

Date: December 23, 2024

To,  
The Manager  
Department of Corporate Relationship  
BSE Limited  
25 P. J. Towers, Dalal Street  
Mumbai -400 001

To,  
The Asstt. Vice President  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East)  
Mumbai -400 051

**Scrip Code: 532900 (Equity)**  
**NCDS-975107, 975202, 975251, 975284, 975329, 975437,**  
**975592, 975640, 975865 and CPs-727935, 728436, 728481**

**Scrip Code: PAISALO**

**Subject : Outcome of Board Meeting held on December 23, 2024, as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to our intimation letter dated December 11, 2024 regarding Board Meeting and pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform that the Board of Directors of the Company at its meeting held today inter-alia, has considered and approved the following:

➤ **Alteration in the Articles of Association**

Amendment in Articles of Association ('AOA') of the Company subject to approval of the Shareholders at the ensuing Extra Ordinary General Meeting.

Details as required under Regulation 30 of the Listing Regulations read with Master Circular issued by SEBI vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("Master Circular"), with respect to the alteration in AOA is enclosed as Annexure-I.

➤ **Raising of Funds by Preferential Issue of Convertible Equity Warrants to Certain Identified Non-Promoter Group/Entities**

The issuance and allotment of up to **4,43,56,756 (Four Crore Forty Three Lakh Fifty Six Thousand Seven Hundred and Fifty Six Only)** Convertible Equity Warrants ('Warrants'), carrying a right exercisable by Proposed Allottees to subscribe to one Equity Share (having face value of ₹ 1/- each) per Warrant by way of preferential allotment on private placement basis to "Non-Promoter, Public Category" ("Proposed Allottees"), as detailed in **Annexure-II**, at an issue price of ₹ 58.20 (Rupees Fifty Eight and Twenty Paise Only) per Warrant, which is higher than the floor price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") payable in cash for an amount aggregating up to ₹ **2,58,15,63,200 (Rupees Two Hundred Fifty Eight Crores Fifteen Lakh Sixty Three Thousand Two Hundred Only)** in such manner and on such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations and other applicable laws subject to approval of Members at the ensuing Extraordinary General Meeting and other necessary regulatory, statutory and other approvals, permissions and sanctions, as may be applicable.

**PAISALO DIGITAL LIMITED**

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

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

CIN: L65921DL1992PLC120483

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Details as required under Regulation 30 of the Listing Regulations read with Master Circular issued by SEBI vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("Master Circular"), with respect to the preferential issue is enclosed **as Annexure-III**.

➤ **Notice of the 01<sup>st</sup> Extra-ordinary General Meeting (EGM) for the Financial Year 2024-25 is scheduled to be held on Wednesday, January 22, 2025 for the approval of the shareholders of the Company**

For obtaining the approval of the Members of the Company for the aforementioned matters, the Board of Directors of the Company has decided to hold an EGM of the Company on Wednesday, January 22, 2025 through OAVM/VC and has approved the draft notice of the EGM and matters related thereto to be issued to the shareholders for convening the EGM.

The notice of the said EGM will be sent separately to the stock exchange(s) and to the shareholders of the Company and will also be available on the Company's website at [www.paisalo.in](http://www.paisalo.in) and on the website of the stock exchange(s) i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited at [www.nseindia.com](http://www.nseindia.com), in due course.

➤ **Cut-off date to determine the eligibility of the members for remote e-voting**

The Company has fixed Wednesday, January 15, 2025 as the cut-off date for determining the eligibility of the Members entitled to vote by remote e-voting at the ensuing EGM of the Company scheduled to be held on Wednesday, January 22, 2025 through OAVM/VC. The Company would be availing e-voting services of NSDL. The remote e-voting period begins on Sunday, January 19, 2025 (09:00 A.M. IST) and ends on Tuesday, January 21, 2025 (05:00 P.M. IST).

The meeting of Board of Directors commenced at 11:15 A.M. and concluded at 11:55 A.M.

We request you to take the same on record.

