

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that approval of the Members of the Company (as on the Cut-off Date) ("Members" or "Shareholders") is sought for business as set out hereunder by passing Resolutions (as indicated) for matters as considered in the respective resolution appended below through Postal Ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

The resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts concerning the said resolutions and the reasons thereof, are annexed to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice") for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended, and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice, the same is also available on the Company's website at [www.paisalo.in](http://www.paisalo.in), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the "Management Rules", Regulation 44 of the SEBI Listing Regulations, 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their mail addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Alankit Assignments Limited at [ramap@alankit.com](mailto:ramap@alankit.com) with a copy to [cs@paisalo.in](mailto:cs@paisalo.in) by providing Folio No., name, scanned copy of the share certificate(front and back), PAN (self-attested scanned copy of PAN card) and AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address.

The Board of Directors of the Company, appointed CS Satish Kumar Jadon (C.P. No. 9810 and FCS 9512), Proprietor of Satish Jadon & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-

**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](mailto:delhi@paisalo.in)

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voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

The Members shall exercise their right to vote on the resolutions included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. **The e-voting period shall commence on Thursday, August 1, 2024 at 09:00 A.M. IST and ends on Friday, August 30, 2024 at 05:00 P.M. IST.** Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05:00 P.M. IST on Friday, August 30, 2024. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Resolution(s), if passed, will deemed to have been passed on the last date of remote e-voting i.e., Friday, August 30, 2024.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot will be announced within 48 hours from the conclusion of the e-voting. The said result along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the result will also be uploaded on the Company's website [www.paisalo.in](http://www.paisalo.in) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1:**

#### **TO INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 1,20,00,00,000 (One Hundred and Twenty Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 1,80,00,00,000/- (Rupees One Hundred and Eighty Crores Only) divided into 1,75,00,00,000 (One Hundred and Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

"The Authorised Share Capital of the Company is Rs. 1,80,00,00,000 /- (Rupees One Hundred and Eighty Crores Only) divided into 1,75,00,00,000 (One Hundred and Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. The Company

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is authorised to vary, increase or reduce the share capital and attach such privileges and rights to the shares as it may be authorised to do in accordance with the provisions of the Companies Act, 2013."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## ITEM NO. 2:

**TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF ANY ELIGIBLE SECURITIES, INCLUDING CONVERTIBLE DEBENTURES, FOREIGN CURRENCY NON-CONVERTIBLE SECURITIES, FOREIGN CURRENCY CONVERTIBLE BONDS, THROUGH PERMISSIBLE MODES, INCLUDING BUT NOT LIMITED TO PRIVATE PLACEMENT, PREFERENTIAL ISSUE OR ANY OTHER METHOD OR COMBINATION OF THEREOF**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Re. 1 (Rupee one) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"), and other provisions of applicable laws including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies, ("RoC") and such other statutory/regulatory authorities in India or abroad (the "Appropriate Authorities") from time to time, and subject to borrowing limits and security creation limits approved by the Members of the Company, from time to time, and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to raise funds by way of issuance of such number of Eligible Securities including but not limited to Convertible Securities and/or Foreign Currency Non Convertible Securities and/or

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Foreign Currency Convertible Bonds ("FCCB") and/or any other securities which are convertible or exchangeable into equity shares to Eligible Investors as per applicable Acts/Rules/Regulations/Guidelines/Directions/Scheme or combination thereof ("Securities"), whether fully or partly paid, as may be permitted under law through permissible modes, including but not limited to a private placement, preferential issue, and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, through the issuance of a placement document(s)/ offer document(s), as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices as may be deemed fit, including a premium or discount that may be permitted under applicable law such that the total amount to be raised through issuance of Securities thereof shall not exceed Rs. 1,800 Crores only (Rupees One Thousand Eight Hundred Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investor(s) are Shareholder(s) of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be raised by way of issuance of Securities including FCCB, categories of Investors, to whom the offer, issue and allotment of Eligible Securities shall be made, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions.

**RESOLVED FURTHER THAT** in the event of issuance of FCCB, the relevant date for the purpose of pricing of FCCB to be issued shall be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing respective securities of the Company in all respects, if any.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities/ FCCB or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, timing of the issue(s), the class of investors to whom the Securities are to be issued, number of issues, tranches, face value of securities, issue price, rate of interest, premium /discount, conversion ratio and proportion thereof, security for creation of charge, tenure of the security, redemption, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or

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supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum/ Information Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto."

