

S. E. INVESTMENTS LIMITED

CIN : L65921DL1992PLC120483

Registered Office: 101, CSC, Pocket-52, CR Park, Near Police Station, New Delhi-110019

Tel. : +91 11 43518888, E-mail : delhi@seil.in, Web. : www.seil.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot/ electronics voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors (the "Board") of the Company has appointed Mr. Satish Jadon, Practising Company Secretary, (ACS No. 23580) as the Scrutinizer for conducting the voting through postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage-prepaid self-addressed Envelope. Postal Ballot Form(s), sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5.00 p.m. on December 30, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

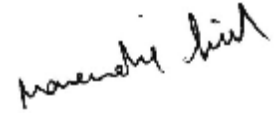
Members desiring to exercise their voting rights through e-voting are requested to read the instructions provided in Notes under the section "voting through electronic means". Reference to postal ballots(s) in this Postal Ballot Notice includes votes casted electronically.

Upon completion of the scrutiny of the Postal Ballot Forms (including e-voting), the Scrutinizer will submit his report to the Managing Director or any other Director of the Company. The results of Postal Ballot shall be declared on January 2, 2018 and communicated to BSE Limited and National Stock Exchange of India Limited and would also be displayed on the website of the Company, www.seil.in.

Date: November 25, 2017

Reg. Off.:
101 CSC, Pocket 52,
Near Police Station
New Delhi-110019

**By Order of the Board of Directors
For S. E. Investments Limited**


(MANENDRA SINGH)
Company Secretary
Membership No. F7868

RESOLUTIONS:

ITEM NO. – 1

To change Company's existing name "S. E. Investments Limited" to "PAISALO DIGITAL LIMITED" and consequent alterations in the Memorandum of Association and Articles of Association of the Company and in this regard 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 Sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable guidelines or regulations issued by Securities and Exchange Board of India, the provision of the Memorandum of Association and Articles of Association of the Company and, subject to such other applicable laws, rules, regulations and guidelines and subject to the approvals of the Central Government, the Ministry of Corporate Affairs (MCA), the Registrar of Companies, Reserve Bank of India and/or any other statutory/ regulatory/ other appropriate authority(ies), as may be necessary, and pursuant to the letter issued by MCA confirming the availability of "PAISALO DIGITAL LIMITED" as new name, approval of the Members of the Company be and is hereby accorded for change of the Company's name from **"S. E. INVESTMENTS LIMITED" to PAISALO DIGITAL LIMITED.**

RESOLVED FURTHER THAT the Name Clause being Clause I of the Memorandum of Association be altered accordingly and substituted by the following Clause:

1. The Name of the Company is **PAISALO DIGITAL LIMITED.**

RESOLVED FURTHER THAT in terms of provisions of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

ITEM NO. - 2

To amend Memorandum of Association of the company to bring contents of Memorandum in line with the draft suggested in Table A of Schedule I of the Companies Act, 2013 and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of Association of the Company with respect to the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

ITEM NO. - 3

To adopt new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act be and is hereby approved and adopted as new set of Articles of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to foregoing Resolution, the Board be and is hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The 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) as on November 25, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 25, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can only opt for one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or its duplicate, he or she may send an email to cs@seil.in. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on November 25, 2017. The postal ballot period commences on December 1, 2017, 09:00 A.M. (IST) and ends on December 30, 2017 5:00 P.M. (IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 P.M.(IST) on December 30, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 P.M. (IST) on December 30, 2017 shall be deemed invalid.

11. The Scrutinizer will submit his report to the Managing Director or any other Director of the Company duly authorized, after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company duly authorized, on January 2, 2018 and will also be displayed on the Company website (www.seil.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on December 30, 2017 i.e the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

13. VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system?

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
iii. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - 1) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e 'SEIL e voting.pdf' file. The password to open the 'SEIL e voting.pdf' file is your 8 digit client ID for NSDL

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The 'SEIL e voting.pdf' file contains your 'User ID' and your 'initial password'.

