiency and provide a seamless and easy experience to the borrower.

Lastly, we marked the end of another remarkable year. I would like to thank the Management Team for their firm belief and commitment in the expansion of the Company. I would also like to extend my deepest gratitude to the employees for their invaluable contributions to the Company. On behalf of Team PAISALO, I would like to give special thanks to our shareholders, funders, bankers and customers for their continued support and loyalty towards our Company.

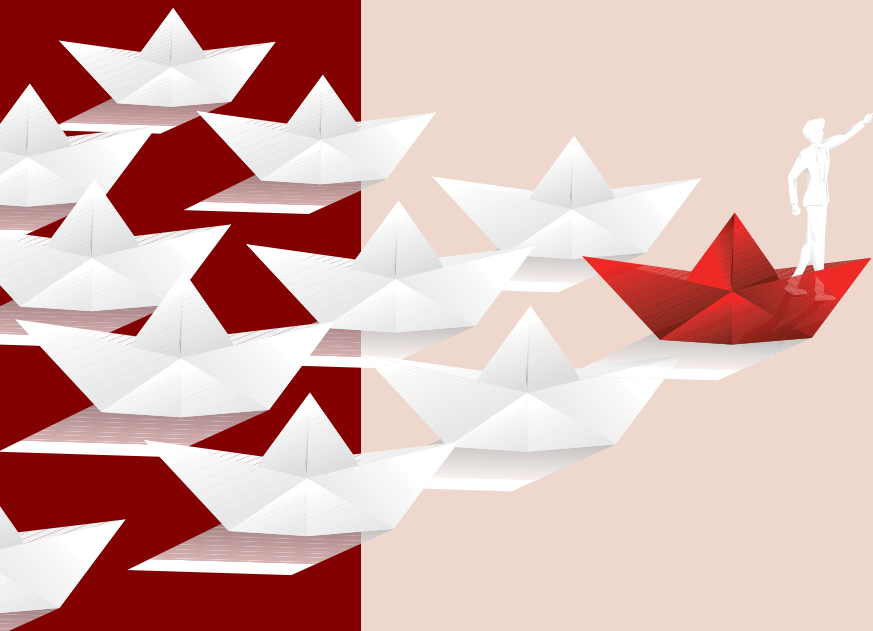
With Best Wishes

**Sunil Agarwal**  
Managing Director

“

We have expanded our reach to other states as well and are now fulfilling the financial needs of the underserved population in India from 112 offices/branches, 607 customer service points and 996/547 employees/business associates.

”



PAISALO believes in breaking barriers and limitations to create a positive difference and value the our stakeholders beyond the traditional boundaries of doing business.



India definitely remains a sweet spot for investors as there is huge potential for growth. We are committed to our stakeholders to add value by questioning status quo, challenging current practices and thereby creating opportunities.



We are in a constant search of knowledge and keep on asking ourselves: Can we come up with a better way?



At PAISALO the belief of overcoming limitations has continuously inspired us to work towards raising our own benchmark.



PAISALO has always emerged a winner by coming up with its OWN WAY – a sustainable and better way.



PAISALO aims to be Available - Aware – Affordable.

# COMPANY AT A GLANCE



## AUM

₹ 19253.04 Million



## Net Worth

₹ 6558.74 Million



## Disbursements

₹ 15068.40 Million



## Capital Adequacy Ratio

34%



## Credit Rating

"IVR-A"

outlook positive by Infomerics  
Valuation & Ratings Pvt. Ltd.



## PAT

₹ 567.71 Million



## Gross NPA to Book Debt

0.30%



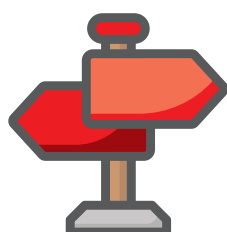
## Net NPA to Book Debt

0.26%



## No. of Customers

10,45,000



## Offices + Branches + CSPs

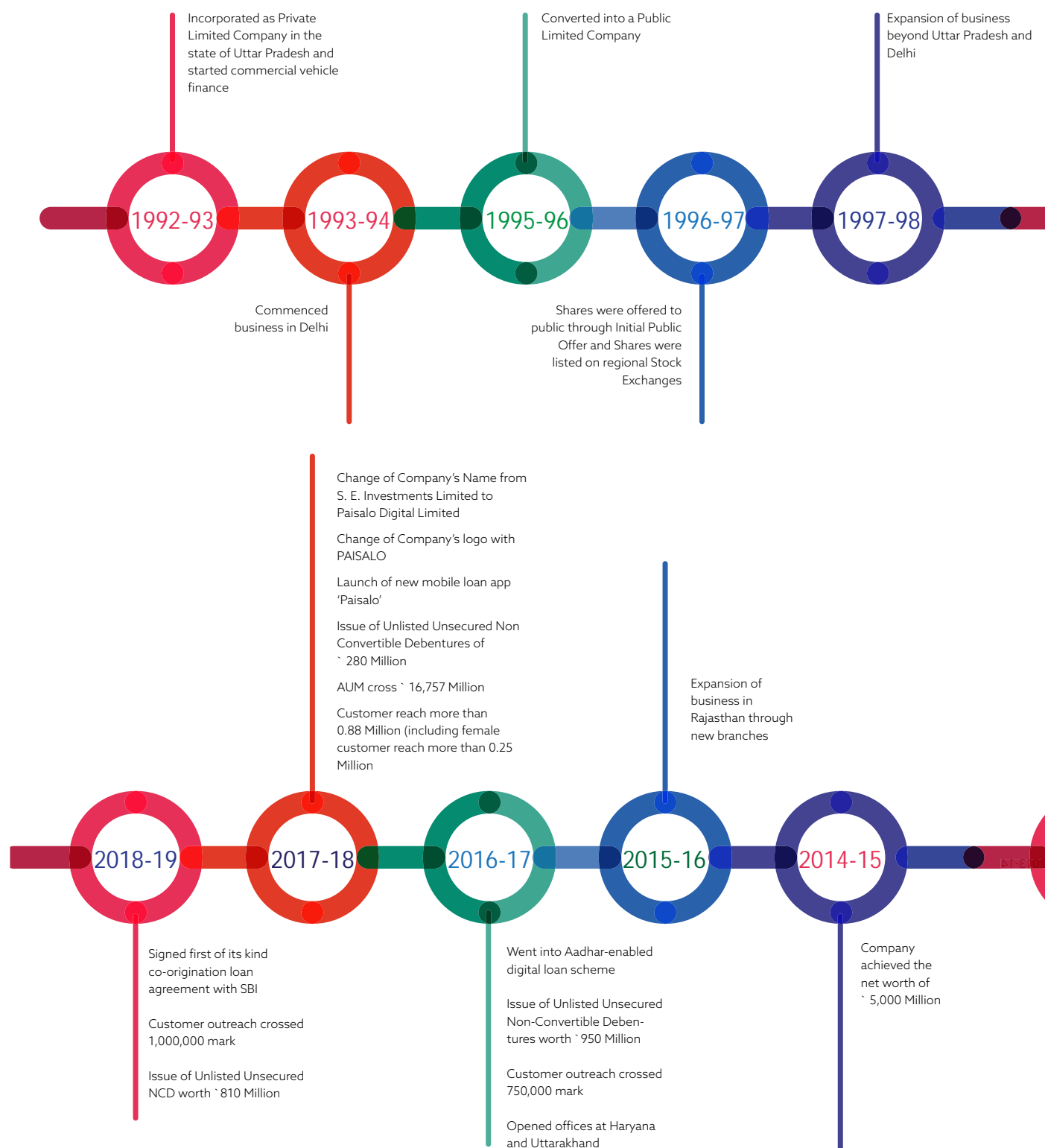
3 + 109 + 607 = 723

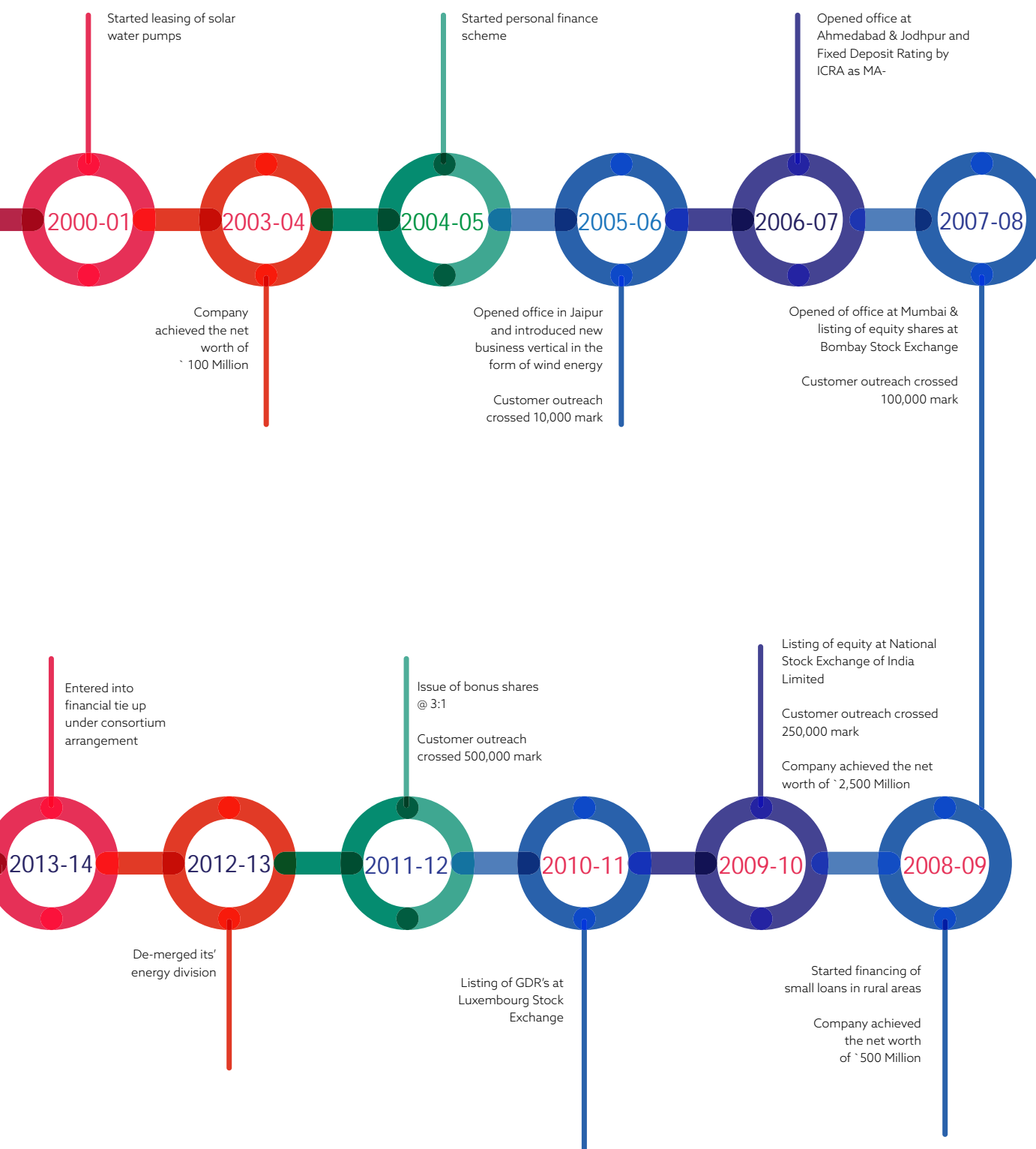


## Employees/Business Associates

996/547

# EVOLUTION OF PAISALO







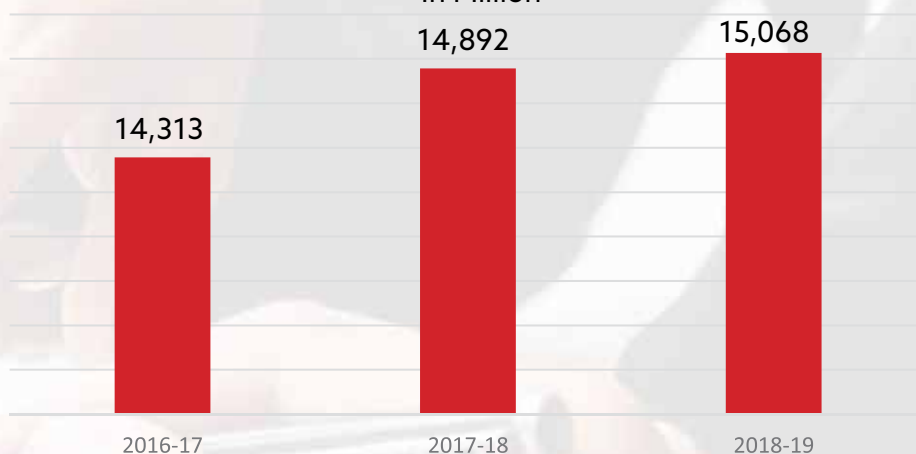


# KEY PARAMETERS IN LAST 3 YEARS

In the last 3 years, Paisalo Digital Limited has grown significantly across all key parameters.

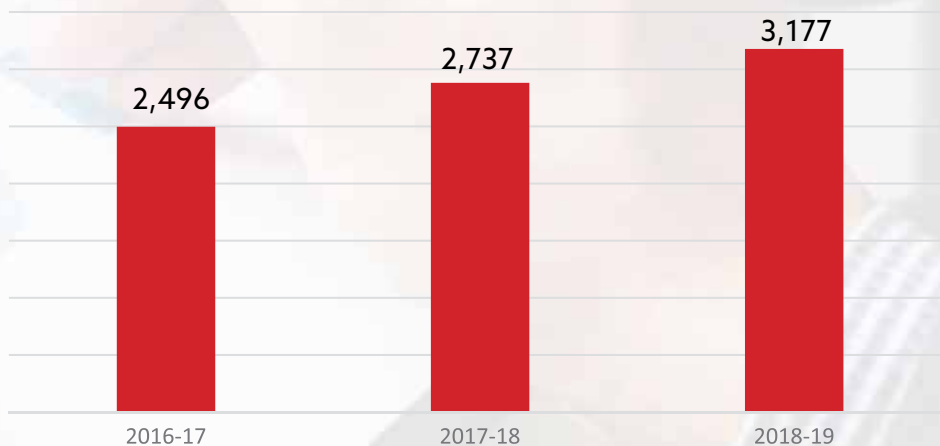
## Disbursement

^ In Million



## Revenue

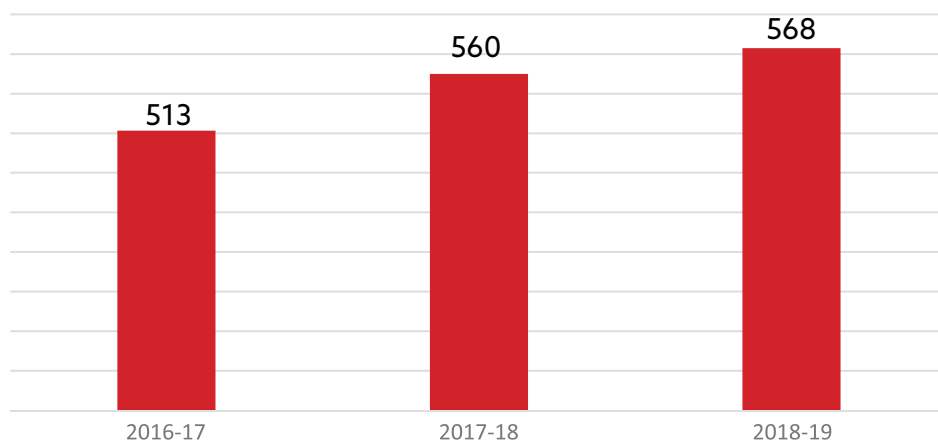
^ In Million



\*Standalone basis

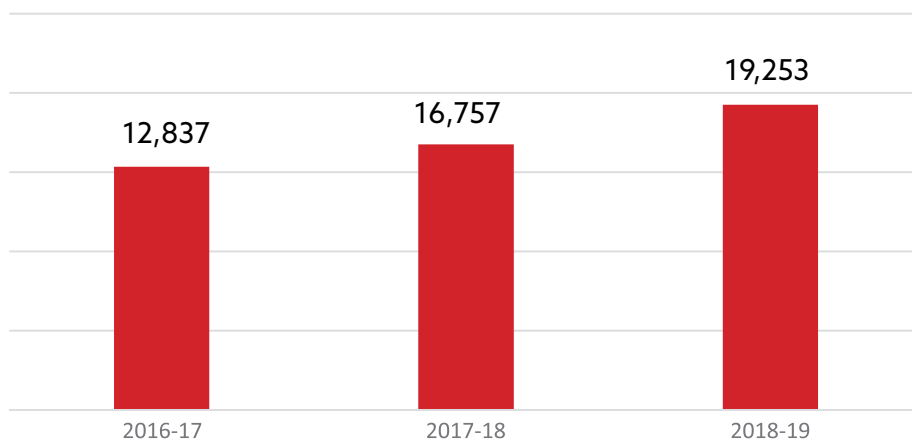
## Profit After Tax

₹ In Million



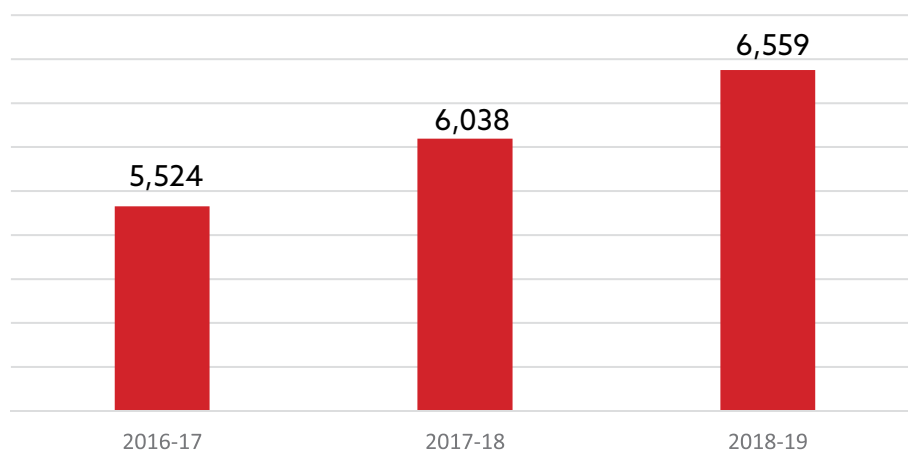
## Asset under Management

₹ In Million

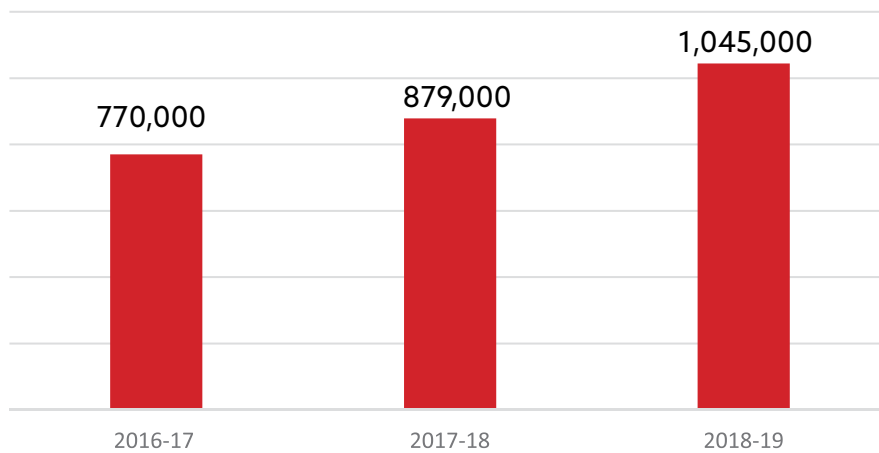


## Net Worth

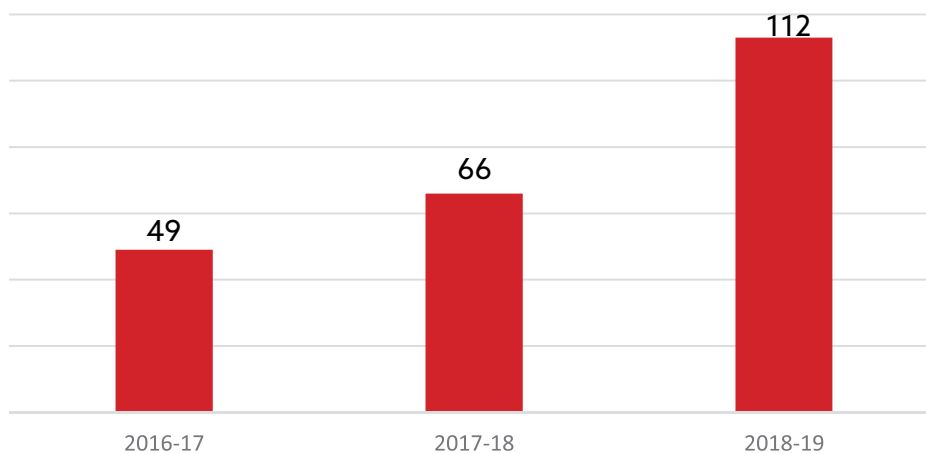
₹ In Million



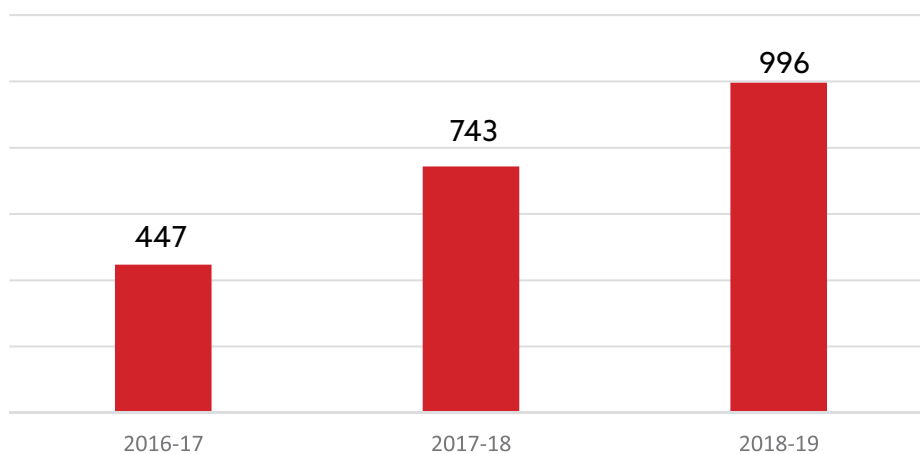
## Customers Outreach



## Offices and Branches



## Employees





# PERFORMANCE OF THE COMPANY IN LAST 10 YEARS

S. No.	Parameters	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
1	Portfolio (₹ in Million)	5,237.80	8,271.00	8,807.30	9,590.00	8,710.00	9,612.10	9,969.40	12,618.40	14,902.88	16,977.80
2	Revenue from Operation (₹ in Million)	881.60	1,814.40	2,109.80	2,190.00	2,080.00	1,783.80	1,933.70	2,495.20	2,736.70	3,177.39
3	Profit after Tax (₹ in Million)	263.35	608.16	703.20	704.46	562.50	445.15	451.31	512.91	598.49	567.71
4	No. of Branches and Offices	10	10	10	10	10	20	22	49	66	112
5	No. of Customers (Rounded off to nearest thousand)	2,50,000	3,81,000	5,22,000	5,62,000	6,10,000	6,55,000	7,10,000	7,70,000	8,79,000	10,45,000
6	Provision for Tax (₹ in Million)	60.00	252.70	304.30	334.50	279.00	221.90	234.70	259.00	543.79	588.31
7	Cash Accruals (₹ in Million)	304.20	650.80	723.00	729.70	606.40	508.10	505.00	570.30	615.84	614.52
8	Bad Debts w/o Net (₹ in Million)	18.60	53.80	103.00	202.90	235.00	196.50	142.10	323.50	346.50	488.61
9	Bad Debts w/o on Loans O/s (%)	0.36	0.65	1.17	2.12	2.70	2.04	1.43	2.56	2.33	2.88
10	Bad Debts Recovered (₹ in Million)	2.00	7.40	29.80	37.60	26.80	40.60	83.90	112.50	146.60	367.09
11	Net Worth (₹ in Million)	3,007.60	3,545.00	3,680.30	4,334.00	4,849.70	5,144.10	5,051.40	5,524.00	6,038.60	6,558.74
12	Total Assets (₹ in Million)	5,887.30	9,674.30	11,546.70	12,476.90	10,601.00	11,119.40	12,930.50	15,337.00	18,534.00	19,525.00
13	Outside Debt (₹ in Million)	3,368.60	7,220.30	6,880.00	5,896.90	6,108.90	4,711.50	7,750.10	9,714.90	12,970.00	13,496.40
14	Bank Borrowings (₹ in Million)	1,886.00	4,293.60	4,218.00	3,741.20	3,866.90	4,104.00	5,071.80	5,975.50	7,785.00	7,418.60
15	Deposits (₹ in Million)	139.80	204.80	100.40	-	-	-	-	-	-	-
16	Inter-corporate Loans (₹ in Million)	829.30	1,625.10	1,018.20	625.00	1,693.00	454.10	271.80	170.30	141.10	37.78
17	Other Outside Liabilities (₹ in Million)	513.50	1,096.80	1,543.40	1,530.70	549.00	153.40	148.00	121.60	67.40	444.26
18	Debt To Equity Ratio	1.12	2.04	1.87	1.36	1.26	0.92	1.53	1.76	2.15	2.06
19	ROE (%)	8.75	17.15	19.11	16.25	11.60	8.65	8.93	10.89	9.91	8.66
20	ROA (%)	4.47	6.29	6.09	5.65	5.31	4.00	3.49	3.79	3.23	2.91



# CORPORATE INFORMATION

## Board of Directors

Mr. Sunil Agarwal  
Mr. Anoop Krishna  
Mr. Harish Singh  
Mr. Sunil Srivastav  
Mr. Gauri Shankar  
Mrs. Bhama Krishnamurthy  
Mr. Pradeep Agarwal  
Mr. Naresh Kumar Jain

Managing Director, Chief Executive Officer  
Executive Director  
Executive Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

## Chief Financial Officer

Mr. Atul Agrawal

## Company Secretary cum Compliance Officer

Mr. Manendra Singh

## Statutory Auditor

Mukesh Kumar & Co., Chartered Accountants  
Firm Reg. No. 002040C

## Bankers

Andhra Bank  
Bank of Baroda  
Bank of India  
Bank of Maharashtra  
Central Bank of India  
Corporation Bank  
IDBI Bank Limited  
Punjab National Bank  
South Indian Bank Limited  
State Bank of India  
UCO Bank  
Union Bank of India  
United Bank of India

## Listing of Equity Shares

### National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai - 400051

### BSE Limited

25, P. J. Towers, Dalal Street,  
Mumbai - 400001

## Listing of Depository Receipt

### Societe De La Bourse De Luxembourg

11, AV DE LA Porte-Neuve, L-2227, Luxembourg

## Registration Number

### Corporate Identification Number

(CIN) -L65921DL1992PLC120483

### RBI Registration Number

B-14.02997



## Website & Email

-  [www.paisalo.in](http://www.paisalo.in)
-  [info@paisalo.in](mailto:info@paisalo.in)
-  [@PaisaloDigitalLimited](https://twitter.com/PaisaloDigitalLimited)
-  [@paisa\\_lo](https://www.facebook.com/PaisaloDigitalLimited)
-  [Paisalo Digital Limited](https://www.youtube.com/PaisaloDigitalLimited)

## Registered Office

101, CSC, Pocket 52, CR Park, Near Police Station,  
New Delhi, 110019

## Head Office

Block 54, Sanjay Place, Agra, 282002

## Mumbai Office

Unit no. 262, Solitaire Corporate Park,  
Andheri Ghatkopar Link Road, Andheri (E)  
Mumbai - 400093



# PAISALO

EASY LOAN आसान लोन



# BOARD OF DIRECTORS



**Mr. Sunil Agarwal**  
Managing Director

Mr. Sunil Agarwal is a founder member, Promoter and Managing Director of the Company with an experience of over 29 years. He is responsible for the Company's strategic decision making along with Company's financial activities. He embarked his journey into finance business at a very young age of 20 years. At a nascent age he established this Company, the success of which is contributed to his arduous work and commitment. At present Company is doing its business from many branches in the various states of the Country, which is instrumental in steering the Company's growth story across the country. With his leadership skills and positive attitude, Company is growing and expected to grow bigger and better.



**Mr. Anoop Krishna**  
Executive Director

Mr. Anoop Krishna is a banking veteran. He started his career in the year 1982 as a Probationary Officer and retired as Chief General Manager Corporate Banking in December 2017. He headed the Corporate Accounts Group for SBI in Delhi. Prior to his superannuation on 31st Dec 2017, he was heading the Mid Corporate Group of State Bank of India as Chief General Manager for Northern and Eastern India based out of SBI Corporate Centre, Mumbai. He has brought with him a rich and varied experience of leading a large team of people operating into complex financial structure. Currently, he, as Executive Director, is responsible for Strategic Planning for funding to the Company.



**Mr. Harish Singh**  
Executive Director

Mr. Harish Singh is a Fellow Member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing. He has a rich experience of more than two decades in the areas of Audit, Taxation, Corporate Advisory Services, Financial Management Fund Raising, etc. He is well-versed with the provisions of other statutory laws with proficiency in steering system implementation. He is a keen analyst with exceptional relationship management and negotiation skills with proven abilities in liaising with the various regulatory authorities. He is engaged with the Company as an Executive Director of the Company and strengthens the Operation department of the Company with his rich experience and specialization.



**Mr. Sunil Srivastav**  
Independent Director

Mr. Sunil Srivastav is B.Sc (H) from Delhi University and has done his Masters of Management Studies, from F.M.S., Banaras Hindu University. He joined State Bank of India as a Probationary Officer in 1980 and thereafter has been posted across various functions and offices of SBI in India and United States. He has also served SBI as Dy. Managing Director (Corporate Accounts Group).

He has very rich experience in Credit Risk, Project Finance, Corporate Finance, International Banking, Investment Banking, Corporate Strategy and Digital & Retail Banking. He has strengthened the Company's Board by bringing with him a vast experience and specialization in the field of Digital and Retail Business.



**Mr. Gauri Shankar**  
Independent Director

Mr. Gauri Shankar is an ex-banker with more than three decades of experience at various senior positions in banking industry. He was the Chief Executive Officer and Managing Director of the Punjab National Bank from February, 8, 2015 to August, 13, 2015 and has also pursued the position of Executive Director of the Punjab National Bank from October, 7, 2013 to March, 31, 2016. He has strengthened the Company's Board by bringing with him a vast experience and specialization in the field of finance.



**Mrs. Bhama Krishnamurthy**  
Independent Director

Mrs. Bhama Krishnamurthy holds degree of MS from the University of Mumbai. She was the Country Head and Chief General Manager of SIDBI and has a good experience to deal with multilateral and bilateral Agencies in close co-ordination with the Government of India. She has brought with her a rich experience and specialisation in the handling of Human Resources Development Division covering recruitment, training and promotion aspects. She is associate with the Company as Women Independent Director.



**Mr. Pradeep Agarwal**  
Independent Director

Mr. Pradeep Agarwal is associated with the Company as an Independent Director. He is an experienced banking professional with an exemplary track record of more than 37 years in all facets of banking industry. He was the General Manager of Oriental Bank of Commerce before joining the Company. He has also headed the International Banking, Credit, Treasury, Audit, Recovery and Legal Divisions of Oriental Bank of Commerce. After his superannuation he was appointed as Advisor of Oriental Bank of Commerce. He is also a regular speaker, motivator and trainer at various Professional Institutes and Colleges.



**Mr. Naresh Kumar Jain**  
Independent Director

Mr. Naresh Kumar Jain is a Fellow member of the Institute of Company Secretaries of India and Law Graduate with rich experience in the areas of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance. He is well-versed with the provisions of Companies Act, SEBI Regulations, FEMA, NBFC and other statutory laws. He has also been the Secretary and Chief Executive Officer of the Institute of Company Secretaries of India. He as an Independent Director strengthens the Company's Board with his vast experience and specialization in Legal and Compliance matters.







# MANAGEMENT TEAM



**Mr. Sunil Agarwal**  
Managing Director & CEO



**Mr. Anoop Krishna**  
Executive Director  
(Strategy & Planning)



**Mr. Harish Singh**  
Executive Director  
(Operations)



**Mr. Anurag Sinha**  
Chief Operating Officer



**Mr. Atul Agrawal**  
Chief Financial Officer  
w.e.f. May 18th, 2019



**Mr. Manender Singh**  
Company Secretary &  
Compliance Officer



**Mr. Gaurav Chaubey**  
Chief Credit Officer



**Mr. Dhiraj Beri**  
Chief Risk Officer



**Mr. Santanu Agarwal**  
Chief Innovation Officer



**Mr. Manish Goyal**  
Chief Marketing Officer



**Mr. Sachindra Kumar**  
Chief Technology Officer

## DETAILS OF COMMITTEE

(As on March 31, 2019)

### **Audit Committee**

Mr. Pradeep Agarwal, Chairman  
Mr. Harish Singh, Member  
Mr. Gauri Shankar, Member

### **Asset Liability Management Committee**

Mrs. Bhama Krishnamurthy, Chairman  
Mr. Naresh Kumar Jain, Member  
Mr. Pradeep Agarwal, Member

### **Stakeholders Relationship Committee**

Mr. Naresh Kumar Jain, Chairman  
Mr. Gauri Shankar, Member  
Mrs. Bhama Krishnamurthy, Member

### **Corporate Social Responsibility Committee**

Mr. Harish Singh, Chairman  
Mr. Sunil Agarwal, Member  
Mr. Pradeep Agarwal, Member

### **Nomination and Remuneration Committee**

Mr. Gauri Shankar, Chairman  
Mrs. Bhama Krishnamurthy, Member  
Mr. Pradeep Agarwal, Member

### **Operations and Finance Committee**

Mr. Harish Singh, Chairman  
Mr. Sunil Agarwal, Member  
Mr. Pradeep Agarwal, Member

### **Risk Management Committee**

Mr. Gauri Shankar, Chairman  
Mr. Pradeep Agarwal, Vice Chairman  
Mr. Harish Singh, Member  
Mr. Gaurav Chaubey, Member

### **IT Strategy Committee**

Mr. Pradeep Agarwal, Chairman  
Mr. Harish Singh, Member  
Mr. Sachindra Kumar, Member  
Mr. Kailash Singh, Member





Offices and Branches of  
**PAISALO**

# OFFICES AND BRANCHES

Offices Name	Office Address
Registered Office	101, CSC, Pocket 52, CR Park, Near Police Station, New Delhi
Head Office	Block 54, First Floor, Sanjay Place, Agra, Uttar Pradesh
Mumbai Office	Unit 262, Solitaire Corporate Park, Andheri Kurla Road, Chakla, Andheri (E), Mumbai, Maharashtra
<b>BIHAR</b>	
Achua	Ward No. 9, Village Achua, District Patna
Arrah	Rupam Cinema Road, N.S. Mall Shivganj, Arrah, Bhijpur
Chapra	Shyam Chak, Chapara, Saran
Danapur	Sheetal Chaya, Lekha Nagar, DAV Vidhyalaya, Cantt Road, Danapur, Danapur cum Khagol, Patna
Jiradevi	Village & Post Narendrapur, P.S. Andar, Siwan
Koran Sarai	Village & Post Koran Sarai, Near SBI Branch, Dumraon, Buxar
Maharajganj	K.P. Bhawan, Ward No. 11, Village & Post Pasnauli Sagar, Maharajganj, Pasnauli, Siwan
Masrakh	Kawalpura, Saran
Piro	Ward No. 3, Piro, Bhojpur
Sarimpur	Village & Post Badaki, Sarimpur Bandh, Near Shiv Mandir, Sarimpur, District Buxar
Sonepur	Near Chandmaari, Akilpur, Sonepur, Saran
<b>DELHI</b>	
Shakarpur	S-547, IInd Floor, Main Road, Shakarpur, Delhi
<b>GUJRAT</b>	
Ahmedabad	203, IIND Floor, Jitendra Chambers, Near RBI, PF Office, Income Tax, Ashram Road, Ahmedabad
<b>HARYANA</b>	
Assandh	Ward Number 11, Assandh
Ekta Nagar	Ekta Nagar, Near Kuldip MR House, Palwal
Faridabad	MCF-8620, Ward -N, Jawahar Colony, Faridabad
Ghauranda	Ground Floor, New Ward 13, Gharaunda
Indri	SDM Court, Karnal Road, Indri
Jind	Gali Number 7, Hari Nagar, Narwana Jind
Kaithal	K-41, City Kaithal, Kaithal
Karan Vihar	H. No. 9, Ground Floor GN 21, Karan Vihar, Karnal
Khojkipur	1303, Prabhu Prem Puram, Near Kalyanai Ashram Khojkipur, Ambala
Naraingarh	Vishwakarma Mandir, Sadaura Road, Naraingarh
Pipli	Shankar Colony, Kishanpura, Thanesar, Kurukeshatra
Radaur	Backside, Kasturba RD, Radaur, Yamuna Nagar
Rohtak I	R-43, Number III, Rohtak city, Rohtak
Rohtak II	H.No. 335 Ladhoot Road, Near KVM College, Rohtak
Sonipat	S11, Industrial Area, Sonipat
Yamuna Nagar	Vishav Karma Colony, Jagadri, Yamuna Nagar
<b>HIMACHAL PRADESH</b>	
Jamniwal	Village Gujjar Colony, Jamniwal
Nahan	Near Govindgarh, Nahan, District Sirmaur
Sirmaur	Sita Ram Majra 1314 Sirmaur

