

**PAISALO DIGITAL LIMITED**

**CIN : L65921DL1992PLC120483**

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

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the 01<sup>st</sup> Extra-Ordinary General Meeting (EGM) for the Financial Year 2025-26 of the Members of Paisalo Digital Limited ("the Company") will be held on Friday, May 2, 2025 at 12:30 P.M. (IST) through Video Conferencing / Other Audio Visual Means to transact the following special business:

**ITEM 1: TO APPOINT MR. VINOD KUMAR (DIN: 10230437), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and 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), Mr. Vinod Kumar (DIN: 10230437), who, pursuant to Section 161(1) of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director of the Company with effect from February 4, 2025, by the Board of Directors and who fulfils the 'Fit and Proper' Criteria for Director of NBFC under RBI Directions 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 Director of the Company for the period of 5 years commencing from February 4, 2025, on such terms as set out in the Explanatory Statement as annexed to the Notice and that he shall be liable to retire by rotation.

**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, 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 2: TO APPROVE THE TERMS AND CONDITIONS FOR APPOINTMENT OF MR. VINOD KUMAR (DIN: 10230437), AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and 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 the Board of Directors, Mr. Vinod Kumar (DIN: 10230437), who fulfils the 'Fit and Proper' Criteria for Director of NBFC under RBI Directions be and is hereby appointed as an Executive Director of the Company for the period of 5 years commencing from February 4, 2025, on such terms as set out in the Explanatory Statement as annexed to the Notice, with full liberty to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/ alter/modify/amend/change the terms and conditions of the appointment, from time to time, as may be agreed to by the Board and Mr. Vinod Kumar.

**FURTHER RESOLVED THAT** notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 be exceeded in any financial year(s), during the currency of his tenure of Mr. Vinod Kumar as Executive Director of the Company, remuneration as set out in the Explanatory Statement as annexed to the Notice may be paid to Mr. Vinod Kumar, as minimum remuneration.

**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, 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 3: TO RE-APPOINT MRS. NISHA JOLLY (DIN: 08717762) 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 to the Act, Regulation 17(1)(a) and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and 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 in their meeting held on April 8, 2025, Mrs. Nisha Jolly (DIN: 08717762), Non-Executive Independent Director of the Company, who fulfil the 'Fit and Proper' Criteria for Director of NBFC under RBI Directions and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI LODR Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from May 30, 2025 to May 29, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI LODR Regulations, approval of the Members of the Company be and is hereby also granted for continuation of Directorship of Mrs. Nisha Jolly (DIN: 08717762) as an Independent Director notwithstanding that she will attain the age of 75 years on May 10, 2027.

**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, 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 4: TO APPOINT MR. JITENDRA KUMAR OJHA (DIN: 11028354) 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 to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 the Board of Directors, Mr. Jitendra Kumar Ojha (DIN: 11028354), 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, and in respect of whom a notice in writing pursuant to Section 160 of the Act, has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for the term of three consecutive years effective from May 2, 2025 to May 1, 2028 and whose office shall not be liable to retire by rotation.

**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, 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 5: TO RAISE FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES, FOREIGN CURRENCY CONVERTIBLE BONDS AND/OR OTHER ELIGIBLE SECURITIES IN ONE OR MORE TRanches TO THE ELIGIBLE INVESTORS THROUGH PREFERENTIAL ALLOTMENT, PRIVATE PLACEMENT, INCLUDING QUALIFIED INSTITUTIONAL PLACEMENT OR ANY OTHER PERMISSIBLE MODE FOR AN AGGREGATE AMOUNT UP TO ₹ 27,000 MILLION**

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 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulations**”) (including any amendments, statutory modification(s) and/ or reenactment thereof for the time being in force), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of Re. 1/- each of the Company (‘Equity Shares’) are listed, and the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and Foreign Exchange Management (Debt Instruments) Regulations, 2019, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), and the current Consolidated

Foreign Direct Investment ("**FDI**") Policy (effective from October 15, 2020), (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) and applicable provisions of 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) (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) and the Depository Receipts Scheme, 2014 ("**GDR Scheme**") (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) from time to time, issued by GOI, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Delhi & Haryana at New Delhi and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permits, consents and sanctions, if any, of any Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number of Equity Shares, Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**") and / or Non-Convertible Debt Instrument alongwith warrants and/or other securities including fully or partly convertible into or exchangeable with Equity Shares other than warrants, (hereinafter referred to as '**Securities and/ or Eligible Securities**'), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of domestic and / or international offering(s) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 27,000 Million (Rupees Twenty Seven Thousand Million only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate and as may be permissible under applicable law by way of preferential allotment, private placement, including one or more Qualified Institutional Placement ("**QIP**") in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers ("**QIBs**") (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("**Offering Circular**") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record

date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by Appropriate Authorities with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion ("**the Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company, if required, for such issue and without requiring any further approval or consent from the Members.

