

Date: August 09, 2024

The Manager  
Department of Corporate Relationship  
**BSE Limited**  
25<sup>th</sup> Floor P. J. Towers, Dalal Street  
Mumbai -400 001

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East)  
Mumbai -400 051

**Scrip Code: Equity- 532900**

**NCDs- 975107, 975202, 975251, 975284, 975329,  
975437, 975592, 975640, 975865 and CPs- 727064**

**SCRIP SYMBOL: PAISALO**

**Subject : Outcome of the Board Meeting held on August 9, 2024**

Dear Sir/Madam,

With reference to our intimation and pursuant to Regulations 30, 52 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform that the Board of Directors of the Company at its meeting held today has, inter-alia:

➤ **Financial Results:**

Approved Un-audited Financial Results (Standalone and Consolidated) with the Limited Review Report for the Quarter ended June 30, 2024.

Pursuant to applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose the following:

1. Statements showing the Un-audited Financial Results (Standalone and Consolidated) for quarter ended June 30, 2024 and
2. Auditor's Limited Review Reports on Un-audited Financial Results–Standalone and Consolidated. **(Annexure I)**

➤ **Employee Stock Purchase Scheme:**

Considered and approved the formulation of Employee Stock Purchase Scheme, viz., "Paisalo Employee Stock Purchase Scheme 2024", in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 subject to the approval of the members of the Company at the ensuing 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company and such other regulatory/statutory approvals as may be necessary.

The relevant details pursuant to Regulation 30 of the Listing Regulations in relation to the ESPS-2024 are enclosed as **Annexure II**.

➤ **Alteration in the Articles of Association:**

Considered and approved amendment in Articles of Association ('AOA') of the Company subject to approval of the Shareholders at the ensuing 32<sup>nd</sup> Annual General Meeting.

The brief details of alteration in the AOA as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith in **Annexure III**.



**PAISALO DIGITAL LIMITED**

**Registered Office:** CSC, Pocket 52, Near Police Station, CR Park, New Delhi - 110 019. Phone : + 91 11 4351 8888. Email: delhi@paisalo.in

**Head Office:** Paisalo House, 74, Gandhi Nagar, NH-2, Agra - 282 003, India. Phone : +91 562 402 8888. Email: agra@paisalo.in

CIN: L65921DL1992PLC120483

**www.paisalo.in**

अर्थ: समाजस्य न्यासः

➤ **Recommendation for appointment of Statutory Auditors of the Company:**

Since pursuant to RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of the Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 (RBI Guidelines for appointment of Statutory Auditors), the term of Existing Statutory Auditor is completing at the conclusion of 32<sup>nd</sup> AGM of the Company, accordingly, based on the recommendation of Audit Committee, recommended to the shareholders the appointment of Saket Jain & Co., (Firm Registration No.- 14685N), Chartered Accountants, as the Statutory Auditors of the Company for the term of three years to hold office from the conclusion of the 32<sup>nd</sup> AGM until the conclusion of the 35<sup>th</sup> AGM of the Company to be held in the calendar year 2027, the appointment shall be subject to eligibility criteria as prescribed in RBI Guidelines for appointment of Statutory Auditors.

The relevant details pursuant to Regulation 30 of the Listing Regulations in relation to this matter are enclosed as **Annexure IV**.

The Board Meeting commenced at 12:00 Noon and concluded at 01:40 P.M.

We request you to take the same on your record.