<b>MAHARASHTRA</b>	
Goregaon	Shop No. G 103, Ground Floor, Shagun Arcade Co-operative Society Ltd. Situating at General A. K. Vaidya Marg, Malad (E), Mumbai
Karve Nagar Wajre Road	Survey No. 54, Karve Nagar, Wajre Road, Pune
Sakinaka	Unit No. 207, 2nd Floor, Kaveri Building, Jagannath Mandir Road, Near Holiday Inn Hotel, Sakinaka, Mumbai
<b>PUNJAB</b>	
Shivalik Vihar Bhabha	411 Shivalik Vihar Bhabha, Chandigarh
Eidgah Road	Near Bus Stand, Idgah Road, Raikot,
Kharar	GTB Nagar, Sector-15, Kharar
Ropar	Guru Pyari Multi Hospital, Sandhuan Road, Chamkaur Sahib, Ropar
<b>RAJSTHAN</b>	
Baran	State Bank ke Samne, Kota Road, Baran
Begun	Office, Chittorgarh Road, Near Water Works, Begun, Chittorgarh
Bharatpur	Police Line Road, Kothi Dalvir Singh, 23 Civil Line, Bharatpur
Bhilwara	Arihant Tower, First Floor Near Sai Temple, R. K. Colony, Bhilwara
Chittorgarh	Office 8, 9, 10, First Floor, Rishabh Complex, Behind Bhagwati Hotel, Chittorgarh
Dausa	Shop No. 01, First Tower, Near P G College, Dausa
Gangapur City	Ward No. -40, Sainik Nagar, Near Hunkar Hanuman Mandir, Udai Road, Gangapur City
Gulabpura	House no. 1-E-23, SFS, Housing Board, Gulabpura, Bhilwara
Hindaun	1st Floor, Pushp Tower, Near UCO Bank, Station Road, Hindaun City, Karauli
Jaipur	Shree Sheel Mohar Plaza, Plot no. A1, Office no. 102, First Floor, Opp. Udhog Bhawan Tilak Mark, C-Scheme, Jaipur
Jhotwara	PNA-25, Ramanesh Puri Niwaru Road, Jhotwara, Jaipur
Jodhpur	Gulab Singh Building, 11, Chopasni Road, Near Bombay Motor Circle , Opp. Arora Motors, Jodhpur
Kapran	Ward No. 12 C A D Colony, Kapran, Bundi,
Kota	110, Ballabhbari, Kotri Road, Near Bhandari Stationers, Gumanpura, Kota
Phooliya Kalan	Dhaneshwar Road, Near Bus Stand, Phooliya Kalan, Bhilwara Road -311407
Rajgarh	Ward No. 20, Mansarovar Colony, Bus Stand, Rajgarh, District Alwar
Rajsamand	Illrd Floor, Jayal Tower, 100FT Road, Kishor Nagar, Rajsamand
Sanchoe	Sarswat Complex, Mehta Market, Nh-15, Sanchoe, Jalore
Sawai Madhopur	82, Old Truck Union Chouraha, Gulab Bagh Factory Road, Sawai Madhopur
Tonk	Behind I.P.S. School, Bammor, Puliya, NH-12, Tonk
Udaipur	7-8, First Floor, Near Ashoka Bakery, Shakti Nagar Corner, Udaipur
<b>UTTARAKHAND</b>	
Jhabrera	2395, Nai Mandi, Jhabrera, District Haridwar
Roorki	H. No. 60A, Nehru Nagar, Roorkee, Haridwar
<b>UTTAR PRADESH</b>	
Alambagh	Fround Floor 23, Vijay Nagar, Manas Nagar, Kanpur Road, Lucknow
Aligarh	76 Malviya Pustakalya, G. T. Road, Aligarh
Awagarh	Main Market, Mohalla, Talewar, Awagarh, Etah
Badibagh	Badibagh , Lanka, Gazipur
Balia	Premchak urf Umarganj, J.P. Nagar, Balia City, Balia
Barabanki	Ground Floor, Faizabad Road, Paisar Dehat Nawabganj, Barabanki , Lucknow







Bareilly	200, Mehra Estate, Civil Lines, Near Civil Court, Station Road, Bareilly
Behat	Shakumbhari Dham Colony, Behat Post Behat, Saharanpur
Bhoor Chaurha	H. No. 78, Post Balka, Village Jauth Jut, District Bulandshahr
Charra	Sanjay Nagar Colony, Near Vivekanand Inter College, Ward No. 5 Charra, Aligarh
Dhampur	H. No. 58, Teachers Colony, Dhampur, Near Bandhan Branch, Bijnor
Dhanaura	Ground Floor, 45, Ward-13, Moh. Mahadev, Dhanaura, Amroha
Dildar Nagar	Dildar Nagar (Raza Nagar), Near Railway Station, District Gazipur
Farrukhabad	6B/540, Awash Vikash Colony, Badhpur, Farrukhabad
Fatima Hospital	H.No. 38, Imliya, Near Fatima Hospital, District Mau
Firozabad	195/4, Mahaveer Nagar, Gali No. 4, Firozabad
Garhmukteshwar	First Floor House No. 52, Mandi Chawk, Garhmukteshwar, Hapur
Ghazipur	Sajyabad Road, Near South Cabin of Jakhaniya Railway Station, Ghazipur
Gosainganj	Village Chand, Sarayn Near Tempo Stand, Gosainganj, Lucknow
Gulaothi	Ground Floor of Sikandrabad Road, Bijli Ghar ke Samne, Gulaothi Bulandshahr
Gyan Vihar	Near Chakkar Chauraha Mohalla Gyan Vihar, Bijnor
Hasanpur	Rajpoot Colony Nearby Saraswati Shishu Mandir, J.P. Nagar, Hasanpur, District Amroha
Jankipuram	B-24, Sector-6, Jankipuram, Lucknow
Jhangirabad	First floor, House No. 112, Lodhan Rajputan-3, Budh Wali Paith, Daulatpur Road, Jhangirabad, Tehsil Anupshahar, District Bulandshahr
Kadipur	Narayanpura, Bararipura, Kadipur, Sultanpura
Kahrai	H. no. 24-25 (Part), Charul, Enclave, Kahrai, Shamshabad Road, Agra
Kharkhoda	Ward No. 2, Mohalla Tihai, Kharkhoda, Distt Hapur
Khojanpur	Naya Khojanpur, Tehsil & District Faizabad
Kurja	New Tehsil, Vijay Nagar, Behind Tafe Tractor Agency, Khurja, Bulandshahr
Lakhimpur	Mohalla Dulari Vihar, Lahori Nagar, Near Highway Trauma Center, Bahraich Road, Lakhimpur Kheri
Mathura	369/2 Krishna Nagar Goverdhan Road, Mathura
Mawana	Village Khalidpur, Post Rahaoti, Mawana, Meerut
Modi Nagar	Permanand P 130, DD Park, Jagatpuri, Modinagar
Nanauta	Near Santu Halwai Godown, Santosh Vihar, Saharanpur Road, Nanauta Saharanpur
Nazibabad	Sales Tax Bhawan, BSNL Office, Dariyapur Road, Nazibabad
Noorpur	67, Ram Nagar, Noorpur, Bijnor
Pilkhuwa	Ground Floor, Ram Lila Ground, Pilkhuwa Dehat, Ghaziabad, Pilkhuwa Post Office, District Ghaziabad
Pipraich	273152, Hata Road, Pipraich, Gorakhpur
Ram Janki Nagar	Nakatta No. 2, Yadav Tola, Ram Janki Nagar, Gorakhpur
Reoti	Vill & Post Reoti, Near Railway Station Tiraha, Bairiya Road, Tehsil Bansdih, District Balia
Saharanpur	Dehradun Road, Arya Nagar, Chutmalpur, District Saharanpur
Saharanpur	Gali No. 4, J.J. Puram Colony, Saharanpur
Sahjanwa	Luchui Ward No. 15, Mangal Bazaar, Sahjanwa, Gorakhpur
Sidhauli	H. No. 135, Sant Nagar, Sidhauli, Near Noor Shopping Complex, Sitapur
Sikandarpur	Chaqkhan, Kishore Chetan, Balia, Chetankishor
Sitapur	Nepalapur Crossing, Near Ashish Palace, Sitapur
Siyana	First & Second Floor, Durga Complex, Purana Chatta, Patti Harnam Singh, Siyana, Distt Bulandshahar
Sultanpur	1893, Chopra Gali, Punjabi Colony, Khairabad, Sultanpur City, Sultanpur
Unnao	45/10, P.N. Nagar, Darogabagh, Civil Lines, Unnao

# BUSINESS SEGMENT

## INCOME GENERATION LOANS (IGL-DIGITAL-E-SIGN)

Ticket Size ` 15,000 to ` 1 Lakh

Paisalo Digital Limited offers small businesses Income Generation Loans to support business enterprises and income enhancement activities of the clients like purchasing seeds, fodder, cattle's etc. These loans also meet the additional working capital requirements of the client's businesses.

## PAISALO APP (DIGITAL - KYC + E-SIGN + E-NACH\*)

Ticket Size: ` 10,000 to ` 50,000

JAM (Jan Dhan, Aadhar, Mobile) is all about maximum value, empowerment and technology in the present government. That is our overarching principle in the development and deployment of digital ecosystem. As technology continues to move at a breakneck speed – with the rapid evolution of digital businesses digital ecosystems are re-shaping entire customer cycle. At Paisalo Digital Limited, we are trying to shape the way people in unbanked hinterlands get into financial inclusion fold. That was the ethos of digital ecosystem and we have conviction that it would bring a revolution in financial inclusion drive.

This platform will create an ecosystem to enable seamless connection between field staff and back office operations across entire spectrum of customers on boarding, from sourcing to due diligence ending into credit appraisal.

This digital ecosystem has brought following radical changes to our business model allowing us to make big bets on opportunities that have the potential to realise ambitious goals that transcend the micro finance industry:

## MSME's / SME / BUSINESS LOANS

Ticket Size: ` 1 Lakh to ` 5 Crore

Paisalo Digital Limited offers customizable MSME, SME and Commercial loans based on borrower's profile. At Paisalo Digital Limited we offer business loans at attractive terms, and our interest rates are highly competitive.

## PAISALO-JLG (KYC+E-SIGN)

Ticket Size: ` 15,000 to ` 30,000

Paisalo Digital Limited offers Joint Liability Group (JLG) loans through its intranet based Paisalo App deployed across its branch network. JLG is an informal group comprising of 4-10 individuals coming together for the purpose of availing loan on individual basis or through group mechanism against mutual guarantee. Generally, the members of a JLG would engage in a similar type of economic activity in the Agriculture and Allied Sector.

\* E-NACH-NOT IN 100% CASES.

# BUSINESS SEGMENT-DISBURSEMENT

	Particulars	FY 2017	FY 2018	FY 2019
<b>PAISALO App</b>	No. of Accounts	-	58,976	77,704
	Amount Disbursed (` in Millions)	-	2,907	2,019
<b>PAISALO IGL</b>	No. of Accounts	60,132	-	-
	Amount Disbursed (` in Millions)	3,574	-	-
<b>PAISALO JLG</b>	No. of Accounts	718	43,509	85,243
	Amount Disbursed (` in Millions)	15	912	1,870
<b>MSME Business Loans</b>	No. of Accounts	3,812	2,007	2,980
	Amount Disbursed (` in Millions)	10,724	11,074	11,179
<b>Total Disbursements</b>	No. of Accounts	64,662	104,492	165,927
	Amount Disbursed (` in Millions)	14,313	14,892	15,068

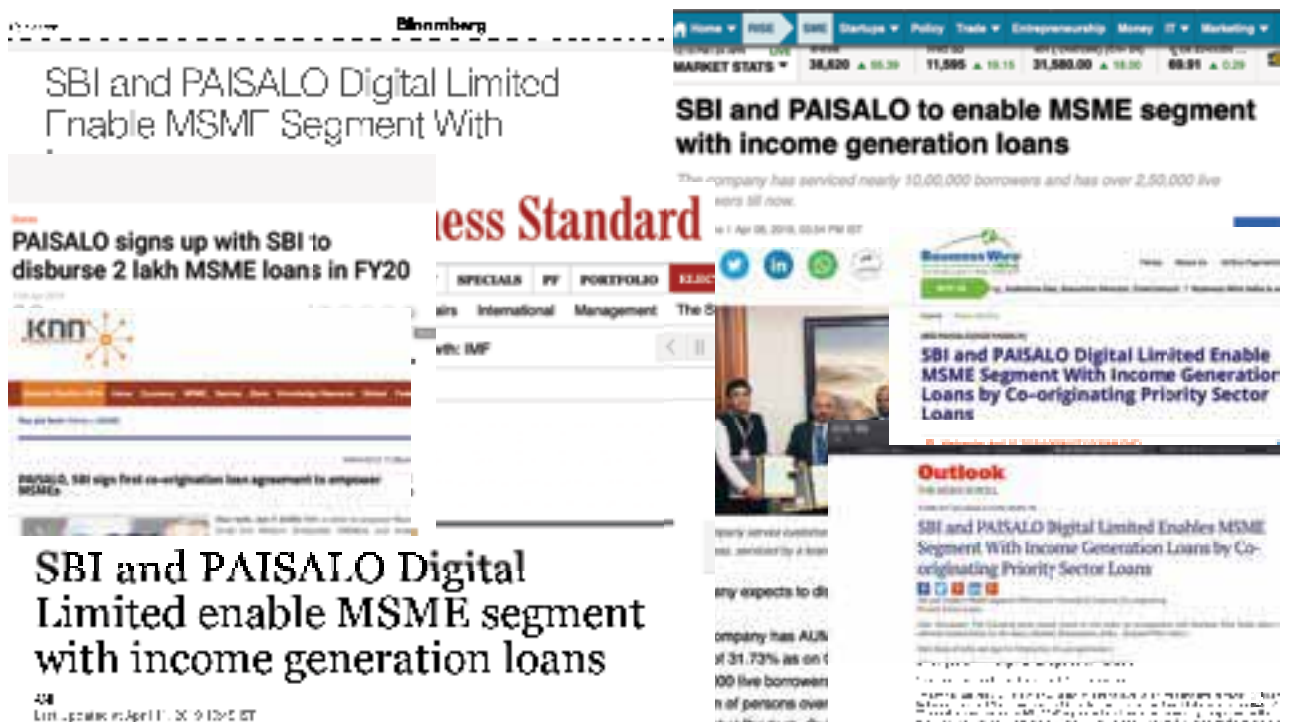






# PAISALO - SBI

In The News, as State Bank of India signed the First Co-Origination of Priority Sector Loan Agreement with PAISALO





“ In the pyramid of development the bottom-most layer needs to be strengthened through financial inclusion improving purchasing power of the poor. ”



## HOW?

- State Bank of India's Low Cost of Money-and
- PAISALO's Low Cost of Operation

Results in Lowest Cost Offering for The Bottom of The Pyramid

## SBI – PAISALO Deal Structure

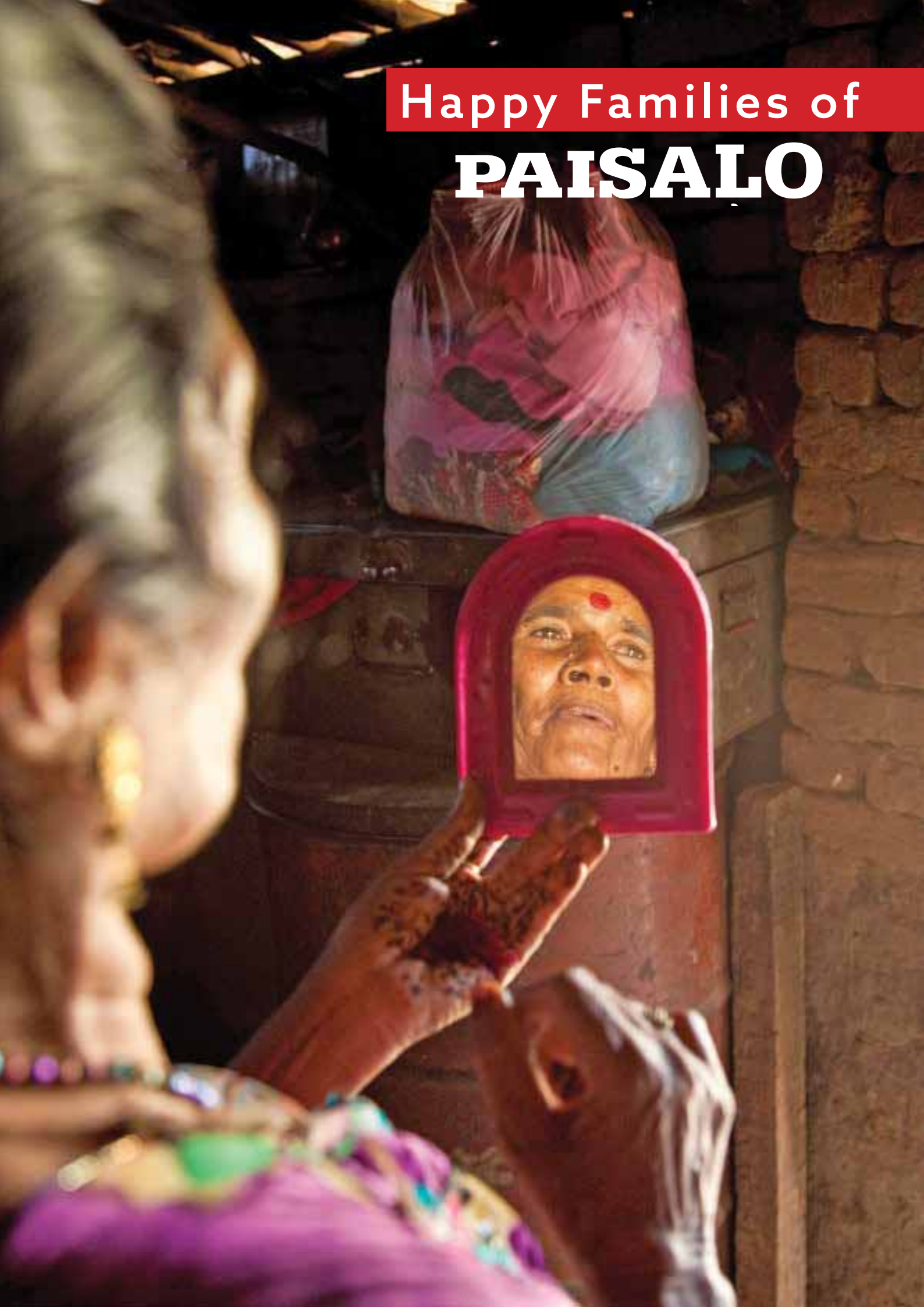
- PAISALO to source and service customers under Co-Origination Model
- SBI to contribute 80% of Loan Value
- PAISALO to contribute 20% of Loan Value
- Risk Sharing Ratio is 80:20
- SBI and PAISALO deal is in conformity with the prescribed RBI Regulations







# Happy Families of **PAISALO**





#### **Jitendra Kaur, Punjab**

Jitendra Kaur, aged 32 years, is a resident of Gondwal Village, Ludhiana. She lives with her husband and two children. Jitendra's financial position was not very stable with her husband's earning of ` 300 per day was too low for the survival of her family. One year ago, she associated with Paisalo Digital Limited for her first loan to start a Kirana Store. Jitendra Kaur now earns about ` 250-350 per day. Looking at her growing business, her husband too supports her in business. She is now financially secure and plans to further strengthen her business.



#### **Sitara Devi, Uttar Pradesh (East)**

Sitara Devi, aged 36 years, lives in Kashiram Awas District, Ghazipur, Uttar Pradesh with her husband and two children. She got associated with Paisalo last year to become financially sound and provide her children with better education. She approached PDL for a loan and after due diligence, she was provided with a loan. She used the loan amount for her business. She started a Tea and Fast Food Shop, and her business also started growing. Sitara Devi worked hard to increase her business in which she has now got a decent scale. Her children are studying in good schools.



#### **Priti, Uttar Pradesh (West)**

Priti, aged 30 years, is a resident of Garhmukeshwar, Uttar Pradesh. She lives with her husband and two children. Priti's financial position was not very stable with her husband's earning of ` 200 per day, which was low for the survival of her family. She associated with PDL for her first loan to start the tailoring work. Priti now earns about ` 350 per day. She is now financially secure and plans to further strengthen and expand her business.



#### **Dharmshila Paswan, Bihar**

Dharmshila Paswan, aged 44 years, lives in Piro District Arrah, Bihar with her husband. Her husband's income is not more than ` 300 per day and the income is also not reliable. She decided to open a grocery shop for which she needed money and approached Paisalo and secured the loan. She has started her own grocery shop. With PDL's support, she is successfully running her business in the village.



#### **Suman, Punjab**

Suman, aged about 43 Years, w/o Rajesh lives in Ludhiana, Punjab with her husband and two sons. She runs a small grocery shop in her village. She took loan from PDL for expanding her business. Her shop is getting more traction every day, and all the family members are now actively associated with the shop. They have achieved financial independence with the help of Paisalo's high tech high touch model.





#### **Champa Devi, Rajsthan**

Champa Devi is a resident of a village near Keero Ka Mohalla, Tonk, Rajsthan where she lives with her husband and three children. Champa Devi belonged to a financially unstable family and sold vegetables. She needed to increase her income in order to meet her needs. She approached Paisalo for a loan so as to buy more vegetables. Now with the help of Paisalo's financial literacy guidance and fund, she has opened another shop of vegetables even for her husband.



#### **Sapna, Haryana**

Sapna aged 32 years is a resident of Radaur, Haryana where she lives with her husband and children. Her husband's earning was ₹ 7,000 per month, which was insufficient for the survival of her family. Sapna got associated with Paisalo and a loan was given to her by which she bought a sewing machine and started sewing clothes for ladies and children. Soon her tailoring business gained momentum and she now earns approximately ₹ 10,000 per month. Her family's standard of living has improved. Sapna also intends to open a small tailoring shop and buy some more sewing machines which would enable her to give employment to other women in her village.



#### **Anita, Haryana**

Anita, aged 30 years, is a resident of Karnal, Haryana. She lives with her husband and two children. Anita's financial position was not very stable because her husband's earning was too low for the survival of her family. Last year, she got associated with Paisalo Digital Limited for her first loan to start a Cosmetic Shop. Anita now earns about ₹ 350 per day. Looking at her growing business, her husband too supports her in business. She is now financially secure and plans to further strengthen her business.



#### **Gaura Nayak, Rajsthan**

Gaura Nayak, aged 28 years, lives in Tonk, Rajsthan with her husband and three children. Gaura Nayak approached Paisalo last year for a loan and after due diligence, she was provided the loan. She used the loan amount for her business. She started a grocery shop her business started growing and has now achieved a decent scale. Her children are now studying in a good school. For her, all this was possible because of a loan from Paisalo, which is Available, Aware and Affordable.



#### **Neetu, Punjab**

Neetu, aged about 31 years, w/o Rakesh Kumar lives in Raikot, Punjab with her husband and two sons. She runs a small Kirana Shop in her village. She took loan from PDL for growing her business. All her family members are actively associated with the shop. They are financially independent now, and they say it was possible because of timely loan from PDL as per their requirement, which fueled their income generation.











# MANAGEMENT DISCUSSION AND ANALYSIS

## MACRO ECONOMY: REVIEW AND OUTLOOK

India continues to retain its position as the world's fastest growing, major economy. Its GDP was seen growing by 7.3% in FY18-19, which was one of the better years for global economy and markets. Accelerated growth, easy liquidity, and contained inflation resulted in strong rally in risk assets having low volatility. This was in sharp contrast to FY17, which sprang many surprises such as Brexit, US elections and other important market-mover events.

Global economy continued to build on the cyclical turnaround which started in FY17. Economic growth became more broad-based, resulting in an improvement in global trade, industrial activity, global PMIs and business confidence. However, of late, the rising trade protectionism is coming to fore again. While FY17 saw more of political rhetoric on trade protectionism, some policy action was seen during FY18; any aggressive steps towards this can undermine global growth.

In India, although structural economic reforms such as demonetization and GST led to short-term pain in economic activity, positive changes in the key metrics of the Indian economy are now visible. These reforms have integrated more people into the formal financial system, boosted cashless transactions and added more taxpayers. FY18 was a more eventful year with continued reforms taking place and an improved export performance. The much awaited GST was finally rolled out in the year. Though its implementation did lead to initial hiccups, things are settling down and getting better now. Apart from this, RERA finally became a reality, bringing in the much desired discipline in the real estate industry.

The improvement in India's rank of ease of doing business and sovereign rating upgrade (first in the last 14 years) is again an effect of continued reforms. This should over time yield benefits in terms of higher FDI, lower cost of capital, investment picking up and consumption remaining strong.

As far as business cycle conditions are concerned, things are on the improving path. Inflation remains and, broadly speaking, fiscal also remains neutral. The rise in crude oil prices, however, does pose some downside risk to India's macro environment. In terms of flows in FY18, FDI flows continued to remain stable at ~\$36 billion and portfolio flows have remained strong at ~\$22 billion, significantly higher than ~\$8 billion in FY17.

On the monetary side, continued implementation of structural and financial sector reforms with efforts to reduce public debt and have continuous liquidity in the market to promote self employment, income generation and business development remain essential to secure the Indian economy's growth prospects. RBI maintained its neutral stance throughout the year. Hence, it cut rates only by 25 bps, despite FY18 CPI being ~3.5%, 50 bps lower than its medium term target. Lower CPI, in fact, resulted in real interest rates being higher in FY18. INR remained strong during most of the year, with average FY18 INR/USD rate at 64.50 compared to FY17 average of 67.00. However, recent strengthening of USD is again impacting rupee.

Going ahead, We believe that the growth trajectory will remain strong and improve further based on the stabilisation of GST regime, liquidity infusion and other reforms. Rural economy should also get a fillip with IMD forecasting FY19 to be the third consecutive year of normal monsoon. Most importantly, we expect banking sector Non-Performing Assets (NPAs) problems (which have been haunting the economy for the last 7 years) to finally near an end owing to a quicker resolution of stressed assets and PSU bank recapitalisation.

After growing at a robust rate of 6.7% in FY 2017-18, the Indian economy achieved broad-based growth in the first three quarters of FY 2018-19, with industrial growth accelerating to 7.9%, although services decelerated. Agriculture also posted strong growth of 4%. The last quarter of FY 2018-19, however, has witnessed a slowdown in the growth of consumption indicators as well as a slowdown in business investment activity, as the nation awaits the paralysed liquidity of the Indian business sectors in the country of 1.3 billion to be finally redressed by the necessary infusion of funds in the economy. Accordingly, upcoming quarters are expected to see the weakest growth in years as the liquidity crunch in the Indian economy is starting to affect the mother of employment and income generation for any economy, that is, agriculture and manufacturing/industrial activity.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

### Commercial Credit Markets

After a subdued growth in the Indian banking sector in FY17, credit growth in the economy is declining and liquidity crunch in the economy is acting as a catalyst to the decline. To tackle the issue of Non-Performing Assets (NPAs), Insolvency & Bankruptcy Code (IBC) was implemented, large NPA accounts were identified and prioritised and action was taken to resolve the NPA problem. Given the magnitude of the asset quality issue, RBI also increased its monitoring of asset classification of stressed accounts in FY18. Now that financial institutions have started providing adequately for distressed assets and IBC has come into play, resolution and turnaround should happen over the next couple of years and credit growth should also improve in FY19.

While commercial banks continued to remain dominant source of credit in India, the NBFC sector has been steadily gaining importance with an increase in the assets from less than 11% of banking assets in FY09 to over 14% now. Though the banking sector was beset with worsening asset quality in FY18, NBFCs could restrict the impact of delinquencies in its portfolios due to their ability to respond quickly owing to effective risk management policies followed by them.

The early part of the fiscal year saw a startle in their performance following credit availability slowdown, but recovery following that has also been swift and the situation is back to neutral. The growing relevance of the NBFCs especially systematically important non-deposit accepting, also highlights the emphasis of financial investments in the sector. Going ahead, companies like Paisalo Digital Limited with comfortable capital adequacy, control on asset quality and conservative liquidity management practices will continue to provide comfort to the credit profile of NBFCs.

### MsMe and MFI Sector

PAISALO has signed a co-origination of loan agreement with State Bank of India and will continue to support the MSME and MFI sectors by providing liquidity to them. MSME and MFI sectors are the backbone of the Indian economy, They provide much needed income support to various households and businessmen as the services offered by them helps and aids every Indian citizens. Microfinance has proven to be a powerful tool for initiating a process of growth, development and evolution of India and its citizens. NBFCs undercut the local money-lenders by a huge margin. NBFCs, with their deep-rooted presence, are in a sweet spot for leveraging the growing capabilities of India to avail loans and other necessary financial instruments to grow and nurture there income generation business and embark on economic growth.

According to the Ministry of MSMEs (January 2019), there are more than 63 million MSMEs in India, which contribute to 45% of industrial production, 30.5% to services sector output and employ around 110 million people. Spread across the country, these MSMEs produce around 6,000+ diverse products and services for not only the domestic market but global markets too.

The microfinance sector in India emerged in 1982 with the formation of National Bank for Agriculture and Rural Development (NABARD), It operated through the Self Help Group (SHG) model. Currently, three models are prevalent in the microfinance lending sector - SHG, JLG (Joint Liability Group) and SHG Bank Linkage. Different industry players such as Banks, SFBs (Small Finance Banks), NBFC-MFIs (Non- Banking Finance Company-Microfinance Institutions), other NBFCs (Nonbanking Finance Companies) and Non-Profit organization(s) operate through different models. The branch network of NBFCs was 11,747, up 34% over the previous year. Growth in this segment can be attributed to the growing penetration by MFIs, rise in income and aspiration levels, and ease of lending rules by the Reserve Bank of India (RBI). The segment reported a total of 2.94 Crore clients (up 34% over the previous year) while loan accounts grew to 3.87 Crore, registering 27.3% growth over the previous year (YoY).

Despite Government schemes to promote this growth engine, until recent years, adequate and affordable credit from the formal financial sector was a hurdle. But this hurdle is being overcome with various financial institutions entering to serve this market. However, an MSME study by TransUnion-CIBIL (2019) states that credit growth to MSMEs remains healthy, while non-performing loans are stable. It also revealed that private banks and NBFCs are continuously strengthening their presence as lenders to the MSME segment, with their market shares increasing by about 400 and 300 bps respectively by the third quarter of FY2019. The report also states that MSMEs account for about 23% of total loans in India (as on December, 2018). These trends point to the immense potential that lies









**PAISALO**  
EASY LOAN आसान लोन

ahead for MSME sector financiers. As of December 31, 2018, the microfinance industry was estimated to have a gross loan portfolio (GLP) of ₹ 1,66,284 Crores (up 43% over the previous year) as per the MFIN Micrometer. NBFCs hold the largest share of portfolio at 36.5% of the micro-credit universe, with an aggregate gross loan outstanding of ₹ 60,631 Crores, representing 43.8% growth over the previous year.

## Finance

The other scalable area is SME finance. Looking at the Indian market and the current state of the financial sector, SMEs continue to be under-banked. NBFCs are increasingly turning towards this sector but are still being conservative on diverting excess funds towards funding it. The potential for NBFCs and HFCs to scale up their business remains significant, if the government aids by infusing liquidity in the country. Most of the NBFCs and HFCs will continue to scale up their portfolio focusing on housing finance, Loans against Property (LAP), Small and Medium Enterprises (SMEs) finance and consumer finance. Due to various economic reforms, structurally low interest rates and increased investment choices, the focus of investment by the Indian public is shifting from hard assets and savings to investing in financial assets. This is clearly visible in the inflows in the equity markets and other capital market investments during FY18. As FY18 was a good year for equity markets, both the indices - Nifty and Sensex reached their all time highs. However the re-introduction of the long term capital gain tax on gains from listed equities in Union Budget along with rising policy action towards global trade protectionism did create some panic towards the end of the fiscal year, resulting in a just 10% Nifty return in FY18 compared to 19% in FY17.

As regards debt markets, the regulatory push towards the development of the bond markets continues. However, despite various reforms undertaken by the Central Bank and Government in the recent past, FY18 turned out to be a volatile year for the bond market due to sharp sentiments driven by various factors which pushed the sovereign bond yields by ~150 bps in the latter half of the year. This resulted in a massive slowdown in the activity of the debt market and amount of debt raised through public issues in FY18 fell steeply to ₹ 52 billion compared to ₹ 295 billion in FY17. Similarly, private placement of bonds in FY18 also suffered a decrease at ₹ 4,526 billion compared to ₹ 4,932 billion in FY17. Many of these concerns are expected to soften by the second half of FY19, and as the market starts to gain confidence again and yields start to stabilise, activity in both primary and secondary debt markets should pick up.!

## TECHNOLOGY

Today technology is an extremely important and unique feature across businesses. A strong technological backbone and foundation is now a solvency factor rather than a standout. PAISALO uses technology as the stepping stone to evolve and grow business effectively and efficiently. With PAISALO focusing on ease and customer-centric growth using technology and digital becoming the new competitive edge factor, our focus has been to digitally transform the business of PAISALO as well as provide a technological solution so simple, effective and efficient that it makes the customer experience unique, robust and trustworthy. Over the last 1 year several initiatives have been undertaken to implement robust, scalable and trustworthy technological architecture. These initiatives will become the foundation and stepping stone for automated artificial intelligence and machine learning integrated processes that will drive PAISALO efficiency and provide an seamless and easy experience to the borrower.

### Some of the initiatives are:

- **Customer Sourcing and Servicing:** We have upgraded the old customer on-boarding and service technology architecture by giving it a quick, easy and paperless customer sourcing and servicing experience for our borrowers. It utilises propriety and in-house developed digital workflow and management platform.
- **Artificial Intelligence and Machine Learning:** The initiatives on artificial intelligence and machine learning were started with the launch of the PAISALO App in January 2018. With the App yielding good results by providing efficient expenses and elevated profits, the learnings from the App are now being introduced in the business across the financial products offered by the company thus helping to save time, resources, errors and providing a pathway towards automated-decision making with minimum human intervention.
- **Data Analysis with Minimal and Only Statutory Personal Information Storage:** Data Analysis is increasingly playing a role in taking efficient and effective decisions. We are accessing data from external sources to understand the borrowers, geographical, demographical, historical and present performance. Further we after



using external support to scan through borrower applications, we use internal data to support all the points of decision making relating to credit, credential and character check.

- Cybersecurity: With an aim of protecting PAISALO Proprietary Data & Information Technology infrastructure from unauthorised and unwanted access and misuse or spillage, we use experts and experienced in-house team to manage our Cybersecurity program.
- Protect - with multi-layered security control, Monitor - through 24x7 monitoring, Restore - Quick recovery of operations through IT policy

## **BORROWER EXPERIENCE**

The primary and most important part of lending business is its Borrower. Despite this, a lot of lending companies often ignore this aspect. However, at PAISALO, borrower experience is regarded as a key pillar of success and for providing timely recovery.

PAISALO has continued to build a customer-centric design thinking across its financial products, customer servicing, customer management and customer recovery. To drive and achieve this agenda, we hire focus groups to give feedback on our PAISALO App Borrowers use, bilingual intranet apps so that the branch staff is efficiently and effectively able to source and service customers we also provide door-step recovery from borrowers, house so that the burden of coming to the branch does not hamper with the business of the borrower along with many more such efforts. Through these efforts, we are continuously responding to the evolving borrower needs and are organising and institutionalising these processes across the company, to ensure a seamless experience for all our borrower segments, throughout the value chain.

## **OUTLOOK**

The country's demographics and the stage of growth suggest that there is a huge unfulfilled demand in the finance space fulfilled by NBFCs. These sectors have been financially under-served or in some ways completely un-served by the formal financial sector, as the cost to banks for serving such customers is high and due to high borrowing cost of NBFCs, necessary volumes are under-achieved. As a result, their development and integration with the formal financial sector has been slow. The situation is fast changing as NBFCs and Banks are combining their low cost of funds and low cost of operations and thereby co-lending funds to flow into these sectors to tap the vast potential that they offer. PAISALO is approaching the target customers with financial lending product solution, that is Available - Aware - Affordable. Using data, information and technology, we are also able to overcome the issues of the past - like the proof of creditworthiness, impersonation, faulty documentation, etc. that presented hurdles in the past. The Government and the Central Bank are also making efforts to institute policy reforms that will facilitate lending to these segments. As a result, there has been a flood of new players who have entered this space. Although this market is vast enough to accommodate them, companies like PAISALO that have garnered expertise through years of experience will always enjoy a competitive advantage over others.

## **OPPORTUNITIES**

The macroeconomic developments in India detailed above work well for the growth of financial services in India for well-managed and adequately-capitalised NBFCs like PASIALO and offer immense opportunities in FY19 as under:

- The projected growth in the Indian economy at 7%+ in FY19 would open up vast opportunities for us to grow our assets under management.
- A welcome shift of co-lending with State Bank of India will help with access to credit to MFIs-middle and low income groups with the aim of self-employment and income generation. This together with the Government's push for Digital India and Financial Inclusion for all Indian Citizens will argue well for companies like ours that have secured a strong and scaleable infrastructure in credit segment.
- The financialisation of Indian households is already presenting newer opportunities for financial services, and we are ready to capture a fair share.
- Social, Mobility, Analytics and Cloud Computing are the emerging trends in technology. Government initiatives in respect of Digital India and move towards formal and cashless economy have also opened up new client segments which NBFCs like PASIALO can tap for future growth.







The image shows two hands, one from a person in a white shirt and the other from a person in a dark suit, interacting with a smartphone. The hand in the white shirt is pointing at the screen, while the hand in the dark suit is holding the phone. The background is a vibrant red with white digital lines and a faint 'A1' logo. The overall theme is technology and business.

## THREATS

While the opportunities landscape is promising, the following threats could dampen the growth of financial services sector in India:

- Global economy could slip into turmoil if the current trade and tariffs war between USA and China intensifies.
- Government fails to infuse necessary liquidity in the Indian economy within reasonable time, thereby disrupting and paralysing the capex cycle
- While the monsoon is predicted to be normal this year, any unforeseen failure of the monsoon can hinder the recovery in rural economy.

With the necessary liquidity infusion in the the Indian economy, it will be back on the growth path; with government eyeing to implement democratisation of credit, financialisation of assets and privatisation of the economy, this will lead to a compounding and explosive growth effect, which in turn will help India's GDP to achieve USD 5 trillion in 2025. Financial Sector will continue to be a standout performer in this golden age of compounding, private financial services. In this significant growth scenario and opportunity, PAISALO is well-gearred to take advantage of the unfolding opportunity with the help of Co-Lending Scheme, as during this phase of explosive growth opportunity it is necessary to be available - aware - affordable, with risk mitigation. Our financial lending business has gained traction and is expected to build significant size and scale over the upcoming quarters. With the foundation we have laid, we are well placed to achieve sustainable growth in the years to come by following our strategy of focusing on key vectors in our journey in future, that is employee management, cost management, risk management, technological advancement, simplicity and ease to the borrower experience.

In the next few years, we wish to aspire to be among the top financial services company in India, achieve great PAT growth and exceed the expectations of all our stakeholders.



