

**NOTICE OF 32ND
ANNUAL GENERAL MEETING**

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Notice is hereby given that the Thirty Second (32nd) Annual General Meeting of the Members of Paisalo Digital Limited (AGM/ Meeting) will be held on Monday, September 23, 2024 at 2:30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business(s):

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2 – Appointment of Mr. Santanu Agarwal (DIN: 07069797) as a Director, liable to retire by rotation and being eligible, offers himself for re-appointment

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Santanu Agarwal (DIN: 07069797), who retires by rotation at this meeting and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company.”

Item No. 3 – Declaration of final dividend for financial year ended March 31, 2024

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of 10% i.e. INR 0.10 (Ten Paisa only) per equity share of INR 1/- (Rupee One) each of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company for the financial year ended March 31, 2024.”

Item No. 4 – Appointment of Statutory Auditors of the Company and to fix their remuneration

In this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder, in terms of appointment procedure and eligibility criteria prescribed under the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021 (“RBI Guidelines for appointment of Statutory Auditors”) read with the policy for appointment of Statutory Auditors and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of Audit Committee and the Board of Directors, M/s Saket Jain & Co., Chartered Accountants, Firm Registration No. 014685N issued by Institute of Chartered Accountants of India (“ICAI”), having a valid Peer Review Certificate issued by the Peer Review Board of ICAI, who being eligible for appointment as Statutory Auditors, be and are hereby appointed as Statutory Auditors of the Company for a continuous period of 3 (three years) effective from the conclusion of 32nd Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in the calendar year 2027 on such terms and conditions, including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors, as per recommendation of the Audit Committee and in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their

terms of engagement according to the scope of their services as Statutory Auditor and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions including their terms of appointment as per the provisions of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, RBI Guidelines for appointment of Statutory Auditors and Policy for appointment of Statutory Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

Item No. 5 – Approval of alteration in Articles of Association of the Company

In this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force) and such other approvals, as may be required from the relevant Governmental Authorities and subject to approvals, permissions and sanctions from the appropriate authority, if any, the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association by adding a new sub-article 15(b). Additionally, divide the existing Article 15 into two sub-articles: (a) and (b), with the current Article 15 be renumbered as Article 15(a) in the manner as set out herein below:

15. (a) Subject to the provisions of the Act, the Company may issue sweat Equity Shares of a class of Shares already issued to its Directors or employees at a discount or for consideration other than cash for their providing know-how or making available rights in the nature of intellectual property rights or value additions by whatever name called. The rights, limitations, restrictions and provisions as are for the time being applicable to Equity Shares shall be applicable to such Sweat Equity Share issued by the Company.
- (b) To train or pay for the training in India or abroad of any of the Company's and its Subsidiary's employees or to recruit and employ Indian or foreign experts in the interest of or in furtherance of the objects of the Company. To grant option, SAR, shares or other benefits, in accordance with the provisions of the Act and as may be permitted by Securities and Exchange Board of India or Reserve Bank of India, as the case may be."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

Item No. 6 – Approval of Paisalo Employee Share Purchase Scheme 2024

In this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the Act), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force); provisions contained in the Memorandum of Association and the Articles of Association of the Company; Regulations 6 and Part B of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications/guidance/frequently asked questions, if any issued thereunder, as amended from time to time (collectively, the "SBEBSE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time and subject to such approval(s)/ consent(s)/ permission(s)