Thanking you,

Yours faithfully,

**For Paisalo Digital Limited**



**(MANENDRA SINGH)**  
**Company Secretary**

**Encl.: as mentioned above**

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# PAISALO

EASY LOAN आसान लोन

## PAISALO DIGITAL LIMITED

FORMERLY KNOWN AS S. E. INVESTMENTS LIMITED

REGD. OFF: CSC, POCKET 52, NEAR POLICE STATION, CR PARK, NEW DELHI-110019

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अर्थ: समाजस्य न्यासः

### STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2024

(₹ in Lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended
		30.06.2024	31.03.2024	30.06.2023	31.03.2024
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
I	<b>Revenue from operations:</b>				
	(i) Interest Income	15,397.95	14,773.76	10,785.48	53,535.56
	(ii) Dividend Income	-	-	-	1.24
	(iii) Rental Income	-	-	-	-
	(iv) Fees and commission Income	2,004.28	3,381.49	714.18	6,233.51
	(v) Net gain on fair value changes	140.09	28.79	35.71	95.57
	(vi) Net gain on derecognition of financial instruments under amortized cost category	-	-	-	-
	(vii) Sale of products (including Excise Duty)	-	-	-	-
	(viii) Sale of services	-	-	-	-
	(ix) Others	-	-	638.38	638.38
	<b>Total Revenue from operations (I)</b>	<b>17,542.32</b>	<b>18,184.04</b>	<b>12,173.75</b>	<b>60,504.26</b>
II	Other Income	-	-	-	-
	<b>Total Income (I+II)</b>	<b>17,542.32</b>	<b>18,184.04</b>	<b>12,173.75</b>	<b>60,504.26</b>
III	<b>Expenses:</b>				
	(i) Finance Costs	7,770.56	8,017.29	5,108.71	23,982.34
	(ii) Fees and commission expense	-	-	-	-
	(iii) Net loss on fair value changes	-	-	-	-
	(iv) Net loss on derecognition of financial instruments under amortized cost category	-	-	-	-
	(v) Impairment on financial instruments	1,147.91	1,521.49	(886.45)	246.63
	(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	1,227.15	1,252.58	965.30	4,701.30
	(xi) Depreciation, amortization and impairment	95.80	92.13	75.32	339.62
	(x) Others expenses	1,773.43	2,499.42	1,770.18	7,439.27
	<b>Total Expenses (III)</b>	<b>12,014.85</b>	<b>13,382.91</b>	<b>7,033.06</b>	<b>36,709.16</b>
IV	<b>Profit/(loss) before exceptional items and tax (II-III)</b>	<b>5,527.47</b>	<b>4,801.13</b>	<b>5,140.69</b>	<b>23,795.10</b>
V	Exceptional items	-	(58.32)	-	(58.32)
VI	<b>Profit/(loss) before tax (IV-V)</b>	<b>5,527.47</b>	<b>4,859.45</b>	<b>5,140.69</b>	<b>23,853.42</b>
VII	<b>Tax Expense:</b>				
	(1) Current Tax	1,050.11	1,374.47	1,703.48	6,949.52
	(2) Deferred Tax	368.29	(104.17)	(343.14)	(797.95)
VIII	<b>Profit/(loss) for the period from continuing operations (VI-VII)</b>	<b>4,109.07</b>	<b>3,589.15</b>	<b>3,780.35</b>	<b>17,701.85</b>
IX	Profit/(loss) from discontinued operations	-	-	-	-
X	Tax Expense of discontinued operations	-	-	-	-
XI	<b>Profit/(loss) from discontinued operations (After tax) (IX-X)</b>	-	-	-	-
XII	<b>Profit/(loss) for the period (VIII+XI)</b>	<b>4,109.07</b>	<b>3,589.15</b>	<b>3,780.35</b>	<b>17,701.85</b>
XIII	<b>Other Comprehensive Income:</b>				
	(A) (i) Items that will not be reclassified to profit or loss (Revaluation of Properties)	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
	<b>Subtotal (A)</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>Subtotal (B)</b>	-	-	-	-
	<b>Other Comprehensive Income (A+B)</b>	-	-	-	-
XIV	<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period) (XII+XIII)</b>	<b>4,109.07</b>	<b>3,589.15</b>	<b>3,780.35</b>	<b>17,701.85</b>
XV	Paid-up equity share capital (face value of Re. 1 per equity share)	8,980.44	8,980.44	4,490.22	8,980.44
XVI	Other equity as per statement of assets and liabilities	-	-	-	1,22,491.39
XVII	<b>Earnings per equity share (for continuing operations):</b>				
	Basic (Rs.)	0.46	0.78	0.84	3.83
	Diluted (Rs.)	0.46	0.78	0.84	3.83
XVII	<b>Earnings per equity share (for discontinued operations):</b>				
	Basic (Rs.)	-	-	-	-
	Diluted (Rs.)	-	-	-	-
XIX	<b>Earnings per equity share (for continuing and discontinued operations):</b>				
	Basic (Rs.)	0.46	0.78	0.84	3.83
	Diluted (Rs.)	0.46	0.78	0.84	3.83