# ESG Report

## Environment Social Governance

At PAISALO, we are very conscious that accelerated growth in our businesses cannot come at the cost of deteriorating environment, social inequality or unfaithful governance. How we do our business is as important as what we do. We remain deeply committed to reducing our environmental footprint and creating positive social impact, while upholding the highest standards of governance and stakeholder returns. With sustainable and responsible growth being the future of business growth, we are making necessary changes to embrace all or some parts of ESG in the upcoming financial years.

Demonstrating trust and integrity in everything we undertake is a reflection of our broader commitment to governance. Our Corporate Governance practices ensure the best interests of our stakeholders are continuously met and satisfied, helping us deliver what our stakeholders expect of PAISALO – the highest possible standards of professional ethics.

Our ESG reflects our responsibility to clients, shareholders and the communities in which we operate.

### **Ethics (governance)**

#### **INVESTORS AND CLIENTS:**

- Identifying the conflict of interest situations and making full disclosures with complete integrity.
- Monitoring anti-bribery and corruption with regular risk assessments, and training employees to be able to recognise, avoid and report any potential instances.

#### **EMPLOYEES:**

- Due diligence during onboarding to ensure a harmonious value system.
- Informing employees on the Group Policies such as Code of Conduct, Insider Trading, Information Security, Communications among others to build responsible work ethics.

#### **PARTNERS:**

- Maintaining open and fair business dealings with our partner ecosystem.

- Training and sensitizing partners on competing fairly and keeping borrower interests at the primary front at all times.

#### **REGULATORS:**

- Continuously striving to maintain and achieve the highest standards of legal and regulatory compliance and effective management, aimed at providing maximum value to the shareholders through a robust corporate governance framework.

### **Planet (env)**

#### **GOAL:**

- Climate support and efficient consumption.

#### **FOCUS AREA:**

- Efficient consumption.

#### **ONGOING INITIATIVES:**

- Energy efficient lighting
- Relying on natural lights as much as possible.
- Water obtained from rainwater harvesting and recycling initiatives at PAISALO Registered Office.
- Minimal water usage at PAISALO Registered Office e.g., installed smart buttons in washroom dispensing limited and reasonable amount of water.
- E-waste management aimed towards recycling and reuse.

### **People (social)**

#### **GOAL: Gender Equality**

#### **FOCUS AREA:**

- Economic and social empowerment of women.

#### **ONGOING INITIATIVES:**

- Reached around 4 lakh women across 10 states through economic empowerment programs focused on financial inclusion, entrepreneurship, self employment and income generation promotion.



**PAISALO**  
EASY LOAN आसान लोन

# BOARD'S REPORT

## TO THE MEMBERS OF PAISALO DIGITAL LIMITED

Your Board of Directors have pleasure in presenting the 27<sup>th</sup> Board's Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2019.

### Financial Highlights

The standalone financial performance of the Company for the Financial Year 2018-19 is summarized below:

(` in Million)

Particulars	FY 2018-19	FY 2017-18
Revenue from Operations	3,177.39	2,736.70
Other Income	-	-
Less: Expenditure	2,330.39	1,905.93
Profit Before Exceptional Items and Tax	847.00	830.77
Exceptional Items-Income/(Loss)	-	-
Profit Before Tax (PBT)	847.00	830.77
Tax Expenses	279.29	270.41
Net Profit After Tax (PAT)	567.71	560.36
Other Comprehensive Income/ (Loss)	-	38.13
Total Comprehensive Income for the Period	567.71	598.49
Transfer to Statutory Reserves (RBI Reserve Fund)	112.97	113.70
Transfer to General Reserve	390.00	380.00
Provisions of Standard Assets	2.92	19.28
Expenditure on CSR Activities	5.10	14.50

In the financial year 2018-19 Your Company has adopted Ind AS and such adoption was carried out in accordance with the Ind AS 101, First-time Adoption of Indian Accounting Standards.

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and have been presented in accordance with the format prescribed in Division III [Financial Statements for a Non-Banking Financial Company (NBFC) whose financial statements are drawn up in compliance of the Companies (Indian Accounting Standards) Rules, 2015] of Schedule III to the Companies Act, 2013, as notified vide Notification No. G.S.R. 1022(E) dated October 11, 2018.

Revenue from operations for the year ended March 31, 2019 has increased by 16.10 % at ` 3177.39 Million over the corresponding previous year. The Net Profit of your Company for the financial year ended March 31, 2019 stood at ` 567.71 Million as against the Net Profit of ` 560.36 Million for the financial year ended March 31, 2018. Accordingly, the Profit before Exceptional Items and Tax for the financial year ended March 31, 2019 reflects a marginal growth of 1.31 % over the corresponding Profit for the financial year ended March 31, 2018. On a consolidated basis, your Company achieved consolidated Net Profit of ` 563.83 Million for the said financial year.

### Subsidiary

Nupur Finvest Private Limited, a registered Non-Deposit taking Non-Banking Finance Company, is the only Subsidiary Company, of which the Company owned hundred percent shares.



Nupur Finvest Private Limited is engaged in business to provide loans. At the year ended March 31, 2019, the net worth of the Company stood at ₹ 532.05 Million. During the reporting period the subsidiary reported income of ₹ 439.35 Million and Profit Before Tax (PBT) and Profit After Tax (PAT) at ₹ 12.79 Million and ₹ 6.86 Million respectively.

## Consolidated Financial Statements

In compliance with the applicable provisions of Companies Act, 2013 including applicable Accounting Standard on Consolidated Financial Statements, this Annual Report also includes Consolidated Financial Statements for the Financial Year 2018-19. Consolidated Income ₹ 3605.99 Million as against ₹ 3031.34 Million in the previous year.

## Review of Operations

The Company is providing a number of financial products like Business Loans, SME & MSME Loans, Income Generation Loans for business/self-employment purpose. During, the year under review Company has posted 16.40% increase in the total finance business of the Company.

## Disbursements

During the Financial Year 2018-19, total disbursements reached to ₹ 1,5068.42 Million. The Company is focusing to maintain the asset quality of its loan portfolio without compromising the risk profile.

## Number of Customers

Total Customers outreach stood at 10,44,613 being increased by 18.88 % as compared to previous year.

## Net Worth and Capital to Risk Adjusted Ratio (CRAR)

The Net Worth of the Company increased to ₹ 6558.74 Million as on March 31, 2019 from ₹ 6038.60 Million as on March 31, 2018. The Capital to Risk Adjusted Ratio (CRAR) stood at 34% as on March 31, 2019 as against 32 % as on March 31, 2018 which is much above the requirement as stipulated by Reserve Bank of India.

## Dividend

Your Board is pleased to recommend a final dividend of ₹ 1/- (Rupee One only) per share i.e. 10% on each fully paid equity share of ₹ 10/- (Rupees Ten Only) for Financial Year 2018-19. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company.

During the financial year 2018-19, there was no amount of unpaid and unclaimed dividend for a period of 7 years from the date it was lying in the unpaid dividend, accordingly, pursuant to provisions of Section 124(5) of the Companies Act, 2013, no amount has been transferred in the Investor Education and Protection Fund (IEPF) of the Central Government during financial year 2018-19.

## Fixed Deposits

Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits was outstanding as on the date of balance sheet.

## Scheme of Amalgamation of Agarwal Meadows Private Limited into the Company

The Scheme of Amalgamation of Agarwal Meadows Private Limited with Paisalo Digital Limited, as approved by the Board of Directors and Shareholders in their meeting held on February 23, 2018 and December 1, 2018 respectively has also been sanctioned by the Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi ('the Tribunal') vide its order dated May 17, 2019 (certified copy of the Order not received till the date of this report). Pursuant to the Scheme as sanctioned by the Tribunal all the assets and liabilities of Agarwal Meadows Private Limited will be transferred and vested in the Company with effect from closing business hours of December 31, 2017, being Appointed Date for the purpose the Scheme and the Company will issue 5918 fully paid-up equity share of ₹ 10/- each for every 100 equity shares of Agarwal Meadows Private Limited of ₹ 100/- each as consideration to the shareholders of Agarwal Meadows Private Limited.

As on the date of this Report, certified copy of the Tribunal Order not received to the Company. After receiving of such order Company will submit the same to the Registrar of Companies and on such submission the Scheme shall come into effect.

### **Issue of Unlisted Unsecured Non-Convertible Debentures**

During the year under review, Company has raised ₹ 810.00 Million by issuing 14% Unlisted Unsecured Non-Convertible Debentures in the Nature of Subordinate Debt of ₹ 10.00 Million each on private placement basis.

### **Board of Directors, Board Meetings and Key Managerial Personnel**

The Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, the Listing Regulations and provisions of the Articles of Association of the Company. The Company's Board has been constituted with requisite diversity, wisdom and experience commensurate to the business of your Company.

### **Change in Directors or KMP**

During the year under review, Mr. Harish Singh (DIN: 00039501), who retired at the 26th Annual General Meeting, was re-appointed as an Executive Director of the Company. The Board has appointed Mr. Sunil Srivastav (DIN 08068261) as an Additional Independent Director on April 12, 2018. Further on September 29, 2018 in the 26th Annual General Meeting of the Company, Shareholders have approved his appointment as an Independent Director for the term of five years commencing from April 12, 2018.

The Board at its meeting held on February 14, 2019 confirmed the designation of Mr. Harish Singh, Whole Time Director of the Company, who is also acting as Chief Financial Officer, as Executive Director and Chief Financial Officer.

Other than above no other change took place in the Board of the Company, during the period under review.

### **Appointment/Reappointment of Directors or KMP**

Reappointment of Mr. Anoop Krishna retire by rotation:

In terms of Section 152 of Companies Act, 2013, Mr. Anoop Krishna (DIN 08068261), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment. The Board of the Company recommends re-appointment of Mr. Anoop Krishna as a Director of the Company, liable to retire by rotation.

Reappointment of Mr. Naresh Kumar Jain as an Independent Director for second term:

In terms of Section 149 (10), an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a Special Resolution by the Shareholders of Company, accordingly, as recommended by the Nomination and Remuneration Committee of the Company, it is recommended by the Board to the Shareholders of the Company for re-appointment of Mr. Naresh Kumar Jain as an Independent Director, whose first term is completing on August 13, 2019, for second consecutive term of 5 years, subject to the approval of the Shareholders of the Company through Special Resolution.

### **Declaration of Independence by Independent Directors:**

Mr. Naresh Kumar Jain, Mr. Pradeep Agarwal, Mr. Gauri Shankar, Ms. Bhama Krishnamurthy and Mr. Sunil Srivastav, Independent Directors of the Company have declared to the Board of Directors that they meet the criteria of Independence as laid down in Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (LODR) Regulations, 2015 and there is no change in their status of Independence. The Board places on records its deep appreciation for their continuous guidance, support and contribution to the Management of the Company.

### **Board Meetings**

During the year under review, a total of five Meetings of the Board of Directors of the Company were held, i.e., on May 02, 2018; August 03, 2018 (11:00 A.M.); August 03 (02:30 P.M.); October 29, 2018 and February 14, 2019. Details of Board composition and Board Meetings held during the financial year 2018-19 have been provided in the Corporate Governance Report which forms part of this Report.

### **Policy on Directors Appointment and Remuneration**

The Company strives to maintain an appropriate combination of Executive, Non-Executive and Independent Directors subject to a minimum of 3 (three) and maximum of 15 (fifteen) Directors, including at least one-woman Director.

The Nomination & Remuneration Committee of the Company leads the process for Board appointments in accor-

dance with the requirements of Companies Act, 2013, Listing Regulations and other applicable rules or guidelines. All the Board appointments are based on meritocracy. Generally, the Managing Director and Whole-time Directors (Executive Directors) are appointed for a period of five years. Independent Directors of the Company are appointed to hold their office for a term of up to five consecutive years on the Board of your Company. Based on their eligibility for re-appointment, the outcome of their performance evaluation and the recommendation by the Nomination and Remuneration Committee, the Independent Directors may be re-appointed by the Board for another term of five consecutive years, subject to approval of the Members of the Company. The Directors, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the policy of the Company.

The potential candidates for appointment to the Board are inter-alia evaluated on the basis of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values; prominence in business, institutions or professions; professional skill, knowledge and expertise; financial literacy and such other competencies and skills as may be considered necessary.

In addition to the above, the candidature of an Independent Director is also evaluated in terms of the criteria for determining independence as stipulated under Companies Act, 2013, Listing Regulations, guidelines issued by RBI and other applicable regulations or guidelines. In case of re-appointment of Director, the Board shall take into consideration the results of the performance evaluation of the Directors and their engagement level.

The Company has Remuneration Policy for Directors, KMPs and other employees, which is reviewed by the Board of Directors of the Company, time to time, the policy represents the overarching approach of the Company for the remuneration of Director, KMPs and other employees.

Company conducts a Board Evaluation process for the Board of Directors as a whole, Board Committees and also for the Directors individually through self-assessment and peer assessment.

### **Performance of the Board of Directors, Its Committees and Individual Directors**

Mounting stakeholders' expectations, challenges faced by the Companies to operate under fluctuating economic conditions and increased regulatory requirements have brought the quality of performance of the Board of Directors under greater scrutiny. The Board of Directors have recognised that it would be important for them to continually assess how effectively they are performing their roles against the objectives and the goals they have set for themselves. This growing recognition has resulted in Board evolutions as a critical structural tool for assessing Board effectiveness and efficiency.

Considering the above fact and in the light of Company's performance, the performance of the Board of Directors and their committees, along with performance of individual Director is reviewed and evaluated from time to time by Nomination and Remuneration Committee and the Board of Directors through various manner like discussion with Directors, by seeking views of one Director from other Directors, inputs from the Directors through structured questionnaires covering the various aspects of the Board functioning such as adequacy of composition of the Board and its Committee, Board culture, execution and performance of specific duties, obligations, participation of Directors in the various matters, skill and knowledge of individual Director and independence of judgement, contribution towards development of the strategy, risk management. The Directors expressed satisfaction with the evaluation process. The performance of the Director individually and collectively and performance of the Committees are found satisfactory.

With the spirit of wealth creation for the Stakeholders of the Company, your Directors are committed to give their efforts towards the development of the Company.

Independent Directors also reviewed the performance of the Board as a whole and assessed the quality and timeliness of the flow of the information between the Company Management and Board.

### **Compliance with the Code of Conduct of Board of Directors and Senior Management**

The Board of Directors and Senior Management of the Company have complied with the Company's Code of Conduct applicable to Board of Directors and Senior Management. In this regard Declaration signed by the Managing Director is annexed and forms part of this Report.



## **Directors' Responsibility Statement**

Pursuant to the requirement under Section 134(3)(c), read with Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Directors, to the best of their knowledge and belief, hereby confirm that:

- a) in the preparation of the annual accounts for the financial year ended March, 31, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Auditors & Audit Reports**

### **Statutory Auditor and Statutory Audit Report**

In terms of Section 139 of the Companies Act, 2013, M/s Mukesh Kumar & Co, Chartered Accountants have been appointed as Statutory Auditor of the Company in the 25th Annual General Meeting held on September 26, 2017 for 3 years and same was confirmed by the Shareholders at 26th Annual general Meeting pursuant to Section 40 of the Companies (Amendment) Act, 2017 as notified by Ministry of Corporate Affairs vide its notification dated May 7, 2018.

The observations of Auditors in their report read with notes to the accounts are self-explanatory and do not call for any further explanation. The Auditors of the Company have not given any adverse remarks or disclaimers in the report.

### **Secretarial Auditor and Secretarial Audit Report:**

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as a measure of good Corporate Governance practice, Board of Directors in their Meeting held on February 14, 2019 has appointed M/s. Satish Jadon & Associates, Practicing Company Secretary, as Secretarial Auditor of the company to conduct Secretarial Audit of the Company for financial year ended March 31, 2019 and to submit Secretarial Audit Report in Form No. MR-3.

A copy of the Secretarial Audit Report received from M/s. Satish Jadon & Associates in the prescribed Form No. MR-3 is annexed to this Board's Report and marked as **Annexure A**.

The Report of Secretarial Auditor is self-explanatory and no explanation is required thereon from the Board of Directors of the Company.

### **Fraud reported by auditors under Section 143(12) other than those which are reported to the Central Government**

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Auditors of the Company have not reported about any fraud, which is being or has been committed in the Company by its officers or employees.

### **Particulars of Loans, Guarantees or Investments Under Section 186 of Companies Act, 2013**

Being RBI registered Non-Banking Financial Company, pursuant to Section 186(11) of the Companies Act, 2013 the provisions of Section 186, except Sub-Section 1 of the said Section, shall not apply on the Company, hence disclosure under Section 134 (3) (g) of the Companies Act, 2013, of particulars of the loans given, investments

made or guarantees given or securities provided under Section 186 of the Companies Act, 2013 is not applicable to the Company. However, the details of Investment made by the Company have been disclosed in the Note: 6 of the Notes to the Financial Statement for the year ended March 31, 2019. The Company has given its guarantee only for the credit facilities availed by its Wholly Owned Subsidiary M/s. Nupur Finvest Private Limited.

### Related Party Transactions

During the financial year ended March 31, 2019, transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder and SEBI (LODR) Regulations, 2015 (Listing Regulations) were in the 'ordinary course of business' and 'at arm's length' basis. During the year under review, your Company did not enter into any Related Party Transactions which require prior approval of the Members. All Related Party Transactions of the Company had prior approval of the Audit Committee and the Board of Directors, as required under Companies Act, 2013 and Listing Regulations. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a quarterly basis. The Company has an internal mechanism for the purpose of identification and monitoring of Related Party Transactions. During the year under review, there has been no materially significant Related Party Transactions having potential conflict with the interest of the Company. Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC - 2 is not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in Note: 37 of the Notes to the Financial Statements for the year ended March 31, 2019.

Policy on materiality of related party transactions and on dealing with related party transactions is displayed on the website of the Company at [www.paisalo.in](http://www.paisalo.in).

### Material Changes and Commitments, if any, Affecting the Financial Position of the Company

Subsequent to the end of the financial year on March 31, 2019 till date of this report, there has been no material change and / or commitment which may affect the financial position of the Company.

### Significant and Material Litigations / Orders

During the year under review, there were no significant material orders passed by the Regulators / Courts and no litigation was outstanding as on March 31, 2019, which would impact the going concern status and future operations of the Company.

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Considering the nature of business undertaken by the Company during the year under review, the particulars pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, to the extent applicable, are as follows:

- Since the Company does not own any manufacturing facility, the particulars relating to conservation of energy and technology absorption have not been furnished.
- Foreign Exchange earnings for the Company during the financial year under review was nil and Company's Foreign Exchange outgo during the financial year under review was Rs.44.38 lakhs.

### Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder, Company has constituted a Corporate Social Responsibility Committee, which framed a Board approved CSR Policy for the Company and the same is available on the website of the Company. CSR Policy of the Company has vision to make concrete efforts towards providing preventing health care, sustainable development of green environment and welfare of animal etc.

Generally, Company under took its CSR activities through the outside Implementing Agency(ies), which are carrying out such kind of CSR activities similar to the activities as approved by the CSR Committee and Board of the Company under the CSR Policy of the Company. For the financial year 2018-19 the Board of Directors of the Company in their meeting held on May 2, 2018 approved ` 15.30 Million as the budget for CSR activities. But due to difficulty to find out other suitable implementing agency, as the activities carried out by the existing implementing agencies

through which Company carrying out its CSR activities were not as per recommendation of the Company, only ₹ 5.10 Million was spent out of budget amount during the financial year 2018-19. For the balance amount of the CSR budget of financial year 2018-19 CSR Committee and Board have recommend to carry forward the same and will be spent along with the CSR budget of financial year 2019-20.

Composition of CSR Committee is disclosed in Corporate Governance Section of this Annual Report as part of Board's Report and other details as required under Companies Act, 2013 is as annexed with this Report as

#### **Annexure B.**

### **Internal Financial Control**

The Company remains committed to improve the effectiveness of Internal Financial Controls and processes which would help in efficient conduct of its business operations, ensure security to its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

The Internal Financial Controls with reference to the financial statements are adequate in the opinion of the Board of Directors.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive program of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets. An independent firm of Competent Chartered Accountants has been engaged by the Company for conducting internal audit, to examine and evaluate the adequacy and effectiveness of internal financial control system of the Company. The Internal Audit team is responsible to assist the Audit Committee and Risk Management Committee on an independent basis with a complete review of the risk assessments and associated management action plans. The Internal Audit Reports and Risk related report are reviewed periodically by the Audit Committee and Risk Management Committee of the company. The Audit and Risk Management Committee advises on various risk mitigation exercises on a regular basis.

Internal Financial Control System of the Company is modified continuously in accordance with the dynamic changes in the business conditions and to comply with the applicable laws, regulations, statutory and accounting requirements.

### **Risk Management**

Non-Banking Financial Companies (NBFCs) form an integral part of Indian financial system. NBFCs are required to ensure that a proper framework on Risk Management System is formulated and put in place. For this purpose Company, in addition to Audit Committee, has also constituted Assets Liability Management Committee and Risk Management Committee to facilitate the Board to address the risk associated with the business of the Company and developed and implemented a Risk Management Policy to ensure sustainable business growth with stability and promote a proactive approach in reporting, evaluating and resolving risks associated with the Company's business. The Policy also highlights the functions, responsibilities and role of the Committees and Board to address the risks associated with the Company and to mitigate/reduce the impact of the risk on the Company.

The Company follows a disciplined risk management process and takes business decisions with balanced risk-reward paradigm.

### **Human Resources**

Company's industrial relations continued to be harmonious during the period under review.

The Company strives to provide the best work environment with ample opportunities to grow and explore. Healthy, cordial and harmonious industrial relations have been maintained by the Company at all levels.



## Information required under Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013

The Company has a policy against sexual harassment and process for dealing with complaints of harassment or discrimination in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Directors further state that during the year under review there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

## Disclosures as per the Provision of Section 197 (12) of Companies Act, 2013

Information in accordance with provisions of Section, 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Report as **Annexure C**. The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 may be obtained by the Members by writing to the Company Secretary of the Company.

## Credit Rating

M/s Infomerics Valuation and Rating Pvt. Ltd. through its letter dated 29 June 2019 assigned following rating to Company's instruments:

- i) Long Term Banks Loans Rating of ` 9,900.00 Million (increased from ` 8,000.00 million): Rating IVR A/Positive Outlook (IVR Single A with Positive Outlook).

## Compliance of Reserve Bank of India Guidelines

The Company always adheres to comply with applicable provisions of prudential norms, rules, regulations and guidelines issued by Reserve Bank of India for Non-Banking Financial Companies.

## Compliance of Applicable Secretarial Standards

The Company has complied with the provisions of applicable Secretarial Standards issued under the Companies Act, 2013.

## Timely Repayment of Debt Liabilities

During the year under review, the Company has duly serviced all its debts obligations in time.

## Extracts of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extracts of Annual Return in the form MGT-9 is annexed herewith as integral part of this Report and marked as **Annexure D**.

## Management Discussion and Analysis of Financial Conditions

An analysis of the financial conditions and results of operations of the Company for the year under review, has been represented in the Annual Report as a separate section on Management Discussion and Analysis as an integral part of this Report.

## Corporate Governance

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. It is ensured, that the practices being followed by the Company are in alignment with its philosophy towards Corporate Governance. Your Company believes that good corporate governance is the basis for sustainable growth of the business and effective management of relationship among constituents of the system and always works towards strengthening this relationship through corporate fairness, transparency and accountability. Your Company give prime importance to reliable financial information, integrity transparency, fairness, empowerment and compliance with law in letter and spirit.

The report on corporate governance forms an integral part of this report and is set out as separate section of this Report and marked as **Annexure E**.

In compliance with the provisions of Regulation 34 of the SEBI (LODR) Regulation, 2015 read with Schedule V to the said Regulations, the Corporate Governance Report of the Company for the financial year ended March 31, 2019 and a Certificate from Secretarial Auditor, on compliance with the provisions of Corporate Governance requirements as prescribed under the Listing Regulations, are annexed and forms part of this Report.

### **Acknowledgments**

Your Board acknowledges and appreciates the relentless efforts of the employees and staff including the management team headed by the Executive Directors who always lead from the front in achieving a commendable business performance year on year despite a challenging business environment. Your Board is indebted for the unstinted support and trust reposed by you, the Members. Your Board wishes to place on record its deep appreciation of the Non-Executive Directors of the Company for their immense contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take right decisions in achieving its business goals. Your Board acknowledges the support and co-operation received from all regulatory authorities of the Central Government and all State Governments in India. Your Board takes this opportunity to thank all its Banks and other stakeholders as it considers them essential partners in progress and your Board is also looking forward to continued support and co-operation in future.

**Date : May 17, 2019**

**Place : New Delhi**

**For & on behalf of the Board of Directors of  
Paisalo Digital Ltd.**

**Sd/-  
(Sunil Agarwal)  
Managing Director  
DIN : 00006991**

**Sd/-  
(Harish Singh)  
Executive Director  
DIN : 00039501**

## FORM NO. MR-3

Secretarial Audit Report for the Financial Year Ended March 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,**  
**The Members,**  
**M/s Paisalo Digital Limited**  
**101, CSC, Pocket 52, CR Park,**  
**Near Police Station, New Delhi-110019**

We, Satish Jadon & Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Paisalo Digital Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - f. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; and
  - g. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - h. The Reserve Bank of India Act, 1934, rules/regulations made thereunder as applicable to the Non-Banking Financial Company and guidelines/notifications issued by RBI for Non-Banking Financial Companies.



We have also examined compliance with the applicable clauses of the following:

1. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.
2. Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions were taken according to the majority rule and subject to the requirement of the Act and other applicable laws.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period Company has taken following major decision, pursuant to above referred laws, rules, regulations, guidelines, standards:

- i. On August 3, 2018 Company has issued Unlisted Unsecured 14% Non-Convertible Debentures in the Nature of Subordinate Debt for an amount of ₹ 81.00 Crores on private placement basis.
- ii. The Shareholders of the Company and Secured Creditors of the Company have approved the Scheme of Arrangement/Amalgamation between Agarwal Meadows Private Limited (Transferor Company) and Paisalo Digital Limited (Transferee Company) and Their Respective Shareholders and Creditors in their respective meeting on December 1, 2018 held pursuant to the Order of Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi issued on October 12, 2018.

**Date : May 16, 2019**

**Place : Agra**

**For Satish Jadon & Associates  
Company Secretaries**

**Sd/-  
CS Satish Kumar Jadon  
Membership No. F9512  
CoP No.9810**

This Secretarial Audit Report is to be read with our letter of even date which is annexed herewith.

# Annexure to the Secretarial Audit Report

**To,  
The Members,  
M/s Paisalo Digital Limited  
101, CSC, Pocket 52, CR Park,  
Near Police Station, New Delhi-110019**

Secretarial Audit Report of even date is to be read along with this letter.

Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Where ever required, we have obtained the Management representation about the Compliance of the laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date : May 16, 2019  
Place : Agra**

**For Satish Jadon & Associates  
Company Secretaries**

**Sd/-  
CS Satish Kumar Jadon  
Membership No. F9512  
CoP No.9810**

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# FORM NO. MR-3

Secretarial Audit Report for the Financial Year Ended March 31, 2019

[Pursuant Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,  
The Members,  
M/s Nupur Finvest Private Limited  
101, CSC, Pocket 52, CR Park,  
Near Police Station, New Delhi-110019**

We, Satish Jadon & Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Nupur Finvest Private Limited (hereinafter called 'the Company') (Material Subsidiary of M/s Paisalo Digital Limited (CIN:L65921DL1992PLC120483), in terms of provisions of Regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- III. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- IV. The Reserve Bank of India Act, 1934, rules/regulations made thereunder as applicable to the Non- Banking Financial Company and guidelines/notifications issued by RBI for Non-Banking Financial Companies.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

## **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All Decisions at Board Meetings and Committee Meetings were carried out unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committees of Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that during the audit period Company has not taken any following major decision, pursuant to above referred laws, rules, regulations, guidelines, standards.

**Date : May 16, 2019**

**Place : Agra**

**For Satish Jadon & Associates  
Company Secretaries**

**Sd/-**

**CS Satish Kumar Jadon**

**Membership No. F9512**

**CoP No.9810**

This Secretarial Audit Report is to be read with my letter of even date annexed herewith.

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# Annexure to the Secretarial Audit Report

**To,  
The Members,  
M/s Nupur Finvest Private Limited  
101, CSC, Pocket 52, CR Park,  
Near Police Station, New Delhi-110019**

**Secretarial Audit Report of even date is to be read along with this letter.**

Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Where ever required, we have obtained the Management representation about the Compliance of the laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date : May 16, 2019  
Place : Agra**

**For Satish Jadon & Associates  
Company Secretaries**

**Sd/-  
CS Satish Kumar Jadon  
Membership No. F9512  
CoP No.9810**

# ANNUAL REPORT ON CSR ACTIVITIES

1.	A Brief outline of the Company's CSR Policy, including overview of the projects or programs undertaken and a reference to the web link to the CSR policy and project or programs	<p>As decided by the Board of Directors of the Company, Company undertakes its CSR activities through registered not-for-profit organisation(s), which are engaged in the activities that Company is required to implement under its CSR Policy in accordance with the provisions Section 135 of the Companies Act, 2013 and rules made thereunder.</p> <p>For the financial year 2018-19 the Board of Directors allocated budget of ₹ 15.30 Million (more than 2% of Company's Average net profit of last three years) for CSR activities.</p> <p>However, Company could not spend the whole budget amount for the desired CSR activities due to difficulty to in finding out other suitable implementing agency, as the activities carried out by the existing implementing agencies through which Company carrying out its CSR activities were not as per recommendation of the Company.</p> <p>The Company's policy on CSR is available on the website of the Company <a href="http://www.paisalo.in">www.paisalo.in</a>.</p>
2.	The Composition of the CSR Committee	<p>Mr. Harish Singh (Chairman)</p> <p>Mr. Sunil Agarwal (Member)</p> <p>Mr. Pradeep Agarwal (Member)</p>
3.	Average net profit of the Company for last three financial year	₹ 756.75 Million
4.	Prescribed CSR Expenditure	₹ 15.14 Million
5.	Details of CSR spent during the financial year	
(a)	Total amount to be spent for the financial year	₹ 15.30 Million
(b)	Amount unspent, if any	₹ 10.20 Million



(c)	Manner in which the amount spent during the financial year detailed below:						
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S . No.	CSR projector activity identified	Sector in which the Project is covered	Projects or programs Local Area or Other Specify the State and District where projects or Programs were undertaken	Amountoutlay (budget)project or Programswise	Amount spent on the projects or programs subheads: Direct expenditure Overheads	Cumulative expenditure upto the reporting period	Amount spent: Directly or through implementing agency
1	For Health & Sanitation	Health care including preventive health care and sanitation	Kendrapara, Balasore, Bhadrak (Odisha) and Khunti, Likardaga, Gum-la (Jharkhand)	` 1.00 Million	Direct expenditure ` 1.00 Million	` 7.80 Million	Amount spent Through implementing agency- Indian Society of Health Care Professionals
2	For Rural Development	Rural Development/ support to technology incubators.	North East	` 4.00 Million	Direct expenditure ` 4.00 Million	` 14.50 Million	Amount spent Through implementing agency -Indian Society for Agri business Professionals
3	For Health & Sanitation	Health care including preventive health care and sanitation	New Delhi	` 0.10 Million	Direct expenditure ` 0.10 Million	` 0.10 Million	Amount spent Through implementing agency -CSR Research Foundation

Further, it is hereby confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For & on behalf of the Board of Directors of  
Paisalo Digital Ltd.**

**Date : May 17, 2019  
Place : New Delhi**

**Sd/-  
(Sunil Agarwal)  
Managing Director  
DIN : 00006991**

**Sd/-  
(Harish Singh)  
Executive Director  
DIN : 00039501**

# DISCLOSURE AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013

S. No.	Details	Mr. Sunil Agarwal (MD)	Mr. Harish Singh (ED& CFO)	Mr. Anoop Krishna (ED)	Mr. Manendra Singh (CS)
1.	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	250.58:1	11.71:1	17.40:1	4.58:1
2.	Percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in financial year	00	92.30	00	5.0
3.	Percentage increase in the median remuneration of employees in the financial year	3.10%			
4.	The number of permanent employees on the rolls of company	996			
5.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	During the financial year 2018-19, Employees remuneration increased by 3.10% as against the 24.32% increment in Managerial Remuneration in the previous financial year.			

This is hereby confirmed that the remuneration paid to the Directors and other employees are as per remuneration policy of the company.

**Date : May 17, 2019**

**Place : New Delhi**

**For & on behalf of the Board of Directors of  
Paisalo Digital Ltd.**

**Sd/-  
(Sunil Agarwal)  
Managing Director  
DIN : 00006991**

**Sd/-  
(Harish Singh)  
Executive Director  
DIN : 00039501**

# FORM NO. MGT-9

## Extract of Annual Return

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. Registration and other Details:

1. Corporate Identification Number (CIN)	L65921DL1992PLC120483
2. Registration Date	March 5, 1992
3. Name of the Company	Paisalo Digital Limited (Formerly known as S. E. Investments Limited)
4. Category/Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
5. Address of the Registered office and contact details	101, CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019 Email: <a href="mailto:delhi@paisalo.in">delhi@paisalo.in</a> Tel. +91 11 43518888
6. Whether listed company	Equity Shares of the Company are listed on National Stock Exchange of India Ltd. and BSE Ltd.
7. Name, Address and Contact details of Registrar and Transfer Agent	M/s Alankit Assignments Limited 1E/13, Jhandewalan Extension, New Delhi-110 055 Contact Person: Mr. J P Rustagi Tel.011-42541955 Email: <a href="mailto:info@alankit.com">info@alankit.com</a>

### II. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the Company:

S. No.	Name and Description of main products/ services	NIC Code of the Product/ services	% to total turnover of the Company
	Financial Services (NBFC)	6,492*	100%

\*As per National Industrial Classification 2008 (NIC-2008)

### III. Particulars of Holding, Subsidiary and Associate Companies:

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
	Nupur Finvest Pvt. Ltd.	U67120DL1995PTC231086	Subsidiary	100%	2 (87) of Companies Act, 2013



#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### a. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2018				No. of Shares held at the end of the year i.e. 31/03/2019				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	73,28,640	-	73,28,640	18.07	73,28,640	-	73,28,640	18.07	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	32,31,943	-	32,31,943	7.97	32,31,943	-	32,31,943	7.97	-
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	1,05,60,583	-	1,05,60,583	26.04	1,05,60,583	-	1,05,60,583	26.04	-
(2) Foreign									
a) NRIs -Individual	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Crop.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A) (1)+(A) (2)</b>	<b>1,05,60,583</b>	<b>-</b>	<b>1,05,60,583</b>	<b>26.04</b>	<b>1,05,60,583</b>	<b>-</b>	<b>1,05,60,583</b>	<b>26.04</b>	<b>-</b>
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	9,67,087	-	9,67,087	2.38	9,67,087	-	9,67,087	2.38	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) Sate Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs/FPI	67,33,339	-	67,33,339	16.60	67,38,187	-	67,38,187	16.61	0.01
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>77,00,426</b>	<b>-</b>	<b>77,00,426</b>	<b>18.99</b>	<b>77,05,274</b>	<b>-</b>	<b>77,05,274</b>	<b>19.00</b>	<b>0.01</b>
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	47,74,351	-	47,74,351	11.77	48,53,246	-	48,53,246	11.97	0.19
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individual	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lac	3,69,378	24,406	3,93,784	0.97	2,98,174	8,406	3,06,580	0.76	0.22
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lac	2,89,908	-	2,89,908	0.71	2,91,532	-	2,91,532	0.72	0.00
c) Other (specify)	-	-	-	-	-	-	-	-	-
(c-i) Non-Resident Indians	1,269	-	1,269	0.01	1,057	-	1,057	0.01	0.00
c-ii) Clearing Member	1,214	-	1,214	0.01	928	-	928	0.01	0.00
(c-iii) Resident HUF	8,465	-	8,465	0.02	10,800	-	10,800	0.03	0.01
Sub-total (B) (2):-	54,44,585	24,406	54,68,991	13.50	54,55,737	8,406	54,64,143	13.48	0.01
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>1,31,45,011</b>	<b>24,406</b>	<b>1,31,69,417</b>	<b>32.48</b>	<b>1,31,61,011</b>	<b>8,406</b>	<b>1,31,69,417</b>	<b>32.48</b>	<b>0.00</b>
<b>C. Shares held by Custodian</b>	<b>1,68,30,000</b>	<b>-</b>	<b>1,68,30,000</b>	<b>41.49</b>	<b>1,68,30,000</b>	<b>-</b>	<b>1,68,30,000</b>	<b>41.49</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>4,05,35,594</b>	<b>24,406</b>	<b>4,05,60,000</b>	<b>100.00</b>	<b>4,05,51,594</b>	<b>8,406</b>	<b>4,05,60,000</b>	<b>100.00</b>	<b>0.00</b>

## b. Shareholding of Promoters

S. No.	Name of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2018				No. of Shares held at the end of the year i.e. 31.03.2019				% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Shares Pledged/ encumbered to total shares	
1	Mr. Purushottam Agrawal*	2,69,000	0.66	-	-	-	-	-	-	-0.66
2	Mr. Sunil Agarwal	31,62,440	7.80	-	32,69,940	8.06	-	-	-	0.27
3	Mrs. Raj Agarwal	15,31,200	3.78	-	20,15,200	4.97	-	-	-	1.19
4	Ms. Suniti Agarwal	2,50,800	0.62	-	3,58,300	0.88	-	-	-	0.27
5	Mr. Shantanu Agarwal	12,55,200	3.09	-	16,85,200	4.16	-	-	-	1.06
6	P. N. Agarwal & Sons (HUF)*	8,60,000	2.12	-	0	0.00	-	-	-	-2.12
7	Bhavya Electronics & Networks Pvt. Ltd.	29,14,223	7.19	-	29,14,223	7.19	-	-	-	-
8	Diamond Infradev Pvt. Ltd.	2,56,920	0.63	-	2,56,920	0.63	-	-	-	-
9	Baba Herbals Pvt. Ltd.	60,800	0.15	-	60,800	0.15	-	-	-	-
10	<b>Total</b>	<b>1,05,60,583</b>	<b>26.04</b>	<b>-</b>	<b>1,05,60,583</b>	<b>26.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*During the year on March 25, 2019, shares transferred to other member of Promoter Group (inter-se transfer among promoter group).