**RESOLVED FURTHER THAT:**

- a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof and the same be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into or exchangeable with Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring

**RESOLVED FURTHER THAT** in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations ("**QIBs**") and shall be allotted in dematerialized form as fully paid-up securities;
- b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable laws;
- c) the 'relevant date' for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- d) the price at which the Securities shall be allotted to QIBs shall not be less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**");
- e) the Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations;
- f) the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required;



- g) the Equity Shares issued and allotted under the issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari-passu inter se in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
- h) the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into or exchangeable with Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- i) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 crores) or five (in case the issue size is more than Rs. 250 crores), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
- j) the Credit Rating Agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized;
- k) In accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- l) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- m) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
- n) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- o) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, or ADRs/GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or in accordance with any other applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other Appropriate Authorities at the time of according/granting their approvals for issuance, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

**RESOLVED FURTHER THAT** subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to: (i) decide the date for the opening and closing of the issue, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company; (ii) finalisation of the allotment of the Securities on the basis of the subscriptions received; (iii) finalisation of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required; (iv) approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s) / underwriter(s) / advisor(s), in accordance with all applicable rules, regulations and guidelines; (v) appoint /engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, merchant banker, monitoring agency, lawyers, advisors, escrow agents, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such persons/ agencies as are or may be required to be appointed, involved or concerned in such issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies; (vi) authorisation to any Director or Directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue, allotment and listing of the Securities; (vii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the issue and allotment of the Securities; and (viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and considering the prevailing market conditions to rescind and/or to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

**RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the Act in respect of the aforesaid Securities, if required, either on pari-passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any 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** the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

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

**CIN:** L65921DL1992PLC120483

**Website:** www.paisalo.in

**Email:** cs@paisalo.in

**Tel :** +91 11 43518888

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



**(MANENDRA SINGH)**  
**Company Secretary**  
**Membership No.: F 7868**  
**April 8, 2025**

#### **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), and its rules framed thereunder relating to business to be transacted at the EGM and relevant details as required under SEBI LODR Regulations, SEBI ICDR Regulations and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India ("ICSI"), are annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") had issued General Circulars bearing Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and latest Circular being, General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as "SEBI Circulars"), have permitted companies to hold their general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM facility. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Extra-ordinary General Meeting (EGM) of the Members of the Company for financial year 2025-26, is scheduled to be held through VC/OAVM facility on Friday, May 2, 2025 at **12:30 P.M. (IST)**. Hence, the Members can attend and participate in the EGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith.



3. Company is convening EGM through VC / OAVM and no physical presence of Members, Directors and other eligible persons shall be required for this EGM.
4. In compliance with the aforesaid Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at [www.paisalo.in](http://www.paisalo.in), websites 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) and on the website of National Securities Depository Limited (NSDL) at [www.nsdl.co.in](http://www.nsdl.co.in) respectively. An advertisement in newspaper is being published by the Company containing the details about the EGM i.e., the conduct of the EGM through VC/OAVM, date and time of the EGM, availability of the notice of EGM at the Company's website, manner of registering the email ID's of those Shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members / records of Depositories as beneficial owners, as on Friday, April 4, 2025.
6. Pursuant to provisions of the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself/herself and the Proxy need not be a Member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of provisions of 113 of the Act, read with the aforesaid MCA Circulars, Institutional/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Such Institutional/Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in the notice for more information.
7. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. The Company has fixed Friday, April 25, 2025 as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the Resolutions set forth in this Notice.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE EGM:**

10. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the EGM (collectively referred as "electronic voting") to its members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
11. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, April 25, 2025.
12. A person who is not a Member as on the cut-off date, and have received this notice, should treat this Notice for information purposes only.

13. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, April 25, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company's Registrar and Transfer Agent, M/s Alankit Assignments Limited.
14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through e-voting.
15. The remote e-voting period begins on Tuesday, April 29, 2025 at 9:00 A.M. and ends on Thursday, May 1, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
16. **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: Log-in to 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
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p>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.</p> <p>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/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></p>

	<p>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.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>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 &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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> <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>

<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<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>
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**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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 22 55 33

- 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?**

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 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 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.

v. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) 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*****
b) 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*****
c) 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***

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.

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 **133525** 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 resolution, you will not be allowed to modify your vote.

**17. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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), AADHAR (self-attested scanned copy of Aadhar Card) to 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 or Individual shareholders holding securities in demat mode.

- iii. Alternatively, shareholder/members 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.

**18. General Guidelines for shareholders**

- i. 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.paisalo@gmail.com](mailto:scrutinizer.paisalo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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 [www.evoting.nsdl.com](http://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 toll free no.: 1800102 0990; 1800 22 4430 or send a request to Ms. Pallavi Mhatre, Senior Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- iv. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
  - a. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to [ramap@alankit.com](mailto:ramap@alankit.com)
  - b. In case shares are held in demat mode, please provide DPID CLENT ID (16-digit DP ID+CLIENT ID or 16- digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested copy of PAN Card, self-attested copy of Aadhar Card by writing an email to [ramap@alankit.com](mailto:ramap@alankit.com)

**19. Procedure for joining the EGM through VC / OAVM**

- i. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM is having a capacity to allow participation at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- iii. Members are encouraged to join the Meeting through Laptops for better experience.
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Members are requested to note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- vii. Member who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request on or before Friday, April 25, 2025, mentioning their name, DP ID and Client ID/ folio number, PAN, email id, mobile number at cs@paisalo.in. Those Members who have registered themselves as a speaker shall be given an opportunity of speaking live in the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time in the Meeting and avoid repetition of questions.
- viii. The Members, seeking any information with regard to or any matter to be placed at the EGM or having any questions in connection with the matter placed at EGM, are requested to send email to the Company, at cs@paisalo.in, on or before Friday, April 25, 2025, mentioning their name demat account number/folio number, email id, mobile number. The same will be replied by the company suitably.

## **20. Procedure for remote e-voting on the day of EGM**

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**21. Procedure for inspection of documents**

- i. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office of the Company i.e., CSC, Pocket-52, CR Park, New Delhi-110019 on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM.

**22. Scrutinizer for EGM**

- i. The Board of Directors has appointed Mr. Satish Kumar Jadon, Practicing Company Secretary (FCS No. 9512) as the Scrutinizer for the e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 2 (two) days from the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Company, who shall countersign the same.
- iii. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.paisalo.in](http://www.paisalo.in) and on the website of NSDL <https://evoting.nsdl.com> and shall also be communicated to the Stock Exchanges.
- iv. The Resolution shall be deemed to be passed at the Extra-ordinary General Meeting of the Company scheduled to be held on Friday, May 2, 2025.

**23. Other Information**

- i. Members are requested to direct notifications about change of name / address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or in the physical form to Alankit Assignments Limited, Registrar and Share Transfer Agent of the Company ("RTA") at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110 055 Phone: +91-11-42541234, Fax: +91-11-23552001 at Email: [ramap@alankit.com](mailto:ramap@alankit.com).
- ii. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA. MEMBERS HOLDING SHARES IN PHYSICAL FORM, IN THEIR OWN INTEREST, ARE REQUESTED TO DEMATERIALIZED THE SHARES TO AVAIL THE BENEFITS OF ELECTRONIC HOLDING/TRADING.
- iii. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - For shares held in electronic form: to their Depository Participants ("DPs");
  - For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

- iv. As per Regulation 40 of the SEBI LODR Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Alankit Assignments Limited at [ramap@alankit.com](mailto:ramap@alankit.com) for assistance in this regard.
- v. Members may note that SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.paislo.in](http://www.paislo.in) and on the website of the Company's Registrar and Transfer Agents Alankit Assignments Limited at [www.alankit.com/registrar-and-share-transfer-agent](http://www.alankit.com/registrar-and-share-transfer-agent). It may be noted that any service request can be processed only after the folio is KYC compliant.
- vi. As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company's RTA at [ramap@alankit.com](mailto:ramap@alankit.com) in case the shares are held in physical form.
- vii. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- viii. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- ix. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant, only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.



In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, or in electronic mode at ramap@alankit.com.

- x. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.