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CIN: L65921DL1992PLC120483

अर्थ: समाजस्य न्यासः

### STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2024

(₹ in Lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended
		30.06.2024	31.03.2024	30.06.2023	31.03.2024
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
<b>I</b>	<b>Revenue from operations:</b>				
	(i) Interest Income	16,509.22	16,115.03	12,228.01	58,897.86
	(ii) Dividend Income	-	-	-	1.24
	(iii) Rental Income	-	-	-	-
	(iv) Fees and commission Income	2,006.07	3,385.35	716.28	6,241.56
	(v) Net gain on fair value changes	140.09	28.79	35.71	95.57
	(vi) Net gain on derecognition of financial instruments under amortized cost category	-	-	-	-
	(vii) Sale of products (including Excise Duty)	-	-	-	-
	(viii) Sale of services	-	-	-	-
	(ix) Others	-	-	638.38	638.38
	<b>Total Revenue from operations (I)</b>	<b>18,655.38</b>	<b>19,529.17</b>	<b>13,618.38</b>	<b>65,874.61</b>
<b>II</b>	<b>Other Income</b>	-	-	-	-
	<b>Total Income (I+II)</b>	<b>18,655.38</b>	<b>19,529.17</b>	<b>13,618.38</b>	<b>65,874.61</b>
<b>III</b>	<b>Expenses:</b>				
	(i) Finance Costs	8,308.06	8,596.36	5,969.70	27,007.29
	(ii) Fees and commission expense	-	-	-	-
	(iii) Net loss on fair value changes	-	-	-	-
	(iv) Net loss on derecognition of financial instruments under amortized cost category	-	-	-	-
	(v) Impairment on financial instruments	1,160.82	1,528.43	(570.40)	1,177.86
	(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	1,276.64	1,302.09	1,014.15	4,902.77
	(xi) Depreciation, amortization and impairment	95.89	92.20	75.43	339.99
	(x) Others expenses	2,233.71	3,096.93	1,925.39	8,375.86
	<b>Total Expenses (III)</b>	<b>13,075.12</b>	<b>14,616.01</b>	<b>8,414.27</b>	<b>41,803.77</b>
<b>IV</b>	<b>Profit/(loss) before exceptional items and tax (II-III)</b>	<b>5,580.26</b>	<b>4,913.16</b>	<b>5,204.11</b>	<b>24,070.84</b>
<b>V</b>	<b>Exceptional items</b>	-	(47.60)	-	(47.60)
<b>VI</b>	<b>Profit/(loss) before tax (IV-V)</b>	<b>5,580.26</b>	<b>4,960.76</b>	<b>5,204.11</b>	<b>24,118.44</b>
<b>VII</b>	<b>Tax Expense:</b>				
	(1) Current Tax	1,065.72	1,405.95	1,708.97	7,028.46
	(2) Deferred Tax	365.62	(106.06)	(345.68)	(807.32)
<b>VIII</b>	<b>Profit/(loss) for the period from continuing operations (VI-VII)</b>	<b>4,148.92</b>	<b>3,660.87</b>	<b>3,840.82</b>	<b>17,897.30</b>
<b>IX</b>	<b>Profit/(loss) from discontinued operations</b>	-	-	-	-
<b>X</b>	<b>Tax Expense of discontinued operations</b>	-	-	-	-
<b>XI</b>	<b>Profit/(loss) from discontinued operations (After tax) (IX-X)</b>	-	-	-	-
<b>XII</b>	<b>Profit/(loss) for the period (VIII+XI)</b>	<b>4,148.92</b>	<b>3,660.87</b>	<b>3,840.82</b>	<b>17,897.30</b>
<b>XIII</b>	<b>Other Comprehensive Income:</b>				
	(A) (i) Items that will not be reclassified to profit or loss (Revaluation of Properties)	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
	<b>Subtotal (A)</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>Subtotal (B)</b>	-	-	-	-
	<b>Other Comprehensive Income (A+B)</b>	-	-	-	-
<b>XIV</b>	<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period) (XII+XIII)</b>	<b>4,148.92</b>	<b>3,660.87</b>	<b>3,840.82</b>	<b>17,897.30</b>
<b>XV</b>	<b>Net profit after tax attributable to:</b>				
	Owners of the holding company	4,148.92	3,660.87	3,840.82	17,897.30
	Non-controlling interest	-	-	-	-
<b>XVI</b>	<b>Other comprehensive income attributable to:</b>				
	Owners of the holding company	-	-	-	-
	Non-controlling interest	-	-	-	-
<b>XVII</b>	<b>Total comprehensive income attributable to:</b>				
	Owners of the holding company	4,148.92	3,660.87	3,840.82	17,897.30
	Non-controlling interest	-	-	-	-
<b>XV</b>	<b>Paid-up equity share capital (face value of Re. 1 per equity share)</b>	8,980.44	8,980.44	4,490.22	8,980.44
<b>XIX</b>	<b>Other equity as per statement of assets and liabilities</b>	-	-	-	1,23,960.60
<b>XVI</b>	<b>Earnings per equity share (for continuing operations):</b>				
	Basic (Rs.)	0.46	0.79	0.86	3.87
	Diluted (Rs.)	0.46	0.79	0.86	3.87
<b>XVII</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.)	0.46	0.79	0.86	3.87
	Diluted (Rs.)	0.46	0.79	0.86	3.87