## c. Change in Promoters' Shareholding

During the financial year ended March 31, 2019, there is no change in the total shareholding of Promoters and Promoter Group other than as provided above.

**d. Shareholding Pattern of Shareholders holding 1% or more shares  
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name of Shareholder	Shareholding at beginning of year (01.04.2018)		Date wise increase/ decrease in the Shareholding			Shareholding at the end of the year (31.03.2019) or on the date of separation, if separated during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Davos International Fund	18,25,799	4.50	Shares	-		18,25,799	4.50
				Date	-			
				Reason	NA			
2	Elara India Opportunities Fund Limited	18,46,067	4.55	Shares	-		18,46,067	4.55
				Date	-			
				Reason	NA			
3	Zeal Professional Services Private Limited	13,86,000	3.42	Shares	-		13,86,000	3.42
				Date	-			
				Reason	NA			
4	Plutus Terra India Fund	13,37,607	3.30	Shares	-		13,37,607	3.30
				Date	-			
				Reason	NA			
5	Life Insurance Corporation of India	9,67,087	2.38	Shares	-		9,67,087	2.38
				Date	-			
				Reason	NA			
6	Antara India Evergreen Fund Ltd	7,55,826	1.86	Shares	-		7,55,826	1.86
				Date	-			
				Reason	NA			
7	Nomura Singapore Limited	7,40,000	1.82	Shares	-		7,40,000	1.82
				Date	-			
				Reason	NA			

**e. Shareholding of Directors and Key Managerial Personnel:**

As on March 31, 2019, no Director and Key Managerial Personnel except Mr. Sunil Agarwal (Managing Director), hold shares in the Company. The shareholding of Mr. Sunil Agarwal is given under the heading IV (b)Shareholding of Promoters.

**v. Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

` in Million

	Secured Loans excluding de- posits	Unsecured loans	Deposits	Total Indebted- ness
Indebtedness as on 01.04.2018				
i) Principal Amount	7785.08	1371.10	0.00	9156.18
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	7785.08	1371.10	0.00	9156.18
Change in Indebtedness during the financial year				
• Addition	0.00	810.00	0.00	810.00
• Reduction	363.22	103.32	0.00	466.54
Net Change	(363.22)	706.68	0.00	343.46
Indebtedness as on 31.03.2019				
i) Principal Amount	7421.86	2077.78	0.00	9499.64
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>7421.86</b>	<b>2077.78</b>	<b>0.00</b>	<b>9499.64</b>

**vi. Remuneration of Directors and Key Managerial Personnel**

a. Remuneration to Managing Director, Whole- time Directors, Manager, Company Secretary (CS):

` in Million

S. No.	Particulars of Remuneration	Mr. Sunil Agarwal	Mr. Harish Singh	Mr. Anoop Krishna	Total Amount	Mr. Manendra Singh
		MD/CEO	ED/CFO	ED		CS
1	Gross Salary					
a)	Salary as per provisions Contained in Section 17(1) of the Income-Tax Act, 1961	51.84	1.92	3.00	56.76	0.38
b)	Value of perquisites u/s 17(2) Income-Tax Act, 1961	1.75	0.50	0.60	1.10	.57
(c)	Profits in lieu of Salary under Section 17(3) Income-Tax Act, 1961	—	—	—	—	—
2	Stock Option	—	—	—	—	—
3	Sweat Equity	—	—	—	—	—
4	Commission - as % of profit	—	—	—	—	—
5	Others, please specify	—	—	—	—	—
	<b>Total(A)</b>			—		
	Ceiling as per the Act	The total managerial remuneration paid by the Company in respect of financial year 2018-19 is within ceiling limit as prescribed under Section 197 of the Companies Act, 2013				



**b. Remuneration to other Directors**

During financial year 2018-19, Non-Executive Directors have been paid only sitting fee for attending Board and Committee Meetings and out of pocket expenses incurred by them for the Company's purpose. Other than that, No Remuneration has been paid to Non-Executive Directors.

**vii. Penalties/Punishment/Compounding of Offences:**

During the year under review neither any penalty imposed nor any order for punishment or compounding passed by any authority under the provisions of Companies Act, 2013/1956 against the Company, its Directors or its other officers.

**Date : May 17, 2019**

**Place : New Delhi**

**For & on behalf of the Board of Directors of  
Paisalo Digital Ltd.**

**Sd/-  
(Sunil Agarwal)  
Managing Director  
DIN : 00006991**

**Sd/-  
(Harish Singh)  
Executive Director  
DIN : 00039501**

# CORPORATE GOVERNANCE REPORT

Corporate governance is the system of rules, practices and processes by which a Company is directed and controlled. Corporate governance essentially involves balancing the interests of a Company's many stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community. Since Corporate Governance also provides the framework for attaining a Company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. It is a set of processes, customs, policies, rules, regulations and laws by which companies are managed in the best interest of the stakeholders. Corporate Governance is related to satisfy the spirit of the law and not just the letter of law.

Corporate governance is a process that aims to allocate corporate resources in a manner that maximizes value for all stakeholders – shareholders, investors, employees, customers, suppliers, environment and the community at large and holds those at the helms to account by evaluating their decisions on transparency, inclusivity, equity and responsibility.

Corporate Governance can be defined as an approach in which the corporations are managed in an ethical, accountable, transparent and fair way, with the blend of both legal and management practices, to imbibe the same in the decision making process of a company, and to communicate the same accurately and timely, in such a way that both stakeholders expectations and legal standards are not only met, but the corporations try to exceed them.

## OUR GOVERNING PRINCIPLES ON CORPORATE GOVERNANCE

We, at Paisalo Digital Limited, believe that the Corporate Governance is based on creating and sustaining a deep relationship of trust and transparency with all stakeholders. We consider our stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities. The Company has designed policies and committee to strengthen the ability of the Board of Directors to supervise the management and to enhance long-term shareholders value.

Our Corporate Governance norms reflect our commitment to compliance to regulatory requirements as there exists a fundamental link with the organization of business, corporate responsibility and shareholders' wealth maximization and realize the significance of sound governance practices to the long term growth of the organisation.

We have imbibed the good corporate practices in our business as we built it for the long haul. It is an optimum combination of policies, process and practices, which governs the affairs of a Company in pursuant of its business goal. Our Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values.

In general, good Corporate Governance practices seek to ensure that:

- Board Members act in the best interests of the Organization;
- The Company acts in a lawful and ethical manner in its dealings with all stakeholders and their representatives
- The Board and its committees are structured to act independently from management, individuals or entities that have control over management;
- Appropriate controls and procedures are in place covering management's activities in running the day-to-day operations of the Company;
- Timely and balanced disclosure of all material information, concerning the Company, to all its stakeholders;
- Maintenance of transparency and accountability; and
- Compliance with applicable rules and regulations.

Underlying principles of Company's Corporate Governance framework are as follows:

- Constituting an effective Board of Directors, in terms of composition, size, varied expertise and commitment so as to enable them to skilfully discharge their responsibilities and duties,

- Ensuring timely flow of information to the Board and its Committees to enable them to discharge their functions efficiently,
- Establishment of a sound system of Risk Management and Internal Control.
- Independent analysis and verification of Company's financial information, to safeguard the integrity of same,
- Timely and balanced disclosure of all material information, concerning the Company, to all its stakeholders,
- Transparency in Board's processes and independence in the functioning of Boards,
- Fair and equitable treatment of all its stakeholders including employees, customers, shareholders and investors,
- Accountability to stakeholders with a view to serve the stakeholders
- Ensuring Compliance with applicable rules and regulations.

## **COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE**

Corporate Governance at Paisalo Digital Limited, strives in development and enhancement of long term stakeholder's value.

The Board of Directors of the Company understand their duties towards the stakeholders and work in furtherance of the true spirit of being "Trustees".

The Board of Directors of the Company has adopted 'Code of Conduct of Board of Directors and Senior Management, which includes Code of Conduct for prohibition of Insider Trading' based on the principles of Good Corporate Governance and good management practices being followed besides complying with the needs of the law of land.

In addition to above, Company is also committed to ensure accountability, transparency, and fairness in all its transactions and meets the expectations of all stakeholders and to ensure that various aspects should be properly and timely communicated to various stakeholders.

### **Company's Existing Governance Practices**

Some of the key elements that forms the basis of our Corporate Governance frame work are-

#### **Sound Board Structure & Directors with Diverse Backgrounds**

Board composition is a broad term that encompasses issues such as who is on the Board and the skills mix of the Board. It involves both structural and cultural issues and Board effectiveness depends on obtaining the right mix of skills and experience. Board composition varies significantly between organizations and is influenced by:

- Legal requirements including the organization's constitution and purpose;
- Board size;
- The balance of executive and non-executive directors;
- Director competencies;
- Terms of office for directors; and
- The structure of the shareholding or membership.

Stable Board with long-serving, committed members will have the advantage of a thorough knowledge of the Company and its mission. Building the right Board requires an understanding of Director competencies, which involves consideration of the Directors' experience, skills, attributes and capabilities. Director competencies encompass two distinct areas: technical competencies and behavioral competencies. Technical competencies are Director's technical skills and experience ("what you need to know and are able to do") such as accounting or legal skills, industry knowledge, experience in strategic planning and corporate governance. Behavioral competencies are Director's capabilities and personal attributes ("how you apply what you know and your personal and interpersonal skills") and include, for example, linkages to the "ownership"; an ability to positively influence people and situations; an ability to assimilate and synthesis complex information; time availability; honesty and integrity; and high ethical standards.

Keeping in the view of above factors, Our Board comprises of distinguished members with rich experience, mainly in the area of finance, law and accounting. The Board along with its Committees provides guidance for managing

the Company and also supervises and controls the performance of the Company. The Board of the Company has an optimum combination of Executive and Non-Executive Directors. Currently Board of the Company comprises of five Independent Directors. Independent Directors, forming part of the Board, do fulfill the criteria of 'Independence' as laid down in the Companies Act, 2013, RBI Guidelines and SEBI (LODR) Regulations, 2015.

None of Independent Director is a Non-Independent Director of another Company on the Board of which any Non-Independent Director of the Company is an Independent Director. None of the Independent Director of the Company is serving as an Independent Director in more than seven/three listed entities as required under Regulation 17A of SEBI (LODR) Regulations, 2015. Further, none of the Directors of the Company is a member in more than ten committees or is acting as Chairman of more than five committees (Committees being, Audit Committee and Stakeholder Relationship Committee), across all the Indian Public Limited Companies in which he/she is Director. Furthermore, the necessary annual disclosures have been submitted by the Directors to the Company, regarding Committee positions held by them in other public companies. All the Non-Executive Independent Directors and Managing Director are not liable to retire by rotation.

Brief profile of members of Board of the Company is as under:

#### **Mr. Sunil Agarwal (Managing Director)**

Mr. Sunil Agarwal is a founder Member, Promoter and Managing Director of the Company with an experience of over 29 years. He is responsible for the Company's strategic decision making along with Company's financial activities. He embarked his journey into finance business at a very young age of 20 years. At a nascent age he established this Company, the success of which is contributed to his arduous work and commitment and he is the main driving force behind the success of the Company. At present Company is doing its business from many branches in the various states of the Country, which is instrumental in steering the Company's growth story across the country. With his leadership skills and positive attitude, Company is growing and expected to grow bigger and better

#### **Mr. Anoop Krishna (Executive Director)**

Mr. Anoop Krishna is a banking veteran. He started his career in the year 1982 as a Probationary Officer and retired as Chief General Manager Corporate Banking in December 2017. He headed Corporate Accounts Group for SBI in Delhi. Prior to his Superannuation on December 31, 2017, he was heading the Mid Corporate Group of State Bank of India as Chief General Manager for Northern and Eastern India based out of SBI Corporate Centre, Mumbai. Currently he is responsible for strategic planning for Company's business.

#### **Mr. Harish Singh (Executive Director)**

Mr. Harish Singh is a Fellow Member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing. His associate with the Company is more than 20 years and has a rich experience in the areas of Audit, Taxation, Corporate Advisory Services, Financial Management and Fund Raising etc. He is well-versed with the provisions of other statutory laws with proficiency in steering system implementation. He is a keen analyst with exceptional relationship management & negotiation skills with proven abilities in liaising with the various regulatory authorities. He is engaged with the Company as an Executive Director of the Company and strengthens the operation and finance department of the Company with his rich experience and specialization.

#### **Mr. Sunil Srivastav (Independent Director)**

Mr. Sunil Srivastav is an Independent and Non-executive Director of our Company and also on the Board of Star Papers Mills Limited and Eros International Media Limited. He holds degree B.Sc (H) from Delhi University and has done his Masters of Management studies, from F.M.S., Banaras Hindu University. He joined State Bank of India as a Probationary Officer in 1980 and thereafter has been posted across various functions and offices of SBI in India and United States he has also served SBI as Dy. Managing Director (Corporate Accounts Group). He has very rich experience in Credit Risk, Project Finance, Corporate Finance, International Banking, Investment Banking, Corporate Strategy and Digital & Retail Banking. He has strengthened the Company's Board by bringing with him a vast experience and specialization in the field of Digital and Retail Finance Business.

#### **Mr. Gauri Shankar (Independent Director)**

Mr. Gauri Shankar is an ex-banker with more than three decades of experience at various senior positions in Banking



Industry. He was the Chief Executive Officer and Managing Director of the Punjab National Bank from February, 8, 2015 to August, 13, 2015 and also pursued the position of Executive Director of the Punjab National Bank from October, 7, 2013 to March, 31, 2016. He has strengthened the Company's Board by bringing with him a vast experience and specialization in the field of finance. He is also on the Board of Aksh Optifibre Limited, PNC Infratech Limited, CMYK Printech Limited, India SME Asset Reconstruction Company Limited, India Post Payments Bank Limited, Family Home Finance Private Limited

### **Mrs. Bhama Krishnamurthy (Independent Director)**

Mrs. Bhama Krishnamurthy holds a degree of MS from the University of Mumbai. She is on the Board of the Company as a Woman Independent Director. She was the Country Head and Chief General Manager of SIDBI and has a good experience to deal with Multilateral and Bilateral Agencies in close co-ordination with the Government of India. She has brought with her a rich experience and specialisation in handling of Human Resources Development Division covering recruitment, training and promotion aspects. Among other Companies, she is also the Board Member of Reliance Industrial Infrastructure Limited, Reliance Payment Solutions Limited, India SME Asset Reconstruction Company Limited, The Catholic Syrian Bank Ltd.

### **Mr. Pradeep Agarwal (Independent Director)**

Mr. Pradeep Agarwal is associated with the Company as an Independent Director of the Company. He is an experienced banking professional with an exemplary track record of more than 37 years in all facets of Banking Industry. He was the General Manager of Oriental Bank of Commerce before joining the Company. He has also headed the International Banking, Credit, Treasury, Audit, Recovery & Legal Divisions of Oriental Bank of Commerce. After his superannuation he was appointed as Advisor of Oriental Bank of Commerce. He is also a regular speaker, motivator and trainer at various Professional Institutes, Colleges. He is also appointed as an Independent Director on the Board of M/s Nupur Finvest Private Limited, Wholly Owned Subsidiary of the Paisalo Digital Limited.

### **Mr. Naresh Kumar Jain (Independent Director)**

Mr. Naresh Kumar Jain is a Fellow member of Institute of Company Secretaries of India and Law Graduate with rich experience in the areas of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance. He is well-versed with the provisions of Companies Act, SEBI Regulations, FEMA, NBFC and other statutory laws. He has also been the Secretary and Chief Executive Officer of the Institute of Company Secretaries of India. He as an Independent Director strengthens the Company's Board with his vast experience and specialization in Legal Matters.

### **Board Competency Matrix**

This Board skills matrix provides a guide as to the skills, knowledge, experience, personal attributes and other criteria identified by the Board of the Company as required in the context of the Company's business.

The Board of the Company is a skills-based Board comprising of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the Company.

The skills and attributes of the Company's Board can be broadly categorised as follows:

governance skills (that is, skills directly relevant to performing the Board's key functions);

industry skills (that is, skills relevant to the industry or section in which the company predominantly operates); and

personal attributes or qualities that are generally considered desirable to be an effective Director.

This matrix is being presented pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V Annual Report as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Skill Area	Current Members of the Board										
	Description	Executive Directors				Independent Directors					
		Mr. Sunil Agarwal	Mr. Anoop Krishna	Mr. Harish Singh	Mr. Sunil Srivastav	Mr. Gauri Shankar	Mrs. Bhama Krishnamurthy	Mr. Pradeep Agarwal	Mr. Naresh Kumar Jain		
Strategy and planning	Ability to think strategically; identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.	✓	✓	✓	✓	✓	✓	✓	✓		
Policy Development	Ability to identify key issues and opportunities for the Company within the finance industry, and develop appropriate policies to define the parameters within which the Company should operate.	✓	✓	✓	✓	✓	✓	✓	✓		
Governance, Risk and Compliance	Experience in the application of corporate governance principles Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	✓	✓	✓	✓	✓	✓	✓	✓		
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to:  Analyse key financial statements;  Critically assess financial viability and performance;  Contribute to strategic financial planning;  Oversee budgets and the efficient use of resources;  Oversee funding arrangements and accountability	✓	✓	✓	✓	✓	✓	✓	✓		
Communications	Experience in, or a thorough understanding of, communication with industry groups and/or end users through a range of relevant communication channels.	✓	✓	✓	✓	✓	✓	✓	✓		
Commercial Experience	A broad range of commercial/business experience, preferably in the finance business systems, practices and improvement.	✓	✓	✓	✓	✓	✓	✓	-		
Information technology strategy	Knowledge and experience in the strategic use and governance of information management and information technology within the Company.	✓	-	✓	-	-	-	-	-		
Executive management	Experience at an executive level including the ability to appoint and evaluate the performance of Senior Managerial Personnel; oversee strategic human resource management including workforce planning.	✓	-	✓	-	-	-	-	-		

## Board Procedure and Meeting

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Board Meetings are scheduled in advance and the notice of each Board Meeting is given in writing to each Director. All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/ business plans, financial results, detailed presentations are made. The Board's role, functions, responsibility and accountability are clearly defined and to enable the Board to discharge its responsibilities effectively, the members of the Board are briefed of about the overall performance of the Company.

During the year under review Five (5) Board Meetings were held on May 2, 2018; August 3, 2018 (11:00 A.M.); August 3, 2018 (2:30 P.M.); October 29, 2018; February 14, 2019. The details regarding the composition of the Board of Directors as on March 31, 2019, category of the Directors, their attendance at the Board Meeting held during the year under review and also at the last Annual General Meeting and the number of Directorship and Chairmanships/Membership in Committees held by them in other public companies and their shareholding as on the March 31, 2019 are as follows:

S. No.	Name of Director (DIN)	Category	No. of Shares held in Company as on March 31, 2019	Board meeting held during director's tenure	Attendance at Board meeting	Attendance at Last AGM held on September 29, 2018	No. of Directorship held in other Public Companies*	Committee Positions in other Public Companies*#	
								As Member	As Chairman
1	Mr. Sunil Agarwal (00006991)	Managing Director (Promoter)	32,69,940	5	5	Yes	1	-	-
2	Mr. Anoop Krishna (08068261)	Executive Director	0	5	4	-	2	-	1
3	Mr. Harish Singh (00039501)	Executive Director	0	5	5	Yes	1	-	1
4	Mr. Sunil Srivastav (00237561)	Non-Executive Independent Director	0	5	3	-	2	1	1
5	Mr. Gauri Shankar (06764026)	Non-Executive Independent Director	0	5	5	Yes	5	2	-
6	Mrs. Bhama Krishnamurthy (02196839)	Non-Executive Independent Director	0	5	5	Yes	9	8	-
7	Mr. Pradeep Agarwal (06892799)	Non-Executive Independent Director	0	5	5	Yes	1	1	-
8	Mr. Naresh Kumar Jain (01281538)	Non-Executive Independent Director	0	5	5	Yes	1	1	-

\*Includes Private Limited Company(ies) which is subsidiary of Public Limited Company.

# Includes only Audit and Stakeholders Relationship Committees.

At present no Director of the Company is related to other Director.

## Agenda and Minutes

All the matter requiring Board/Committee are noted vigilantly and are circulated to the Board Members in Agenda Papers well in time before the scheduled date of the Board Meeting.

The agenda and minutes of the Board/Committee meeting are prepared with due care and adherence to applicable provisions of the law.

The Board also take note of the minutes of the Committee meetings duly approved by their respective Chairman.

## Compliance Certificate by the Statutory Auditor

The Statutory Auditor of the Company have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed elsewhere in this Annual Report as forming part of Board's Report.

## Board Supervised Committees

The Board of the Company has constituted different committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of Board of Directors is guided by its Charter/ terms of reference, which defines its scope, powers and composition of the Committee. All decisions and recommendations of the Committee are placed before the Board either for information or approval. The details of various Committees, is as follows:

### Audit Committee

The Audit Committee of the Company has been constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations. The role and powers of the Audit Committee of the Company are governed by Companies Act, 2013 and Listing Regulations.

#### Functions and Responsibilities of Audit Committee:

Primarily following includes in the responsibilities/functions of Audit Committee:

- Auditing and accounting matter, including recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Approval or any subsequent modification of transactions of the Company with related parties and required disclosures thereof;
- Integrity of Company's financial statements, discussing with the independent Auditors the scope of the annual audits;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a.) Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013,
  - b.) Changes, if any, in accounting policies and practices and reasons for the same,
  - c.) Major accounting entries involving estimates based on the exercise of judgment by management,
  - d.) Significant adjustments made in the financial statements arising out of audit findings,
  - e.) Compliance with listing and other legal requirements relating to financial statements,



f.) Reviewing, approving all or any subsequent modification of transactions with related parties

g.) Qualifications in the draft audit report;

- Reviewing appointment, removal and terms of remuneration of the Chief internal auditor and reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
- Appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate

#### **Powers of Audit Committee:**

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference,
- To seek information from any employee,
- To obtain outside legal or other professional advice,
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Meeting and Composition**

The Audit Committee met Four (4) times during the year under review on May 2, 2018; August 3, 2018; October 29, 2018; and February 14, 2019.

The constitution of Audit Committee and attendance of each member is as under:

S. No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Pradeep Agarwal	Chairman	4	4
2	Mr. Gauri Shankar	Member	4	4
3	Mr. Harish Singh	Member	4	4

#### **Nomination & Remuneration Committee**

The Nomination & Remuneration Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

#### **Role of Nomination and Remuneration Committee**

The role of the Nomination and Remuneration Committee, inter alia, include the followings:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director

and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identification of person who will qualify to become Director and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment, removal and remuneration;
- Recommendation to the board of directors whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Reviewing the performance of the Managing /Whole-time Director; and
- Reviewing such other matters which the Board may from time to time request the Committee to consider, examine recommended and/or approve.

### Meeting and Composition

The Nomination & Remuneration Committee met Three (3) times during the year under review on May 2, 2018; August 3, 2018 and October 29, 2018.

The constitution of Nomination and Remuneration Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Gauri Shankar	Chairman	3	3
2	Mrs. Bhama Krishnamurthy	Member	3	3
3	Mr. Pradeep Agarwal	Member	3	3

### Nomination and Remuneration Policy

The Company adopted a Nomination and Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Companies Act, 2013 and Listing Regulations.

### Remuneration to Directors

#### Non-Executive Directors

No commission was paid to any Non-Executive/Independent Director for the financial year under review. Only sitting fees, with in limit as prescribed under Companies Act, 2013 and rules made thereunder and reimbursement of expenses incurred by the Non-Executive/Independent Director for the Company's related matter have been paid as under:

	For attending meeting of Board of Directors	:	Rs. 25000/-
	For attending meeting of Committees	:	Rs. 15000/-
	Reimbursement of expenses	:	On actual basis

#### Executive Directors

The remuneration paid to the Executive Directors is commensurate with industry standards, taking into consideration the individual responsibilities shouldered by them and is in consonance with the terms of appointment approved by the Board of Directors/Shareholders of the Company.

The Nomination and Remuneration Committee reviews and, if required, recommends to the Board the changes in the managerial remuneration of the Executive Directors. The review is based on the performance of the Company and the individual Director on certain defined qualitative and quantitative parameters.

For details pertaining to Managerial Remuneration paid to the Executive Directors during the financial year under review kindly refer to the Directors' Report.

## The Company does not have an Employee Stock Option.

### Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in accordance with provisions of Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015. The Committee, inter-alia, oversees and review all matters connected with the grievances of the security holders or investor services in connection with non-receipt of Balance Sheet, non-receipt of declared dividend, re-materialization and de-materialization of shares and transfer of shares or any other grievances as reported by the security holders. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services. The Board has delegated the power of approving transfer of securities to the officers of the Company.

### Meeting and Composition

Stakeholder Relationship Committee met Four (4) times during the year under review on May 2, 2018; August 3, 2018; October 29, 2018 and February 14, 2019.

The constitution of the Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Naresh Kumar Jain	Chairman	4	4
2	Mr. Gauri Shankar	Member	4	4
3	Mrs. Bhama Krishnamurthy	Member	4	4

Investor's Complaints status for the Financial Year 2018-19

No. of complaints pending at the beginning of the year	:	Nil
No. of complaints received by correspondence during the year	:	Nil
No. of complaints received from BSE during the year	:	Nil
No. of complaints received from NSE during the year	:	Nil
No. of complaints received from SEBI during the year	:	Nil
No. of complaints resolved / replied during the year	:	Nil
No. of Investors complaints pending at the end of the year	:	Nil

We confirm that no Complaints remained unattended/ pending for more than 30 days. There was no share transfer pending for registration for more than 15 days during the year.

### Risk Management Committee

Risk Management Committee of the Company has been constituted by the Company pursuant to requirement of RBI guidelines to identify and evaluate operational, strategic & external environment risks associated with the Company's business and to monitor and review the company's risk management plan.

### Meeting and Composition

Risk Management Committee met Four (4) times during the year under review on May 2, 2018; August 3, 2018; October 29, 2018 and February 14, 2019.

The constitution of the Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Gauri Shankar	Chairman	4	4

2	Mr. Pradeep Agarwal	Vice Chairman	4	4
3	Mr. Harish Singh	Member	4	4
4	Mr. Gaurav Chaubey	Member	4	4

### Asset Liability Management Committee (ALCO)

Based on RBI Guidelines, the Company has constituted an Asset Liability Management Committee. The committee primarily performs the role of risk management in pursuance of the Risk Management guidelines issued by RBI, time to time and assist the Board of the Company to manage the risk. The Committee addresses the issues related to interest rate and liquidity risks. The business of the Company is periodically monitored by the Committee and the members also suggest ways and means to improve the working and profitability of the Company from time to time.

### Meeting and Composition

Asset Liability Management Committee met Four (4) times during the year under review on May 2, 2018; August 3, 2018; October 29, 2018 and February 14, 2019.

The constitution of Assets Liability Management Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mrs. Bhama Krishnamurthy	Chairperson	4	4
2	Mr. Naresh Kumar Jain	Member	4	4
3	Mr. Pradeep Agarwal	Member	4	4

### Corporate Social Responsibility Committee (CSR Committee)

Company has constituted Corporate Social Responsibility Committee, under the provisions of Section 135 of Companies Act, 2013, to formulate & recommend CSR policy for the Company to the Board. The CSR Committee is responsible to recommend the budget/expenditure as may be needed for the financial year and monitor the execution of CSR Policy of the Company and if required, to recommend modification in CSR Policy to Board

### Meeting and Composition

Corporate Social Responsibility Committee met One (1) times during the year under review on May 2, 2018.

The constitution of Corporate Social Responsibility Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Harish Singh	Chairman	1	1
2	Mr. Sunil Agarwal	Member	1	1
3	Mr. Pradeep Agarwal	Member	1	1

### IT Strategy Committee

During the current year, the Board, in accordance with the provisions of Reserve Bank of India's Master Direction on the Information Technology Framework for the NBFC Sector, constituted IT Strategy Committee ("IT Committee") at its meeting held on August 3, 2018. The IT Committee comprises of four (4) members, one of whom is Independent Directors and one is Executive Director and the other two are Chief Information Officer and Chief Technical Officer of the Company. The functions of the IT Committee include approval of IT strategies and policy documents, to ascertain whether the company's management has implemented processes / practices which ensure that IT delivers value to business, ensure that the budgets allocated vis-à-vis IT investments are commensurate, monitor the method adopted to ascertain the IT resources needed to achieve strategic goals of the company and to provide high-level directions for sourcing and use of IT resources.



## Meeting and Composition

IT Strategy Committee met three times during the year under review on August 3, 2018, October 29, 2018 and February 14, 2019.

The constitution of IT Strategy Committee and attendance of each member is as under:

S.No.	Name of Member	Designation	Committee meeting held during the tenure of Member in FY 2018-19	Committee meeting attended during the tenure of Member in FY 2018-19
1	Mr. Pradeep Agarwal	Chairman	3	3
2	Mr. Harish Singh	Member	3	3
3	Mr. Sachindra Kumar	Member	3	3
4	Mr. Kailash Singh	Member	3	3

## Operation and Finance Committee

Board of Directors of the Company has also constituted a Committee named Operations and Finance Committee under the chairmanship of Mr Harish Singh. Mr Sunil Agarwal and Mr. Pradeep Agarwal are the other members of the Committee, This Committee meets time to time to transact the general operation related matters of the Company.

## Compliance Officer

Company has appointed Company Secretary as Compliance Officer for complying with the requirements of the Listing Agreement with the Stock Exchanges.

## Corporate Ethics

The Company's Business ethics is a guide to ethical decision making. We are committed to uncompromising integrity in all that we do and in the way in which we relate to each other and to people outside the company. As a responsible corporate entity, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies like Code of conduct for prevention of Insider Trading, Fair Practice Code, Code for Independent Directors, Code of conduct for all members of Board of Directors and Senior Management, Whistle Blower Policy, which acts as guiding principles for carrying business in ethical way.

## Familiarization Program for Independent Directors

In accordance with requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, various meetings have been conducted by the Company to make understand the Independent Directors about the business of the Company. Through meetings and interaction among Senior Managements and Independent Directors, Company has made its best effort to ensure that the Independent Directors understand their roles, rights, responsibilities in the Company etc. The Familiarisation Program for Independent Directors of the Company is available on the website of the Company i.e. [www.paisalo.in](http://www.paisalo.in).

## Meetings of Independent Directors

As stipulated by the code of Independent Directors under the Companies Act, 2013 and Listing Regulation, a separate meeting of Independent Directors was held on February 14, 2019 to review the performance of Non-Independent Directors and the Board as whole taking into account the views of Executive and Non-Executive Directors. The Independent Directors also reviewed the quality, content and time line of flow of information between the management and Board and its committees which is necessary for effective and reasonable perform and discharge of their duties.

## General Body Meetings

Annual General Meeting (AGM) of Last Three Years

AGM	Year	Date, Time And Venue	Special Resolution Passed
-----	------	----------------------	---------------------------

24th	2015-2016	September 30, 2016 at 10.00 A.M. Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065	Three
25th	2016-2017	September 26, 2017 at 10.30 A.M. Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065	Three
26th	2017-2018	September 29, 2018 at 03.00 P.M. Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065	Three

All the resolutions moved at last Annual General Meeting were passed by means of remote e-voting and physical voting, by the requisite majority of members.

### **Postal Ballot**

During the year 2018-19, Pursuant to Sections 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 no approval of shareholders by Special Resolutions sought through Postal Ballot.

### **Extraordinary General Meeting**

During the financial year 2018-19, pursuant to the order dated October 12, 2018 passed by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi meetings of the Equity Shareholders and Secured Creditors Meeting were held on December 1, 2018 for approving the Scheme of Arrangement/Amalgamation between Agarwal Meadows Private Limited ('Transferor Company') and Paisalo Digital Limited ('Transferee Company') and Their Respective Shareholders and Creditors.

#### Chairman and Scrutinizer of the Meetings

Advocate Prabhu Singh was appointed as Chairman of the Meetings and Mr. Ruchir Kaushik, Chartered Accountant, was appointed as Scrutinizer for the meetings pursuant to Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, order dated October 12, 2018.

#### Notice of the Meetings

Friday, October 26, 2018 was the Cut-off Date for the purpose of the determining eligibility of Shareholders and Secured Creditors.

Notices of the Meetings were issued to the Shareholders and Secured Creditors whose name appeared as Shareholder/Beneficial Owner and Secured Creditors respectively in the record of the Company/ Registrar and Share Transfer Agent on October 26, 2018. And Public Notice in this regard were published in English and Hindi language in the Business Standard English and Hindi editions on October 31, 2018.

#### Mode of Voting

In compliance with the provisions of (i) Section 230 (4) read with Section 108 and 110 and other applicable provision of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (v) Circular No. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, in addition to voting through physical voting at the venue of the meetings and physical Postal Ballot Form, E-voting facility has been provided to the Shareholders to exercise their votes electronically and vote on the resolution.

#### Voting Period

The voting by the Shareholders through the Postal Ballot and e-voting were commenced on November 1, 2018, at 09.00 A.M (IST) and ended on at November 30, 2018 at 5.00 P.M (IST) (both days inclusive).

#### Voting Result

Scrutinizer's Report were submitted by Scrutinizer on December 3, 2018 and Chairman's Report by the Chairman of the Meetings were also submitted to the Hon'ble Tribunal.

Other than above Hon'ble National Company Law Tribunal, Principal Bench, convened meetings No Extraordinary General Meeting was held during the FY 2018-19.

## Disclosures

- Transactions with related parties are periodically brought to the notice of Audit Committee. There are no materially significant related party transactions made by the Company during the Financial Year 2018-19, that may have potential to conflict with the interest of the Company at large. The transactions with related parties as per requirements of Ind AS-24 - 'Related Party Disclosures' are disclosed in Note: 37 of the Notes to the Financial Statements for the year ended March 31, 2019. The Company's policy on dealing with 'Related Party Transactions' is available on the website of the Company.
- The Company has complied with all the requirements of the Listing Agreement entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no penalties or strictures imposed on the Company either by SEBI or the Stock Exchanges or any statutory authority for noncompliance of any matter related to the capital market. However, for the violation of disclosure requirement for encumbrance and invocation of pledged shares of M/s Varun Industries Limited (Borrower of the Company) in the year 2012, Company has paid summary settlement amount in the financial year ended March 31, 2019. Details of which is as under:

Particular: Violation of provisions of Regulation 29(1) & 29(2) read with 29(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; Regulation 13(1) & 13(3) read with 13(5) of SEBI (Prohibition of Insider Trading) Regulations, 1992 read with 12(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, related to disclosures to Stock Exchanges, in February, 2012, for encumbrance, and invocation of pledged shares of M/s Varun Industries Limited (Borrower of the Company).

Regulatory Authority: Securities and Exchange Board of India

Summary Settlement Amount: ` 16.12 Lakh paid pursuant to Summary Settlement Procedure and Settlement Order No. IVD/VIL/EAD-8/AO/KS/CO-02/2019 dated January 31, 2019 issued by Adjudicating Officer, Securities and Exchange Board of India

- Whistle Blower Mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of our code of conduct or ethics policy. It provides for adequate safeguards against victimization of employees who avail of the mechanism, and also allows direct access to the Chairman of the Audit Committee in exceptional cases. We further affirm that no employee has been denied access to the Audit Committee. The details of Whistle Blower Mechanism are available on the website of the Company.
- During the year under review, the Company has not raised proceeds/ funds from public issue, right issue, and preferential issue of equity shares. However, Company has raised ` 810.00 Million by issuing Unlisted Unsecured 14% Non-Convertible Debentures in the Nature of Subordinate Debts on private placement basis.
- A certificate from a Company Secretary in practice states that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI/ Ministry of Corporate Affairs or any such statutory authority is annexed as forming part of this Annual Report.
- Details of fees paid by the Company and its Subsidiary, on a consolidated basis, to the Statutory Auditor is disclosed in Note: 33 of the Notes to the Consolidated Financial Statements for the year ended March 31, 2019 forming part of this Annual Report.
- Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and Regulation 46 (2) (b) to (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Regulation Number	Compliance status
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes

Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Other corporate governance requirements	27	Yes
Website	46 (b) to (i)	Yes

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

S. No.	Particular	Status
a.	Number of complaints filed during the financial year	Nil
b.	Number of complaints disposed of during the financial year	Nil
c.	Number of complaints pending as on end of the financial year	Nil

The status of Compliance with mandatory and non-mandatory requirements of Listing Agreement/Listing Regulations are as follows:

#### **Mandatory Requirements:**

The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.

#### **Non-Mandatory Requirements:**

The Internal auditor may report directly to the Audit Committee.

#### **Means of Communication**

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results, as per the performa prescribed SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Approved financial results are forthwith submitted to the Stock Exchanges and are published in the English & Hindi Newspapers namely 'Business Standard' within forty-eight hours of approval thereof. The same are not sent to the shareholders separately. The information regarding performance of the Company is shared with the Shareholders vide Annual Report.



The approved Financial Results, Annual Report, Shareholding Pattern, Intimation of Board Meeting and other relevant information are posted through BSE Listing Centre and NSE Electronics Application Processing System (NEAPS) portals for the information of investors.

In view of the Listing Regulations, the soft copies of Annual Report have been emailed by the Company to all those Shareholders who have registered their email address for this purpose. We would appreciate and encourage more Shareholders to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot, Notices and other information disseminated by the Company, on a real-time basis without any delay.

The Company's financial results and official news releases are displayed on the Company's website [www.paisalo.in](http://www.paisalo.in).

No formal presentations were made to institutional investors and analysts during the year under review.

### General Shareholder Information

The Company is registered with the Registrar of Companies, Delhi. The Corporate Identity Number (CIN) allotted to the Company by Ministry of Corporate Affairs is L65921DL1992PLC120483.

The Company is also registered with the Reserve Bank of India as Non-Banking Financial Company having registration number B-14.02997.