### ITEM NO. 3:

#### **TO APPOINT DR. DHARMENDRA SINGH GANGWAR AS A 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 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 of the Act and Regulation 25 (2A) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and relevant provisions of in relation to Corporate Governance in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Directions") (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Dharmendra Singh Gangwar, having DIN-08299862, who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from July 25, 2024 pursuant to Section 161(1) of the Companies Act, 2013 and who fulfil the 'Fit and Proper' Criteria for Director of NBFC under RBI Directions and 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 (LODR) 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 by the Company in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from July 25, 2024 and whose office shall not be liable to retire by rotation.

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**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the Members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**ITEM NO. 4:**

**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(1)(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(s) 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 and borrowing through debt securities) 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 Rs. 9,000 Crores (Rupees Nine Thousand 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, without being required to seek any further consent or approval of the Members of the Company."

**ITEM NO. 5:**

**TO AUTHORIZE 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(1)(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 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(s) which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution), to create/

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renew such mortgages, charges, hypothecations and floating charges, including existing mortgages, charges and hypothecations 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 Debt Securities 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 Rs. 9,000 Crores (Rupees Nine Thousand 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 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 aforesaid purpose 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, without being required to seek any further consent or approval of the Members of the Company."

**Date** : July 25, 2024  
**Reg. Off.** : CSC, Pocket 52, Near Police Station New,  
CR Park, Delhi-110019  
**CIN** : L65921DL1992PLC120483  
**Tel.** : +91 11 43518888  
**E-mail** : cs@paisalo.in  
**Website** : www.paisalo.in

**By Order of the Board of Directors  
For Paisalo Digital Limited**

**(Manendra Singh)  
Company Secretary  
Membership No. F7868**



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## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the "Management Rules" stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on Friday, July 26, 2024 ("the Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Once the vote on the resolution(s) is/are cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, July 26, 2024, being the Cut-off Date fixed for the purpose.
4. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
5. Members may note that this Postal Ballot Notice will also be available on the Company's website [www.paisalo.in](http://www.paisalo.in), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's RTA Alankit Assignment Ltd. by following due procedure.
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from Thursday, August 1, 2024 to Friday, August 30, 2024. Members may send their requests to [cs@paisalo.in](mailto:cs@paisalo.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. The Resolution(s), if passed by requisite majority, will deemed to have been passed on the last date of remote e-voting i.e., Friday, August 30, 2024.
9. **The instructions for remote e-voting are as under:**
  - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the

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CIN: L65921DL1992PLC120483

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facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, July 26, 2024 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The e-voting period commences from 9:00 a.m. (IST) on Thursday, August 1, 2024 and ends at 5:00 p.m. (IST) on Friday, August 30, 2024. The e-voting module shall be disabled by NSDL thereafter.
- iii. The Board of Directors of the Company has appointed CS Satish Kumar Jadon (C.P. No. 9810 and FCS 9512), Proprietor of Satish Jadon & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- iv. **The details of the process and manner for remote e-voting are explained herein below:**

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1** : Access to the NSDL e-voting system

**Step 2** : Cast your vote electronically on NSDL e-voting system.





**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

	under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	<p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

- B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 'Shareholder/Member' section.

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CIN: L65921DL1992PLC120483

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- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) <b>For Members who hold shares in demat account with NSDL.</b>	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*****
b) <b>For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) <b>For Members holding shares in Physical Form.</b>	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***

- vi. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) 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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .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 .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

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- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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, PAN, name and registered address.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, home page of e-voting will open.

## Step 2: Cast your vote electronically on NSDL e-voting system.

### How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
- ii. Select "**EVEN**" of Company Paisalo Digital Limited, which is "**129531**" for which you wish to cast your vote during the remote e-voting period.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

## 10. General Guidelines for Shareholders

- i. Institutional/Corporate 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

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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). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- ii. 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 <https://www.evoting.nsdl.com> to reset the password.
- iii. 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) to get your grievances on e-voting addressed.