/sanction(s), as may be required, from the appropriate regulatory authorities/institutions/bodies including the Reserve Bank of India and further subject to such terms and conditions as may be prescribed while granting such approval(s) /consent(s) /permission(s) / sanction(s) and which may be approved and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee("NRC") and Operations & Finance Committee ("OFC") constituted by the Board, exercising its powers, including the powers conferred by this Resolution and SEBI SBEBSE Regulations), consent of the Members of the Company be and is hereby accorded to the Board, to introduce and implement "Paisalo Employee Stock Purchase Scheme 2024" ("PDLESPS2024"/ "Scheme") subject to alteration of Articles of Association of the Company and all the necessary changes required to ensure compliance under the Companies Act, SEBI Regulations, Tax laws, accounting standards and other applicable laws, the salient features of which are furnished in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time or over a period of time, to or for the benefit of, such persons who are employees as designated by the Company, whether exclusively working in India or outside India and/or to the Directors of the Company, whether whole-time or not including a non-executive Director who is not a promoter or member of the promoter group but excluding Independent Director(s), (selected on the basis of criteria decided by the Nomination and Remuneration Committee or the Board), under the Paisalo Employee Stock Purchase Scheme 2024 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of equity shares not exceeding 89,80,439 (Eighty Nine Lakh Eighty Thousands Four hundred and Thirty Nine Only) having face value of INR 1/- (Rupee One only) (not exceeding 1% of the paid-up share capital of the Company as on June 30, 2024) (or such other number adjusted for change in capital structure or corporate actions in terms of Paisalo Employee Stock Purchase Scheme 2024, as per applicable law), at a discount of 18% (Eighteen Percent) to the market price prevailing as on the Offer Date or Purchase Date, which is lower and on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee or the Board, in accordance with the Act, SBEBSE Regulations and provisions of the Scheme in its sole and exclusive discretion.

RESOLVED FURTHER THAT the Company may determine the price of shares to be issued under a Scheme, subject to conforming to the accounting policies specified under Regulation 15 of SBEBSE Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, finalize, evolve, modify, decide upon, administer, superintend and implement Paisalo Employee Stock Purchase Scheme 2024, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of shares, from time to time, granted under Paisalo Employee Stock Purchase Scheme 2024 and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as sub-division, consolidation of shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, if there is any change in the total number of paid-up equity shares, then the above ceiling of equity shares and the purchase price payable by the eligible employees shall be deemed to be increased or decreased in line with such change in total paid-up equity shares and/or face value thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in "Paisalo Employee Stock Purchase Scheme 2024", as it may deem fit, from time to time or to suspend, withdraw or revive Paisalo Employee Stock Purchase Scheme 2024, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is not detrimental to the interest of the employees who have been granted shares under Paisalo Employee Stock Purchase Scheme 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares to be allotted under the "Paisalo Employee Stock Purchase Scheme 2024" on the Stock

Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting standards and policies as applicable to the Company and prescribed from time to time under SBEBSE Regulations and provisions of the Scheme and any other applicable laws and regulations to the extent relevant and applicable to "Paisalo Employee Stock Purchase Scheme 2024".

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company 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, to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the "Paisalo Employee Stock Purchase Scheme 2024", as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of "Paisalo Employee Stock Purchase Scheme 2024" and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard".

Item No 7 - Approval of extending benefits of Paisalo Employee Share Purchase Scheme 2024 to the Eligible Employees of its Wholly Owned Subsidiary Company

In this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"), provisions contained in the Memorandum of Association and the Articles of Association of the Company; Regulations 6 and Part B of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications/guidance/frequently asked questions, if any issued thereunder, as amended from time to time (collectively, the "SBEBSE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time and subject to such approval(s)/ consent(s)/ permission(s) /sanction(s), as may be required, from the appropriate regulatory authorities/institutions/bodies including the Reserve Bank of India and further subject to such terms and conditions as may be prescribed while granting such approval(s) /consent(s) /permission(s) / sanction(s) and which may be approved and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") and Operations & Finance Committee ("OFC") constituted by the Board, exercising its powers, including the powers conferred by this Resolution and SEBI SBEBSE Regulations, consent of the Members of the Company be and is hereby accorded to the Board, to extend the benefits of "Paisalo Employee Stock Purchase Scheme 2024" ("PDLESPS2024"/ "Scheme") proposed in Resolution 6 in this Notice to the Eligible Employees of its Wholly Owned Subsidiary Company, subject to alteration of Articles of Association of the Company and all the necessary changes required to ensure compliance under the Companies Act, SEBI Regulations, Tax laws, accounting standards and other applicable laws, the salient features of which are furnished in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot, at any time, to or for the benefit of the present and/or future Eligible Employees of its Wholly Owned Subsidiary Company as per the "Paisalo Employee Stock Purchase Scheme 2024" but excluding employees who are promoters or persons belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10%