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### NOTES

1 The above results have been reviewed by Audit Committee and approved by the Board of Directors in their respective meetings held on August 9, 2024 and are reviewed by the Statutory Auditor of the Company pursuant to Regulation 33 and 52 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2 The Consolidated financial results include results of Wholly Owned Subsidiary Nupur Finvest Private Limited (a RBI registered Non-Banking Finance Company).

3 The above financial results have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in accordance with the requirements of Regulations 33, 52 and 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.

4 During the quarter ended June 30, 2024, Company has raised fund through issuance of following series of Non Convertible Debentures on private placement basis:

Particular	Date of allotment	No. of Debentures	Total Amount (In Rs. Crores)
9.95% Listed Secured Redeemable Non-Convertible Debentures	12-04-2024	1800	18.00
9.95% Listed Secured Redeemable Non-Convertible Debentures	03-05-2024	2700	27.00

5 The Company is engaged in single business segment viz; financing. As such, there are no separate reportable segments as per Indian Accounting Standard 108 (IND AS) on Operating Segment.

6 Previous periods/year's figures have been reclassified/regrouped whenever necessary to conform to current period presentation.

7 Disclosures pursuant to RBI Notification - RBI /DOR/2021-22/86 DOR.STR.REC.51 /21.04.048/2021-22 dated 24 September 2021 - None

a Details of transfer of loans not in default during the quarter ended June 30, 2024:

Amount of loans transferred through assignment	Nil
Retention of beneficial economic interest	Nil
Weighted average residual maturity	Nil
Weighted average holding period	Nil
Coverage of tangible security coverage	Nil
Rating-wise distribution of rated loans	Nil

b Details of loans (not in default) acquired through assignment during the quarter ended June 30, 2024:

Amount of loans transferred through assignment	Nil
Retention of beneficial economic interest	Nil
Weighted average residual maturity	Nil
Weighted average holding period	Nil
Coverage of tangible security coverage	Nil
Rating-wise distribution of rated loans	Nil

c Details of stressed loans transferred during the quarter ended June 30, 2024:

Particulars	To Asset Reconstruction Companies (ARC)		To Permitted Transferees	
	NPA	SMA	NPA	SMA
Number of accounts	Nil	Nil	Nil	Nil
Aggregate principal outstanding of loans transferred (Rs. in Crore)	Nil	Nil	Nil	Nil
Weighted average residual tenor of the loans transferred (in Years)	Nil	Nil	Nil	Nil
Net book value of loans transferred (at the time of transfer (Rs. in Crore)	Nil	Nil	Nil	Nil
Aggregate consideration (Rs. in Crore)	Nil	Nil	Nil	Nil

d The Company has not acquired any stressed loan during the quarter ended June 30, 2024.

8 The figures for the quarter ended March 31, 2024 represent the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the financial year 2023-24, which were subjected to limited review by the statutory auditors.