### Credit Rating

M/s India Ratings & Research Private Limited (A Fitch Group Company) through its letter dated August 29, 2018 has assigned following rating to Company's instruments:

- i) Long Term Banks Loans Limit of ₹ 9,900.00 Million (increased from ₹ 8,000.00 million): Rating IND A-, Outlook-Stable;

### 27th Annual General Meeting for FY 2018-19

<b>Date and Time</b>	<b>:</b>	<b>August 10, 2019 at 11:30 A.M.</b>
Venue	:	Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110 065
Cut-off Date	:	For the purpose of e-voting & dividend the cut off date is August 3, 2019
Date of Book Closure	:	The Books of the Company will remain closed from August 4, 2019 to August 10, 2019 (both days inclusive)

### Financial Calendar

Financial Year	:	The financial year of the company is from April 01 to March 31 of the following year
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### Financial Results

For the 1 <sup>st</sup> quarter	:	On or before August 14, 2019
For the half year	:	On or before November 14, 2019
For the 3 <sup>rd</sup> quarter	:	On or before February 14, 2020
For the year end	:	On or before May 30, 2020

### Listing

The Shares of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The following are the details of Shares of the Company:

Stock Exchange	BSE Limited (BSE)	National Stock Exchange of India Limited (NSE)
Type of Shares	Equity	Equity
ISIN	INE420C01042	INE420C01042

Security Code/ Symbol	532900	PAISALO
Address of Stock	P. J. Towers, 25 th Floor, Dalal Street, Mumbai -400001	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai -400 051
Exchange	(www.bseindia.com)	(www.nseindia.com)

### Listing Fees

The listing fee for all previous years had been paid to stock exchanges and fees for the current year has also been paid within stipulated time.

### Market Price Data

Monthly high and low prices of equity shares of the Company on NSE and BSE during the year under review in comparison to BSE (Sensex) and NSE (Nifty) are given hereunder:

Months	NSE		BSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-18	314.00	290.10	315.00	297.00
May-18	307.85	245.00	315.00	237.20
Jun-18	309.95	293.00	318.00	297.00
Jul-18	324.70	293.35	319.90	299.15
Aug-18	318.00	291.00	319.95	299.00
Sep-18	345.00	290.00	319.90	295.00
Oct-18	320.00	292.00	319.75	291.00
Nov-18	333.00	299.00	359.90	303.00
Dec-18	317.90	297.00	338.60	301.00
Jan-19	332.65	295.70	314.95	301.05
Feb-19	339.90	298.90	339.90	299.90
Mar-19	305.00	291.00	330.00	291.00

### Performance of the Company's Shares vis-a-vis SENSEX



### Performance of the Company's Shares vis-a-vis Nifty



### Registrar and Share Transfer Agents

M/s Alankit Assignments Limited, New Delhi acts as the Registrar and Share Transfer Agent of the Company for handling the share transfer work both in physical and electronic form. All correspondence relating to Share Transfer, Transmission, Dematerialization, Rematerialisation etc. can be made at the following address:

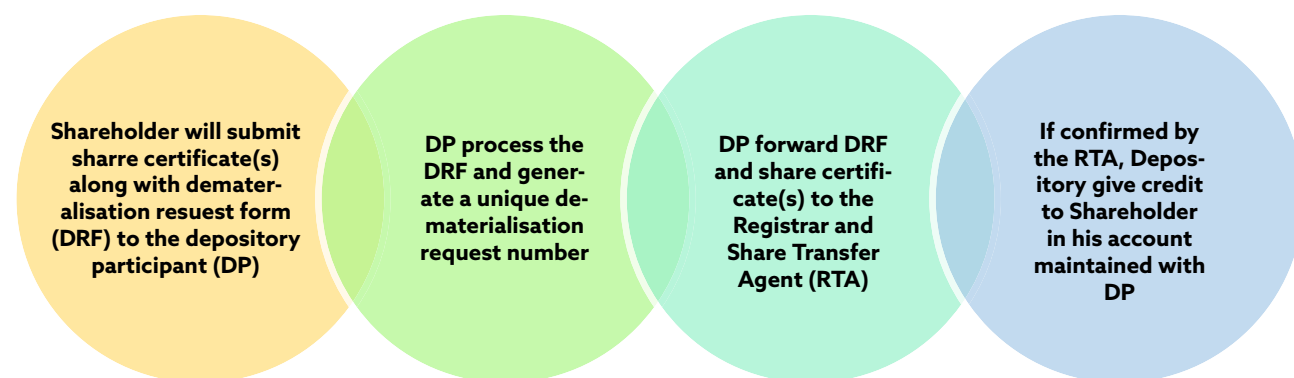
## Alankit Assignments Limited

1E/13, Jhandewalan Extension, New Delhi-110055.

Contact Person – Mr. Ram Avtar Pandey, Email: ramap@alankit.com, Tel.: 011 42541955

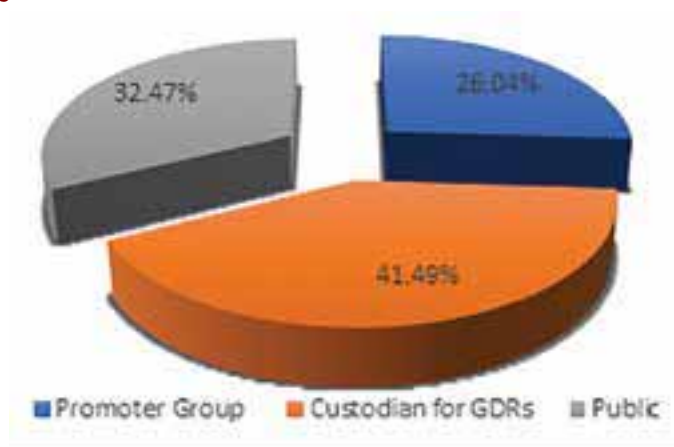
## Share Transfer System

Shares sent for transfer in physical form are processed and completed by our Registrar and Share Transfer Agents within a period of 15 days from the date of receipt provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Shares under objection are returned within two weeks. Shareholders can trade in the Company's share only in electronic form. The process for getting the shares dematerialised is as follows:



This process takes approximately 10-15 days from the date of receipt of Dematerialization Request Form. As trading in shares of the Company can be done only in electronic form, it is advisable that the shareholders who have shares in physical form get their shares dematerialised. Senior Executive of the Company are empowered to approve the transfer of the shares and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days.

## Distribution of Shareholding as on March 31, 2019



## Shareholding Pattern as on March 31, 2019

Category of Shareholders	Demat	Physical	Total	% of Total Shares
A. Promoters				
(1) Indian				
a) Individual/ HUF	73,28,640	-	73,28,640	18.07
b) Central Govt.	-	-	-	-

Category of Shareholders	Demat	Physical	Total	% of Total Shares
c) State Govt(s)	-	-	-	-
d) Bodies Corp.	32,31,943	-	32,31,943	7.97
e) Bank/FI	-	-	-	-
f) Any Other...	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>1,05,60,583</b>	<b>-</b>	<b>1,05,60,583</b>	<b>26.04</b>
(2) Foreign				
a) NRIs -Individual	-	-	-	-
b) Other- Individuals	-	-	-	-
c) Bodies Crop.	-	-	-	-
d) Banks/FI	-	-	-	-
e) Any Other.	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A) (2)</b>	<b>1,05,60,583.0</b>	<b>-</b>	<b>1,05,60,583.0</b>	<b>26.04</b>
B. Public Shareholding				
1. Institutions				
a) Mutual Funds	-	-	-	-
b) Banks/FI	9,67,087	-	9,67,087	2.38
c) Central Govt.	-	-	-	-
d) Sate Govt.(s)	-	-	-	-
e) Venture Capital Funds	-	-	-	-
f) Insurance Companies	-	-	-	-
g) FIIs/FPI	67,38,187	-	67,38,187	16.61
h) Foreign Venture Capital Funds	-	-	-	-
i) Others (specify)	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>77,05,274</b>	<b>-</b>	<b>77,05,274</b>	<b>19.00</b>
2. Non- Institutions				
a) Bodies Corp.				
i) Indian	48,53,246	-	48,53,246	11.97
ii) Overseas	-	-	-	-
b) Individual	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lac	2,98,174	8,406	3,06,580	0.76



Category of Shareholders	Demat	Physical	Total	% of Total Shares
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lac	2,91,532	-	2,91,532	0.72
c) Other (specify)	-	-	-	-
(c-i) Non-Resident Indians	1,057	-	1,057	0.01
c-ii) Clearing Member	928	-	928	0.01
(c-iii) Resident HUF	10,800	-	10,800	0.03
<b>Sub-total (B) (2):-</b>	<b>54,55,737</b>	<b>8,406</b>	<b>54,64,143</b>	<b>13.48</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1,31,61,011</b>	<b>8,406</b>	<b>1,31,69,417</b>	<b>32.48</b>
<b>C. Shares held by Custodian</b>	<b>1,68,30,000</b>	<b>-</b>	<b>1,68,30,000</b>	<b>41.49</b>
<b>Grand Total (A+B+C)</b>	<b>4,05,51,594</b>	<b>8,406</b>	<b>4,05,60,000</b>	<b>100.00</b>

### Shareholding Pattern by Size as on March 31, 2019

Shareholding of	Shareholders		Amounts	
Nominal Value of Rs.	Number	% of Total	Rs.	% of Total
01-5000	1716	92.96	778300	0.19
5001-10000	31	1.68	220510	0.05
10001-20000	19	1.03	276640	0.07
20001-30000	11	0.59	258930	0.06
30001-40000	4	0.22	152000	0.04
40001-50000	0	0.00	0	0.00
50001-100000	13	0.70	930680	0.23
100001-Above	52	2.82	402982940	99.36
<b>Total</b>	<b>1846</b>	<b>100.00</b>	<b>405600000</b>	<b>100.00</b>

### Details of Public Shareholding more than 1 % holding as on March 31, 2019

(Other than Promoter/ Directors/Custodian for GDRs)

S. No.	Name of Shareholder	No. of Shares	% of total shares of the Company
1	Davos International Fund	18,25,799	4.50
2	Elara India Opportunities Fund Limited	18,46,067	4.55
3	Zeal Professional Services Private Limited	13,86,000	3.42
4	Plutus Terra India Fund	13,37,607	3.30
5	Life Insurance Corporation of India	9,67,087	2.38
6	Antara India Evergreen Fund Ltd	7,55,826	1.86
7	Nomura Singapore Limited	7,40,000	1.82

### Dematerialization of Shares as on March 31, 2019

The equity shares of the Company can be held and traded in Electronic Form. As on March 31, 2019, 99.98% of the total equity shares have been dematerialized.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on Equity

The Global Depository Receipts of Company are listed on Luxembourg Stock Exchange. Each five (5) Depository Receipts represents One (1) Equity Share of Rs. 10/- each of the Company. The details of outstanding Depository Receipts as on March 31, 2019 are as follows:

Listing on Foreign Stock Exchange	Luxembourg Stock Exchange (LSE)
Security Type	GDR
ISIN	US6954891049
Security Code/ Symbol	PaisaloDigital GDR
Outstanding Securities	8,41,50,000 Depository Receipts
Address	11, Av De La Porte - Neuve , L - 2227, Luxembourg

Since the underlying equity shares represented by DRs have been allotted in full, the outstanding have no impact on the equity of the Company.

There are no outstanding warrants issued by the Company.

### Reconciliation of Share Capital Audit

As stipulated by SEBI, Reconciliation of Share Capital Audit is carried out every quarter and the reports thereon are timely submitted to Stock Exchanges.

Address for correspondence

For any query relating to the shares of the Company		For Grievance Redressal and any query on Annual Report
For Shares held in Physical Form	For Shares held in Demat Form	
Alankit Assignments Limited	To the Investors' Depository	Secretarial Department
1E/13, Jhandewalan Extension,	participant(s)	Paisalo Digital Limited
New Delhi - 110 055	Or	101, CSC, Pocket 52,
Contact Person: Mr. J P Rustagi	Alankit Assignments Limited	CR Park, Near Police Station,
Tel.011-42541955		New Delhi -110019
Email: ramap@alankit.com,		Phone No.: 91- 011-43518888,
Website : info@alankit.com		E-mail ID: cs@paisalo.in
		Website: www.paisalo. in

**Date : May 17, 2019**

**Place : New Delhi**

**For Paisalo Digital Ltd.**

**Sd/-  
(Sunil Agarwal)  
Managing Director  
DIN : 00006991**

**Sd/-  
(Harish Singh)  
Executive Director  
DIN : 00039501**

# CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Shareholders of  
Paisalo Digital Limited  
(Formerly Known as S. E. Investments Limited)  
New Delhi

We have examined the compliance of conditions of Corporate Governance by Paisalo Digital Limited for the year ended March 31, 2019, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date : May 16, 2019**  
**Place : Agra**

**For Satish Jadon & Associates**  
**Company Secretaries**  
**Sd/-**  
**CS Satish Kumar Jadon**  
**Membership No. F9512**  
**CoP No.9810**

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# COMPLIANCE WITH CODE OF CONDUCT

To,  
The Shareholders of  
Paisalo Digital Limited  
New Delhi

The Company has adopted "Code of Conduct for Directors and Senior Management Personnel and also for Independent Directors".

In accordance with Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby certify that Members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct applicable to Board of Directors and Senior Management, for the year ended March 31, 2019.

**Date : May 17, 2019**  
**Place : New Delhi**

**For Paisalo Digital Limited**

**Sd/-**  
**Sunil Agarwal**  
**Managing Director**  
**DIN:00006991**



# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Paisalo Digital Limited  
101 CSC Pocket-52, CR Park,  
Near Police Station, New Delhi-110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Paisalo Digital Limited having CIN L65921DL1992PLC120483 and having registered office at 101 CSC Pocket-52, CR Park, Near Police Station, New Delhi-110019 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of Appointment in the Company
1.	Sunil Agarwal	00006991	05/03/1992
2.	Harish Singh	00039501	01/08/2008
3.	Sunil Srivastav	00237561	12/04/2018
4.	Naresh Kumar Jain	01281538	14/08/2014
5.	Bhama Krishnamurthy	02196839	25/11/2017
6.	Gauri Shankar	06764026	22/07/2017
7.	Pradeep Agarwal	06892799	28/03/2015
8.	Anoop Krishna	08068261	23/02/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date : May 16, 2019**  
**Place : Agra**

**For Satish Jadon & Associates**  
**Company Secretaries**  
**Sd/-**  
**CS Satish Kumar Jadon**  
**Membership No. F9512**  
**CoP No.9810**

# MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

The Board of Directors,  
Paisalo Digital Limited  
New Delhi

Dear Members of the Board,

We have reviewed the financial statements and cash flow statement for the Financial Year 2018 -19 and to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

These statements present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

There are no transactions entered into by the Company during the year, which is fraudulent, illegal or in violation to the Company's Code of Conduct;

We accept the responsibility of establishing and maintaining Internal Controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;

We further certify that:

There have been no significant changes in internal control system during the year;

There have been no significant changes in accounting policies, other than as required for adopting first time Indian Accounting Standards (Ind AS) as Notified by the Ministry of Corporate Affairs. Government of India, during the year and that the same has been disclosed in the notes to the financial statements; and

We are not aware of any instance during the year about any significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Date: May 17, 2019**

**Place: New Delhi**

**For Paisalo Digital Ltd.**

**Sd/-**  
**(Sunil Agarwal)**  
**Managing Director**  
**DIN : 00006991**

**Sd/-**  
**(Harish Singh)**  
**Executive Director/CFO**  
**DIN : 00039501**

# FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

**TO**  
**THE MEMBERS OF**  
**M/S PAISALO DIGITAL LIMITED**  
**(FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)**  
**NEW DELHI**

### REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying standalone Ind AS Financial Statements **M/S PAISALO DIGITAL LIMITED (FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)** ("the Company") which comprises the Balance Sheet as at March 31st, 2019, the Statement of Profit and Loss (including Statement of Other Comprehensive Income), Statement of changes in equity and statement of cash flows for the year ended on that date, and notes to the standalone Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2019, and profit (including Statement of Other Comprehensive Income), Statement of changes in equity and its cash flows for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation

and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### **AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Financial Statements.

**As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:**

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit we also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were



of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

### As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The audit of all the branch offices of the Company has been conducted by us, hence section 143(8) is not applicable;
- d. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- e. In our opinion, the aforesaid standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigations (other than in the ordinary course of business) which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**Place : New Delhi**  
**Date : 17-05-2019**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No.002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF  
M/S PAISALO DIGITAL LIMITED  
(FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)  
(Referred to in our Report of even date for F. Y. 2018-19)**

- i.** The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.  
  
As explained to us, the Property, Plant and Equipments have been physically verified by the management at reasonable interval. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
  
According to information and explanations given to us, the title deeds of immovable properties of the company are held in the name of the company.
- ii.** The Company is a Non-Banking Finance Company and has not dealt with any goods and the Company does not hold any inventory during the period under audit. Accordingly, the reporting requirement under clause (ii) of para no 3 of the Order is not applicable.
- iii.** The Company has granted loans, secured or unsecured to companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.  
  
The terms & conditions of grant of such loans are not prejudicial to the interest of the company.  
  
The repayment/receipt of the principal and interest of loan granted is regular and there is no amount which is overdue.
- iv.** According to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security have been complied with.
- v.** The Company is a Non Banking Financial (Non-Deposit Accepting or Holding Systemically Important ND\_SI) Company, hence directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under are not applicable to the Company.
- vi.** Maintenance of cost records as required under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the company.
- vii.** a) According to the information and explanations given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues and there are no undisputed amounts of Income Tax, Goods & Service Tax, Cess, Employees State Insurance, Customs Duty, Provident Fund and Professional Tax etc. outstanding as at the last day of financial year concerned for a period of more than six months from the date they became payable.  
  
b) There are no dues of Income Tax, Goods & Service Tax and Custom Duty on account of any dispute.
- viii.** The Company has not defaulted in the repayment of loans or borrowings to a Financial Institution or Bank or Government or dues to Debenture holders.
- ix.** According to the information and explanations given to us, the Company had not raised money by way of initial public offer or further public offer or term loan during the year.
- x.** According to the information, explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi.** According to the information & explanations given to us, provision of section 197 read with Schedule V to the Companies Act, 2013 for managerial remuneration paid or provided have been duly complied with.
- xii.** According to the information & explanation given to us, the Company is Non Banking Financial (Non-Deposit Accepting or Holding Systemically Important ND\_SI) Company, therefore the clause xii of para no. 3 of the said order is not applicable to the company.
- xiii.** According to the information & explanation given to us, the provisions of section 177 and 188 of the Companies Act, 2013 regarding transaction with related parties have been complied with and details of

the transaction as per applicable accounting standard have been disclosed in the notes to accounts of the standalone Financial Statements.

- xiv.** According to the information & explanation given to us, the clause xiv of Para no. 3 of the said order is not applicable to the company because the company has not made preferential allotment or private placement of share or fully or partly convertible debenture during the year.
- xv.** According to the information & explanation given to us, no non-cash transactions with directors or persons connected with him, have been taken place during the year, hence the provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi.** According to the information & explanation given to us, the company is registered under section 45-IA of the Reserve Bank of India Act, 1934 as Non Banking Financial (Non-Deposit Accepting or Holding) Company.

**Place : New Delhi**  
**Date : 17-05-2019**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No.002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF  
M/S PAISALO DIGITAL LIMITED  
(FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)  
(Referred to in our Report of even date for F. Y. 2018-19)**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB - SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013**

We have audited the internal financial controls over financial reporting of M/S PAISALO DIGITAL LIMITED (FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED) as of 31st March 2019 in conjunction with our audit of the standalone Ind AS Financial Statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the



company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place : New Delhi**  
**Date : 17-05-2019**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No.002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

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# BALANCE SHEET AS ON 31ST MARCH 2019

(` in Lakhs)

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	<b>ASSETS</b>			
	<b>(1) Financial Assets</b>			
	(a) Cash & Cash Equivalents	1	918.27	238.51
	(b) Bank Balances other than (a) above	2	33.37	883.42
	(c) Derivative Financial Instruments	3	-	-
	(d) Receivables			
	(i) Trade Receivables	4	956.06	1,106.99
	(ii) Other Receivables		-	-
	(e) Loans	5	1,68,821.99	1,57,746.37
	(f) Investments	6	6,614.22	6,614.22
	(g) Other Financial Assets	7	16,167.43	16,670.01
	<b>(2) Non Financial Assets</b>			
	(a) Current Tax Assets (Net)	8	215.94	449.12
	(b) Deferred Tax Asset (Net)		-	-
	(c) Investment Property		-	-
	(d) Biological Assets other than Bearer plants		-	-
	(e) Property, Plant and Equipments	9	720.24	663.90
	(f) Capital Work-in-Progress		-	-
	(g) Intangible Assets under development		-	-
	(h) Goodwill		-	-
	(i) Other Intangible Assets	9	220.46	1.88
	(j) Other Non-Financial Assets	10	582.23	968.20
	<b>Total Assets</b>		<b>1,95,250.21</b>	<b>1,85,342.62</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>(1) Financial Liabilities</b>			
	(a) Derivative Financial Instruments	11	-	-
	(b) Payables	12		
	(I) Trade Payables			
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		14.47	2.90
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		3,794.92	151.09
	(II) Other Payables			
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		633.18	519.85
	(c) Debt Securities	13	12,300.00	12,300.00
	(d) Borrowings (Other than Debt Securities)	14	74,218.65	77,850.75
	(e) Deposits	15	-	-
	(f) Subordinated Liabilities	16	8,100.00	-
	(g) Other Financial Liabilities	17	29,007.97	32,321.20
	<b>(2) Non-Financial Liabilities</b>			
	(a) Current Tax Liabilities (Net)	18	-	-
	(b) Provisions	19	1,147.74	1,106.98
	(c) Deferred Tax Liabilities (Net)	20	59.95	360.71
	(d) Other non-financial Liabilities	21	544.49	387.23
	<b>(3) Equity</b>			
	(a) Equity Share Capital	22	4,056.63	4,056.63
	(b) Other Equity	23	61,372.22	56,285.27
	<b>Total Equity &amp; Liabilities</b>		<b>1,95,250.21</b>	<b>1,85,342.62</b>

Notes to the Accounts & Significant Accounting Policies annexed

Notes referred to above form an integral part of these Financial Statements

Signed in terms of our Report of even date

For and on behalf of the Board

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date : 17 May, 2019

Sd/-  
(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991

Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501

Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868

# PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(` in Lakhs)

Sr. No.	Particulars		Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	<b>Revenue from operations:</b>				
	(i) Interest Income		24	31,666.47	27,205.90
	(ii) Dividend Income			107.39	161.08
	(iii) Rental Income			-	-
	(iv) Fees and commission Income			-	-
	(v) Net gain on fair value changes		25	-	-
	(vi) Net gain on derecognition of financial instruments under amortised cost category			-	-
	(vii) Sale of products (including Excise Duty)			-	-
	(viii) Sale of services			-	-
	(ix) Others			-	-
	<b>Total Revenue from Operations</b>	<b>(I)</b>		<b>31,773.86</b>	<b>27,366.98</b>
<b>II</b>	Other Income		26	-	-
	<b>Total Income</b>	<b>(I+II)</b>		<b>31,773.86</b>	<b>27,366.98</b>
<b>III</b>	Expenses:				
	(i) Finance Costs		27	12,311.26	10,495.58
	(ii) Fees and commission expense			-	-
	(iii) Net loss on fair value changes			-	-
	(iv) Net loss on derecognition of financial instruments under amortised cost category			-	-
	(v) Impairment on financial instruments		28	4,925.31	3,504.45
	(vi) Cost of materials consumed			-	-
	(vii) Purchases of Stock-in-trade			-	-
	(viii) Changes in Inventories of finished goods, stock-in-trade and work-in- progress"			-	-
	(ix) Employee Benefits Expenses		29	2,245.38	1,502.41
	(xi) Depreciation, amortization and impairment		30	468.05	554.79
	(x) Others expenses		31	3,353.86	3,002.05
	<b>Total Expenses</b>	<b>(III)</b>		<b>23,303.86</b>	<b>19,059.27</b>
<b>IV</b>	Profit before exceptional items and tax	<b>(II-III)</b>		<b>8,470.01</b>	<b>8,307.71</b>
<b>V</b>	Exceptional items			-	-
<b>VI</b>	Profit before tax	<b>(IV-V)</b>		<b>8,470.01</b>	<b>8,307.71</b>
<b>VII</b>	<b>Tax Expense:</b>				
	(1) Current Tax			3,093.62	2,697.30
	(2) Deferred Tax			(300.76)	6.80
<b>VIII</b>	Profit for the period from continuing operations	<b>(VI-VII)</b>		<b>5,677.15</b>	<b>5,603.61</b>
<b>IX</b>	Profit/(loss) from discontinued operations			-	-
<b>X</b>	Tax Expense of discontinued operations			-	-
<b>XI</b>	Profit/(loss) from discontinued operations (After tax)	<b>(IX-X)</b>		-	-
<b>XII</b>	Profit for the period	<b>(VIII+XI)</b>		<b>5,677.15</b>	<b>5,603.61</b>
<b>XIII</b>	<b>Other Comprehensive Income:</b>				
	"(A) (i) Items that will not be reclassified to profit or loss (Revaluation of Properties)"			-	381.28

	(ii) Income tax relating to items that will not be reclassified to profit or loss			-	-
	<b>Sub Total (A)</b>			-	<b>381.28</b>
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)			-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss			-	-
	<b>Sub Total (B)</b>			-	-
	<b>Other Comprehensive Income (A+B)</b>			-	<b>381.28</b>
<b>XIV</b>	Total Comprehensive Income for the period (Comprising Profit and other Comprehensive Income for the period)	<b>(XII+XIII)</b>		<b>5,677.15</b>	<b>5,984.89</b>
<b>XV</b>	<b>Earnings per Equity Share (for continuing operations):</b>				
	Basic (Rs.)		34	14.00	14.76
	Diluted (Rs.)			14.00	14.76
<b>XVI</b>	<b>Earnings per Equity Share (for discontinued operations):</b>				
	Basic (Rs.)			-	-
	Diluted (Rs.)			-	-
<b>XVII</b>	<b>Earnings per Equity Share (for continuing and discontinued operations):</b>				
	Basic (Rs.)		34	14.00	14.76
	Diluted (Rs.)			14.00	14.76

Notes to the Accounts & Significant Accounting Policies annexed  
Notes referred to above form an integral part of these Financial Statements  
Signed in terms of our Report of even date

For MUKESH KUMAR & CO.  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date : 17 May, 2019

For and on behalf of the Board

Sd/-  
(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991

Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501

Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(` in Lakhs)

Sr. No.	Particulars	31.03.2019	31.03.2018
<b>A</b>	<b>Cash Flow from Operating Activities:</b>		
	Net Profit before tax and extraordinary items and Interest	20,781.27	18,803.29
	<b>Adjustments for</b>		
<b>I</b>	Depreciation	82.08	42.62
<b>II</b>	Deferred Expense W/O	385.97	512.16
<b>III</b>	Bad Debts for NPA	39.23	39.04
<b>IV</b>	Income deferred due to IND AS impact	-	(188.45)
<b>V</b>	Profit/loss on Sale of Investments/Assets	-	(450.38)
	<b>Operating Profit before working capital changes</b>	<b>21,288.55</b>	<b>18,758.28</b>
	<b>Adjustments for</b>		
<b>I</b>	Change in Other Financial Assets	3,616.77	(1,039.79)
<b>II</b>	Change in Loans & Receivables	(10,963.93)	(30,808.40)
<b>III</b>	Change in Payable & non financial liabilities	3,925.99	379.67
<b>IV</b>	Misc. Expenses	-	(495.43)
	<b>Cash generated from Operations</b>	<b>17,867.38</b>	<b>(13,205.68)</b>
<b>I</b>	Interest paid	(12,311.26)	(10,495.58)
<b>II</b>	Income Tax paid	(2,903.52)	(2,790.71)
<b>III</b>	Paid Expenses on CSR	(51.00)	(145.00)
	<b>Cash flow before Extraordinary Items</b>	<b>2,601.60</b>	<b>(26,636.96)</b>
<b>I</b>	Extraordinary items	-	-
	<b>Net Cash from Operating Activities</b>	<b>2,601.60</b>	<b>(26,636.96)</b>
<b>B</b>	<b>Cash Flows from Investing Activities:</b>		
<b>I</b>	Purchase of Fixed Assets	(357.00)	(55.36)
<b>II</b>	Sale of Fixed Assets	-	487.48
<b>III</b>	Purchase/transfer of Investments	-	-
	<b>Net Cash from Investing activities</b>	<b>(357.00)</b>	<b>432.12</b>
<b>C</b>	<b>Net Cash from Financing Activities:</b>		
<b>I</b>	Proceeds from Borrowings	(3,632.09)	18,095.59
<b>II</b>	Proceeds from Debt Service Repayment Account	(6,427.42)	5,971.72
<b>III</b>	Proceeds from Subordinated Liability	8,100.00	2,800.00
<b>IV</b>	Dividend Paid	(455.38)	(455.38)
	<b>Net Cash from Financing activities</b>	<b>(2,414.89)</b>	<b>26,411.92</b>
	<b>Net Increase/(decrease) in cash &amp; cash equivalents</b>	<b>(170.29)</b>	<b>207.08</b>
	<b>Cash &amp; Cash equivalents at beginning of period</b>	<b>1,121.93</b>	<b>914.85</b>
	<b>Cash &amp; Cash equivalent at end of period</b>	<b>951.64</b>	<b>1,121.93</b>

Signed in terms of our Report of even date

For and on behalf of the Board

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(**CA. MUKESH KUMAR**)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date : 17 May, 2019

## AUDITORS' REPORT

We have verified the attached Cash Flow Statement of M/s Paisalo Digital Limited (Formerly known as M/s S. E. Investments Limited), derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March 2019 and 31st March 2018 and found the same in agreement here with.

Place : New Delhi  
Date : 17 May, 2019

Sd/-  
(**SUNIL AGARWAL**)  
Managing Director  
DIN : 00006991

Sd/-  
**HARISH SINGH**  
Executive Director  
DIN : 00039501

Sd/-  
(**MANENDRA SINGH**)  
Company Secretary  
Membership No. : F7868

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C  
Sd/-  
(**CA. MUKESH KUMAR**)  
Proprietor  
Membership No. 070471

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# ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

## 1. CORPORATE INFORMATION

**M/S PAISALO DIGITAL LIMITED (FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)** is a systemically important non deposit taking non-banking finance company providing loans.

Paisalo Digital Limited is a 27 year old company primarily focusing on financing self-employed borrowers, a segment which is still untapped / unserved, driven by rising affluence, aspirations and favorable demographics.

The Company's successful digital mode of financing self – employed underserved / under – penetrated, using technology with high touch hi-tech model, enabled to register strong growth. The company is able to scale up its business operations through its intranet model of financing from 22 branches to 118 branches as on date and still growing. The company has cumulatively served more than 1 million satisfied customers. While remaining focused on growth, company consistently maintains high asset quality level and continues to build the institution on the strong pillars of ethics, values and corporate governance.

The equity of the company is listed on BSE since 2007 and on NSE since 2009. The registered office of the company is CSC, Pocket 52, Chitrangan Park, Delhi 110019 and the head office at Block 54, First Floor, Sanjay Place, Agra- 282002.

## 2. FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian rupees (rounded to nearest lakh), which is the functional currency of the company. All financial information is presented in Indian rupees.

## 3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historic cost convention on an accrual basis, except where the same is considered as fair market value as required by Ind AS, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

Effective April 1, 2018, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards.

Financial statements have been presented in accordance with format prescribed for Non-Banking Finance Companies under Companies (Indian Accounting Standards) Rules, 2015 in Division III as per the notification No. G.S.R. 1022(E) dated 11.10.2018.

The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

## 4. USE OF ESTIMATES AND JUDGMENTS

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in further notes. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the

financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### **4.1 REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Company follows accrual basis for all revenue recognition. Interest income is recognized on due basis and penal income if recognized on receipt basis.

#### **4.2 INCOME TAXES**

The company's major tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

Income tax expense comprises current and deferred tax. It is recognized in the statement of profit and loss except to the extent that it relates items recognized directly in equity or in OCI.

#### **4.3 PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment represent a small proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Useful lives of PPE and intangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

#### **4.4 PROVISION**

Provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation as at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

#### **4.5 CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flow from operating, investing and financing activities are segregated.

### **5. ACCOUNTING POLICIES**

#### **5.1 CASH & CASH EQUIVALENTS**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

#### **5.2 FINANCIAL INSTRUMENTS**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

Company has a business model of 'Hold to collect' with sole purpose of collecting principal and interest from loans, thus as per Ind AS 109- 'Financial Instruments' Loans are measured at amortized cost.

Other financial assets or liabilities maturing within one year from the balance sheet date are measured at the carrying value as the same approximate the fair value due to the short maturity of these instruments, thus they same.

#### **5.3 IMPAIRMENT OF FINANCIAL ASSETS**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss of the financial assets on the basis of their credit risk exposure.

For the same, ECL is measured as per the management policy after performing due diligence of company's historical data in regards to the respective asset. Also, since company is a RBI registered ND-SI- NBFC and as per RBI guidelines, a 0.4% provision for NPA is created against company's credit exposures.

The Company recognize overdue amount from customers in trade receivables. Since, the nature of these receivables are of short term, no ECL provision is made on the same.

#### 5.4 DERECOGNITION OF FINANCIAL INSTRUMENTS

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

#### 5.5 INVESTMENTS

Investments are carried at cost in the separate financial statements. Investments in subsidiary is measured at the previous GAAP carrying amount as per the provisions of Ind AS 27 – 'Separate Financial Statements'.

#### 5.6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any or at Fair market value if the same present a better presentation of company's financial position. Accordingly company has taken the Office Premises on fair market value as per the valuation done by an independent valuer, except for a recently purchased building, in which case its transaction cost is taken as fair market value.

Particulars	Carrying Value as per GAAP	Carrying Value as per Ind AS after revaluation
Cost	158.43	715.70
Accumulated depreciation till 31st March 2018	21.72	197.71
Carrying Value as on 1st April 2018	136.71	517.99
Depreciation for the year ending on 31st March 2019	2.43	11.51
Carrying Value as on 1st April 2019	134.28	506.48

Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Asset Category	Useful Life
Building	42 Year
Furniture & Fittings	10 Year
Computer Peripheral	3 Year
Vehicles	5 Year
Equipments, Plant & Machinery	10 Year
Intangible Assets	3 Year

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Company has restated the useful life of Building as per the report of an independent valuer.

Advances, if any, paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready

to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

## 5.7 IMPAIRMENT

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

## 5.8 INTANGIBLE ASSETS

Intangible assets are stated at cost less accumulated amortization and impairment or Fair market value if the same present a better presentation of company's financial position. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

The company has developed Paisalo app in the current financial year for which all research costs are expensed as incurred. Software product development costs are also expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable. The cost during the development phase is capitalized as the cost the app to be presented in balance sheet. The costs which can be capitalized include the cost of material, direct labor and overhead costs that are directly attributable to preparing the asset for its intended use. Over the period of time the company has developed its own ERP software which is a core strength of the company, the revaluation of which shall be taken up at later stage.

## 5.9 CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Contingent liabilities are disclosed for:

- a. possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- b. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed wherein an inflow of economic benefits is probable.

## 5.10 SHARE CAPITAL

Ordinary shares are classified as equity, incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

## 5.11 SEGMENT REPORTING POLICY

The chief Operating Decision Maker ("CODM") reviews the operation at the Company level. Therefore, the operations of the company fall under "Financing activities" business only, which is considered to be the only segment in accordance with the provisions of Ind AS 108- Operating segment.

## 5.12 BUSINESS MODEL

During the year company entered into bilateral assignment transactions against outstanding loans. But the value of these loans are trivial in light of the company's AUM, thus Company's business model continue to be 'Hold to collect' as per Ind AS 109- Financial Instruments.

## 5.13 BORROWING COST

Borrowing costs, which are directly attributable to the acquisition /construction of fixed assets, till the time such assets are ready for intended use, are capitalized as a part of the cost of assets.

All borrowing costs other than mentioned above are expensed in the period they are incurred. In case of un-amortized identified borrowing cost is outstanding at the year end, it is classified under loans and advances as unamortized cost of borrowings.

In case any loan is prepaid/ cancelled then the unamortized borrowing cost, if any, is fully expensed off on the date of prepayment/cancellation.

## 5.14 RELATED PARTY

A related party is a person or an entity that is related to the reporting entity. A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

A person or a close family member is related if he:

- Has control/joint control;
  - Has significant influence;
  - Is a member of the key management personnel (KMP);
- of the reporting entity or its parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:

- that person's children, spouse or domestic partner, brother, sister, father and mother;
- children of that person's spouse or domestic partner; and
- dependants of that person or that person's spouse or domestic partner.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Company has duly complied with all the disclosure requirements of Ind AS 24 "Related Party Disclosures"

## 5.15 REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Company follows accrual basis for all revenue recognition. Interest income is recognized on due basis and penal income is recognized on receipt basis.

Processing fees received from customer was recognized as income in the year of receipt under India GAAP. But, as per Ind AS, the same is now amortized over the period of relevant loan.

## 5.16 EARNINGS PER SHARE

The Earning per Share (Basic as well as Diluted) is calculated based on the net profit or loss for the period attributable to equity shareholders i.e. the net profit or loss for the period.

For the purpose of calculating (Basic and Diluted EPS), the number of equity shares taken are the weighted average number of equity shares outstanding during the period.



# NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

## Note : 1 Cash & Cash Equivalents

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Cash Balances	125.83	81.10
2	<b>Bank Balances</b>		
	Current a/c with Scheduled Banks (Subject to reconciliation)	792.37	157.35
	Cheques/ Drafts on Hands	-	-
3	<b>In Fixed Deposits - Unencumbered</b>		
	With Banks	0.07	0.06
	<b>Total</b>	<b>918.27</b>	<b>238.51</b>

## Note : 2 Bank Balances other than (a) above

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Bank Balances</b>		
	Current a/c with Scheduled Banks (Subject to reconciliation)	-	-
2	<b>In Fixed Deposits - Encumbered</b>		
	With Banks	33.37	883.42
	<b>Total</b>	<b>33.37</b>	<b>883.42</b>

## Note : 3 Derivative Financial Instruments (Assets)

(` in Lakhs)

Particulars	Current Year			Previous Year		
	Notional amounts	Fair Value Assets	Fair Value Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
<b>Part I</b>						
<b>(i) Currency Derivatives</b>						
—Spot and Forwards	-	-	-	-	-	-
—Currency Futures	-	-	-	-	-	-
—Currency Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Interest rate Derivatives</b>						
—Forward Rate Agreements and Interest Rate Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Futures	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Credit Derivatives</b>	-	-	-	-	-	-
<b>(iv) Equity linked Derivatives</b>	-	-	-	-	-	-
<b>(v) Other Derivatives (Please specify)</b>	-	-	-	-	-	-

<b>Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)+ (V)</b>	-	-	-	-	-	-
<b>Part II</b>						
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:	-	-	-	-	-	-
<b>(i) Fair value hedging</b>	-	-	-	-	-	-
— Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Cash flow hedging</b>	-	-	-	-	-	-
—Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Net investment hedging</b>	-	-	-	-	-	-
<b>(iv) Undesignated Derivatives</b>	-	-	-	-	-	-
<b>Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)</b>	-	-	-	-	-	-

#### Note 4 : Receivables

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Trade Receivables</b>		
	—Overdue Installments : Considered Good - Secured	703.03	627.46
	—Overdue Installments : Considered Good - Unsecured	253.04	479.53
<b>2</b>	Other Receivables	-	-
	<b>Total</b>	<b>956.06</b>	<b>1,106.99</b>

## Note 5 : Loans

( in Lakhs)

Particulars	Current Year						Previous Year					
	Amortised cost	Through other comprehensive income	Through profit or loss	Designated at fair value through profit or loss	Sub total	Total	Amortised cost	Through other comprehensive income	Through profit or loss	Designated at fair value through profit or loss	Subtotal	Total
<b>Loans</b>	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11=8+9+10)	(12 = (7)+(11))
(A) (i) Bills Purchased and Bills Discounted	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Loans repayable on Demand	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Term Loans	1,68,861.22	-	-	-	-	1,68,861.22	1,57,785.41	-	-	-	-	1,57,785.41
(iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-
(v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Others (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (A) - Gross</b>	<b>1,68,861.22</b>	-	-	-	-	<b>1,68,861.22</b>	<b>1,57,785.41</b>	-	-	-	-	<b>1,57,785.41</b>
Less: Impairment loss allowance	39.23	-	-	-	-	39.23	39.04	-	-	-	-	39.04
<b>Total (A) - Net</b>	<b>1,68,821.99</b>	-	-	-	-	<b>1,68,821.99</b>	<b>1,57,746.37</b>	-	-	-	-	<b>1,57,746.37</b>
(B) (i) Secured by tangible assets	1,55,051.36	-	-	-	-	1,55,051.36	1,35,525.88	-	-	-	-	1,35,525.88
(ii) Secured by intangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Unsecured	13,809.87	-	-	-	-	13,809.87	22,259.53	-	-	-	-	22,259.53
<b>Total (B) - Gross</b>	<b>1,68,861.22</b>	-	-	-	-	<b>1,68,861.22</b>	<b>1,57,785.41</b>	-	-	-	-	<b>1,57,785.41</b>
Less: Impairment loss allowance	39.23	-	-	-	-	39.23	39.04	-	-	-	-	39.04
<b>Total (B) - Net</b>	<b>1,68,821.99</b>	-	-	-	-	<b>1,68,821.99</b>	<b>1,57,746.37</b>	-	-	-	-	<b>1,57,746.37</b>
(C) (i) Loans in India	1,68,861.22	-	-	-	-	1,68,861.22	1,57,785.41	-	-	-	-	1,57,785.41
(i) Public Sector	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Others (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) - Gross</b>	<b>1,68,861.22</b>	-	-	-	-	<b>1,68,861.22</b>	<b>1,57,785.41</b>	-	-	-	-	<b>1,57,785.41</b>
Less: Impairment loss allowance	39.23	-	-	-	-	39.23	39.04	-	-	-	-	39.04
<b>Total (C) (i) - Net</b>	<b>1,68,821.99</b>	-	-	-	-	<b>1,68,821.99</b>	<b>1,57,746.37</b>	-	-	-	-	<b>1,57,746.37</b>
(C) (ii) Loans outside India	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) (ii) - Net</b>	<b>-</b>	-	-	-	-	<b>-</b>	<b>-</b>	-	-	-	-	<b>-</b>
<b>Total C (i) and C (ii)</b>	<b>1,68,821.99</b>	-	-	-	-	<b>1,68,821.99</b>	<b>1,57,746.37</b>	-	-	-	-	<b>1,57,746.37</b>

**Note : 6 Investments**

(in Lakhs)

Investments	Current Year At Fair Value							Previous Year At Fair Value						
	Amor- tised cost	Through Other Compre- hensive Income	Through Profit or Loss	Desig- nated at fair value through profit or loss	Sub - Total	Others*	Total	Amor- tised cost	Through Other Compre- hensive Income	Through Profit or Loss	Desig- nated at fair value through profit or loss	Sub - Total	Others*	Total
	(1)	(2)	(3)	(4)	(5) = (2)+(3)+(4)	(6)	(7) = (1)+(5)+(6)	(8)	(9)	(10)	(11)	(12) = (9)+(10)+(11)	(13)	(14) = (8)+(12)+(13)
Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Government securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other approved securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subsidiaries	4,223.91	-	-	-	-	-	4,223.91	4,223.91	-	-	-	-	-	4,223.91
Associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Joint Ventures	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others (specify)*	2,390.31	-	-	-	-	-	2,390.31	2,390.31	-	-	-	-	-	2,390.31
<b>Total (A)</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>
(i) Investments outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Investments in India	6,614.22	-	-	-	-	-	6,614.22	6,614.22	-	-	-	-	-	6,614.22
<b>Total (B)</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>
<b>Total (A) to tally with (B)</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>
<b>Less: Allowance for Impairment loss (C)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total - Net D = (A) - (C)</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>	<b>6,614.22</b>	-	-	-	-	-	<b>6,614.22</b>

\*Unquoted Shares of M/s Spring Infradev Limited

**Note : 7 Others Financial Assets**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Secured, Considered Good</b>		
	Security Deposit*	145.58	135.27
	Advances to Staff	2.36	2.34
	Income Receivables	107.39	161.09
	Advances for Services	32.57	22.28
	Prepaid Expenses	5.27	9.68
	Nupur Finvest Pvt. Ltd	-	3,654.65
	GST/Service Tax Cenvat	138.39	63.02
<b>2</b>	Arbitration Awards/ Decree Recievable	15,735.86	12,621.68
	<b>Total</b>	<b>16,167.43</b>	<b>16,670.01</b>

\* Security Deposit amount consists of telephone/mobile security, electricity security, rent security.

**Note : 8 Current Tax Assets (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Advance Recoverable in cash or in kind or for value to be considered good</b>		
	Income Tax and TDS	6099.04	5887.04
	Provision for Taxation	(5883.10)	(5437.91)
	<b>Total</b>	<b>215.94</b>	<b>449.12</b>

**Note : 10 Other Non Financial Assets**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	Deferred Revenue Expenditure	582.23	968.20
	<b>Total</b>	<b>582.23</b>	<b>968.20</b>

- Deferred Revenue Expenses are written off over a period of five years.



**Note : 9 Property, Plant and Equipment**

( in Lakhs)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	WDV as on 31.03.2019	WDV as on 31.03.2018
I	Tangible Assets									
1	Land	-	-	-	-	-	-	-	-	-
2	Building	539.71	-	-	539.71	21.72	11.51	-	33.23	506.48
3	Furniture & Fittings	118.77	16.90	-	135.67	87.75	5.53	-	93.27	42.40
4	Computer Peripheral	160.83	29.78	-	190.61	119.92	23.90	-	143.83	46.78
6	Vehicles	106.39	59.23	-	165.62	61.55	12.63	-	74.17	91.45
7	Equipments, Plant & Machinery	109.44	12.32	-	121.76	80.30	8.33	-	88.64	33.12
	SUB TOTAL (A)	1035.14	118.24	-	1153.38	371.24	61.90	-	433.14	720.24
II	Intangible Assets									
1	Computer Software	286.13	238.76	-	524.89	284.25	20.18	-	304.43	220.46
	SUB TOTAL (B)	286.13	238.76	-	524.89	284.25	20.18	-	304.43	220.46
III	Capital Work-in-progress									
	SUB TOTAL (C)	-	-	-	-	-	-	-	-	-
IV	Intangible Assets Under Development									
	SUB TOTAL (D)	-	-	-	-	-	-	-	-	-
	Total [A+B+C+D] (Current Year)	1321.26	357.00	-	1678.26	655.49	82.08	-	737.57	940.70
	Total (Previous Year)	926.80	436.64	42.18	1321.26	617.94	42.62	5.08	655.49	665.78

**Note : 11 Derivative financial Instruments (Liabilities)**

(₹ in Lakhs)

Particulars	(Current Year)			Previous Year		
	Notional amounts	Fair Value Assets	Fair Value Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
<b>Part I</b>						
<b>(i) Currency Derivatives</b>						
—Spot and Forwards	-	-	-	-	-	-
—Currency Futures	-	-	-	-	-	-
—Currency Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Interest rate Derivatives</b>						
—Forward Rate Agreements and Interest Rate Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Futures	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Credit Derivatives</b>	-	-	-	-	-	-
<b>(iv) Equity linked Derivatives</b>	-	-	-	-	-	-
<b>(v) Other Derivatives (Please specify)</b>	-	-	-	-	-	-
<b>“Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)+ (V)”</b>	-	-	-	-	-	-
<b>Part II</b>						
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:	-	-	-	-	-	-
<b>(i) Fair value hedging</b>						
— Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Cash flow hedging</b>						
—Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Net investment hedging</b>	-	-	-	-	-	-
<b>(iv) Undesignated Derivatives</b>	-	-	-	-	-	-
<b>Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)</b>	-	-	-	-	-	-

**Note : 12 Payables**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Trade Payables</b>		
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		
	(a) Sundry Creditors for Services	14.47	2.90
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		
	(a) SBI Assignment Payable	2362.78	
	(b) DJT Financial Services Payable	1180.14	
	(c) Other Sundry Payables	252.01	151.09
<b>2</b>	<b>Other Payables</b>		
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
	(ii) Total outstanding dues of creditors other than Micro enterprises and Small Enterprises		
	(a) Statutory Payables		
	Professional Tax Payable	0.03	0.05
	EPF Contribution Payable	6.39	7.08
	ESI Payable	1.65	4.20
	GST Payable	5.81	2.35
	TDS Payable	77.46	72.37
	LIC GSLI Payable	4.06	0.03
	(b) Expenses Payables	537.78	433.76
	<b>Total</b>	<b>4,442.57</b>	<b>673.84</b>

## Note : 13 Debt Securities

(` in Lakhs)

Particulars	Current Year				Previous Year			
	At Amor- tised Cost	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Total	At Amor- tised Cost	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6)	(7)	(8) = (5)+(6)+(7)
Liability component of compound Financial Instruments	-	-	-	-	-	-	-	-
Others (Bonds/ Debentures etc.)*	12,300.00	-	-	12,300.00	12,300.00	-	-	12,300.00
<b>Total (A)</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>
Debt Securities in India	12,300.00	-	-	12,300.00	12,300.00	-	-	12,300.00
Debt Securities outside India	-	-	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>

### \*Details of Non Convertible Debentures

(` in Lakhs)

Debenture Series	Issued Date	Issued Amount	Rate of Interest	Interest Periodicity	Maturity Date	Maturity Amount	Current Year	Previous Year
Series-'PDL 1609'	Sept-2016	9,500.00	14.50%	Monthly	Sept-2021	9,500.00	Yes	Yes
Series-'PDL1802'	Jan-2018	2,800.00	12.00%	Monthly	Jan-2023	2,800.00	Yes	Yes

**Note : 14 Borrowings (Other than Debt Securities)**

( in Lakhs)

Particulars	Current Year				Previous Year			
	At Amor- tised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amor- tised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(1)	(2)	(3)	(4) = (1)+(2)+(3)
(a) Term loans:								
(i) From banks	-	-	-	-	-	-	-	-
(ii) From other parties	-	-	-	-	-	-	-	-
(b) Deferred payment liabilities	-	-	-	-	-	-	-	-
(c) Loans from related parties	33.00	-	-	33.00	-	-	-	-
(d) Finance lease obligations	-	-	-	-	-	-	-	-
(e) Liability component of compound financial instruments"	-	-	-	-	-	-	-	-
(f) Loans repayable on demand:								
(i) from banks	74,185.65	-	-	74,185.65	77,850.75	-	-	77,850.75
(ii) from other parties	-	-	-	-	-	-	-	-
(g) Other loans (specify nature)	-	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>74,218.65</b>	-	-	<b>74,218.65</b>	<b>77,850.75</b>	-	-	<b>77,850.75</b>
Borrowings in India	74,218.65	-	-	74,218.65	77,850.75	-	-	77,850.75
Borrowings outside India	-	-	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>74,218.65</b>	-	-	<b>74,218.65</b>	<b>77,850.75</b>	-	-	<b>77,850.75</b>



### Note : 15 Deposits

(` in Lakhs)

Particulars	Current Year			Previous Year		
	At Amor- tised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amor- tised Cost	At fair value through profit or loss
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6) (7)
<b>Deposits</b>						
(i) Public Deposits	-	-	-	-	-	-
(ii) Form Banks	-	-	-	-	-	-
(iii) From Others	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

### Note : 16 Subordinated Liabilities

(` in Lakhs)

Particulars	Current Year			Previous Year		
	At Amor- tised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amor- tised Cost	At fair value through profit or loss
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6) (7)
Perpetual Debt Instruments to the extent that do not qualify as equity	-	-	-	-	-	-
Preference Shares other than those that qualify as Equity	-	-	-	-	-	-
Others (Non-Convertible Debentures*)	8,100.00	-	-	8,100.00	-	-
<b>Total (A)</b>	<b>8,100.00</b>	-	-	<b>8,100.00</b>	-	-
Subordinated Liabilities in India	8,100.00	-	-	8,100.00	-	-
Subordinated Liabilities outside India	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>8,100.00</b>	-	-	<b>8,100.00</b>	-	-

\* Details of Non-Convertible Debentures

Debenture Series	Issued Date	Issued Amount	Rate of Interest	Interest Periodicity	Maturity Date	Maturity Amount	Current Year	Previous Year
Series-'PDL 1808'	Aug-2018	8,100	14.00%	Monthly	Aug-2024	8,100	Yes	Nil

**Note : 17 Others Financial Liabilities**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Debt Service Repayment Account	13272.11	19699.53
2	Arbitration Awards/ Decree Recievables	15735.86	12621.68
	<b>Total</b>	<b>29,007.97</b>	<b>32,321.20</b>

**Note : 18 Current Tax Liabilities (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Advance Recoverable in Cash or in kind or for value to be considered good</b>		
	Income Tax and TDS	-	-
	Provision for Taxation	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

**Note : 19 Provisions**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Provision for Standard Assets	680.84	651.61
2	Provision for Proposed Dividend on Equity Shares and Tax there on	466.90	455.38
	<b>Total</b>	<b>1,147.74</b>	<b>1,106.98</b>

**Note : 20 Deferred Tax Liabilities (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Opening Balance	360.71	353.92
	Tax on Timing difference on Property, Plant and Equipments	46.76	25.64
	Tax on Timing difference on Deferred Revenue Expenditures	203.45	335.07
	Tax on Timing difference on Unearned Processing Fees	(190.27)	-
2	Total Deferred Tax Liability	59.95	360.71
	Provision for Deferred Tax required for the year (2-1)	(300.76)	6.80
	<b>Total</b>	<b>59.95</b>	<b>360.71</b>

**Note : 21 Others Non Financial Liabilities**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Unearned Income of Processing Fees	544.49	387.23
	<b>Total</b>	<b>544.49</b>	<b>387.23</b>

**Note : 22 Share Capital**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>AUTHORIZED CAPITAL</b>		
	1200,00,000 Equity Shares of Rs. 10 per share	12,000.00	12,000.00
	50,00,000 Preference Shares of Rs. 10 each	500.00	500.00
		<b>12,500.00</b>	<b>12,500.00</b>
<b>2</b>	<b>ISSUED, SUBSCRIBED CAPITAL</b>		
	405,72,500 Equity Shares of Rs. 10 per Share fully paid up	4,057.25	4,057.25
		<b>4,057.25</b>	<b>4,057.25</b>
<b>3</b>	<b>PAID UP CAPITAL</b>		
	405,60,000 Equity Shares of Rs. 10 per Share fully paid up	4,056.00	4,056.00
	Add: Share Forfeited a/c (Amount originally Paid up @ Rs 5 each on 12,500 Equity Shares of Rs. 10 each)	0.63	0.63
	<b>Total</b>	<b>4,056.63</b>	<b>4,056.63</b>

**More than 5% shares:**

Mr. Sunil Agarwal holds 3269940 equity shares (8.06%) [Previous year 3162440 equity shares (7.80%)]

M/s Bhavya Electronics and Networks Pvt Ltd holds 2914223 equity shares (7.19%) [Previous year 2914223 equity shares (7.19%)]

**Statement of Changes in Equity for the period ending on 31-03-2019.**

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
<b>40,56,62,500</b>	-	<b>40,56,62,500</b>

**Note : 23 Other Equity**

( in Lakhs)

Particulars	Share Ap- plication money pending Allotment	Equity com- po- nent of com- pound Financial Instru- ments	Statutory Reserves - RBI Reserve Fund	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Capital Redemp- tion Reserve	Reval- uation Reserve	Equity portion of Cash Flow Hedges	Effective portion of Cash Flow Hedges	Reval- uation Surplus	Exchange differ- ences on translat- ing the financial state- ments of a foreign operation	Other items of Other Compre- hensive Income (Specify nature)	Money received against Share Warrants	Total
Balance at the beginning of the reporting period	-	-	10,523.20	2,415.21	14,649.91	28,295.26	114.56	250.00	381.28	-	-	-	-	-	-	56,629.42
Changes in accounting policy (deferment of Income)	-	-	-	-	-	(387.23)	-	-	-	-	-	-	-	43.08	-	(344.15)
Restated Balances at the beginning of the reporting period	-	-	10,523.20	2,415.21	14,649.91	27,908.03	114.56	250.00	381.28	-	-	-	-	43.08	-	56,285.27
Total Comprehensive Income for the year	-	-	-	-	-	-	5,677.15	-	-	-	-	-	-	-	-	5,677.15
Proposed Dividends	-	-	-	-	-	-	(466.90)	-	-	-	-	-	-	-	-	(466.90)
Depreciation on Revaluation Amount	-	-	-	-	-	-	9.08	-	(9.08)	-	-	-	-	-	-	-
Income Tax Impact due to IND AS on Processing Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	(43.08)	-	(43.08)
Any other change (to be-specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	3,900.00	(3,900.00)	-	-	-	-	-	-	-	-	-
Transfer to Statutory Reserve Fund	-	-	1,129.70	-	-	-	(1,129.70)	-	-	-	-	-	-	-	-	-
Provision on Standard Assets	-	-	-	-	-	-	(29.23)	-	-	-	-	-	-	-	-	(29.23)
Expenditure on Corporate Social Responsibility	-	-	-	-	-	-	(51.00)	-	-	-	-	-	-	-	-	(51.00)
Balance at the end of the reporting period	-	-	11,652.90	2,415.21	14,649.91	31,808.03	223.97	250.00	372.20	-	-	-	-	-	-	61,372.22

**Note : 24 Interest Income**

(₹ in Lakhs)

Particulars	Current Year			Previous Year		
	On Financial Assets measured at Fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at Fair value through profit for loss	On Financial Assets measured at Fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at Fair value through profit for loss
Interest on Loans	-	31,663.63	-	-	27,201.91	-
Interest Income from Investments	-	-	-	-	-	-
Interest on Deposits with Banks	-	2.85	-	-	3.99	-
Other Interest Income	-	-	-	-	-	-
<b>Total</b>	-	<b>31,666.47</b>	-	-	<b>27,205.90</b>	-

**Note : 25 Net Gain/(Loss) on fair value changes**

(₹ in Lakhs)

Particulars	Current Year	Previous Year
<b>(A) Net gain/ (loss) on Financial Instruments at Fair value through profit or loss</b>		
(i) On trading portfolio:		
—Investments	-	-
—Derivatives	-	-
—Others	-	-
(ii) On Financial Instruments designated at fair value through profit or loss	-	-
<b>(B) Others</b>		
(i) Total Net gain/(loss) on fair value changes (c)	-	-
(ii) Fair Value changes:		
—Realised	-	-
—Unrealised	-	-
<b>Total Net Gain/(Loss) on Fair value changes (D) to tally with (C)</b>	-	-

**Note : 26 Other Income**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Net gain/(loss) on ineffective portion of hedges	-	-
2	Net gain/(loss) on derecognition of property, plant and equipment	-	-
3	Net gain or loss on foreign currency transaction and translation (other than considered as finance cost)	-	-
4	Others	-	-
	<b>Total</b>	-	-

**Note : 27 Finance Cost**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year		Previous Year	
		On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost
1	Interest on Deposits	-	-	-	-
2	Interest on Borrowings	-	9,405.59	-	8,587.88
3	Interest on Debt Securities	-	1,713.50	-	1,411.56
4	Interest on Subordinated Liabilities	-	726.96	-	-
5	Other Interest expense/ Bank Charges	-	465.20	-	496.14
	<b>Total</b>	-	<b>12,311.26</b>	-	<b>10,495.58</b>



**Note : 28 Impairment on Financial Instruments**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year		Previous Year	
		On Financial instruments measured at Fair value through OCI	On Financial instruments measured at Amortised Cost	On Financial instruments measured at Fair value through OCI	On Financial instruments measured at Amortised Cost
1	Bad Debts Written Off on Loans	-	4,886.08	-	3,465.41
2	Provision for NPA	-	39.23	-	39.04
3	Investments	-	-	-	-
4	Others (to be specified)	-	-	-	-
	<b>Total</b>	-	<b>4,925.31</b>	-	<b>3,504.45</b>

**Note : 29 Employees Benefit Expenses**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Salaries and Wages to Employess	1,554.32	1,119.00
2	Directors Salaries & Allowances	578.63	298.26
3	Contribution to Provident and other funds	74.24	55.11
4	Share Based Payments to employees	-	-
5	Staff welfare expenses	38.19	30.04
	<b>Total</b>	<b>2,245.38</b>	<b>1,502.41</b>

-No remuneration has been paid to Directors except remuneration to Managing Director and Executive Directors. The remuneration paid to Managing Director and Executive Directors during the F.Y. 2018-19 is Rs. 5,78,63,200 (last year Rs. 2,98,26,322) which is within the limit as specified u/s 197 read with Schedule V of the Companies Act, 2013.

**Note : 30 Depreciation & Amortised Cost**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Depreciation	82.08	42.62
2	Deffered Revenue Exp. w/o*	385.97	512.16
	<b>Total</b>	<b>468.05</b>	<b>554.79</b>

\*Deferred Expenses written off over a period of five years

**Note : 31 Other Expenses**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Car & Scooter Expenses	90.75	171.71
2	Travelling Expenses	510.40	431.50
3	Repair & Maintenance	45.80	103.22
4	Insurance Expenses	18.00	11.75
5	Electricity & Water Expenses	57.22	52.99
6	Rates & Taxes	0.19	0.80
7	Legal Expenses & Professional Fees	455.11	279.29
8	Printing & Stationery Expenses	241.09	197.96
9	Postage & Telephone Expenses	83.93	133.69
10	Auditors Remuneration	31.25	34.16
11	Rent	154.81	95.86
12	Rebate & Remission	1.28	94.97
13	Advertisement & Business Promotion Expenses	1334.37	1396.62
14	Recovery Expenses	44.68	78.17
15	Office and General Expenses	268.35	364.03
16	Loss/(Profit on sale of Assets/Investments)	-	(450.38)
17	Directors Sitting Fees & Expenses	16.62	5.72
	<b>Total</b>	<b>3353.86</b>	<b>3002.05</b>

**Note : 32 Reconciliation of Profits Computed under IND GAAP with IND AS**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Profit After Tax as per IND AS</b>	5677.15	5603.61
	<b>ADD :</b>		
	Processing Fees income received during the year allocated over the tenure of the loan.	438.55	312.93
	<b>LESS :</b>		
	Processing Fees income received in previous years being allocated over the tenure of the loan.	281.29	188.46
2	Net effect of Income deferred	157.26	124.47
	<b>LESS :</b>		
	Consequential effect of Income Tax on the above	54.95	43.08
	<b>Profit After Tax as per IND GAAP</b>	<b>5,779.46</b>	<b>5,685.00</b>

**33. Remuneration to Auditors:**

(₹ in Lakhs)

Particulars	2018-19	2017-18
For Statutory Audit	3.00	3.00
For Tax Audit	1.00	1.00
For Certification work/other services	27.25	30.16
<b>Total</b>	<b>31.25</b>	<b>34.16</b>

**34. Earning per Share:**

(₹ in Lakhs)

Particulars	2018-19	2017-18
Net profit for the year (After Tax)	5677.15	5984.89
Proposed dividend on Preference shares and tax thereon	—	—
No. of Equity Shares (Weighted)	405.60	405.60
Basic and diluted Earning per share	<b>14.00</b>	<b>14.76</b>

35. Figures for the previous year have been regrouped/rearranged/reclassified and restated in compliance with the IND AS wherever considered necessary.

36. **The company has given corporate guarantee for the loans taken by its wholly owned subsidiary Company from the following Bank's / FI's / NBFCs:**

(₹ in Lakhs)

Name of Bank / Financial Institution	Amount
State Bank of India Term Loan	1817.20
State Bank of India CC	3000.00
Karnataka Bank Ltd CC	2000.00
Bank of Baroda CC	2500.00
AU Small Finance Bank Ltd	921.64
Reliance Capital Limited	923.92
Tourism Finance Corporation of India Ltd	1795.14
Nabsamruddhi Finance Limited	1791.67
Tata Capital Financial Service Ltd.	1127.00
<b>Total</b>	<b>15876.57</b>

**37. Disclosure of Related party transactions:**

**A. Wholly owned Subsidiary**

Nupur Finvest Pvt. Ltd.

**B. List of related parties and relationship**

**Related Party**

**(Relation)**

Key Managerial Personnel

Mr. Sunil Agarwal

(Managing Director)

Mr. Harish Singh

(Executive Director)

Mr. Anoop Krishnan

(Executive Director)

**Relatives of K M P**

Mr. Purushottam Agrawal

(Father of Mr. Sunil Agarwal)

Mrs. Raj Agarwal

(Mother of Mr. Sunil Agarwal)

Mrs. Neetu Agarwal

(Spouse of Mr. Sunil Agarwal)

Mrs. Priti Chauhan

(Spouse of Mr. Harish Singh)

Mrs. Sushila Devi Chauhan

(Mother of Mr. Harish Singh)

Ms. Suniti Agarwal

(Daughter of Mr. Sunil Agarwal)

Mr. Shantanu Agarwal

(Son of Mr. Sunil Agarwal)

Mr. Pranav Chauhan

(Son of Mr. Harish Singh)

Mrs. Mamta Krishnan

(Spouse of Mr. Anoop Krishnan)

**C. Enterprises over which significant influence exercised by Key Managerial Personnel/ Relatives of Key Managerial Personnel**

1. Agarwal Meadows Pvt. Ltd.

2. Aerotech Aviation India Pvt. Ltd.

3. Baba Herbals Pvt. Ltd.

4. Bhavya Electronics and Networks Pvt. Ltd.

5. Diamond Infradev Pvt. Ltd.

6. Helios Aviation Pvt. Ltd.

7. Repartee Infrastructures Pvt. Ltd.

8. Radiance Techno Powers Company Pvt. Ltd.

9. SCS Educational Foundation

10. Raj Shiksha Foundation

11. Spark Super Tech. Pvt. Ltd.

12. Harish Singh HUF

**D. Disclosures required for Related party transactions**

(` in Lakhs)

Name of Party	Nature	Amount	Amount Receivable/ (Payable)
Mr. Sunil Agarwal	Remuneration to Director	518.40	(72.00)
Mr. Harish Singh	Remuneration to Director	24.23	(1.64)
Mr. Anoop Krishnan	Remuneration to Director	36.00	(2.22)
Mr. Sunil Agarwal	Loan Received	488.00	(33.00)
Mr. Sunil Agarwal	Loan Repaid	455.00	—
Mrs. Raj Agarwal	Rent	9.00	(0.68)
M/s Agarwal Meadows Pvt Ltd	Rent	1.20	—
Mr. Shantanu Agarwal	Salary	18.00	(6.30)
Mr. Harish Singh	Interest Expenses (on NCD)	14.50	—
Mr. Pranav Chauhan	Interest Expenses (on NCD)	14.50	—
M/s Nupur Finvest Pvt Ltd	Sale of Portfolio	5133.03	—
M/s Nupur Finvest Pvt Ltd	Interest Expenses	2178.00	—
M/s Nupur Finvest Pvt Ltd	Dividend Income	107.39	107.39
M/s Spaak Super Tech Pvt Ltd	Expenses	21.54	—

**Notes:**

- (1) Related party relationship is as identified by the Company on the basis of information available with them and accepted by the auditors as correct.
- (2) No amount has been written off or written back during the year in respect of debt due from or to related parties.
- (3) Company has entered into transactions with certain parties as listed above during the year under consideration. Full disclosures have been made and the Board considers such transactions to be in normal course of business and at rates agreed between the parties.
- (4) The key management personnel and their relatives have given personal guarantees and collaterals for loans raised by the Company but Company has not provided any guarantee to these persons nor paid any consideration for furnishing such guarantees.

**38. Working Capital Borrowings:**

The Company has an arrangement with a consortium of thirteen banks under the leadership of Bank of Baroda for its working capital requirements. The facility is primarily secured by the hypothecation of book-debts / receivables of the Company and collaterally by mortgage of immovable properties including office premises, a flat owned by the Company and seven commercial properties by third parties as well as personal and corporate guarantees. The sharing pattern of the member banks in the consortium is as under:

(₹ in Lakhs)

S. No.	Name of Bank	Out- standing	ROI	Sanctioned Amount	Share in Consortium (%)
1	Central Bank of India	12481.54	MCLR + 3.35%	13,500.00	16.41
2	IDBI Bank	6094.46	MCLR + 4.45%	7,500.00	9.12
3	Punjab National Bank	6982.14	MCLR + 1.5%	7,000.00	8.51
4	United Bank of India	4996.40	MCLR + 3%	6,500.00	7.90
5	Corporation Bank	4793.53	MCLR + 3.70%	5,000.00	6.08
6	Bank of Maharashtra	4824.85	MCLR + 2.25%	5,000.00	6.08
7	Bank of India	4091.30	MCLR + 3.20%	4,550.00	5.53
8	Andhra Bank	3809.60	MCLR + 3.45%	4,000.00	4.86
9	UCO Bank	3699.40	MCLR + 1.75%	3,700.00	4.50
10	Bank of Baroda	7053.79	MCLR + 3.25%	10,000.00	12.16
11	State Bank of India	7982.96	MCLR + 3.60%	8,000.00	9.73
12	South Indian Bank	2499.99	MCLR + 3.20%	2,500.00	3.04
13	Union Bank of India	4875.69	MCLR + 3.95%	5,000.00	6.08
	<b>Total</b>	<b>74185.65</b>		<b>82,250.00</b>	<b>100.00</b>

**39. Detail of Bank FDR's (principal amount) held as on 31.03.2019:****Held to avail Cash Credit facility against FDRs****(` in Lakhs)**

<b>1</b>	United Bank of India	Cash Credit	7.56
	<b>Subtotal</b>	<b>(A)</b>	<b>7.56</b>

**Held as Guarantee****(` in Lakhs)**

<b>1</b>	Punjab National Bank	Guarantee	0.66
	<b>Subtotal</b>	<b>(B)</b>	<b>0.66</b>

**Held as Investment****(` in Lakhs)**

<b>1</b>	Punjab National Bank	Unencumbered	0.07
	<b>Subtotal</b>	<b>(C)</b>	<b>0.07</b>

**Held as Guarantee****(` in Lakhs)**

<b>1</b>	Bank of Baroda	Guarantee	25.00
	<b>Subtotal</b>	<b>(D)</b>	<b>25.00</b>
	<b>Grand Total of FDR's</b>	<b>(A + B + C + D)</b>	<b>33.29</b>

- 40.** During the Current year, few Arbitration Awards have become executable Decrees. The amount of such Decrees available for execution stands at Rs. 15735.86 Lakhs as on the date of Balance Sheet. The Accounting treatment has been done as per IND Accounting Standard 37 "Provisions, Contingent Liabilities and Contingent Assets" Issued by The Institute of Chartered Accountants of India.

**(` In Lakhs)**

<b>S. No.</b>	<b>Particulars</b>	<b>Amount</b>
<b>1</b>	Opening balance of Arbitration Awards	12621.68
<b>2</b>	Add: New Arbitration Award procured during the year	3114.18
	Arbitration Awards available for Execution	15735.86

The management has recognized the Decretal Amount as asset and it is classified under the head 'Current Assets' as 'Arbitration Decree Receivable' and 100% provision is made against such assets under the head Short Term Provisions. However, there is no income accrued or received from such assets during the year.

- 41.** The board of your company on 23-02-2018 has approved proposed scheme of amalgamation with Agarwal Meadows Private Limited ("Transferor Company"). Pursuant to approval of Board, company move to Hon'ble National Company Law Tribunal, New Delhi for approval of scheme. By order of Hon'ble NCLT, meeting of Shareholders & Secured Creditors was held on December 01, 2018 and in the respective meeting of shareholders and Secured Creditors merger scheme was duly approved. After the above said meeting, the Hon'ble NCLT, reserved its order for final judgement vide hearing dated 02-05-2019. The proposed merger post approval by Hon'ble NCLT will not impact cash flows of the company as the shareholder of the transferee company will get the shares of the company. However, your company has not proposed any dividend on the proposed enhanced shareholding via this merger in its financial statements.

**42. Capital Risk Adequacy Ratio (CRAR):****(` In Lakhs)**

	<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>i)</b>	CRAR %	34.04%	31.67%
<b>ii)</b>	CRAR - Tier I Capital %	29.89%	31.33%
<b>iii)</b>	CRAR - Tier II Capital %	4.15%	0.34%
<b>iv)</b>	Amount of subordinated debt raised as Tier-II Capital	8100	Nil
<b>v)</b>	Amount raised by issue of Perpetual Debt Instruments	Nil	Nil



**43. Investments:**

(₹ In Lakhs)

Particulars			2018-19	2017-18
1)	Value of Investments			
	i)	Gross value of Investments		
	a)	In India	6647.66	7497.71
	b)	Outside India	Nil	Nil
	ii)	Provision for Depreciation		
	a)	In India	Nil	Nil
	b)	Outside India	Nil	Nil
	iii)	Net Value of Investments		
	a)	In India	6647.66	7497.71
	b)	Outside India	Nil	Nil
2)	Movement of Provisions held towards depreciation on investments			
	i)	Opening Balance	Nil	Nil
	ii)	ADD: Provision made during the year	Nil	Nil
	iii)	Less: Write - off / write - back of excess provisions during the year	Nil	Nil
	iv)	Closing Balance	Nil	Nil

44. The Company had not taken any exposure in Derivatives during the financial year 2018-19.

**45. Disclosure relating to Securitization:**

- The Company has not done securitization of any of its loans & advances to any organization during the financial year 2018-19 and there is no outstanding amount as on Balance Sheet date. Also, the Company has not sold its financial assets to any Securitization/Reconstruction Company for Asset Reconstruction. Further the Company has undertaken new assignment transactions to during the Financial Year 2018-19.
- The Company has not purchased any non-performing assets (NPAs) from other NBFCs or financial institutions.
- Details of stock assigned / sold during the year

(₹ In Lakhs)

Particulars		2018-19	2017-18
1	No of accounts sold	1,50,611	27,980
2	Aggregate outstanding	41,371	21,664
3	Aggregate consideration received	33,814	18,538

**46.** Asset Liability Management Maturity pattern of certain items of Assets and Liabilities as on 31st March 2019:

(` In Lakhs)

	Up to 30/31 days	Over 1 month & upto 2 months	Over 2 months & upto 3 months	Over 3 months & upto 6 months	Over 6 month & upto 1 year	Over 1 year & Upto 3 years	Over 3 years & upto 5 years	Over 5 Years	Total
Deposits	—	—	—	—	—	—	—	—	—
Advances	9264	7049	7558	21080	42555	100123	20829	1	<b>208459</b>
Investments	—	—	—	—	—	33	—	—	<b>33</b>
Borrowings	1492	1337	1273	3479	78138	2511	—	—	<b>88230</b>
Foreign Currency Assets	—	—	—	—	—	—	—	—	—
Foreign Currency Liabilities	—	—	—	—	—	—	—	—	—

Borrowings does not include unsecured NCD's of ` 20400 Lakhs

**47. Exposures:**

**a Exposures to Real Estate Sector**

(` In Lakhs)

Category		2018-19	2017-18
<b>Direct Exposure</b>			
<b>i)</b>	Residential Mortgages		
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	849	2,827
<b>ii)</b>	Commercial Real Estate		
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limits	70	75
<b>iii)</b>	Investments in Mortgage Backed Securities (MBS) and other securitized exposures		
<b>a)</b>	Residential	—	—
<b>b)</b>	Commercial Real Estate	—	—
<b>Indirect Exposure</b>		—	—

**b Capital Market Exposure**

The company has not taken any exposure in capital market during the financial year 2018-19, and also the inventory of the company as at 31st March 2019 does not contain any exposure to capital market

**c Details of financing of parent company products : NIL**

**d Details of Single Borrower Limit and Group Borrower Limit exceeded by NBFC**

The company has adhered to the Prudential Exposure norms as prescribed by RBI and has not given any advances exceeding the limits as prescribed for Single borrower and Group Borrower.

**e Unsecured Advances**

The unsecured advances outstanding as at Balance Sheet date are ` 13,810 Lakhs. The Company does not have any loan or advances which are partially secured against any sort of licenses, rights, authorizations charged to the company.

**48. Registration obtained from other financial sector regulators:**

RBI Registration No. : B-14.02997  
 Company Identification No. : L65921DL1992PLC120483

The company has never been penalized for any non-compliance by financial sector regulators.

**49. Bank borrowings of the Company has been assigned rating of "IVRA/STABLE OUTLOOK" by Infomerics Valuation and Rating Pvt. Ltd. which denotes "Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk".****50. Provisions and Contingencies: (₹ In Lakhs)**

Break up of Provisions and contingencies	2018-19	2017-18
Provisions for depreciation on investment	Nil	Nil
Provision towards NPA	39	39
Provision made towards income tax	3,094	2,790
Other provision and contingencies (Contingent Liability- in Arbitration matters)	15,736	12,622
Provision for Standard Assets at the Balance Sheet date	681	652

**51. Unlisted Unsecured Non-Convertible Redeemable Debentures (NCDs):**

On 3rd August 2018 the Company has made allotments of '14.00% sub-ordinated Unlisted Unsecured Redeemable INR Denominated Non-Cumulative Non-Convertible Debenture' of Rs. 1,00,00,000/- (Rupees One Crore) each for an aggregating amount of Rs. 81,00,00,000/- (Rupees Eighty One Crores). Term of such NCDs is 72 months from the date of allotment with the call option available with the Company to redeem NCDs after expiry of One Year from the date of allotment in full or part as may be decided by the Board of Directors of the Company.