of the outstanding equity shares of the Company and as allowed under applicable rules, regulations, guidelines and laws and other applicable laws (hereinafter referred to as “employees” or “said employees”) unless they are prohibited from participating in the “Paisalo Employee Stock Purchase Scheme 2024” under any law or regulations for the time being in force, on such terms and conditions as may be decided by the Board/Committee.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time or over a period of time, to or for the benefit of, such persons who are employees as designated by the Wholly Owned Subsidiary of the Company, whether exclusively working in India or outside India and/or to the Directors of the Company, whether whole-time or not including a non-executive Director who is not a promoter or member of the promoter group but excluding Independent Director(s), (selected on the basis of criteria decided by the Nomination and Remuneration Committee or the Board), under the Paisalo Employee Stock Purchase Scheme 2024 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of equity shares not exceeding 89,80,439 (Eighty Nine Lakh Eighty Thousands Four hundred and Thirty Nine Only) having face value of INR 1/- (Rupee One only) (not exceeding 1% of the paid-up share capital of the Company as on June 30, 2024) (or such other number adjusted for change in capital structure or corporate actions in terms of Paisalo Employee Stock Purchase Scheme 2024, as per applicable law), at a discount of 18% (Eighteen Percent) to the market price prevailing as on the Offer Date or Purchase Date, which is lower and on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee or the Board, in accordance with the Act, SBEBSE Regulations and provisions of the Scheme in its sole and exclusive discretion.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of shares to be allotted shall be reasonably adjusted in accordance with the provisions of the “Paisalo Employee Stock Purchase Scheme 2024” and in case of sub-division or consolidation of shares then the number of shares shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted shares under the Scheme.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Offer, shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the “Paisalo Employee Stock Purchase Scheme 2024”, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEBSE Regulations, Listing Regulations and other applicable laws provided such variation, amendment, modification or alteration is not detrimental or prejudicial to the interest of the employees who have been given an offer under the “Paisalo Employee Stock Purchase Scheme 2024”.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the “Paisalo Employee Stock Purchase Scheme 2024” on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting standards and policies as applicable to the Company and prescribed from time to time under SEBI SBEBSE Regulations and any other applicable laws and regulations to the extent relevant and applicable to “Paisalo Employee Stock Purchase Scheme 2024”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company 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, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to

Paisalo Employee Stock Purchase Scheme 2024; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Paisalo Employee Stock Purchase Scheme 2024 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required.”

Item No. 8 – Re-Appointment of Mr. Vijay Ronjan as a Non-Executive Independent Director of the Company

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 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, Non Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 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 approval of the Board of Directors in their respective meetings held on August 9 2024, Mr. Vijay Ronjan (DIN: 09345384), 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 he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, from time to time and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received 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 October 8, 2024 to October 7, 2029 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, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 9 – Re-appointment of Mr. Raman Aggarwal as a Non-Executive Independent Director of the Company

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 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, Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 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 in their respective meetings held on August 9 2024, Mr. Raman Aggarwal (DIN: 00116103), 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 he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, from time to time and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received 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 October 15, 2024 to October 14, 2029 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, deem necessary,

proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 10 – Approval to issue Non-Convertible Debt Securities/Debentures through private placement