**11. Process for those Shareholders whose E-mail IDs are not registered with the Depositories for procuring user id and password and registration of Email IDs for e-voting for the Resolutions set out in this Notice:**

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to ( [cs@paisalo.in](mailto:cs@paisalo.in) ).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to [cs@paisalo.in](mailto:cs@paisalo.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively, Shareholder/Member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the Resolution.	Friday, July 26, 2024
Voting start time and date.	9:00 a.m. IST, Thursday, August 1, 2024
Voting end time and date.	5:00 p.m. IST, Friday, August 30, 2024
Date on which the Resolution are deemed to be passed.	Last date of voting i.e. Friday, August 30, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Mr. J K Singla, Sr. Manager, Alankit Assignments Limited Alankit House 4E/2 Jhandewalan Extension, New Delhi-110055 Contact details: <a href="mailto:jksingla@alankit.com">jksingla@alankit.com</a> Contact number – +91 9899888264
Name, address and contact details of e-voting service provider.	Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

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**EXPLANATORY STATEMENT**

**Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")**

**Item No. 1:**

Presently, the Authorised Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 1,20,00,00,000 (One Hundred and Twenty Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. In order to meet future requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 1,80,00,00,000 /- (Rupees One Hundred and Eighty Crores Only) divided into 1,75,00,00,000 (One Hundred and Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The Board recommends the resolutions set out at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members by way of Ordinary Resolution.

None of the Directors of the Company or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares.

**Item No. 2:**

To raise funds for the growth of the business and to augment the business growth plans. Accordingly, the Board of Directors (hereinafter called the "Board") at its meeting held on July 25, 2024, has approved raising of funds, inter alia, by way of issuance of Convertible Securities and/or Foreign Currency Non-Convertible Securities including but not limited to Foreign Currency Convertible Bonds ("FCCB") and/or any other similar securities which are convertible or exchangeable into equity shares, to Eligible Investors through permissible modes, including but not limited to a private placement, preferential issue, and/or by way of issuance and allotment in one or more tranches of private or preferential allotment basis, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents for an aggregate amount of Rupees 1,800 crore or its equivalent amount in any foreign currencies as may be necessary.

The Company proposes to raise long term funds for meeting funding requirements and growth objectives of the Company including to meet funding requirements of its business activities, inter-alia for debt reduction, working capital, onward lending in accordance with the Reserve Bank of India's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (erstwhile, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016) and any other provisions of applicable law and for other general corporate purposes, in such a manner and proportion as may be decided by the Board/ its duly constituted committee from time to time (the Board), in accordance with the applicable laws.

In line with the above, the Company proposes to raise funds up to aggregate amounts of Rs. 1,800 Crore (Rupees One Thousand Eight Hundred Crore Only) or its equivalent amount in any foreign currencies, through issuance of securities as mentioned in the resolution set out at Item No. 2 of the accompanying Postal Ballot Notice.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers,

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underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed enabling Special Resolution seeks to confer upon the Board the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board, considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity, in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the issuance to investors who may or may not be the members of the Company. Therefore, consent of the Members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a Company, if the company is authorised by a Special Resolution passed by its Member. Further, in terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, Shareholders' approval is required for issuance of Securities/ FCCB. Therefore, consent of the Shareholders is being sought for passing the Special Resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

## PAISALO DIGITAL LIMITED

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The approval of the members is being sought to enable the Board, to decide on the issuance of Securities/FCCB, to the extent and in the manner stated in the Special Resolution, as set out in Item no. 2 of this Postal Ballot Notice, without the need for any fresh approval from the shareholders of the Company in this regard.

The proposed issue is in the interest of the Company and the Board of Directors recommend the resolution set out at Item no. 2 of this Postal Ballot Notice for the approval of the Member as a Special Resolution.

It is also clarified here that resolution set out at Item no. 2 of this Postal Ballot Notice shall not have any effect on the validity of Special Resolution passed by the Members of the Company on March 30, 2024 to approve raising of funds and issuance of Securities Upto ₹ 12600 Million through Qualified Institutional Placement basis or through any other permissible mode, in one or more tranches.

None of the Directors of the Company or the Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the notice.

### Item No. 3:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Dr. Dharmendra Singh Gangwar, who fulfil fit and proper criteria under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as an Additional Independent Director of the Company with effect from July 25, 2024. Dr. Dharmendra Singh Gangwar is not disqualified for being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (LODR) Regulations, 2015) provides that the appointment, reappointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and provisions of Regulations 17(1) (c); 25(2A) and other applicable regulations of SEBI Listing Regulations and relevant provisions of RBI Directions, Dr. Dharmendra Singh Gangwar, being eligible for appointment as an Independent Director, is proposed to be appointed as an Independent Director for a term of five consecutive years from July 25, 2024 upto July 24, 2029.