9 The information pursuant to Regulation 52(4) and 52(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Sr. No.	Particulars	Period Ended 30.06.2024	
		Standalone	Consolidated
a	Debt-Equity Ratio (No. of Times)	1.91	2.02
b	Debt service coverage ratio	Not applicable	Not applicable
c	Interest service coverage ratio	Not applicable	Not applicable
d	Outstanding redeemable preference shares (Quantity and Value)	Nil	Nil
e	Capital Redemption Reserve (Rs. in Lakhs)	250.00	250.00
f	Debt Redemption Reserve (Pursuant to the Companies (Share Capital and Debentures) Amendment Rules, 2019 dated August 16, 2019, the Company being a Non Banking Financial Company is exempted from the requirement of creating Debt Redemption Reserve.)	Not applicable	Not applicable
g	Net Worth (Rs. in Lakhs)	1,36,583.14	1,38,197.26
h	Net Profit after tax (Rs. in Lakhs)	4,109.07	4,148.93
i	Earnings Per Share (Basic and Diluted) (Rs.)	0.46	0.46
j	Current ratio (No. of Times)	4.23	4.23
k	Long term debt to working capital (No. of Times)	0.60	0.60
l	Bad debts to Account receivable ratio	0.00	0.00
m	Current liability ratio (No. of Times)	0.35	0.35
n	Total debts to total assets	0.64	0.65
o	Debtors turnover	Not applicable	Not applicable
p	Inventory turnover	Not applicable	Not applicable
q	Operating margin (%)	Not applicable	Not applicable
r	Net profit margin (%)	31.51%	29.91%
s	Sector specific equivalent ratios, as applicable		
s-i	Net Interest Margin (%)	6.22%	6.25%
s-ii	GNPA (%)	0.21%	0.19%
s-iii	NNPA (%)	0.02%	0.01%

10 The Company has maintained requisite asset cover, as per disclosure documents, by way of exclusive/first pari-passu charge on book debts and loans & advances of the Company and guarantee for its Secured Listed Non-Convertible Debentures of aggregating amount of Rs. 182.75 Crores as at June 30, 2024.

Place : New Delhi

Date : 09/08/2024

For and on behalf of Board of Directors

  
SUNIL AGARWAL  
MANAGING DIRECTOR



**Independent Auditor's Review Report on the Review of Interim  
Unaudited Standalone Quarterly Financial Results of Paisalo Digital Limited pursuant to the  
Regulation 33, Regulation 52 and other applicable provisions of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 (As Amended)**

**TO  
THE BOARD OF DIRECTORS OF  
M/S PAISALO DIGITAL LIMITED**

We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **M/S PAISALO DIGITAL LIMITED** (the 'Company') for the quarter ended June 30, 2024 (the 'Statement'), being submitted by the Company pursuant to the requirements of Regulation 33, Regulation 52 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the 'Listing Regulations').

The Statement of Standalone Financial Results, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principle generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33, Regulation 52 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Date : 09.08.2024  
Place : Agra**

**For Manish Goyal & Co.  
Chartered Accountants  
Firm Reg. No. 806066C**

**(CA MANISH GOYAL)**

**Partner**

**M. No. 074778**

**UDIN: 24074778BKAPNN8547**



**Independent Auditor's Review Report on the Review of Interim  
Unaudited Consolidated Quarterly Financial Results of Paisalo Digital Limited pursuant to the  
Regulation 33, Regulation 52 and other applicable provisions of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 (As Amended)**

**TO  
THE BOARD OF DIRECTORS OF  
M/S PAISALO DIGITAL LIMITED**

We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **M/S PAISALO DIGITAL LIMITED** (the 'Company') and its wholly owned subsidiary **M/S NUPUR FINVEST PRIVATE LIMITED** (collectively referred as the 'Group') for the quarter ended June 30, 2024 (the 'Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33, Regulation 52 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the 'Listing Regulations').

The Statement of Consolidated Financial Results, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principle generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

The Statement includes the results of the wholly owned subsidiary **M/S NUPUR FINVEST PRIVATE LIMITED**.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33, Regulation 52 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Date : 09.08.2024  
Place : Agra**

**For Manish Goyal & Co.  
Chartered Accountants  
Firm Reg. No. 006066C**



**(CA MANISH GOYAL)  
Partner  
M. No. 074778**

**UDIN: 24074778 BKA PN04130**

**Information as required under Regulation 30- Part A of Schedule III of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Annexure II**