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, including any statutory modifications, clarifications, exemptions or re-enactment thereof, for the time being in force and pursuant to the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and all other rules, regulations, guidelines, notifications, clarifications and circular, if any issued by any statutory/regulatory authority, as may be applicable and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such consent, approvals, permissions and sanctioned of the concerned statutory and regulatory authorities if and to the extent necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s) which the Board may have constituted / reconstituted or hereinafter constitute /reconstitute to exercise its powers including the powers conferred by this Resolution) to create, offer, invite for subscription, issue and allot, in one or more tranches secured/unsecured, redeemable, Non-Convertible Debt Securities (“NCSs”) including but not limited to subordinated/senior, perpetual/non perpetual, cumulative/non-cumulative rated/ unrated, debentures, bonds and/or other debt securities, etc. on private placement basis, aggregating upto INR 9,000 Crores (Indian Rupees Nine Thousand Crores) on such terms and conditions and at such times, as may be decided by the Board, to such person(s), including but not limited to one or more company(ies), body(ies) corporate, statutory corporation(s), commercial bank(s), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident funds, family office(s) and individual(s), as the case may be, or such other person(s) as the Board may decide/approve in its absolute discretion, during the period of one year or for such other period as permissible under the applicable law from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue of NCSs including but not limited to determine the size, issue price, timing, tenure, interest rate of NCSs, listing of NCSs, if required, creation of security, utilization of issue proceeds, appointment of Debenture Trustee(s), Registrar and Transfer Agent, Legal Counsel and other agency(ies) and to do all necessary acts, deeds and things and to execute such documents deeds writings papers agreements as may be required as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of NCSs as aforesaid.”

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
Date : August 9, 2024

By Order of the Board of Directors
For Paisalo Digital Limited
sd/-
(Manendra Singh)
Company Secretary
Membership No.: F7868

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (“the Act”) in respect of the ordinary and special businesses specified above is annexed hereto.
2. Information pursuant to provisions of Regulation 36(3) and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) for Item(s) No. 2, 4, 8 and 9 are annexed as Annexure-1 to this notice.
3. The Ministry of Corporate Affairs had issued General Circulars bearing Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest Circular being, General Circular No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as “MCA Circulars”) and any updates thereto issued by the Ministry of Corporate Affairs (“MCA”) read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/PoD-2/P/CIR/2023 4 dated January 05, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “SEBI Circulars”), companies are permitted to conduct the Annual General Meeting which are due in the year 2024 through Video Conferencing other Audio Visual Means (“VC OAVM”) on or before September 30, 2024, in accordance with the requirements in accordance to MCA Circulars without the physical presence of Members at a common venue. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Annual General Meeting (“AGM”) of the Members of the Company is scheduled to be held through VCOAVM facility on Monday, September 23, 2024 at 2:30 P.M. (IST). Hence, the Members can attend and participate in the AGM through VCOAVM 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VCOAVM is appended herewith.
4. Company is convening 32nd AGM through VC/OAVM and no physical presence of Members, Directors, Auditors and other eligible persons shall be required for the 32nd AGM.
5. The deemed venue for 32nd AGM shall be the Registered Office of the Company at CSC, Pocket-52, CR Park, Near Police Station, New Delhi-110019.
6. Generally, 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 and the proxy need not be a member of the Company. Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
8. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Tuesday, September 17, 2024 to Monday, September 23, 2024, both days inclusive.
9. The Company has fixed Monday, September 16, 2024 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.

Dispatch of Notice of AGM and Annual Report through Electronic Mode:

10. In terms of Sections 101 and 136 of the Companies Act, 2013 (the “Act”) read with the rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and in terms of MCA circular dated December 28, 2022 and SEBI circular dated January 5, 2023, the listed companies may send the notice of AGM and the Annual Report, including financial statements, Boards’ Report, etc. by electronic mode in

case the meeting is conducted through VC/OAVM. Accordingly, Notice of 32nd AGM along with the Annual Report for financial year ended March 31, 2024 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 of the 32nd AGM and Annual Report for financial year ended March 31, 2024 will also be available on the Company's website at www.paisalo.in, website of the Stock Exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

11. In this notice, the term member(s) or shareholder(s) are used interchangeably.
12. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered updated their email address with the Company are requested to register update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@paisalo.in or to Registrar and Transfer Agent of the Company M/s Alankit Assignments Limited at ramap@alankit.com.
 - b. Members holding shares in dematerialised mode are requested to register update their email addresses with the relevant Depository Participant.


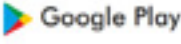


Procedure for E-Voting at the AGM:

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (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 AGM will be provided by NSDL.
14. 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 Monday, September 16, 2024.
15. 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. Monday, September 16, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company's Registrar and Transfer Agent, M/s Alankit Assignments Limited (RTA).
16. 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 on the day of AGM.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. The remote e-voting period begins on Friday, September 20, 2024 at 9:00 A.M. and ends on Sunday, September 22, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
19. The details of the process and manner for remote e-voting are explained herein below:
The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:
Step 1 : Access to the NSDL e-voting system
Step 2 : Cast your vote electronically on NSDL e-voting system.