Thanking you,

Yours faithfully,

**For Paisalo Digital Limited**



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

**Encl.: as above**

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## Annexure-I

**Details as required under Regulation 30 of the Listing Regulations read with Master Circular issued by SEBI vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("Master Circular"), with respect to alteration in AOA.**

Keeping in view the dynamically changing regulatory requirements and the proposed preferential issue of warrants, the Board of Directors has decided to amend the Articles of Association for making articles more clarificatory in respect of issuance and allotment of securities. In this regard, the Board recommended to the Members of the Company for their approval at ensuing Extra Ordinary General Meeting for amendment in Articles of Association by adding following new Articles 5A, 5B, and 5C after the existing Article 5.

**5A. Mode of further issue of securities:**

Subject to Applicable Law, further issue of Shares or other securities may be made in any manner whatsoever as the Board may determine including by way of public issue through prospectus, private placement, preferential offer, rights issue, bonus issue, qualified institutions placement or in any other manner or mode that the Board may deem fit, subject to and in accordance with Applicable Law."

**5B. Issue of Warrant or other Convertible Securities:**

- (a) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may, subject to the consent of the Members of the Company in accordance with Applicable Law, issue and allot warrants or other convertible securities convertible into equity shares of the Company on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, overseas corporate bodies, non-resident Indians or such other persons from time to time as it may deem fit.
- (b) Subject to Applicable Law, The Board (or a committee thereof duly authorized by the Board) shall be authorized to make provisions as to the allotment and issue of warrants/convertible securities and in particular may determine to whom the same shall be offered whether at par or at premium from time to time, subject to Applicable Law.
- (c) Subject to Applicable Law, the Board (or a committee thereof duly authorized by the Board), may convert warrants/convertible securities into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the Applicable Law, either in single tranche or in one or more tranches or otherwise as per the discretion of the Board.
- (d) The Board may from time to time subject to the terms on which any warrants/ convertible securities convertible into equity shares may have been issued may call upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants/convertible securities into the equity shares of the Company and shall be payable at such fixed times by the warrant/ convertible security holder who shall pay the amount of the call made on them at time and places appointed by the Board.

**5C. Allotment of Shares for consideration other than cash:**

Subject to the provisions of applicable Laws and these Articles, the Board may issue and allot Shares or other securities in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any Shares or other securities which may be so allotted and may be issued as fully paid-up or partly paid-up, otherwise than for cash and if so issued be deemed to be fully paid up or partly paid up Shares or other security, as the case may be.



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**Annexure-II**

**Names of the Proposed Allottees of Convertible Equity Warrants:**

Sr. No.	Names of the Proposed Allottees	Maximum no. of Warrants for the respective Allottee
<b>A</b>	<b>Non-Promoters, Public:</b>	
1	Elysian Wealth Fund	1,02,24,000
2	Dr Ushma Mehta	75,00,000
3	Hello Money Advisor LLP	52,00,000
4	M7 Global Fund PCC Cell Dewcap	21,51,000
5	NOVA Global Opportunities Fund PCC-TOUCHSTONE	21,51,000
6	UNICO Global Opportunities Fund Limited	21,51,000
7	Citrine Fund Limited	21,51,000
8	Ms. Bharti Sanjeev Chirania	21,00,000
9	Kingsman Wealth Fund	15,80,756
10	Sri Professionals Pvt. Ltd.	11,00,000
11	Ms. Anju Sudheer Chirania	11,00,000
12	Mr. Mahesh Notandas	10,00,000
13	Mr. Dinesh Oswal	5,00,000
14	Nahar Capital & Finanical Services Ltd.	5,00,000
15	Mr. Ashwin Rajendra Hinduja	5,00,000
16	Mr. C P Gurnani	5,00,000
17	B A Investments	3,50,000
18	Mr. Jawahar Lal Oswal	3,30,000
19	Mr. Mohit Mehta	3,00,000
20	Antique Infotech Private Limited	2,50,000
21	Nagdevi Trading & Investment Co. Ltd.	2,50,000
22	Abhilash Growth Fund Pvt. Ltd.	2,50,000
23	Mr. Amit Mahendranath Chaturvedi	2,50,000
24	Mr. Sambhav Oswal	2,00,000
25	Ms. Jyoti Jitendra Mehta	2,00,000
26	Ms. Shilpa Sudhir Kedia	2,00,000
27	Mr. Sanjeev M Jalan	2,00,000
28	Mr. Sandeep Goyal	1,75,000
29	Ms. Asha Shah	1,70,000
30	Mr. Darshana Champaklal Shah	1,70,000
31	Mr. Remin Sanatkumar Bhaglani	1,70,000
32	Mr. Kamal Oswal	1,20,000
33	Mr. Neelkanth Rajiv Khandelwal	1,00,000
34	Ms. Vinni Rajesh Shah	1,00,000
35	Ms. Sweata Bansal	1,00,000
36	Ms. Sunita Rani Singh	18,000
37	Ms. Usha Nagesh	45,000