**Details of Employee Stock Purchase Scheme, viz., "Paisalo Employee Stock Purchase Scheme 2024"**

a) brief details of options granted	On the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have approved the Paisalo Employee Stock Purchase Scheme 2024' ("PDLESPS2024"), with authorisation to make such offers from time to time, in one or more tranches, not exceeding 89,80,439 (Eighty Nine Lakh Eighty Thousands Four hundred and Thirty Nine Only) equity shares of the Company, having face value of INR 1 /- (Rupee One only) each fully paid up, (not exceeding 1% of the paid-up share capital of the Company) to Eligible Employees of the Company and its Wholly Owned subsidiary as may be determined by the NRC (also designated as Compensation Committee), in one or more tranches, from time to time, subject to approval of the shareholders at the ensuing 32nd AGM of the Company and such other regulatory/statutory approvals as may be necessary.
b) Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes
c) Total number of shares covered by these options;	Not exceeding 89,80,439 (Eighty Nine Lakh Eighty Thousands Four hundred and Thirty Nine Only) equity shares of the Company, having face value of INR 1 /- (Rupee One only) each fully paid up, (not exceeding 1% of the paid-up share capital of the Company)
d) Pricing formula	The Exercise/Purchase price per share for offer accepted within the offer period, shall be at 18% (Eighteen Percent) discount to the Market Price prevailing as on the Offer Date or Purchase Date, whichever is lower, as the Nomination and Remuneration Committee recommends and the Board may approve.
e) Options vested	Nil
f) Time within which option may be exercised	Eligible Employee to accept the offer within such time period as determined by the Nomination and Remuneration Committee.
g) Options exercised	Nil
h) Money realized by exercise of options	Nil
i) The total number of shares arising as a result of exercise of option	Nil
j) Options lapsed	Nil

**PAISALO DIGITAL LIMITED**

**Registered Office:** CSC, Pocket 52, Near Police Station, CR Park, New Delhi - 110 019. Phone : + 91 11 4351 8888. Email: delhi@paisalo.in

**Head Office:** Paisalo House, 74, Gandhi Nagar, NH-2, Agra - 282 003, India. Phone : +91 562 402 8888. Email: agra@paisalo.in

CIN: L65921DL1992PLC120483

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**अर्थ: समाजस्य न्यासः**



k) variation of terms of options	The Nomination & Remuneration Committee may, if it deems necessary, vary the terms of Scheme, subject to the applicable laws and approval of the shareholders of the Company in a general meeting in such manner that such variation is not detrimental to the interest of the Employees. Provided that the Company shall be entitled to vary the terms of the scheme to meet any regulatory requirements.
l) Brief details of significant terms	The Exercise/Purchase price per share for offer accepted within the offer period, shall be at a 18% (Eighteen Percent) discount to the Market Price prevailing as on the Offer Date or Purchase Date, whichever is lower, as the Nomination and Remuneration Committee recommends and the Board may approve.
m) subsequent changes or cancellation or exercise of such options	NA
n) diluted earnings per share pursuant to issue of equity shares on exercise of options	NA

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**Proposed Alteration of Articles of Association of the Company**

It is proposed to give incentive to the permanent employees of the Company in the form of share based employee benefits and therefore, to enable the Company to grant share based employee benefits it is recommended to alter the Company's Articles of Association.

For the aforesaid purpose it is proposed to alter the Articles by adding following new sub-article 15(b) and dividing the existing Article 15 into two sub-articles: (a) and (b), with the current Article 15 be renumbered as Article 15(a) in the manner as set out herein below:

(b) To train or pay for the training in India or abroad of any of the Company's and its subsidiary's employees or to recruit and employ Indian or foreign experts in the interest of or in furtherance of the objects of the Company. To grant option, SAR, shares or other benefits, in accordance with the provisions of the Act and as may be permitted by Securities and Exchange Board of India or Reserve Bank of India, as the case may be.

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**Appointment of Statutory Auditor:**

Sr. No.	Disclosure Requirement	Details
1	Reason for Change viz. appointment, resignation, removal, death or otherwise	Pursuant to provisions of RBI Guidelines for appointment of Statutory Auditors in NBFCs and applicable provisions of Companies Act, 2013, the term of existing Statutory Auditor is completing at the conclusion of 32 <sup>nd</sup> Annual General Meeting accordingly appointment of new Statutory Auditor is proposed
2	Date of cessation	Not Applicable
3	Brief Profile (in case of appointment)	M/s Saket Jain & Co., having an experience of more than 25 years. It's service offerings include tax advisory, corporate advisory and outsourcing etc. Further, its clients include listed and non-listed companies and conducted Concurrent, Stock, Revenue and Statutory Audit of various Nationalized Banks. Chartered Accountants M/s Saket Jain & Co., Chartered Accountants have provided their consent under Section 139 of the Act for appointment as Statutory Auditors along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Act and in accordance to the RBI Guidelines for appointment of Statutory Auditors.
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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