## **EXPLANATORY STATEMENT**

In accordance with provisions of Section 102 of the Companies Act, 2013 ("the Act"), SEBI ICDR Regulations, SEBI LODR Regulations and Secretarial Standard on General Meeting, the Explanatory Statement given below sets out the material facts relating to the special business mentioned at the said Item of the accompanying Notice dated April 8, 2025

### **ITEM NO. 1 & 2:**

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 Mr. Vinod Kumar (DIN: 10230437), who fulfil fit and proper criteria for appointment of Director under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as an Additional Director and designated his as an Executive Director of the Company for period of 5 (five) year with effect from February 4, 2025, subject to approval of the Members of the Company.

Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company recommends to the Members of the Company for their approval (i) the Resolution, set out in this Notice as item no. 1, for appointment of Mr. Vinod Kumar as Director of the Company and (ii) the Resolution, set out in this Notice as item no. 2, for approving the terms and conditions for appointment of Mr. Vinod Kumar as an Executive Director of the Company as stated in the resolution and set out herein below:

#### **1. TENURE OF APPOINTMENT:**

The appointment of Mr. Vinod Kumar as Director ( 'Executive Director') is for a period of 5 years with effect from February 4, 2025.

#### **2. DUTIES AND RESPONSIBILITIES:**

Mr. Vinod Kumar, the 'Executive Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

#### **3. REMUNERATION:**

Subject to statutory deductions, remuneration, by way of salary and perquisites of Rs. 50.16 Lakh (Rupees Fifty Lakhs Sixteen Thousand only) per year, as may be decided by the Board from time to time, and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.

Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vinod Kumar, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of basic salary and perquisites as specified above.

**4. OTHER TERMS OF APPOINTMENT:**

- a) Mr. Vinod Kumar shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- b) The terms and conditions of the appointment of Mr. Vinod Kumar may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vinod Kumar, subject to such approvals as may be required.
- c) Subject to the applicable provisions of the Act, SEBI LODR Regulations and other applicable law, the employment of Mr. Vinod Kumar may be terminated by the Company without notice or payment in lieu of notice:
  - i. If Mr. Vinod Kumar is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary to which he is required to render services; or
  - ii. In the event of any serious, repeated or continuing breach (after prior warning) or non observance by Mr. Vinod Kumar of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Vinod Kumar; or
  - iii. In the event the Board expresses its loss of confidence in Mr. Vinod Kumar.
- d) In the event Mr. Vinod Kumar is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his appointment on such terms as the Board may consider appropriate in the circumstances.
- e) Upon the termination by whatever means of the employment Mr. Vinod Kumar, he shall immediately tender his resignation from offices held by him in any subsidiary and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiary.
- f) Mr. Vinod Kumar will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Vinod Kumar, as Executive Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Executive Director will be beneficial to and in the interest of the Company.

Mr. Vinod Kumar is not disqualified for being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent to Act as the Executive Director of the Company.

The Company has received a requisite notice in writing from the Member under Section 160 of the Act, 2013 proposing candidature Mr. Vinod Kumar for the office of Executive Director of the Company.

The additional information for appointment of Mr. Vinod Kumar as a Director as required under Regulation 36 of the SEBI LODR Regulations and applicable Secretarial Standards are provided in the "Annexure" to the Notice.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Companies Act, 2013 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Saturday and Sunday.

Mr. Vinod Kumar is interested in the resolution set out at item no. 1 and 2 of the Notice with regard to his appointment. Relatives of Mr. Vinod Kumar 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 3:**

Mrs. Nisha Jolly is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on May 30, 2020 as Non-Executive Independent Director. As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) 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. Furthermore, in the event that Mrs. Nisha Jolly is reappointed for a second term of 5 years through the resolution outlined in Item no. 3 of this Notice, she will reach the age of seventy-five (75) on May 10, 2027. According to Regulation 17(1A) of the SEBI LODR Regulations, it will be necessary to pass a Special Resolution to extend her directorships despite she is attaining the age of seventy-five years.

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 SEBI LODR Regulations and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 to the extent applicable, Mrs. Nisha Jolly, being eligible for re-appointment (registration requirement of Mrs. Nisha Jolly with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA) is complied with) as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from May 30, 2025 upto May 29, 2030.