- 2) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

f) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- i. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
h) Now, you will have to click on “Login” button.
i) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.seil@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- d) The e-voting period commences on December 1, 2017 9:00 A.M. (IST) and ends on December 30, 2017 5:00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. November 25, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
- e) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. November 25, 2017. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013 TO THE ACCOMPANYING POSTAL BALLOT NOTICE**

ITEM NO. - 1

S. E. Investments Limited (the existing name of the Company), in which S. E. stands for Sunil enterprises (starting with the name of one of Promoter of the Company), which was adopted at the time of Company's incorporation in the year 1992 as Private Limited Company. Later, on 1st March, 1995 Registrar of Companies Uttar Pradesh, Kanpur issued a fresh Certificate for change of Company's Name from S. E. Investments Private Limited to S. E. Investments Limited on its conversion into a public limited company.

Initially, the Company had operations only in the State of Uttar Pradesh. Later, Company expanded its business operations in other states of the Country and in the year 2003, shifted its registered office from Uttar Pradesh to National Capital Territory of Delhi.

At present, after 25 years from incorporation, the Company has foot prints in six States/Union Territories with customer base of over 7.75 lakhs. The Company has leveraged its distribution network, providing tailor made products as per the needs of its customers and focusing on financial inclusion in rural India. Further, with the change of use of technology in the Indian finance business and moving on a digitalized path, Company is also changing its operational model into digital friendly loan providing business institution, where all formalities of loan processing, from loan application to disbursement of fund, can be done in a digitalized manner.

Accordingly, with the change in the scenario of finance business, subject to approvals of RBI; Stock Exchanges; Central Government, Ministry of Corporate Affairs, through Registrar of Companies and other authorities, if required, Board of Directors of the Company decided to change the company's existing name S. E. Investments Limited with the new name PIASALO DIGITAL LIMITED, which reflects the operation of the Company with its way of operation (finance/borrow with use of digital platform).

Further, MCA vide its letter dated November 16, 2017 confirmed the availability of proposed new name i.e. **"PAISALO DIGITAL LIMITED"**.

The drafts of the revised Memorandum of Association and Articles of Association of the Company reflecting the Company's new name are available for inspection by the Members at the Registered Office and Head Office of the Company on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 6.00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. December 30, 2017 and is also available on the website of the Company i.e. www.seil.in.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Therefore, your Directors recommends the special resolution as set out in Item No. 1 of the accompanying notice for the approval of Members via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. - 2

Upon enactment of the Companies Act, 2013, the Company's Management feels to re-align the Memorandum of Association of the Company as per the provisions of the new Act. Accordingly, your Directors in its meeting held on November 25, 2017 has approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a) Clause IIIA – Main Objects of the Company by way of change of heading with the object to be pursued by the Company on its incorporation are;
- b) Clause IIIB - Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c) Clause III(C) – Other objects have been deleted;
- d) Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

A copy of the draft of amended Memorandum of Association of the Company would be available for inspection for the Members at the Registered Office and Head Office of the Company on any working day(except Saturdays, Sundays and public holidays) between 11.00 a.m. and 6.00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. December 30, 2017 and is also available on the website of the Company i.e. www.seil.in.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Therefore, your Directors recommends the special resolution as set out in Item No. 2 of the accompanying notice for the approval of Members via Postal Ballot/e-Voting in terms of the provisions of *inter-alia*, Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

ITEM NO. - 3

The existing Articles of Association (AOA) are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('the Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. In order to bring the existing AOA of the Company in line with the provisions of the Act, Company will have to make numerous changes in the existing AOA, it is therefore considered expedient to wholly replace the existing AOA by a new set of Articles.

Hence, the Board of Directors in its meeting held on November 25, 2017 decided (subject to the approval of members) to adopt new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

A copy of the draft of new set of Articles of Association of the Company would be available for inspection for the Members at the Registered Office and Head Office of the Company on any working day (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 6.00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. December 30, 2017 and is also available on the website of the Company i.e. www.seil.in.

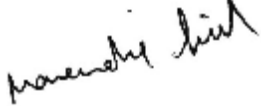
In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Therefore, your Board of Directors recommends the special resolution as set out in Item No. 3 of the accompanying notice for the approval of Members via Postal Ballot/e-Voting in terms of the provisions of *inter-alia*, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

Date: November 25, 2017

Reg. Off.:
101 CSC, Pocket 52,
Near Police Station
New Delhi-110019

**By Order of the Board of Directors
For S. E. Investments Limited**


(MANENDRA SINGH)
Company Secretary
Membership No. F7868