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**Details as required under Regulation 30 of the Listing Regulations read with Master Circular issued by SEBI vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("Master Circular"), with respect to the preferential issue.**

Sr. No.	Particulars	Disclosures																													
1.	Type of securities proposed to be Issued	Fully Convertible Equity Warrants (“Warrants”)																													
2.	Type of issuance	Preferential Issue																													
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to <b>4,43,56,756 (Four Crore Forty Three Lakh Fifty Six Thousand Seven Hundred and Fifty Six Only)</b> Warrants at an issue price of ₹ 58.20 (Rupees Fifty Eight and Twenty Paise Only) each to persons belonging to “Non-Promoter, Public Category” for an amount aggregating up to ₹ <b>2,58,15,63,200 (Rupees Two Hundred Fifty Eight Crores Fifteen Lakh Sixty Three Thousand Two Hundred Only)</b>																													
4.	Name and number of the Investor(s)	As per the list attached as Annexure-II.																													
5.	Issue price	₹ 58.20 per Warrant (a price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018)																													
6.	Post allotment of securities - outcome of the subscription.	<table><tr><th rowspan="2">Category</th><th colspan="2">Pre preferential issue</th><th colspan="2">Post preferential issue*</th></tr><tr><th>No of Shares</th><th>%</th><th>No of Shares</th><th>%</th></tr><tr><td>Promoters and Promoter Group (A)</td><td>33,04,23,199</td><td>36.7937</td><td>33,04,23,199</td><td>35.0619</td></tr><tr><td>Public (B)</td><td>29,90,04,881</td><td>33.2951</td><td>34,33,61,637</td><td>36.4348</td></tr><tr><td>Non-Promoter- Non Public Shareholding (C)</td><td>26,86,15,900</td><td>29.9112</td><td>26,86,15,900</td><td>28.5033</td></tr><tr><td>Total (A) + (B)+(C)</td><td>89,80,43,980</td><td>100.0000</td><td>94,24,00,736</td><td>100.0000</td></tr></table> <p>* The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to this preferential issue</p>	Category	Pre preferential issue		Post preferential issue*		No of Shares	%	No of Shares	%	Promoters and Promoter Group (A)	33,04,23,199	36.7937	33,04,23,199	35.0619	Public (B)	29,90,04,881	33.2951	34,33,61,637	36.4348	Non-Promoter- Non Public Shareholding (C)	26,86,15,900	29.9112	26,86,15,900	28.5033	Total (A) + (B)+(C)	89,80,43,980	100.0000	94,24,00,736	100.0000
Category	Pre preferential issue			Post preferential issue*																											
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Total (A) + (B)+(C)	89,80,43,980	100.0000	94,24,00,736	100.0000																											
7.	Intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant would be convertible into 1 Equity Share and the rights attached to Warrants can be exercised in one or more tranches, within 18 (eighteen months) from the date of allotment of such warrants. In the event that a Warrant holder does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such warrants, the unexercised Warrants shall lapse and the amount paid by that Warrant holder on such Warrants shall stand forfeited by the Company.																													
8.	Nature of Consideration	Cash																													
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable																													



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