In the opinion of the Board, to comply with the provisions of Section 149 of the Act and Regulation 17(1) of the SEBI LODR Regulations for having at least one woman director on the Board of the Company, the re-appointment of Mrs. Nisha Jolly, who holds a very rich experience of banking/finance industry and fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 16(1)(b) of the SEBI LODR Regulations and fit and proper criteria for Directors of NBFC as per RBI Directions, shall be in the interest of the Company. Therefore, the consent of the Members also sought under Regulation 17(1A) of the SEBI LODR Regulations, for continuation of Directorship of Mrs. Nisha Jolly as an Independent Director notwithstanding that she will attain the age of 75 years on May 10, 2027.

The Board considers that continued association of Mrs. Nisha Jolly would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Nisha Jolly as Woman Independent Director.

Accordingly, the Board recommends Special Resolution as set out at item no. 3 of the Notice regarding re-appointment of Mrs. Nisha Jolly as a Non-Executive Independent Director for another term of five consecutive years with effect from May 30, 2025 upto May 29, 2030, for the approval by the Members of the Company.

The additional information for re-appointment of Mrs. Nisha Jolly, as Independent Director as required under Regulation 36 of the SEBI LODR Regulations and applicable Secretarial Standards are provided in the "Annexure" to the Notice.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

Mrs. Nisha Jolly is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment. Relatives of Mrs. Nisha Jolly 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 4:**

Keeping in view of his vast experience and utilise the same in the best interest of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board in its meeting held on April 8, 2025, it is recommended to the Members to appoint Mr. Jitendra Kumar Ojha as an Independent Director of the Company, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the Act), for a term of 3 (Three) years w.e.f. May 2, 2025 to May 1, 2028.

In the opinion of the Board, Mr. Jitendra Kumar Ojha is a person of integrity and independence. He fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR Regulations for his appointment as Non-Executive & Independent Director on the Board of the Company.

In terms of extant provisions of the Act, the Company has received the following consent/declaration in respect of appointment of Mr. Jitendra Kumar Ojha:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (1) and (2) of the Act and
- (iii) A declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations.
- (iv) Letter from a Shareholder, proposing his candidature for the office of a Director in the Company pursuant to section 160(1) of the Act.

Mr. Jitendra Kumar Ojha has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge his duty as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The proposed appointee is not related to any Director on the Board of the Company.

The additional information for appointment of Mr. Jitendra Kumar Ojha, as Non-Executive Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided in the "Annexure" to the Notice.



Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

Accordingly, the Board recommends Special Resolution as set out at item no. 4 of the Notice with regard to appointment of Mr. Jitendra Kumar Ojha as a Non-Executive Independent Director for term of three consecutive years commencing from May 2, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 5:**

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic and inorganic growth, the Company shall require additional long term funds for achieving such growth. Accordingly, the Company intends to undertake a fund raising by way of issuance of equity shares and/or other eligible securities in one or more tranches to eligible investors through preferential allotment, private placement, including qualified institutional placement or any permissible mode.

The funds so raised would be utilized towards meeting funding requirements and growth objectives of the Company including to augment the capital base of the Company for meeting funding requirements of its business activities, inter-alia for 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, to improve and maintain the enhanced regulatory capital requirements in line with the growth objectives of our business and for other general corporate purposes, in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

Accordingly, as approved by the Board of Directors of the Company ("Board") at their meeting held on April 8, 2025 and in order to fulfill the aforesaid objects, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value Re. 1 ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") and / or other securities fully or partial convertible into or exchangeable with Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 27,000 Million (Rupees Twenty Seven Thousand Million Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of preferential allotment, private placement, including one or more qualified institutional placement of Equity Shares ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("SEBI ICDR Regulations") and applicable provisions of 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). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws. The Board (including any duly authorized

committee thereof) may at their 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 proposed issue is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Delhi & Haryana at New Delhi, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

**A. In the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:**

- a. the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;
- b. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
- c. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- d. The price at which the Securities shall be allotted to QIBs shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations, and other applicable law;
- e. The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations;
- f. the 'relevant date' for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- g. the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- h. the Company shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;
- i. the Promoters, member of the Promoter group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP;

- j. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- k. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
- l. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- m. the tenure of the convertible or exchangeable eligible securities issued through QIP shall not exceed sixty months from the date of allotment;
- n. the Credit Rating Agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized;
- o. the schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- p. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

**B. In the event the Securities are proposed to be issued as FCCBs, or ADRs/GDRs:** The relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) and the other applicable pricing provisions issued by the Ministry of Finance.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further equity shares, to any persons other than the existing members of the Company, such issuance shall be subject to a Special Resolution. Since the Special Resolution proposed may result in the issuance of Equity Shares of the Company to the existing Members of the Company and to persons other than existing members of the Company, approval of the Members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs. 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, the GDR Scheme, Shareholders' approval is required for issuance of FCCBs, or ADRs/GDRs. Therefore, consent of the Shareholders is being sought for passing the Special Resolution as set out at item no. 5 of the Notice with regard to fund raising.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("FEMA"), the Foreign Exchange Management (Nondebt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed issue of the Securities, in case of debt 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.

