

Date: 30.04.2025

The Manager
Department of Corporate Relationship
BSE Limited
25 P. J. Towers, Dalal Street
Mumbai-400001

The Asstt. Vice President
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai-400051

Ref.: Scrip Code: 532900

NCDS-975107, 975202, 975251, 975284, 975329, 975437, 975592,
975640, 975865 and CPs-727935, 728964, 729040, 729147

Scrip Symbol: PAISALO

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2025.

Dear Sir,

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2025 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/ CFD/ CMDI/ 27/ 2019 dated February 8, 2019.

Kindly, take the above on record.

Thanking You,

Yours Faithfully,

For Paisalo Digital Limited



(Manendra Singh)
Company Secretary

Encl.: as above

PAISALO DIGITAL LIMITED

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

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

CIN: L65921DL1992PLC120483

www.paisalo.in

अर्थ: समाजस्य न्यासः

**SECRETARIAL COMPLIANCE REPORT OF
PAISALO DIGITAL LIMITED
(CIN: L65921DL1992PLC120483)
FOR THE YEAR ENDED 31ST MARCH, 2025**

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

We, **Satish Jadon & Associates, Company Secretaries**, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Paisalo Digital Limited (hereinafter referred as 'the listed entity') having Registered Office at CSC Pocket-52, CR Park Near Police Station, New Delhi-110019, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, Satish Jadon & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Paisalo Digital Limited ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification.

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review period)**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Review period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;



- j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018
k) Other applicable Regulations and Circulars / Guidelines issued thereunder.

and based on the above examination, we hereby report that during the Review:

- a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	2	3	4	5	6	7	8	9	10	11
1.	Advance Notice to the Stock Exchange of the Record Date for interest Payment of NCDs.	Regulation 60(2) of SEBI (LODR) Regulations, 2015	Delayed submission of Notice of record date for payment of interest on NCDs.	BSE Ltd.	Imposed a Fine of Rs. 10,000/- +GST	Delayed submission of Advance Notice of record date for payment of interest on NCDs under Regulation 60(2) of SEBI (LODR) Regulations, 2015	10,000+18 % GST	There was an instance of Delayed submission of Advance Notice of record date for payment of interest on NCDs, in this regard BSE Ltd. has imposed fine of Rs. 10,000 + taxes which has been deposited by the Company.	Management took note of the same and instruct Company Secretary and Compliance Officer to take care of timely compliances in future.	-

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports: -



Sr. No.	1	2	3	4	5	6	7	8	9	Observations made in the secretarial compliance report for the year ended	Comments of the practicing company secretary on the actions taken by the listed entity.	Management Response	Remarks
1.		Prior intimation to Stock Exchange about Board Meeting.	Regulation 50(1)(d) of SEBI (LODR) Regulations.	Non-submission of Intimation of Board Meeting for raising funds through Issuance of Non-Convertible Debentures.	BSE Ltd.	Imposed a Fine of Rs. 5,000/- +GST	Non-submission of prior Intimation of Board Meeting under Regulation 50(1)(d) of SEBI (LODR) Regulations for raising fund by way of issuance of non-convertible securities.	5000+18% GST	There was an instance of non-submission of prior intimation for the Meeting to consider fund raising through issuance of Non-Convertible Debentures, in this regard BSE Ltd. Has imposed fine of Rs. 5000+taxes which has been deposited by the Company.	31.03.2024	Company has made payment of fine and no further action required in this regard	Management took note of the same and instruct Company Secretary and Compliance Officer to take care of timely compliances in future.	-
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d) We hereby further report that during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	- - -
4.	<u>Disqualification of Director:</u> None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries. 	a) No b) Yes	The Company does not have any material Subsidiary Company as defined in Regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015, however the Company have a wholly owned subsidiary Company namely Nupur Finvest Private Limited (NFPL) and One Independent Director of the Company is on the Board of NFPL.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records	Yes	



	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees in every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	a) Yes b) NA	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes except as below: BSE has imposed fine of Rs. 10,000+18% GST as per SEBI circular no. SEBI/HO/DDHS/DDHS_Div1/P/CI R/2022/00000001 03 dated July 29, 2022-Regulation 60(2)-For Month ended May 2024, for Delay in submission of the notice of Record Date.	The Company has remitted the requisite amount of fine.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance apart from disclosed above is observed for all SEBI regulation/circular/guidance notes etc.



- e) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	Compliance with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	-
	iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	-
2	Other conditions relating to resignation of Statutory Auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee.	NA	-
	ii. In case of any concern with the management of the listed entity material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	-
	iii. In case the auditor proposes to resign, all concerns with respect to the occurred for proposed resignation, along with resignation of the relevant documents has been brought to auditor. the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.	NA	-
	iv. The Audit Committee/ Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views	NA	-



	to the management and the auditor.		
3.	The listed entity /its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October 2019.	NA	-

- f) We hereby confirm that, the listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR read with SEBI circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated December 31, 2024.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information.
This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date : 30.04.2025

Place : Agra

**For Satish Jadon & Associates
Company Secretaries**



(SATISH KUMAR JADON)

Membership No. F9512

CoP No. 9810

P.R. No. 1028/2020

UDIN : F009512G000236013