In the opinion of the Board, Dr. Dharmendra Singh Gangwar fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 16(1)(b) of the SEBI Listing Regulations and fit and proper criteria for Directors of NBFC as per RBI Directions for his appointment as a Non-Executive Independent Director of the Company.

Further the Board considers that association of Dr. Dharmendra Singh Gangwar would be of immense benefit to the Company and it is desirable to avail services of Dr. Dharmendra Singh Gangwar as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to appointment of Dr. Dharmendra Singh Gangwar as a Non-Executive Independent Director for the term of five consecutive years with effect from July 25, 2024 upto July 24, 2029, for the approval by the Members of the Company.

The Company has received a requisite notice in writing from the Member under Section 160 of the Companies Act, 2013 proposing candidature of Dr. Dharmendra Singh Gangwar for the office of Non-Executive Independent Director of the Company.

The additional information for appointment of Dr. Dharmendra Singh Gangwar as Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided as annexure to this Notice.

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Dr. Dharmendra Singh Gangwar is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Dr. Dharmendra Singh Gangwar may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### Item No. 4:

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 Rs. 9,000 Crores (Rupees Nine Thousand Crores).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice of Postal Ballot for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding in the Company, if any.

#### Item No. 5:

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 members obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the members 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 accordingly recommends the Special Resolution set out in Item No.5 of the accompanying Notice of Postal Ballot for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding in the Company, if any.

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**ANNEXURE TO THE NOTICE DATED JULY 25, 2024**

**THE ADDITIONAL INFORMATION FOR DIRECTORS SEEKING  
APPOINTMENT / RE-APPOINTMENT, AS REQUIRED UNDER REGULATION 36 OF THE SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND  
APPLICABLE SECRETARIAL STANDARD**

Name	Dr. Dharmendra Singh Gangwar
DIN	08299862
Age	61 years
Qualifications	<p>MBBS (Gold Medalist) from King George's Medical College, Lucknow (U.P.), India</p> <p>Training on "Behavioral insights for public policy" at Harvard Kennedy School,</p> <p>USA Advanced Program in Public Financial Management at Duke University, USA</p> <p>Training on "Infrastructure Development and Financing" at IIM Ahmedabad (2002)</p>
Designation (at which appointment to be made)	Independent Director
Experience (including expertise in specific functional area) / Brief Resume	<p>Dr. Dharmendra Singh Gangwar currently, from May 2024, holds position as the President of All India Institute of Medical Sciences, Rewari, Haryana.</p> <p>During his 35+ years of service, he was holding following position in Government of India and State Government of Bihar</p> <ol style="list-style-type: none"> <li>1. Secretary (Border Management), Ministry of Home Affairs</li> <li>2. Additional Secretary and Financial Advisor, Ministry of Health &amp; Family Welfare</li> <li>3. Additional Secretary, Ministry of Food Processing Industries</li> <li>4. Joint Secretary, Ministry of Rural Development</li> <li>5. Principal Secretary, Dept. of General Administration-cum-Mission Director Bihar Prashasnik Sudhar Mission (BPSM)</li> <li>6. Principal Secretary, Dept. of Education</li> <li>7. Principal Secretary, Dept of Finance, and Dept of Planning and Development</li> <li>8. Principal Secretary to Chief Minister Bihar</li> <li>9. District Magistrate: Muzaffarpur, Saharsa and Chatra district</li> </ol>
Terms and Conditions of appointment / reappointment	Appointment as Independent Director for five consecutive years commencing from July 25, 2024
Date of first appointment on the Board	July 25, 2024
Shareholding in the Company	Nil
Relationship with other Directors /	No Relation with other Directors

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Key Managerial Personnel	
Remuneration last drawn	Nil
Number of meetings of the Board attended during the financial year (2024-25)	Nil

**Date** : July 25, 2024  
**Reg. Off.** : CSC, Pocket 52, Near Police Station New, CR Park, Delhi-110019  
**CIN** : L65921DL1992PLC120483  
**Tel.** : +91 11 43518888  
**E-mail** : cs@paisalo.in  
**Website** : www.paisalo.in

**By Order of the Board of Directors**  
**For Paisalo Digital Limited**



**(Manendra Singh)**  
**Company Secretary**  
**Membership No. F7868**

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