Accordingly, the Board of Directors recommends passing of the Special Resolution as set out at item no. 5 of the Notice with regard to fund raising.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Registered Office:** CSC, Pocket 52, CR Park Near Police Station, New Delhi-110019  
**CIN:** L65921DL1992PLC120483  
**Website:** www.paisalo.in  
**Email:** cs@paisalo.in  
**Tel :** +91 11 43518888

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



**(MANENDRA SINGH)**  
**Company Secretary**  
**Membership No.: F 7868**  
**April 8, 2025**

**ANNEXURE TO THE NOTICE DATED APRIL 8, 2025**

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 STANDARDS

Name	<b>Mr. Vinod Kumar</b>	<b>Mrs. Nisha Jolly</b>	<b>Mr. Jitendra Kumar Ojha</b>
Age	61 years	73 years	57 years
Qualifications	<p>(i) B.Sc. – Osmania University (1985)</p> <p>(ii) C.A.I.I.B. – Indian Institute of Banking and Finance -1998</p> <p>(iii) Executive MBA – S P Jain Institute of Management and Research – 2011</p>	<p>(i) B.Sc. and B.Ed. from Delhi University</p> <p>(ii) M.Sc. Genetics from Pantnagar Ag. &amp; Technology University</p> <p>(iii) Certified Associate of Indian Institute of Bankers.</p>	<p>(i) M.A. – Jawaharlal Nehru University-1989</p> <p>(ii) M.Phil – Jawaharlal Nehru University-1992</p> <p>(iii) M.Phil – niversity of Madras – 2016</p>
Experience, skills and capabilities	<p>Mr. Vinod Kumar did B.Sc. from Osmania University in 1985; C.A.I.I.B. from Indian Institute of Banking and Finance in 1998 and Executive MBA from S P Jain Institute of Management and Research in 2011. He is a retired Banker having 30+ years' Experience of banking with one of the India's largest Lender, State Bank of India.</p> <p>He was a Chief General Manager with India's largest bank, State Bank of India, possessing over 30 years of banking experience in the Indian banking industry and having demonstrated a strong track record of performance and leadership initiatives. He was also nominated as Board Member in (a) State Bank of Mauritius, (b) Bank of Bhutan (c) SBI Security Trustee and (d) Oman India Joint Investment Trustee.</p>	<p>She is a retired Banker. She joined Punjab National Bank in 1976, as Management Trainee &amp; got retired in 2012 as Chief Manager.</p> <p>In her 34 Years of Service in the Bank, she had varied experiences, worked at field level in Branches as Officer, Manager, Senior Manager and well aware about Banking Routine, Loans &amp; Advances &amp; Foreign Exchange related work.</p> <p>Currently, she is associated with Non-Government Organization (NGO).</p>	<p>Mr. Jitendra Kumar Ojha is a former civil servant who prematurely retired from the rank of Joint Secretary in Govt of India. He was one of the youngest Joint Secretaries to head Training Academy on External Security under Cabinet Secretariat of Govt of India.</p> <p>Jitendra Ojha represents a rare blend of hands-on doer and leader turned innovative thinker on "Strategy" and 'Grand Strategy'. He has harnessed his unusually deep and wide exposures to various dimensions of governance and national security - including institution building, geopolitics, geo-economics, security, diplomacy, leadership, human behavior and societal/strategic psyche of major powers - to create robust concepts in these spheres.</p>