**52. Concentration of Deposits, Advances, Exposures and NPAs:****a. Concentration of Deposits**

The Company has not taken any deposits from public

**b. Concentration of Advances**

(₹ In Lakhs)

Total Advances to twenty largest borrowers	41,479
% of advances to twenty largest borrowers to total advances of the NBFC	24.43%

**c. Concentration of Exposures**

(₹ In Lakhs)

Total Exposure to twenty largest borrowers / customers	41,479
% of exposures to twenty largest borrowers / customers to total exposure of the NBFC on borrowers / customers	24.43%

**d. Concentration of NPAs**

Provisioning for Substandard Assets/Doubtful Assets/Loss Assets has been made in compliance with the directions of Reserve Bank of India. As per decision of the Board of Directors in the cases where loan installments are overdue for more than 3 months and management is of the opinion that its recovery chances are very remote or negligible, the Company writes off these accounts (Net of Future Interest Charges) as bad debts. In all other cases where loan installemnts are over due for more than 3 months the provisioning for non performing assets is made in compliance with Non-Banking Financial Company Systemically Important Non Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions 2016, as applicable to the company. As per

the RBI Directions dated 1st September 2016 updated as on 23rd February 2018 Company has made general provision of 0.40% of Standard assets. Other directives of Reserve Bank of India have been duly complied with. The details of top 4 NPA's written off during the year are given below:

(` In Lakhs)

1	GDR Education Society	512
2	Ghanshyam Das Rungta Foundation	511
3	Devpath Krishi Projects Pvt. Ltd.	326
4	Parthvimedha Gau Energy Pvt. Ltd.	309

**e) Movement of NPAs**

(` In Lakhs)

Particulars	Current Year	Previous Year
(i) Net NPAs to Net Advance (%)	0.26%	0.24%
(ii) <b>Movement of NPAs (Gross)</b>		
(a) Opening balance	390.38	—
(b) Additions during the year	259.80	390.38
(c) Reductions during the year	134.53	—
(d) Closing balance	515.65	390.38
(iii) <b>Movement of Net NPAs</b>		
(a) Opening balance	351.35	—
(b) Additions during the year	224.57	351.35
(c) Reductions during the year	138.54	—
(d) Closing balance	437.38	351.35
(iv) <b>Movement of provisions for NPAs (excluding provisions on standard assets)</b>		
(a) Opening balance	—	—
(b) Provisions made during the year	49.36	39.04
(c) Write -back of excess provisions	10.13	—
(d) Write off	39.23	39.04
(e) Closing Balance	—	—

**f) Sector wise NPAs (Write Offs)**

S. No.	Category	% of Write offs to Total Advances	
		2018-19	2017-18
1	Agriculture & Allied activities	1.55	1.86
2	MSME	0.35	0.19
3	Corporate Borrowers	0.68	(0.02)
4	Services	0.00	0.00
5	Unsecured Personal Loans	0.00	0.01
6	Auto Loans	0.00	0.00
7	Other Personal Loans (LAP)	0.30	0.28
	Total	2.88	2.32

**53** The Company is domiciled in India and does not have any joint venture, associate or subsidiary abroad.

**54. Off Balance Sheet SPVs sponsored:**

The Company has not sponsored off Balance Sheet SPVs

## 55. Disclosures of Complaints:

a)	No. of complaints pending at the beginning of the year	—
b)	No. of complaints received during the year	2
c)	No. of complaints redressed during the year	2
d)	No. of complaints pending at the end of the year	—

## Schedule to the Balance Sheet of a Non-Deposit taking Non-Banking Financial Company(As required in Non-Banking Financial Company Systemically Important Non Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016:

(` In Lakhs)

PARTICULARS		2018-19	
<b>LIABILITIES SIDE:</b>			
<b>1.</b>	<b>Loans and advances availed by the NBFCs inclusive of interest Amount accrued thereon but not paid</b>	<b>Amount Outstanding</b>	<b>Overdue</b>
(a)	Debentures		
	Secured	—	—
	Unsecured	20,400	—
	(other than falling within the meaning of public deposits*)		
(b)	Deferred Credits	—	—
(c)	Term Loans	—	—
(d)	Inter-corporate loans and borrowing	378	—
(e)	Commercial Paper	—	—
(f)	Other Loans (specify nature)		
	Punjab National Bank (Cash Credit a/c)	6982	—
	Central Bank of India (Cash Credit a/c)	12482	—
	Bank of India (Cash Credit a/c)	4091	—
	Andhra Bank (Cash Credit a/c)	3810	—
	Corporation Bank (Cash Credit a/c)	4794	—
	Bank of Baroda (Cash Credit a/c)	7054	—
	United Bank of India (Cash Credit a/c)	4996	—
	UCO Bank (Cash Credit a/c)	3699	—
	IDBI Bank (Cash Credit a/c)	6094	—
	Bank of Maharashtra(Cash Credit a/c)	4825	—
	State Bank of India (Cash Credit a/c)	7983	—
	The South Indian Bank Limited (Cash Credit a/c)	2500	—
	Union Bank of India	4876	—
	Assignment of Book Debts	—	—
	*Please see Note 1 below	—	—
<b>2.</b>	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)</b>		
(a)	In the form of Unsecured debentures	—	—
(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	—	—
(c)	Other public deposits	—	—
	*Please see Note 1 below		



(₹ In Lakhs)

ASSETS SIDE:					
<b>3.</b>	<b>Break-up of Loans and Advances including bills receivables (other than those included in (4) below)</b>				
	(a)	Secured		1,55,968	—
	(b)	Unsecured		13,810	—
<b>4.</b>	<b>Break -up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities</b>				
	(i)	Lease assets including lease rentals under sundry debtors			
	(a)	Financial lease		—	—
	(b)	Operating lease		—	—
	(ii)	Stock on hire including hire charges under sundry debtors			
	(a)	Assets on hire		—	—
	(b)	Repossessed Assets		—	—
	(iii)	Other loans counting towards AFC activities			
	(a)	Loans where assets been repossessed		—	—
	(b)	Loans other than (a) above		—	—
<b>5.</b>	<b>Break-up of Investments</b>				
	<b>1</b>	Current Investments			
		Quoted			
	(i)	Shares			
		(a)	Equity	—	—
		(b)	Preference	—	—
	(ii)	Debentures and Bond		—	—
	(iii)	Units of mutual funds		—	—
	(iv)	Government Securities		—	—
	(v)	Others (please specify)		—	—
		Unquoted			
	(i)	Shares			
		(a)	Equity (Group Companies) (Net)	—	—
		(b)	Preference	—	—
	(ii)	Debentures and Bonds		—	—
	(iii)	Units of mutual funds		—	—
	(iv)	Government Securities		—	—
	(v)	Others (please specify)			
		Fixed Deposit with NBFC		—	—
		Fixed deposit with Bank's		25	—
		Interest accrued		—	—

(₹ In Lakhs)

2	Long Term Investments			
	Quoted			
	(i)	Share		
		(a) Equity	—	—
		(b) Preference	—	—
	(ii)	Debentures and Bonds	—	—
	(iii)	Units of mutual funds	—	—
	(iv)	Government Securities	—	—
	(v)	Others (Please specify)	—	—
	Unquoted			
	(i)	Share		
		(a) Equity- Subsidiary Company	4,224	—
		(b) Equity- Other Company	2,390	—
		(c) Preference	—	—
	(ii)	Debentures and Bonds	—	—
	(iii)	Units of mutual funds	—	—
	(iv)	Government Securities	—	—
	(v)	Others (please specify)		
		Investment in Partnership/LLP	—	—
		Fixed Deposit with Banks	8	—
		Interest accrued	0.15	—

**(6) Borrower group-wise classification of assets financed as in (2) and (3) above**

Please see Note 2

(₹ In Lakhs)

	Category	Amount net of provisions		Total
		Secured	Unsecured	
1	Related parties**			
	(a) Subsidiaries	—	—	—
	(b) Companies in the same group	—	—	—
	(c) Other related parties	—	—	—
2	Other than related parties	1,55,968	13,810	1,69,778
	<b>Total</b>	<b>1,55,968</b>	<b>13,810</b>	<b>1,69,778</b>

**(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)**

		Market Value / Value Break up or Fair Value or NAV	Book Value (Net of provisions)
1	Related parties **		
	(a) Subsidiaries	4,224	4,224
	(b) Companies in the same group	—	—
	(c) Other related parties	—	—
2	Other than related parties	—	—
	<b>Total</b>	<b>4224</b>	<b>4224</b>

\*\* As per Accounting Standard of ICAI (Please see note 2)

**(8) Other Information**

Particulars		Amount
<b>1</b>	Gross Non-performing Assets	
	(a) Related Parties	—
	(b) Other than related parties	437
<b>2</b>	Net Non-Performing Assets	
	(a) Related Parties	—
	(b) Other than related parties	437
<b>3</b>	Assets acquired in satisfaction of debt	—

**Notes:**

- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Company-Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Direction, 2016.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in column (5) above.

**Notes referred to above form an integral  
Part of the Financial Statements  
As per our Report of even date attached**

**For MUKESH KUMAR & CO.  
Chartered Accountants  
Firm Reg. No.002040C**

**Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471**

**Place : New Delhi  
Date: 17th May, 2019**

**For and on behalf of the Board**

**Sd/-  
(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991**

**Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501**

**Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868**

# INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

**TO**  
**THE MEMBERS OF**  
**M/S PAISALO DIGITAL LIMITED**  
**(FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)**  
**NEW DELHI**

## **REPORT ON THE AUDIT OF CONSOLIDATED IND AS FINANCIAL STATEMENTS**

### **OPINION**

We have audited the accompanying Consolidated Ind AS financial statements of **M/S PAISALO DIGITAL LIMITED (FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)** (hereinafter referred to as "the Holding Company") and its wholly owned subsidiary M/s Nupur Finvest Private Limited (the Holding Company and its subsidiary together referred to as "the Group") which comprise of the Consolidated Balance Sheet as at 31st March 2019, the Consolidated Statement of Profit and Loss including Statement of Comprehensive Income and the Consolidated Cash Flow Statement for the year then ended and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit and loss including statement of comprehensive income and its consolidated cash flows for the year then ended.

### **BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### **RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation

and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Company are responsible for overseeing the financial reporting process of the Company.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED INDAS FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure



about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c. The audit of all the branch offices of the Company has been conducted by us, hence section 143(8) is not applicable;
- d. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- e. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- f. On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies, is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- h. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) There were no pending litigations which would impact the consolidated financial position of the Group.
  - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary company, incorporated in India.

**Place : New Delhi**  
**Date : 17 May, 2019**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF  
M/S PAISALO DIGITAL LIMITED  
(FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)  
(Referred to in our Report of even date for F. Y. 2018-19)**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB - SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **M/S PAISALO DIGITAL LIMITED (FORMERLY KNOWN AS M/S S. E. INVESTMENTS LIMITED)** (hereinafter referred to as "the Company") and its wholly owned subsidiary M/s Nupur Finvest Private Limited, which are companies incorporated in India, as of that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Board of Directors of the company, its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, the Company, its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place : New Delhi**  
**Date : 17 May, 2019**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

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# CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2019

(` In Lakhs)

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	<b>ASSETS</b>			
	<b>(1) Financial Assets</b>			
	(a) Cash & Cash Equivalents	1	1,307.32	263.68
	(b) Bank Balances other than (a) above	2	98.14	883.42
	(c) Derivative Financial Instruments	3	-	-
	(d) Receivables			
	(i) Trade Receivables	4	1,259.87	1,529.68
	(ii) Other Receivables		-	-
	(e) Loans	5	1,93,997.61	1,83,883.86
	(f) Investments	6	2,390.31	2,390.31
	(g) Other Financial Assets	7	16,094.14	12,882.25
	<b>(2) Non Financial Assets</b>			
	(a) Current Tax Assets (Net)	8	801.28	722.04
	(b) Deferred Tax Asset (Net)		-	-
	(c) Investment Property		-	-
	(d) Biological Assets other than Bearer plants		-	-
	(e) Property, Plant and Equipments	9	724.00	669.65
	(f) Capital Work-in-Progress		-	-
	(g) Intangible Assets under development		-	-
	(h) Goodwill		-	-
	(i) Other Intangible Assets	9	220.46	1.88
	(j) Other Non-Financial Assets	10	617.87	1,020.48
	<b>Total Assets</b>		<b>2,17,511.00</b>	<b>2,04,247.24</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>(1) Financial Liabilities</b>			
	(a) Derivative Financial Instruments	11	-	-
	(b) Payables	12		
	(I) Trade Payables			
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		14.47	2.90
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		3,794.92	151.09
	(II) Other Payables			
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		725.16	556.30
	(c) Debt Securities	13	12,300.00	12,300.00
	(d) Borrowings (Other than Debt Securities)	14	95,268.65	95,552.05
	(e) Deposits	15	-	-
	(f) Subordinated Liabilities	16	8,100.00	-
	(g) Other Financial Liabilities	17	29,007.97	32,321.20
	<b>(2) Non-Financial Liabilities</b>			
	(a) Current Tax Liabilities (Net)	18	-	-
	(b) Provisions	19	1,271.75	1,246.04
	(c) Deferred Tax Liabilities (Net)	20	70.93	360.14
	(d) Other non-financial Liabilities	21	544.67	387.52
	<b>(3) Equity</b>			
	(a) Equity Share Capital	22	4,056.63	4,056.63
	(b) Other Equity	23	62,355.85	57,313.36
	<b>Total Equity &amp; Liabilities</b>		<b>2,17,511.00</b>	<b>2,04,247.24</b>

Notes to the Accounts & Significant Accounting Policies annexed  
Notes referred to above form an integral part of these Financial Statements  
Signed in terms of our Report of even date

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date : 17 May, 2019

For and on behalf of the Board

Sd/-  
(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991

Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501

Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868

# CONSOLIDATED PROFIT & LOSS STATEMENT FOR YEAR ENDED 31ST MARCH 2019

(` In Lakhs)

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	<b>Revenue from operations:</b>			
	(i) Interest Income	24	36,059.98	30,313.40
	(ii) Dividend Income		-	-
	(iii) Rental Income		-	-
	(iv) Fees and commission Income		-	-
	(v) Net gain on fair value changes	25	-	-
	(vi) Net gain on derecognition of financial instruments under amortised cost category		-	-
	(vii) Sale of products (including Excise Duty)		-	-
	(viii) Sale of services		-	-
	(ix) Others		-	-
	<b>Total Revenue from Operations</b>	<b>(I)</b>	<b>36,059.98</b>	<b>30,313.41</b>
<b>II</b>	Other Income	26	-	-
	<b>Total Income</b>	<b>(I+II)</b>	<b>36,059.98</b>	<b>30,313.41</b>
<b>III</b>	<b>Expenses:</b>			
	(i) Finance Costs	27	14,911.23	11,752.25
	(ii) Fees and commission expense		-	-
	(iii) Net loss on fair value changes		-	-
	(iv) Net loss on derecognition of financial instruments under amortised cost category		-	-
	(v) Impairment on financial instruments	28	5,252.09	4,123.07
	(vi) Cost of materials consumed		-	-
	(vii) Purchases of Stock-in-trade		-	-
	(viii) Changes in Inventories of finished goods, stock-in- trade and work-in- progress		-	-
	(ix) Employee Benefits Expenses	29	2,769.81	1,777.53
	(xi) Depreciation, amortization and impairment	30	470.04	556.63
	(x) Others expenses	31	4,166.34	3,460.65
	<b>Total Expenses</b>	<b>(III)</b>	<b>27,569.51</b>	<b>21,670.12</b>
<b>IV</b>	Profit before exceptional items and tax	<b>(II-III)</b>	<b>8,490.47</b>	<b>8,643.28</b>
<b>V</b>	Exceptional items		-	-
<b>VI</b>	Profit before tax	<b>(IV-V)</b>	<b>8,490.47</b>	<b>8,643.28</b>
<b>VII</b>	<b>Tax Expense:</b>			
	(1) Current Tax		3,141.33	2,861.23
	(2) Deferred Tax		(289.21)	7.07
<b>VIII</b>	Profit for the period from continuing operations	<b>(VI-VII)</b>	<b>5,638.34</b>	<b>5,774.99</b>
<b>IX</b>	Profit/(loss) from discontinued operations		-	-
<b>X</b>	Tax Expense of discontinued operations		-	-
<b>XI</b>	Profit/(loss) from discontinued operations (After tax)	<b>(IX-X)</b>	-	-
<b>XII</b>	Profit for the period	<b>(VIII+XI)</b>	<b>5,638.34</b>	<b>5,774.99</b>
<b>XIII</b>	Other Comprehensive Income:			
	(A) (i) Items that will not be reclassified to profit or loss (Revaluation of Properties)		-	381.28
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Sub Total (A)</b>		-	<b>381.28</b>

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	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)			-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss			-	-
	<b>Sub Total (B)</b>			-	-
	Other Comprehensive Income (A+B)			-	381.28
<b>XIV</b>	Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)	<b>(XII+XIII)</b>		<b>5,638.34</b>	<b>6,156.27</b>
<b>XV</b>	<b>Earnings per Equity Share (for continuing operations):</b>				
	Basic (Rs.)		34	13.90	15.18
	Diluted (Rs.)			13.90	15.18
<b>XVI</b>	<b>Earnings per Equity Share (for discontinued operations):</b>				
	Basic (Rs.)			-	-
	Diluted (Rs.)			-	-
<b>XVII</b>	<b>Earnings per Equity Share (for continuing and discontinued operations):</b>				
	Basic (Rs.)		34	13.90	15.18
	Diluted (Rs.)			13.90	15.18

**Notes to the Accounts & Significant Accounting Policies annexed**  
**Notes referred to above form an integral part of these Financial Statements**  
**Signed in terms of our Report of even date**

**For MUKESH KUMAR & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 002040C**

**Sd/-**  
**(CA. MUKESH KUMAR)**  
**Proprietor**  
**Membership No. 070471**

**Place : New Delhi**  
**Date : 17 May, 2019**

**For and on behalf of the Board**

**Sd/-**  
**(SUNIL AGARWAL)**  
**Managing Director**  
**DIN : 00006991**

**Sd/-**  
**(HARISH SINGH)**  
**Executive Director**  
**DIN : 00039501**

**Sd/-**  
**(MANENDRA SINGH)**  
**Company Secretary**  
**Membership No. : F7868**

# CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH 2019

(` In Lakhs)

Sr. No.	Particulars	31.03.2019	31.03.2018
<b>A</b>	<b>Cash Flow from Operating Activities:</b>		
	Net Profit before tax and extraordinary items and Interest	23,401.70	20,395.53
	<b>Adjustments for</b>		
<b>I</b>	Depreciation	84.07	44.47
<b>II</b>	Deferred Expense W/O	385.97	512.16
<b>III</b>	Bad Debts for NPA	39.23	39.04
<b>IV</b>	Income deferred due to IND AS impact	-	(191.08)
<b>V</b>	Expenses deferred due to IND AS impact	-	15.72
<b>VI</b>	Profit/loss on Sale of Investments/Assets	-	(450.38)
	<b>Operating Profit before working capital changes</b>	<b>23,910.97</b>	<b>20,365.46</b>
	<b>Adjustments for</b>		
<b>I</b>	Change in Other Financial Assets	(81.07)	2,557.35
<b>II</b>	Change in Loan & Receivables	(9,883.18)	(46,063.45)
<b>III</b>	Change in Payable & non financial Liabilities	3,981.41	401.07
<b>IV</b>	Misc. Expenses	-	(495.43)
	<b>Cash generated from Operations</b>	<b>17,928.13</b>	<b>(23,235.00)</b>
<b>I</b>	Interest paid	(14,911.23)	(11,752.25)
<b>II</b>	Income Tax paid	(3,251.55)	(3,058.97)
<b>III</b>	Paid Expenses on CSR	(51.00)	(145.00)
	<b>Cash flow before Extraordinary Items</b>	<b>(285.65)</b>	<b>(38,191.22)</b>
<b>I</b>	Extraordinary items	-	-
	<b>Net Cash from Operating Activities</b>	<b>(285.65)</b>	<b>(38,191.22)</b>
<b>B</b>	<b>Cash Flows from Investing Activities:</b>		
<b>I</b>	Purchase of Fixed Assets	(357.00)	(58.08)
<b>II</b>	Sale of Fixed Assets	-	487.48
	<b>Net Cash from Investing activities</b>	<b>(357.00)</b>	<b>429.40</b>
<b>C</b>	<b>Net Cash from Financing Activities:</b>		
<b>I</b>	Proceeds from Borrowings	(283.40)	29,678.63
<b>II</b>	Proceeds from Debt Service Repayment Account	(6,427.42)	5,971.72
<b>III</b>	Proceeds from Subordinated Liability	8,100.00	2,800.00
<b>IV</b>	Dividend Paid	(488.17)	(488.17)
	<b>Net Cash from Financing activities</b>	<b>901.02</b>	<b>37,962.17</b>
	<b>Net Increase in cash &amp; cash equivalents</b>	<b>258.36</b>	<b>200.35</b>
	<b>Cash &amp; Cash equivalents at beginning of period</b>	<b>1,147.10</b>	<b>946.75</b>
	<b>Cash &amp; Cash equivalent at end of period</b>	<b>1,405.46</b>	<b>1,147.10</b>

Signed in terms of our Report of even date

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date : 17 May, 2019

## AUDITORS' REPORT

We have verified the attached Consolidated Cash Flow Statement of M/s Paisalo Digital Limited (Formerly known as M/s S. E. Investments Limited ), and its subsidiary Nupur Finvest Pvt. Limited derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March 2019 and 31st March 2018 and found the same in agreement here with.

Place : New Delhi  
Date : 17 May, 2019

For and on behalf of the Board  
Sd/-

(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991

Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501

Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868

For **MUKESH KUMAR & CO.**  
Chartered Accountants  
Firm Reg. No. 002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

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# SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS ON CONSOLIDATED ACCOUNTS

## **A. PRINCIPLE OF CONSOLIDATION**

The Consolidated Financial Statements relate to **M/S PAISALO DIGITAL LIMITED (Formerly Known as M/S S. E. INVESTMENTS LIMITED)** (the Company) and its subsidiary M/s Nupur Finvest Private Limited. The Consolidated Financial Statements have been prepared on the following basis:

- a)** The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard (AS) 110- "Consolidated Financial Statements". The financials are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra- group transactions.
- b)** Investment in Associate Companies has been accounted under the equity method as per Ind AS "Accounting for Investments in Associates in Consolidated Financial Statements".
- c)** As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

## **B. INVESTMENTS OTHER THAN IN SUBSIDIARIES AND ASSOCIATES**

Investments other than in subsidiaries and associates have been accounted as per Accounting Standards "Accounting for Investments".

## **C. OTHER SIGNIFICANT ACCOUNTING POLICIES**

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

# NOTES FORMING INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

## Note : 1 Cash & Cash Equivalents

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Cash Balances	165.87	94.85
2	<b>Bank Balances</b>		
	Current a/c with Scheduled Banks (Subject to reconciliation)	1,141.37	168.76
	Cheques/ Drafts on Hands	-	-
3	<b>In Fixed Deposits - Unencumbered</b>		
	With Banks	0.07	0.06
	<b>Total</b>	<b>1,307.32</b>	<b>263.68</b>

## Note : 2 Bank Balances other than (a) above

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Bank Balances</b>		
	Current a/c with Scheduled Banks (Subject to reconciliation)	-	-
2	<b>In Fixed Deposits - Encumbered</b>		
	With Banks	98.14	883.42
	<b>Total</b>	<b>98.14</b>	<b>883.42</b>

## Note : 3 Derivative Financial Instruments (Assets)

(` in Lakhs)

Particulars	Current Year			Previous Year		
	Notional amounts	Fair Value Assets	Fair Value Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
<b>Part I</b>						
<b>(i) Currency Derivatives</b>						
—Spot and Forwards	-	-	-	-	-	-
—Currency Futures	-	-	-	-	-	-
—Currency Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Interest rate Derivatives</b>						
—Forward Rate Agreements and Interest Rate Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Futures	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-

Particulars	Current Year			Previous Year		
	Notional amounts	Fair Value Assets	Fair Value Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
(iii) Credit Derivatives	-	-	-	-	-	-
(iv) Equity linked Derivatives	-	-	-	-	-	-
(v) Other Derivatives (Please specify)	-	-	-	-	-	-
<b>Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)+ (V)</b>	-	-	-	-	-	-
<b>Part II</b>						
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:	-	-	-	-	-	-
<b>(i) Fair value hedging</b>	-	-	-	-	-	-
— Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Cash flow hedging</b>	-	-	-	-	-	-
—Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Net investment hedging</b>	-	-	-	-	-	-
<b>(iv) Undesignated Derivatives</b>	-	-	-	-	-	-
Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)''	-	-	-	-	-	-

**Note : 4 Receivables**

(` in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Trade Receivables</b>		
	—Overdue Installments : Considered Good - Secured	935.58	955.47
	—Overdue Installments : Considered Good - Unsecured	324.30	574.21
<b>2</b>	<b>Other Receivables</b>	-	-
	<b>Total</b>	<b>1,259.87</b>	<b>1,529.68</b>



## (in Lakhs)

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**Note : 6 Investments**

(` in Lakhs)

Investments	Current Year							Previous Year						
	At Fair Value							At Fair Value						
	Amortised cost	Through Other Comprehensive Income	Through Profit or Loss	Designated at fair value through profit or loss	Sub - Total	Others*	Total	Amortised cost	Through Other Comprehensive Income	Through Profit or Loss	Designated at fair value through profit or loss	Sub - Total	Others*	Total
	(1)	(2)	(3)	(4)	(5)=(2)+(3)+(4)	(6)	(7)=(1)+(5)+(6)	(8)	(9)	(10)	(11)	(12)=(9)+(10)+(11)	(13)	(14)=(8)+(12)+(13)
Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Government securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other approved securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Joint Ventures	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others (specify)	2,390.31	-	-	-	-	-	2,390.31	2,390.31	-	-	-	-	-	2,390.31
<b>Total (A)</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>
(i) Investments outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Investments in India	2,390.31	-	-	-	-	-	2,390.31	2,390.31	-	-	-	-	-	2,390.31
<b>Total (B)</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>
<b>Total (A) to tally with (B)</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total - Net D = (A) - (C)</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>	<b>2,390.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,390.31</b>

**Note : 7 Others Financial Assets**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Secured, Considered Good</b>		
	Security Deposit*	145.77	135.27
	Advances to Staff	2.48	5.80
	Advances for Services	37.07	23.35
	Prepaid Expenses	5.27	9.68
	GST/Service Tax Cenvat	167.68	86.46
<b>2</b>	Arbitration Awards/ Decree Recievable	15,735.86	12,621.68
	<b>Total</b>	<b>16,094.14</b>	<b>12,882.25</b>

\* Security Deposit amount consists of telephone/mobile security, electricity security, rent security.

**Note : 8 Current Tax Assets (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Advance Recoverable in cash or in kind or for value to be considered good</b>		
	Income Tax and TDS	6883.91	6323.87
	Provision for Taxation	(6,082.63)	(5,601.83)
	<b>Total</b>	<b>801.28</b>	<b>722.04</b>

**Note : 10 Other Non Financial Assets**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	Deferred Revenue Expenditure	582.23	968.20
<b>2</b>	Unexpired Expenses on Processing Fees charged by Bank	35.64	52.28
	<b>Total</b>	<b>617.87</b>	<b>1,020.48</b>

- Deferred Revenue Expenses are written off over a period of five years.

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	WDV as on 31.03.2019	WDV as on 31.03.2018
I	Tangible Assets									
1	Land	-	-	-	-	-	-	-	-	-
2	Building	539.71	-	-	539.71	21.72	11.51	33.23	506.48	517.99
3	Furniture & Fittings	131.42	16.90	-	148.32	98.04	6.18	104.22	44.10	33.38
4	Computer Peripheral	176.30	29.78	-	206.08	132.75	25.13	157.87	48.20	43.55
6	Vehicles	106.39	59.23	-	165.62	61.55	12.63	74.17	91.45	44.84
7	Equipments, Plant & Machinery	111.76	12.32	-	124.09	81.87	8.45	90.32	33.76	29.89
	SUB TOTAL (A)	1065.58	118.24	-	1183.82	395.93	63.89	459.82	724.00	669.65
II	Intangible Assets	-	-	-	-	-	-	-	-	-
1	Computer Software	286.13	238.76	-	524.89	284.25	20.18	304.43	220.46	1.88
	SUB TOTAL (B)	286.13	238.76	-	524.89	284.25	20.18	304.43	220.46	1.88
III	Capital Work-in-progress	-	-	-	-	-	-	-	-	-
	SUB TOTAL (C)	-	-	-	-	-	-	-	-	-
IV	Intangible Assets Under Development	-	-	-	-	-	-	-	-	-
	SUB TOTAL (D)	-	-	-	-	-	-	-	-	-
	Total [A+B+C+D] (Current Year)	1351.71	357.00	-	1708.71	680.17	84.07	764.25	944.46	671.53
	Total (Previous Year)	954.52	439.37	42.18	1351.71	640.78	44.47	680.17	671.53	313.74

**Note : 11 Derivative financial Instruments (Liabilities)**

(₹ in Lakhs)

Particulars	(Current Year)			Previous Year		
	Notional amounts	Fair Value Assets	Fair Value Liabilities	Notional amounts	Fair Value - Assets	Fair Value - Liabilities
<b>Part I</b>						
<b>(i) Currency Derivatives</b>						
—Spot and Forwards	-	-	-	-	-	-
—Currency Futures	-	-	-	-	-	-
—Currency Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Interest rate Derivatives</b>						
—Forward Rate Agreements and Interest Rate Swaps	-	-	-	-	-	-
—Options purchased	-	-	-	-	-	-
—Options sold (written)	-	-	-	-	-	-
—Futures	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Credit Derivatives</b>	-	-	-	-	-	-
<b>(iv) Equity linked Derivatives</b>	-	-	-	-	-	-
<b>(v) Other Derivatives (Please specify)</b>	-	-	-	-	-	-
Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)+ (V)	-	-	-	-	-	-
<b>Part II</b>						
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:	-	-	-	-	-	-
<b>(i) Fair value hedging</b>						
— Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (i)</b>	-	-	-	-	-	-
<b>(ii) Cash flow hedging</b>						
—Currency Derivatives	-	-	-	-	-	-
—Interest rate Derivatives	-	-	-	-	-	-
—Credit Derivatives	-	-	-	-	-	-
—Equity linked Derivatives	-	-	-	-	-	-
—Others	-	-	-	-	-	-
<b>Sub Total (ii)</b>	-	-	-	-	-	-
<b>(iii) Net investment hedging</b>	-	-	-	-	-	-
<b>(iv) Undesignated Derivatives</b>	-	-	-	-	-	-
<b>Total Derivative Financial Instruments (i)+(ii)+(iii)+(iv)</b>	-	-	-	-	-	-

**Note : 12 Payables**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>Trade Payables</b>		
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises		
	(a) Sundry Creditors for Services	14.47	2.90
	(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		
	(a) SBI Assignment Payable	2362.78	-
	(b) DJT Financial Services Payable	1180.14	-
	(c) Other Sundry Payables	252.01	151.09
<b>2</b>	<b>Other Payables</b>		
	(i) Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
	(ii) Total outstanding dues of creditors other than Micro enterprises and Small Enterprises		
	(a) Statutory Payables		
	Professional Tax Payable	0.05	0.09
	EPF Contribution Payable	6.39	7.08
	ESI Payable	1.65	4.20
	GST Payable	5.82	2.35
	TDS Payable	140.32	84.14
	LIC GSLI Payable	4.06	0.03
	(b) Expenses Payables	566.87	458.41
<b>3</b>	Other Receivables	-	-
	<b>Total</b>	<b>4,534.55</b>	<b>710.29</b>



**Note : 13 Debt Securities**

(` in Lakhs)

Particulars	Current Year				Current Year			
	At Amortised Cost	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At Fair Value Through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6)	(7)	(8) = (5)+(6)+(7)
Liability component of compound Financial Instruments	-	-	-	-	-	-	-	-
Others (Bonds/ Debentures etc.)*	12,300.00	-	-	12,300.00	12,300.00	-	-	12,300.00
<b>Total (A)</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>
Debt Securities in India	12,300.00	-	-	12,300.00	12,300.00	-	-	12,300.00
Debt Securities outside India	-	-	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>	<b>12,300.00</b>	<b>-</b>	<b>-</b>	<b>12,300.00</b>

**\*Details of Non Convertible Debentures**

(` in Lakhs)

Debt Series	Issued Date	Issued Amount	Rate of Interest	Interest Periodicity	Maturity Date	Maturity Amount	Current Year	Previous Year
Series-'PDL 1609'	Sept-2016	9,500.00	14.50%	Monthly	Sept-2021	9,500.00	Yes	Yes
Series-'PDL1802'	Jan-2018	2,800.00	12.00%	Monthly	Jan-2023	2,800.00	Yes	Yes

**Note : 14 Borrowings (Other than Debt Securities)**

(` in Lakhs)

Particulars	Current Year				Previous Year			
	At Amortised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(1)	(2)	(3)	(4) = (1)+(2)+(3)
(a) Term loans:								
(i) From banks	2,738.84	-	-	2,738.84	3,941.70	-	-	3,941.70
(ii) From other parties	5,637.73	-	-	5,637.73	6,984.16	-	-	6,984.16
(b) Deferred payment liabilities	-	-	-	-	-	-	-	-
(c) Loans from related parties	33.00	-	-	33.00	-	-	-	-
(d) Finance lease obligations	-	-	-	-	-	-	-	-
(e) Liability component of compound financial instruments	-	-	-	-	-	-	-	-
(f) Loans repayable on demand:								
(i) from banks	81,549.26	-	-	81,549.26	82,340.51	-	-	82,340.51
(ii) from other parties	5,309.82	-	-	5,309.82	2,285.68	-	-	2,286
(g) Other loans (specify nature)	-	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>95,268.65</b>	-	-	<b>95,268.65</b>	<b>95,552.05</b>	-	-	<b>95,552.05</b>
Borrowings in India	95,268.65	-	-	95,268.65	82,340.51	-	-	82,340.51
Borrowings outside India	-	-	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>95,268.65</b>	-	-	<b>95,268.65</b>	<b>95,552.05</b>	-	-	<b>95,552.05</b>

**Note : 15 Deposits**

(` in Lakhs)

	Current Year			Previous Year		
	At Amortised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value through profit or loss
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6) (7)
<b>Deposits</b>						
(i) Public Deposits	-	-	-	-	-	-
(ii) Form Banks	-	-	-	-	-	-
(iii) From Others	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

**Note : 16 Subordinated Liabilities**

(` in Lakhs)

Particulars	Current Year			Previous Year		
	At Amortised Cost	At fair value through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value through profit or loss
	(1)	(2)	(3)	(4) = (1)+(2)+(3)	(5)	(6) (7)
Perpetual Debt Instruments to the extent that do not qualify as equity	-	-	-	-	-	-
Preference Shares other than those that qualify as Equity	-	-	-	-	-	-
Others (Non-Convertible Debentures*)	8,100.00	-	-	8,100.00	-	-
<b>Total (A)</b>	<b>8,100.00</b>	-	-	<b>8,100.00</b>	-	-
Subordinated Liabilities in India	8,100.00	-	-	8,100.00	-	-
Subordinated Liabilities outside India	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>8,100.00</b>	-	-	<b>8,100.00</b>	-	-

**\* Details of Non-Convertible Debentures**

Debenture Series	Issued Date	Issued Amount	Rate of Interest	Interest Periodicity	Maturity Date	Maturity Amount	Current Year	Previous Year
Series-'PDL 1808'	Aug-2018	8,100.00	14.00%	Monthly	Aug-2024	8,100.00	Yes	Nil

**Note : 17 Others Financial Liabilities**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Debt Service Repayment A/c	13,272.11	19,699.53
2	Arbitration Awards/ Decree Recievables	15,735.86	12,621.68
	<b>Total</b>	<b>29,007.97</b>	<b>32,321.20</b>

**Note : 18 Current Tax Liabilities (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Advance Recoverable in Cash or in kind or for value to be considered good</b>		
	Income Tax and TDS	-	-
	Provision for Taxation	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

**Note : 19 Provisions**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Provision for Standard Assets	782.78	757.87
2	Provision for Proposed Dividend on Equity Shares and Tax there on	488.97	488.18
	<b>Total</b>	<b>1,271.75</b>	<b>1,246.04</b>

**Note : 20 Deferred Tax Liabilities (Net)**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Opening Balance	<b>360.14</b>	<b>353.08</b>
	Tax on Timing difference on Property, Plant and Equipments	45.91	25.91
	Tax on Timing difference on Deferred Revenue Expenditures	203.45	335.07
	Tax on Timing difference on Unearned Processing Fees	(190.33)	-
	Tax on Timing difference on Unexpired Expenses	11.90	-
2	Total Deferred Tax Liability	70.93	360.14
	Provision for Deferred Tax required for the year (2-1)	(289.21)	6.80
	<b>Total</b>	<b>70.93</b>	<b>360.14</b>

**Note : 21 Others Non Financial Liabilities**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Unearned Income of Processing Fees	544.67	387.52
	<b>Total</b>	<b>544.67</b>	<b>387.52</b>

**Note : 22 Share Capital**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
<b>1</b>	<b>AUTHORIZED CAPITAL</b>		
	1200,00,000 Equity Shares of Rs. 10 per share	12,000.00	12,000.00
	50,00,000 Preference Shares of Rs. 10 each	500.00	500.00
		<b>12,500.00</b>	<b>12,500.00</b>
<b>2</b>	<b>ISSUED, SUBSCRIBED CAPITAL</b>		
	405,72,500 Equity Shares of Rs. 10 per Share fully paid up	4,057.25	4,057.25
		<b>4,057.25</b>	<b>4,057.25</b>
<b>3</b>	<b>PAID UP CAPITAL</b>		
	405,60,000 Equity Shares of Rs. 10 per Share fully paid up	4,056.00	4,056.00
	Add: Share Forfeited a/c	0.63	0.63
	(Amount originally Paid up @ Rs 5 each on 12,500 Equity Shares of Rs. 10 each)		
	<b>Total</b>	<b>4,056.63</b>	<b>4,056.63</b>