	<p>In September 2011, he was deputed to Japan to head SBI Branch at Osaka. He was CEO, SBI Osaka Branch from September 2011 to January 2016. He also has experience of heading two very large sized Corporate Credit Branches in Mumbai having an exposure of about Rs 20,000 crs – Rs 25,000 crs each. He also worked as General Manager (Credit), International Banking Division Handling Credit Portfolio of Foreign Offices and having Credit Exposure of \$ 50 billion.</p> <p>He is a dynamic and results-driven banking professional with a proven track record in corporate credit operations and strategic leadership.</p>		<p>During his 26 years long career as a civil servant, he handled a wide variety of complex geopolitical, security, and governance scenarios. He has engaged statesmen and leaders in different sectors (political, corporate, military, civil-society, media &amp; administration) as well as opinion shapers across numerous fields to pursue multi-stakeholder engagements for peace- building and security in complex zones. He has an exceptional track record in (a) anticipating evolving geopolitical-security scenarios with consistent accuracy (demonstrated even in his post-retirement talks/ write ups) (b) acting as an innovative solution architect in the area of “Strategy” in peace-building and conflict resolution.</p> <p>He has served as Under Secretary, Dy Secretary, Dy Commissioner (Special Bureau), Director and Joint Secretary in Govt of India. He has also served on two long diplomatic assignments, and several short-term foreign assignments. In each assignment, he set new standards of excellence and output, due to his innovative and passionate approach and big-picture focus. His long stint in the India’s diplomatic and security establishments has imbibed in him a deep commitment to larger security and well-being of humanity for security and well-being of Indian society and Indian people.</p>
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Terms and Conditions of appointment/re-appointment	Appointed as Executive Director term for five consecutive years commencing from February 4, 2025, liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.	Re-appointment as Independent Director for second term for five consecutive years commencing from May 30, 2025. She shall not be liable to retire by rotation.	Appointment as Independent Director for three consecutive years commencing from May 02, 2025. He shall not be liable to retire by rotation.						
Remuneration last drawn	Rs. 4,18,000 per month (Gross)	Nil (Only Sitting Fee paid)	Not Applicable						
Remuneration proposed to be paid	As per the resolution at item no. 2 of the notice read with explanatory statement thereto.	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)						
Date of first appointment on the Board	February 4, 2025	May 30, 2020	Not Applicable						
Shareholding in the Company	Nil	Nil	Nil						
Relationship with other Directors / Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel						
Number of meetings of the Board attended during the financial year (2024-25)	1	7	Not Applicable						
Directorships as on March 31, 2025	<table border="1"> <tr> <td>Paisalo Digital Limited (Listed)</td> <td>Executive Director</td> </tr> </table>	Paisalo Digital Limited (Listed)	Executive Director	<table border="1"> <tr> <td>Paisalo Digital Limited (Listed)</td> <td>Independent Director</td> </tr> <tr> <td>Nupur Finvest Private Limited (unlisted)</td> <td>Independent Director</td> </tr> </table>	Paisalo Digital Limited (Listed)	Independent Director	Nupur Finvest Private Limited (unlisted)	Independent Director	None
Paisalo Digital Limited (Listed)	Executive Director								
Paisalo Digital Limited (Listed)	Independent Director								
Nupur Finvest Private Limited (unlisted)	Independent Director								

<p>Membership / Chairmanship of Committees</p>	<p>None</p>	<table border="1"> <tr> <td colspan="2"><b><u>Paisalo Digital Limited:</u></b></td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>IT Strategy Committee</td> <td>Chairman</td> </tr> <tr> <td>Operations and Finance Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b><u>Nupur Finvest Private Limited:</u></b></td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </table>	<b><u>Paisalo Digital Limited:</u></b>		Nomination and Remuneration Committee	Member	IT Strategy Committee	Chairman	Operations and Finance Committee	Member	<b><u>Nupur Finvest Private Limited:</u></b>		Risk Management Committee	Member	Nomination and Remuneration Committee	Member	<p>None</p>
<b><u>Paisalo Digital Limited:</u></b>																	
Nomination and Remuneration Committee	Member																
IT Strategy Committee	Chairman																
Operations and Finance Committee	Member																
<b><u>Nupur Finvest Private Limited:</u></b>																	
Risk Management Committee	Member																
Nomination and Remuneration Committee	Member																
<p>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</p>	<p>He has been appointed as Executive Director w.e.f. February 4, 2025 and drawing remuneration</p>	<p>Except receiving sitting fees from the Company for attending Board and/or Committee Meeting, she has no pecuniary relationship directly or indirectly with the Company or with the managerial personnel.</p>	<p>No pecuniary relationship directly or indirectly with the Company or with the managerial personnel.</p>														
<p>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20<sup>th</sup> June, 2018.</p>	<p>Mr. Vinod Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority</p>	<p>Mrs. Nisha Jolly is not debarred from holding the office of director by virtue of any SEBI order or any other such authority</p>	<p>Mr. Jitendra Kumar Ojha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority</p>														