**More than 5% shares:**

Mr. Sunil Agarwal holds 3269940 equity shares (8.06%) [Previous year 3162440 equity shares (7.80%)]

M/s Bhavya Electronics and Networks Pvt Ltd holds 2914223 equity shares (7.19%) [Previous year 2914223 equity shares (7.19%)]

**Statement of Changes in Equity for the period ending on 31-03-2019**

Particulars	Current Year	Previous Year
<b>Balance at the beginning of the reporting period</b>	<b>Changes in equity share capital during the year</b>	<b>Balance at the end of the reporting period</b>
40,56,62,500	-	40,56,62,500

### Note : 23 Other Equity

(` in Lakhs)

Particulars	"Share Application money pending Allotment"	Equity component of Financial Instruments	Statutory Reserves - RBI Reserve Fund	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Capital Redemption Reserve	Revaluation Reserve	Equity portion of Cash Flow Hedges	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (Specify nature)	Money received against Share Warrants	Total
Balance at the beginning of the reporting period	-	-	10,772.39	2,415.21	14,649.91	29,022.94	125.89	250.00	381.28	-	-	-	-	-	-	57,617.62
Changes in accounting policy (deferment of Income)	-	-	-	-	-	(335.24)	-	-	-	-	-	-	-	30.98	-	(304.27)
Restated Balances at the beginning of the reporting period	-	-	10,772.39	2,415.21	14,649.91	28,687.70	125.89	250.00	381.28	-	-	-	-	30.98	-	57,313.36
Total Comprehensive Income for the year	-	-	-	-	-	-	5,638.34	-	-	-	-	-	-	-	-	5,638.34
Proposed Dividends	-	-	-	-	-	-	(488.97)	-	(908)	-	-	-	-	-	-	(488.97)
Depreciation on Revaluation Amount	-	-	-	-	-	-	9.08	-	-	-	-	-	-	-	-	-
Income Tax Impact due to IND AS on Processing Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	(30.98)	-	(30.98)
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	3,900.00	(3,900.00)	-	-	-	-	-	-	-	-	-
Transfer to Statutory Reserve Fund	-	-	1,143.42	-	-	-	(1,143.42)	-	-	-	-	-	-	-	-	-
Provision on Standard Assets	-	-	-	-	-	-	(24.91)	-	-	-	-	-	-	-	-	(24.91)
Expenditure on Corporate Social Responsibility	-	-	-	-	-	-	(51.00)	-	-	-	-	-	-	-	-	(51.00)
Balance at the end of the reporting period	-	-	11,915.81	2,415.21	14,649.91	32,587.70	165.02	250.00	372.20	-	-	-	-	-	-	62,355.85

### Note : 24 Interest Income

(` in Lakhs)

Particulars	Current Year			Previous Year		
	On Financial Assets measured at Fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at Fair value through profit for loss	On Financial Assets measured at Fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at Fair value through profit for loss
Interest on Loans	-	36,053.22	-	-	30,309.40	-
Interest Income from Investments	-	-	-	-	-	-
Interest on Deposits with Banks	-	6.76	-	-	3.99	-
Other Interest Income	-	-	-	-	-	-
<b>Total</b>	-	<b>36,059.98</b>	-	-	<b>30,313.40</b>	-



**Note : 25 Net Gain/(Loss) on fair value changes**

(₹ in Lakhs)

Particulars	Current Year	Previous Year
<b>(A) Net gain/ (loss) on Financial Instruments at Fair value through profit or loss</b>		
(i) On trading portfolio:		
—Investments	-	-
—Derivatives	-	-
—Others	-	-
(ii) On Financial Instruments designated at fair value through profit or loss	-	-
<b>(B) Others</b>		
(i) Total Net gain/(loss) on fair value changes (c)	-	-
(ii) Fair Value changes:		
—Realised	-	-
—Unrealised	-	-
<b>Total Net Gain/(Loss) on Fair value changes (D) to tally with (C)</b>	-	-

**Note : 26 Other Income**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Net gain/(loss) on ineffective portion of hedges	-	-
2	Net gain/(loss) on derecognition of property, plant and equipment	-	-
3	Net gain or loss on foreign currency transaction and translation (other than considered as finance cost)		
4	Others	-	-
	<b>Total</b>	-	-

**Note : 27 Finance Cost**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year		Previous Year	
		On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost
1	Interest on Deposits	-	-	-	-
2	Interest on Borrowings	-	11,945.99	-	9,821.44
3	Interest on Debt Securities	-	1,713.50	-	1,411.56
4	Interest on Subordinated Liabilities	-	726.96	-	-
5	Other Interest expense/ Bank Charges	-	524.78	-	519.24
	<b>Total</b>	-	<b>14,911.23</b>	-	<b>11,752.25</b>

**Note : 28 Impairment on Financial Instruments**

(₹ in Lakhs)

Particulars	Current Year		Previous Year	
	On Financial instruments measured at Fair value through OCI	On Financial instruments measured at Amortised Cost	On Financial instruments measured at Fair value through OCI	On Financial instruments measured at Amortised Cost
Bad Debts Written Off on Loans	-	5,212.85	-	4,084.03
Provision for NPA	-	39.23	-	39.04
Investments	-	-	-	-
Others (to be specified)	-	-	-	-
<b>Total</b>	-	<b>5,252.09</b>	-	<b>4,123.07</b>

**Note : 29 Employees Benefit Expenses**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Salaries and Wages to Employess	2,078.47	1,393.82
2	Directors Salaries & Allowances	578.63	298.26
3	Contribution to Provident and other funds	74.52	55.41
4	Share Based Payments to employees	-	-
5	Staff welfare expenses	38.19	30.04
	<b>Total</b>	<b>2,769.81</b>	<b>1,777.53</b>

- No remuneration has been paid to Directors except remuneration to Managing Director and Executive Directors. The remuneration paid to Managing Director and Executive Directors during the F.Y. 2018-19 is Rs. 5,78,63,200 (last year Rs 2,98,26,322) which is within the limit as specified u/s 197 read with Schedule V of the Companies Act, 2013.

**Note : 30 Depreciation & Amortised Cost**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Depreciation	84.07	44.47
2	Deffered Revenue Exp. w/o*	385.97	512.16
	<b>Total</b>	<b>470.04</b>	<b>556.63</b>

\*Deferred Expenses written off over a period of five years

**Note : 31 Other Expenses**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	Car & Scooter Expenses	308.49	266.77
2	Travelling Expenses	635.45	489.85
3	Repair & Maintenance	63.46	112.17
4	Insurance Expenses	18.00	11.75
5	Electricity & Water Expenses	57.22	52.99
6	Rates & Taxes	0.19	0.80
7	Legal Expenses & Professional Fees	483.91	345.88
8	Printing & Stationery Expenses	266.89	208.20
9	Postage & Telephone Expenses	98.36	139.43
10	Auditors Remuneration	56.71	49.63
11	Rent	154.81	95.86
12	Rebate & Remission	1.64	101.64
13	Advertisement & Business Promotion Expenses	1670.99	1576.43
14	Recovery Expenses	44.68	78.17
15	Office and General Expenses	288.92	375.76
16	Loss/(Profit on sale of Assets/Investments)	-	(450.38)
17	Directors Sitting Fees & Expenses	16.62	5.72
	<b>Total</b>	<b>4166.34</b>	<b>3460.65</b>

**Note : 32 Reconciliation of Profits Computed under IND GAAP with IND AS**

(₹ in Lakhs)

Sr. No.	Particulars	Current Year	Previous Year
1	<b>Profit After Tax as per IND AS</b>	<b>8490.47</b>	<b>5774.99</b>
	<b>ADD:</b>		
	Processing Fees income received during the year allocated over the tenure of the loan.	438.64	313.23
	<b>LESS:</b>		
	Processing Fees given during the year carry forward to Next years being allocated over the tenure of the loan.	12.89	49.99
	<b>LESS:</b>		
	Processing Fees income received in previous years being allocated over the tenure of the loan.	281.49	191.09
	<b>ADD:</b>		
	Processing Fees given in previous years being allocated over the tenure of the loan.	27.24	15.72
2	<b>Net effect of Income deferred</b>	<b>171.50</b>	<b>87.87</b>
	<b>LESS:</b>		
	Consequential effect of Income Tax on the above	59.93	30.98
	<b>Profit After Tax as per IND GAAP</b>	<b>8,602.04</b>	<b>5,831.87</b>

**33. Remuneration to Auditors:**

(₹ In Lakhs)

	2018-19	2017-18
For Statutory Audit	3.30	3.30
For Tax Audit	1.20	1.15
For Certification work/other services	52.21	45.18
<b>Total</b>	<b>56.71</b>	<b>49.63</b>

**34. Earning per Share:**

(₹ In Lakhs)

	2018-19	2017-18
Net profit for the year (After Tax)	5638.34	6156.27
Proposed Preference shares dividend and tax thereon	—	—
No. of Equity Shares (Weighted)	405.60	405.60
Basic and diluted Earning per share	13.90	15.18

**35.** Figures for the previous year have been regrouped/rearranged/reclassified and restated in compliance with the IND AS wherever considered necessary.

**36. The company has given corporate guarantee for the loans taken by its wholly owned subsidiary Company from the following Bank's / FI's / NBFCs:**

(₹ In Lakhs)

Name of Bank / Financial Institution	Amount
State Bank of India Term Loan	1817.20
State Bank of India CC	3000.00
Karnataka Bank Ltd CC	2000.00
Bank of Baroda CC	2500.00
AU Small Finance Bank Ltd	921.64
Reliance Capital Limited	923.92
Tourism Finance Corporation of India Ltd	1795.14
Nabsamruddhi Finance Limited	1791.67
Tata Capital Financial Service Ltd.	1127.00
<b>Total</b>	<b>15876.57</b>

### 37. Disclosure of Related party transactions:

Refer note no. 37 (A, B & C) of Paisalo Digital Limited Notes on Accounts

#### D. Disclosures required for Related party transactions

(` In Lakhs)

Name of Party	Nature	Amount	Amount Receivable/ (Payable)
Mr. Sunil Agarwal	Remuneration to Director	518.40	(72.00)
Mr. Harish Singh	Remuneration to Director	24.23	(1.64)
Mr. Anoop Krishnan	Remuneration to Director	36.00	(2.22)
Mr. Sunil Agarwal	Loan Received	488.00	(33.00)
Mr. Sunil Agarwal	Loan Repaid	455.00	—
Mrs. Raj Agarwal	Rent	9.00	(0.68)
M/s Agarwal Meadows Pvt Ltd	Rent	1.20	—
Mr. Shantanu Agarwal	Salary	18.00	(6.30)
Mr. Harish Singh	Interest Expenses (on NCD)	14.50	—
Mr. Pranav Chauhan	Interest Expenses (on NCD)	14.50	—
M/s Spaak Super Tech Pvt Ltd	Expenses	21.54	—

#### Notes:

- Related party relationship is as identified by the Company on the basis of information available with them and accepted by the auditors as correct.
- No amount has been written off or written back during the year in respect of debt due from or to related parties.
- Company has entered into transactions with certain parties as listed above during the year under consideration. Full disclosures have been made and the Board considers such transactions to be in normal course of business and at rates agreed between the parties.
- The key management personnel and their relatives have given personal guarantees and collaterals for loans raised by the Company but Company has not provided any guarantee to these persons nor paid any consideration for furnishing such guarantees.

### 38. Term Loan facility:

The Company has taken following Term Loans which are fully secured by first charge on hypothecation of Book debts, personal guarantees of Directors and Corporate guarantee of its Holding Company, the details are as under.

(` In Lacs)

Name of Financial Institutions	Date of Sanction	Sanctioned Amount	Rate of Interest	Terms of repayment	Maturity Date	Outstanding
Reliance Capital Ltd.	27 <sup>th</sup> January 2017	1,800.00	13.50%	24 monthly installments	Feb 2019	—
Reliance Capital Ltd.	31 <sup>st</sup> January 2017	930.00	14.25%	17 monthly installments	Jul 2018	—
Reliance Capital Ltd.	23 <sup>rd</sup> October 2017	2,763.78	12.50%	24 monthly installments	Nov 2019	923.92
State Bank of India	15 <sup>th</sup> July 2017	2,000.00	11.00%	16 Quarterly installments	Jan 2022	1817.20
Tourism Finance Corporation of India	28 <sup>th</sup> September 2017	2,385.00	12.00%	17 Quarterly installments	Mar 2022	1795.14
Nabsamruddhi Finance Ltd.	30 <sup>th</sup> November 2017	1,500.00	12.50%	12 Quarterly installments	Dec 2020	875.00

AU Small Finance Bank Ltd.	20 <sup>th</sup> January 2018	2,000.00	12.50%	24 Monthly installments	Feb 2020	921.64
Tata Capital Financial Services Ltd	11 <sup>th</sup> September 2018	1,500.00	11.75%	24 Quarterly installments	Sep 2020	1127.00
Nabsamruddhi Finance Ltd.	31 <sup>st</sup> December 2018	1,000.00	13.50%	12 Quarterly installments	Dec 2021	916.67
<b>Total</b>		<b>15,878.78</b>				<b>8376.57</b>

### 39. Working Capital Borrowings:

The Company has availed working capital facility from Karnataka Bank Ltd. and State Bank of India, Delhi. This facility is secured by hypothecation of books debts / receivables, equitable mortgage on office premises & Residential building belonging to the guarantors, personal guarantee of Directors and Corporate guarantee of its Holding Company and one other company who have stood as guarantor.

(` In Lacs)

S. No.	Name of Bank	Sanctioned Amount	Date of Sanction	Rate of Interest	Outstanding
1	Karnataka Bank Ltd.	2000.00	28 <sup>th</sup> December, 2015	Base Rate+2%	2000.97
2	State Bank of India	3000.00	15 <sup>th</sup> July 2017	MCLR+1.75%	2868.47
3	Bank of Baroda	2500.00	5 <sup>th</sup> April 2018	MCLR+3.25%	2494.17
<b>Total</b>		<b>7500.00</b>			<b>7363.61</b>

For other details of facilities and loans refer note no. 38 of Paisalo Digital Ltd. notes on accounts.

### 40. Additional information as required in respect of Consolidated Financial Statements:

(` In Lacs)

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
1	2	3	4	5
<b>Total Consolidated</b>	100	66,412.47	100	5,638.35
<b>Holding Co. :</b>				
Paisalo Digital Limited	92.16	61,204.93	98.78	5,569.75
		(Note 1)		(Note 2)
<b>Subsidiaries-Wholly Owned :</b>				
Nupur Finvest Pvt. Limited	7.84	5,207.54	1.22	68.60

Paisalo Digital Limited not holding any foreign subsidiary company / joint Venture

**Note 1.** Net of Investment in Subsidiary Company

**Note 2.** Net of Income from Subsidiary Company



# FORM NO. AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures:

## Part "A" : Subsidiaries

(` in Lakhs)

1	Name of Subsidiary	M/s Nupur Finvest Pvt. Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same i.e. April 1, 2018 to March 31, 2019
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4	Share Capital	536.95
5	Reserves	4,670.59
6	Total Assets	26,592.09
7	Total Liabilities	26,592.09
8	Investments	—
9	Turnover	4,393.50
10	Profit before Taxation	127.85
11	Provision for Taxation	59.27
12	Profit after Taxation	68.58
13	Proposed Dividend (excluding dividend distribution tax)	107.39
14	% of shareholding	100%

Name of subsidiaries which are yet to commence operation : NA

Names of subsidiaries which have been liquidated or sold during the year : NA

Part "B" : Associates and Joint Venture : NIL

Notes referred to above form an integral  
Part of the Financial Statements  
As per our Report of even date attached

For and on behalf of the Board

For MUKESH KUMAR & CO.  
Chartered Accountants  
Firm Reg. No.002040C

Sd/-  
(CA. MUKESH KUMAR)  
Proprietor  
Membership No. 070471

Place : New Delhi  
Date: 17th May, 2019

Sd/-  
(SUNIL AGARWAL)  
Managing Director  
DIN : 00006991

Sd/-  
(HARISH SINGH)  
Executive Director  
DIN : 00039501

Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No. : F7868

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# NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

# NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Paisalo Digital Limited will be held on Saturday, August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Santhnagar, Main Road, East of Kailash, New Delhi - 110065 to transact the following business(s):

## ORDINARY BUSINESS:

1. To adopt Financial Statements together with the Board's and Auditors' Reports thereon for the financial year ended March 31, 2019

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Board's and Auditors' Reports thereon.

2. To appoint Director

To appoint a Director in place of Mr. Anoop Krishna (DIN: 08068261), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To declare dividend on fully paid-up Equity Shares for financial year 2018-19

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** for the financial year 2018-19, dividend of 10% (i.e. Re. 1 on every Equity share of ₹ 10/- each) on fully paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared."

## SPECIAL BUSINESS:

4. To re-appoint Mr. Naresh Kumar Jain as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 17, 2019 and pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Jain (DIN: 01281538), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received in the prescribed manner, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from August 13, 2019 to August 13, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to provisions of Section 180(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), to raise or borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the paid up share capital, free reserves and securities premium of the Company not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed a sum of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to provisions of Section 180(l)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder [including any statutory modification(s) or re-enactment (s) thereof for the time being in force], consent of Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), to create/ renew such mortgages, charge(s), hypothecation(s) and floating charges, including existing mortgages, charges and hypothecation created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or the issue of rupee/foreign currency convertible bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said Loans, shall not at any time exceed an amount of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

7. To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

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 all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended up to date, and other applicable SEBI regulations, circulars and guidelines and subject to rules, regulations, guidelines, notifications and circulars, if any, issued in this regard by the Reserve Bank of India under the Reserve Bank of India Act, 1934 and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches secured or unsecured, redeemable, Non-Convertible Debentures (“Debentures”) including but not limited to Subordinated/ Senior, Rated/ Unrated, Listed/ Unlisted, Debentures, Bonds, and/or other debt securities, etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding ` 3600 Crores (Rupees Three Thousand Six Hundred Crores) on such terms and conditions and at such times as may be decided by the Board to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of Debentures and other debt securities etc. shall not exceed the overall amount of borrowing of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores) as may be approved by the Members under the provisions of section 180 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of Debenture / Bonds as aforesaid.”

8. To approve upward revision in the remuneration of Mr. Sunil Agarwal as Managing Director of the Company  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** in partial modification of the Resolution passed in this regard by the Members of the Company at 26th Annual General Meeting held on September 29, 2018 and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and in pursuance to the provisions of Articles of Association of the Company and pursuant to the recommendation/approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Sunil Agarwal, Managing Director of the Company, by way of addition of rent free furnished/unfurnished accommodation, or any other benefit or amenity in respect of such accommodation for an amount not exceeding to ` 3,80,000/- p.m. w.e.f. November 15, 2018 till the remainder of his current tenure as Managing Director of the Company. Other than this upward revision in the remuneration of Managing Director all the existing terms and conditions of his appointment existing presently shall remain in force.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit during the currency of his tenure as Managing Director of the Company, he shall be entitled to the remuneration as provided herein above and

in the Resolution passed in this regard by the Members of the Company at 26th Annual General Meeting held on September 29, 2018.

**RESOLVED FURTHER THAT** subject to the overall limit specified under the Companies Act, 2013 and rules framed there under, the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sunil Agarwal, Managing Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**Place : New Delhi**  
**Date : May 17, 2019**

**By Order of the Board of Directors**  
**For Paisalo Digital Limited**

**Sd/-**  
**(MANENDRA SINGH)**  
**Company Secretary**  
**Membership No.: F 7868**



# NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' written notice is given to the Company.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, forms part of this Notice.
4. Brief details of the Director who is seeking appointment/re-appointment are annexed hereto as per requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015.
5. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Sunday August 4, 2019 to Saturday, August 10, 2019, both days inclusive.
6. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the Annual General Meeting, will be made to:
  - a) all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Saturday, August 3, 2019; and
  - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent on or before the closing hours on Saturday, August 3, 2019.
7. As per the SEBI (LODR) Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the Members. Accordingly, dividend, if declared, will be paid through electronic mode, where the Bank Account details of the Members required for this purpose are available. Where dividend payments are made through electronic mode, intimations regarding such remittance will be sent separately to the Members. In case where the dividend cannot be paid through electronic mode, the same will be paid by account payee/not negotiable instruments/warrants with Bank Account details printed thereon. In case of non-availability of Bank Account details, address of the members will be printed on such payment instruments.  
  
For enabling the payment of dividend through electronic mode, Members holding shares in physical form are requested to furnish, on or before Saturday, August 3, 2019, updated particulars of their Bank Account, to Company/ Registrar and Share Transfer Agent (RTA) of the Company along with a photocopy of a cancelled cheque of the Bank Account and self-attested copy of Permanent Account Number (PAN) card. Beneficial Owners holding shares in electronic form are requested to furnish their Bank Account details to their respective Depository Participants and make sure that such changes are recorded by them correctly on or before Saturday, August 3, 2019. The request for updating particulars of Bank Account should be signed as per the specimen signature registered with Company/Depository Participants, as the case may be.
8. To avoid fraudulent transactions, the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of Members holding shares in physical form is verified as per the records of Company/RTA of the Company. Members are requested to keep the same updated.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA of the Company
10. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those Members who have registered their email ids with their respective Depository Participants or with the RTA of the Company.
11. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Auditors' Report and Board's Report are also available on the website of the Company [www.paisalo.in](http://www.paisalo.in).
12. To receive shareholders' communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register/update their email address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their email address with RTA of the Company on [ramap@alankit.com](mailto:ramap@alankit.com).
13. With a view to help us serve the Members better, those Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.
14. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
15. Documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
16. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contact or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
17. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may please contact their respective Depository Participants.
18. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the financial year 2011-12 remaining unclaimed for a period of seven years shall become due for transfer in October, 2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends/shares in respect of the financial years from 2011-12 onwards are requested to approach the Company for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
19. Corporate Members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the Annual General Meeting.
20. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.
21. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
22. Voting through electronic means –  
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Man-

agement and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Wednesday, August 7, 2019 (9:00 A.M) and ends Friday, August 9, 2019 (5:00 P.M). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, August 3, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

The instructions for e-voting are as follows:

The procedure to login to NSDL e-Voting website consists of "Two Steps" as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below :

Sr. No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
iii	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

- e) Your password details are given below:
    - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
    - iii. How to retrieve your 'initial password'?
      - 1) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e 'PAISALO e- voting.pdf' file. The password to open the ' PAISALO e- voting.pdf' file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The ' PAISALO e voting.pdf' file contains your 'User ID' and your 'initial password'.
      - 2) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - h) Now, you will have to click on "Login" button.
    - i) After you click on the "Login" button, Home page of e-Voting will open.
- B. Details on Step 2 is given below:
- How to cast your vote electronically on NSDL e-Voting system?
- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - c) Select "EVEN" of company for which you wish to cast your vote.
  - d) Now you are ready for e-Voting as the Voting page opens.
  - e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - f) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### C. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer.paisalo@gmail.com](mailto:scrutinizer.paisalo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut off date i.e. Saturday, August 3, 2019. Voting rights in the e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
  - e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
23. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, August 3, 2019.
  24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, August 3, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company's Registrar and Transfer Agent, M/s Alankit Assingments Limited.
  25. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  26. The Board of Directors has appointed Mr. Satish Kumar Jadon, Practising Company Secretary (FCS No. 9512) as the Scrutiniser for the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
  27. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 3 (three) days from the conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Company, who shall countersign the same.
  28. The results declared along with the Scrutiniser's report shall be placed on the Company's website [www.paisalo.in](http://www.paisalo.in) and on the website of NSDL <https://evoting.nsdl.co.in> and shall also be communicated to the Stock Exchanges. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Saturday, August 10, 2019.
  29. Route map for directions to the venue of the 27th Annual General Meeting is annexed herewith as part of this Notice.

# DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 27<sup>TH</sup> AGM

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)

<b>Name of Director Seeking appointment-reappointment</b>	Mr. Naresh Kumar Jain	Mr. Anoop Krishna												
<b>DIN</b>	01281538	08068261												
<b>Date of Birth</b>	January 01, 1953	January 01, 1958												
<b>Age in years</b>	Aged about 66 years	Aged about 61 years												
<b>Date of Appointment (Reappointment)</b>	August 14, 2014   (August 14, 2019)	February 23, 2018												
<b>Qualifications</b>	B Sc., LL.B., FCS, DCL, FCPS	Bachelor's degree in Science												
<b>Designation (at which appointment to be made)</b>	Non-Executive Independent Director	Executive Director												
<b>Expertise in specific functional area</b>	He has experience over 40 years in the areas of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance. He is well-versed with the provisions of Companies Act, SEBI Regulations, FEMA, NBFC and other statutory laws.	He has a rich experience of more than three decades of Banking Industry. He got amply rewarded and got several promotions and key assignments across the country. During his tenure as Head of Corporate Accounts Group for Delhi, he successfully handled a large business portfolio of more than Rs 60,000 Crs, which is larger than the Corporate Credit portfolio of some smaller Banks.												
<b>List of outside Directorship</b>	<ul style="list-style-type: none"> <li>Optimus Infracom Limited</li> <li>Global Finserve LLP</li> </ul>	<ul style="list-style-type: none"> <li>Prabhat Dairy Limited</li> <li>Cheese Land Agro (India) Private Limited</li> <li>Shyam Metalics and Energy Limited</li> </ul>												
<b>No. of shares held in the Company</b>	NIL	NIL												
<b>Chairman/ Member of the Committees of the Board across all other public Companies of which he/she is a Director as on the date of this Notice</b>	<table border="1"> <tr> <td>Optimus Infracom Limited</td><td>Audit Committee</td><td>Member</td></tr> <tr> <td>Optimus Infracom Limited</td><td>CSR Committee</td><td>Chairman</td></tr> <tr> <td>Optimus Infracom Limited</td><td>Nomination &amp; Remuneration Committee</td><td>Member</td></tr> </table>	Optimus Infracom Limited	Audit Committee	Member	Optimus Infracom Limited	CSR Committee	Chairman	Optimus Infracom Limited	Nomination & Remuneration Committee	Member	<table border="1"> <tr> <td>Prabhat Dairy Limited</td><td>Audit Committee</td><td>Chairman</td></tr> </table>	Prabhat Dairy Limited	Audit Committee	Chairman
Optimus Infracom Limited	Audit Committee	Member												
Optimus Infracom Limited	CSR Committee	Chairman												
Optimus Infracom Limited	Nomination & Remuneration Committee	Member												
Prabhat Dairy Limited	Audit Committee	Chairman												
<b>No. of Board Meetings attended during the year 2018-19 out of five board meeting held</b>	Five	Four												
<b>Relationship with Other Directors</b>	No Relationship	No Relationship												
<b>Remuneration paid during the year 2018-19 (not including sitting fees paid to non-executive directors)</b>	NIL	~ 36 Lakhs												



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to Item No. 4 to 8:

### Item No. 4

Mr. Naresh Kumar Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on August 14, 2014 as Non Executive Independent Director. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr Jain, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from August 14, 2019 upto August 13, 2024. Mr Jain is a science graduate and has completed his law degree from Delhi University in 1974. He is a fellow member of the Institute of Company Secretaries of India and an honorary fellow member of The Institute of Certified Public Secretaries – Kenya. He has an experience of over 40 years in the field of Legal Compliances, Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance including more than 29 years of managerial experience in senior positions. He retired as the Secretary and CEO of The Institute of Company Secretaries of India. Under his leadership, the Institute recorded outstanding growth and development on all fronts. Mr. Jain has attended a week long Board Leadership Programme, South Asia, organised by Global Corporate Governance Forum, IFC, World Bank Group in Washington, DC and was a faculty in “Train the Trainer-Corporate Governance Board Leadership Programme” organised by Global Corporate Governance Forum, IFC, World Bank Group, Washington, DC in Mumbai and New Delhi. He has a widely travelled and has addressed various national and international seminars, conferences and workshops on diverse issues including Corporate Governance organised by OECD, GCGF, INSOL International, Indo-UK Task Force on Corporate Affairs, ICGN, IFCS, CSIA, Cass Business School, London, CMDA, etc. He has also authored several articles which have been published in various national economic newspapers, journals and professional magazines. He has been a member of various high powered committees and groups of apex industry associations, government and regulatory bodies, academic institutions, international associations including the Ministry of Corporate Affairs, Planning Commission, SEBI, National Foundation for Corporate Governance, IGONU, IFCS, CSIA, etc. Presently he is a member of ASSOCHAM National Council for Corporate Affairs & CSR, a Partner of Global FinServe LLP, an Independent Director and a regular faculty in seminars/conferences/ workshops organised by DPE, IICA, ASSOCHAM, IOD, IICA, ICSI, ICAI, ICWAI etc. Mr Jain is presently a Corporate Advisor and Trainer for Board leadership teams on diverse subjects with focus on Corporate Governance, Board's roles, responsibilities and liabilities, corporate compliance management, Sustainability etc.

In the opinion of the Board, Mr. Jain fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his re-appointment as a Non-Executive Independent Director of the Company. Copy of the draft letter for appointment of Mr. Jain as a Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jain as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Jain as an Independent Director for another term of five consecutive years with effect from August 14, 2019 to August 13, 2024, for the approval by the Members of the Company.

Brief details about Mr. Jain is annexed with the accompanying notice containing details of Directors Seeking Appointment /Re-Appointment at the 27th Annual General Meeting.

Except Mr. Naresh Kumar Jain being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

#### **Item No. 5**

Being a Non-Banking Finance Company, it requires more funds for smooth and consistent business operations. Accordingly to access funds at most competitive rate(s) from various sources and forms including but not limited to term loan(s), working capital facilities, debt securities, inter corporate deposit(s) as may be allowable to the Company. In this regard, it is, therefore proposed to fix the limit of Board of Directors to borrow money for the Company's business over and above the paid-up share capital, free reserves and securities premium of the Company.

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Accordingly, the consent of the Members by way of Special Resolution under Section 180 (1) (c) of Companies Act, 2013 is sought for authorizing the Board of Directors of the Company to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company, its free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose) but not exceeding an amount of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

#### **Item No. 6**

According to the provisions of Section 180 (1) (a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the Shareholders obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the shareholders by way of Special Resolution under Section 180(1)(a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 6 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting.

#### **Item No. 7**

In order to augment resources for business operation of the Company, it may invite subscription for secured/unsecured Non-Convertible Debentures (NCDs), in one or more series /tranches on Private Placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of interest rate/effective yield determined, based on market conditions prevailing at the time of the issue.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe

securities has been previously approved by the Members of the Company by a Special Resolution for each of the Offers or Invitations. However, pursuant to second proviso of said rule 14 (2) an offer or invitation for non-convertible debentures previous special resolution only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant Rules made there under, and subject to other relevant rules, regulation, guidelines, and directions issued by Reserve Bank of India and Securities and Exchange Board of India the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debentures 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.7, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 7 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting.

### **Item No. 8**

Mr. Sunil Agarwal, was reappointed as Managing Director of the Company by the Board of the Company at its meeting held on January 30, 2018 for a period of 5 years with effect from February 20, 2018. The same was subsequently approved by the Members at the 26th Annual General Meeting held on September 29, 2018.

Further, considering the contribution of Mr. Sunil Agarwal, as per the recommendation of the Nomination and Remuneration Committee, the Board of the Company at its meeting held on October 29, 2018 approved the revision in the remuneration of the Mr. Sunil Agarwal for his remaining tenure as Managing Director of the Company effective from November 15, 2018.

Accordingly, pursuant to provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Sunil Agarwal as set out in the item no. 8 is recommended by the Board of Director for approval of the members.

Except Mr. Sunil Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice of the Annual General Meeting

**Place : New Delhi**

**Date : May 17, 2019**

**By Order of the Board of Directors  
For Paisalo Digital Limited**

**Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No.: F 7868**

## PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019

Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in

### ATTENDANCE SLIP

(To be presented at the entrance)

**27<sup>th</sup> Annual General Meeting on August 10, 2019 at 11:30 A.M.**

**At Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065**

I hereby record my presence at the 27th Annual General Meeting of the Company to be held on August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

FullNameoftheMember:.....  
(In BLOCK LETTERS)

Folio No. .... DP ID No. .... Client ID No. ....

No. of Shares held.....

FullNameofProxy:.....  
(In BLOCK LETTERS)

Signature of Member/Proxy:.....

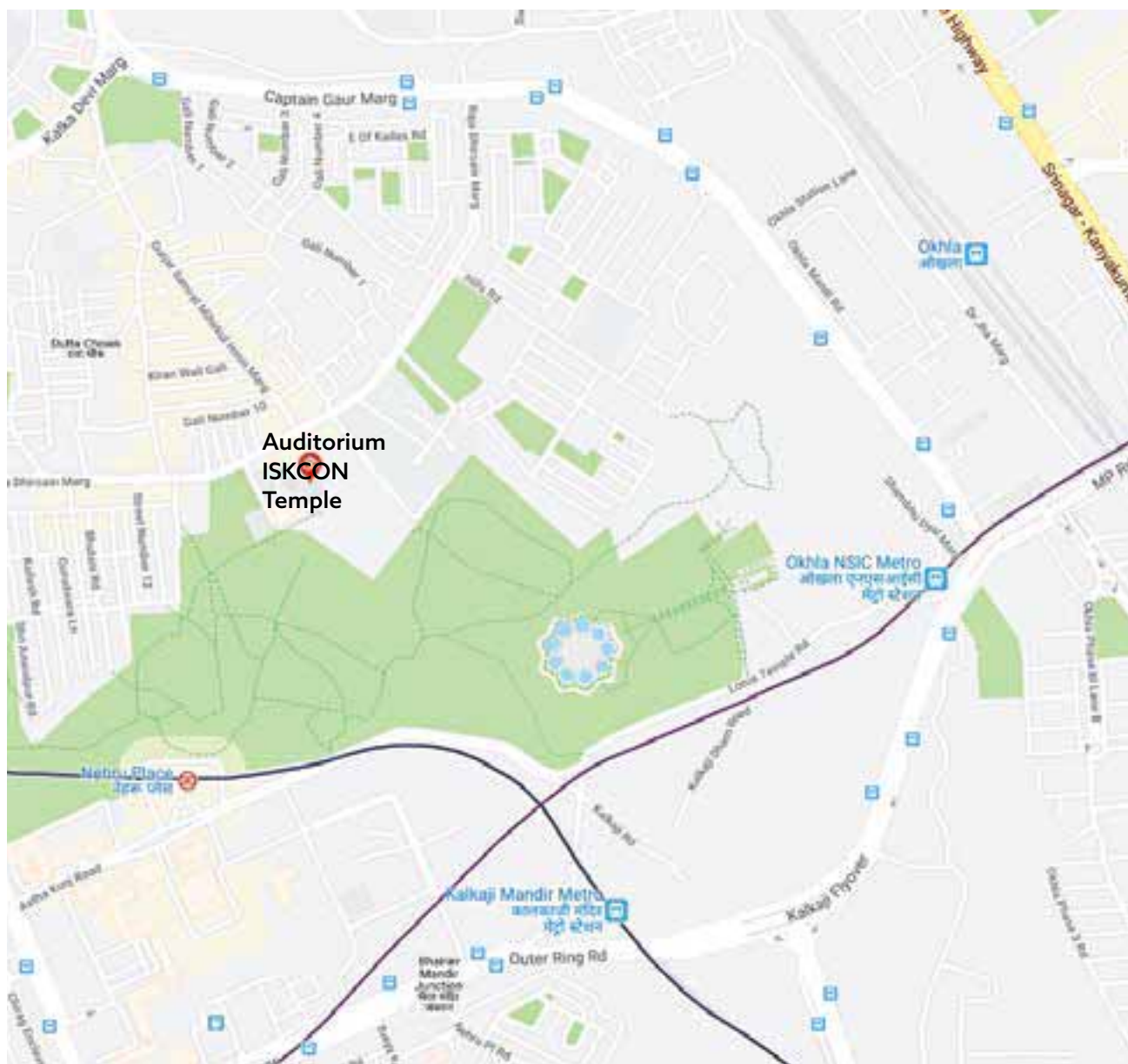
Date:.....

# PAISALO DIGITAL LIMITED

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## FORM NO. MGT 11

## PROXY FORM

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No. / Client Id : .....

DP ID : .....

I/We, being the member(s) of.....Shares of the Paisalo Digital Limited hereby appoint.

1. Name: ..... E-mail Id.....

Address:.....

Signature: .....

2. Name: ..... E-mail Id.....

Address:.....

Signature: .....

3. Name: ..... E-mail Id.....

Address:.....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1.	To adopt Financial Statements together with the Board's and Auditors' Reports thereon for the financial year ended March 31, 2019		
2.	To appoint a Director in place of Mr. Anoop Krishna, who retires by rotation and being eligible, offers himself for appointment.		
3.	To declare final dividend on fully paid-up Equity Shares for financial year ended on March 31, 2019		
Special Business:			
4.	To reappoint Mr. Naresh Kumar Jain as a Non Executive Independent Director of the Company		
5.	To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013.		



6.	To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company.		
7.	To approve the issuance of Non-Convertible Debentures, in one or more series/ tranches pursuant to Section 42 of the Companies Act, 2013.		
8.	To approve upward revision in the remuneration of the Mr. Sunil Agarwal as Managing Director of the Company		

Signed on this ..... day of .....2019.

Signature of Shareholder: ..... Signature of Proxy holder(s): .....

Affix 1/-  
Revenue  
Stamp  
Stamp

### Notes:

1. This Form in order to be effective should be duly completed and deposited at the registered office of the Company at 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019, not less than 48 hours before the commencement of the meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/ Proxy.

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# PAISALO

EASY LOAN आसान लोन

## PAISALO DIGITAL LIMITED

FORMERLY KNOWN AS S. E. INVESTMENTS LIMITED

**Registered Office:**

101, CSC, Pocket 52  
Near Police Station, CR Park  
New Delhi - 110 019  
Phone : + 91 11 4351 8888  
Email: delhi@paisalo.in

**Head Office:**

Block 54, First Floor  
Sanjay Place, Agra - 282 002  
Phone : +91 562 402 8888  
Email: agra@paisalo.in

**Mumbai Office:**

Unit 262, Solitaire Corporate Park  
Andheri Kurla Road  
Chakla, Andheri (E), Mumbai  
Phone: +91 22 4228 8888  
Email: mumbai@paisalo.in