Step 1 : Access to NSDL e-voting system
 - A) **Login method for e-voting for Individual shareholders holding securities in demat mode**
Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting

service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="756 353 1471 740">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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. <li data-bbox="756 761 1471 923">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="756 944 1471 1370">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. <li data-bbox="756 1391 1471 1732">Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="916 1502 1299 1732" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> </p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="756 1770 1471 1987">Users who have opted for CDSL EasiEasiest 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 EasiEasiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<p>2. After successful login the EasiEasiest 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>Individual Shareholders (holding securities in demat mode) login through their depository participants</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>

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.nsd.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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.nsd.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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 130082 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.

20. 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 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.

21. 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 with a copy marked to 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 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 or call on toll free no.: 1800 102 0990; 1800 22 4430 or send a request to Ms. Pallavi Mhatre, Senior Manager, at evoting@nsdl.co.in.

Procedure for joining the AGM through VC/OAVM:

22. Member will be provided with a facility to attend the AGM 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.
23. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
24. Members are encouraged to join the Meeting through Laptops for better experience.
25. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. 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.
27. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@paisalo.in. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
28. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to cs@paisalo.in on or before September 16, 2024 mentioning their name, DP ID Client ID/Folio no., e-mail ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

Procedure for E-Voting on the day of AGM:

29. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
30. Only those members/shareholders, who will be present in the AGM 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 AGM.
31. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
32. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Procedure for Inspection of Documents:

33. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
34. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@paisalo.in.
35. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 working days through email on cs@paisalo.in. The same will be replied by the Company suitably.

Scrutiniser for Annual General Meeting:

36. The Board of Directors has appointed Mr. Satish Kumar Jadon, Practising Company Secretary (FCS No. 9512) as the Scrutiniser for the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
37. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, 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 Scrutiniser's report of the total votes cast in favour or against, if any, to the Company, who shall countersign the same.
38. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.paisalo.in and on the website of NSDL <https://evoting.nsdl.co.in> and shall also be communicated to the Stock Exchanges.
39. The Resolutions shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Monday, September 23, 2024.

IEPF Related Information:

40. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015- 16, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
41. Members may note that unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
42. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2016-17 and thereafter, are as under:

Financial Year	Dividend Declared Per Share	Date of Declaration	Due date for transfer in IEPF
2016-17	Re. 1.00	26-09-2017	02-11-2024
2017-18	Re. 1.00	29-09-2018	05-11-2025
2018-19	Re. 1.00	10-08-2019	16-09-2026
2019-20	Re. 1.00	08-09-2020	14-10-2027
2020-21	Re. 1.00	25-09-2021	01-11-2028
2021-22	Re. 0.10	30-09-2022	06-11-2029
2022-23	Re. 0.10	21-09-2023	27-10-2030

43. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.

44. Members who have not claimed dividends from FY2017 onwards are requested to approach the Company/RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

Dividend Related Information:

45. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the Annual General Meeting, will be made to:
- a) all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Monday, September 16, 2024; and
 - b) to all those shareholders holding shares in physical form, on the closing hours on Monday, September 16, 2024.
46. As per the SEBI (LODR) Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the Members. Accordingly, dividend, if declared, will be paid through electronic mode, where the Bank Account details of the Members required for this purpose are available. In case where the dividend cannot be paid through electronic mode, the same will be paid by account payee/not negotiable instruments/warrants with Bank Account details, if available, printed thereon.
47. For enabling the payment of dividend through electronic mode, Members holding shares in physical form are requested to furnish, on or before Monday, September 16, 2024, updated particulars of their Bank Account, to Company/ Registrar and Share Transfer Agent (RTA) of the Company along with a photocopy of a cancelled cheque of the Bank Account and self-attested copy of Permanent Account Number (PAN) card. Beneficial Owners holding shares in electronic form are requested to furnish their Bank Account details to their respective Depository Participants and make sure that such changes are recorded by them correctly on or before Monday, September 16, 2024. The request for updating particulars of Bank Account should be signed as per the specimen signature registered with Company/Depository Participants, as the case may be.
48. To avoid fraudulent transactions, the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of Company/RTA of the Company. Members are requested to keep the same updated.
49. With a view to help us serve the Members better, those members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.
50. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
51. Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.
52. The withholding tax rate would vary depending on the residential status of the shareholders and documents submitted by the shareholder with Company/ RTA/ Depository Participant.

Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act at the rate of 10% on the amount of dividend declared and paid by the Company during financial year 2024-25. However, in the following cases, TDS at the rate of 20% would be applicable as per IT Act:

- Section 206AA of IT Act- In case where, PAN is not available/ submitted, or PAN submitted is invalid or PAN is not linked with Aadhar; or
- Section 206AB of IT Act - Non-filing of return of income tax of previous year and aggregate of TDS and TCS in said previous year is Rs. 50,000 or more

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed Rs. 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FI')/ Foreign Portfolio Investors ('FPI') shareholders, TDS will be deducted under section 196D read with section 206AB of the IT Act.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument (MLI) provisions, if they are more beneficial to them.

No communication on the tax determination/deduction shall be entertained after September 20 2024. The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with RTA within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

Other Information:

53. Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advice to avail of the facility of dematerialisation.
54. Further, as an on-going measure to enhance ease of dealing in security markets by investors Securities and Exchange Board of India (SEBI) vide its circular having reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request:
 - i. Issue of duplicate securities certificate;
 - ii. Claim from Unclaimed Suspense Account;
 - iii. Renewal/Exchange of securities certificate;
 - iv. Endorsement;

- v. Sub-division/Splitting of securities certificate;
 - vi. Consolidation of securities certificates/folios;
 - vii. Transmission; and
 - viii. Transposition
55. Pursuant to SEBI circulars, the Company has sent communication to the members holding shares in physical form requesting them to furnish the required details.
56. Members holding shares in physical mode are:
- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company/ RTA, as mandated by SEBI, by writing to the Company at cs@paisalo.in or to RTA at ramap@alankit.com along with the details of folio no., self attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
 - b) pursuant to section 72 of the Companies Act, 2013, are advised to file nomination in the prescribed Form SH- 13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may please contact their respective Depository Participants
57. Members holding shares in electronic mode are:
- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.
58. Non-Resident Indian members are requested to inform RTA / respective DPs, 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.
59. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021, 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 https://paisalo.in/pdf/2_Relevant-forms/FORM-ISR-3.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

EXPLANATORY STATEMENT**Pursuant to provisions of Section 102 of the Companies Act, 2013**

- Item no. 4** – Pursuant to the provisions of RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021 (“RBI Guidelines for appointment of Statutory Auditors”), M/s Manish Goyal & Co., Chartered Accountants, Firm Registration No. 006066C, had been appointed as Statutory Auditor of the Company, in 29th Annual General Meeting, from the conclusion of the 29th AGM till the conclusion of the 32nd AGM of the Company. Accordingly, basis the recommendation of the Audit Committee and pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) and RBI Guidelines for appointment of Statutory Auditors, the Board of Directors, at its meeting held on August 9, 2024, has approved the appointment of M/s Saket Jain & Co., Chartered Accountants, Firm Registration No. 014685N, as Statutory Auditors of the Company for a period of 3 years (Three Years) effective from the conclusion of 32nd Annual General Meeting till the conclusion of 35th Annual General Meeting scheduled to be held in calendar year 2027, subject to approval of the Members of the Company.

M/s Saket Jain & Co., having an experience of more than 25 years. It's service offerings include tax advisory, corporate advisory and outsourcing etc. Further, its clients include Corporate and conducted Concurrent, Stock, Revenue and Statutory Audit of various Nationalized Banks. Chartered Accountants M/s Saket Jain & Co., Chartered Accountants have provided their consent under Section 139 of the Act for appointment as Statutory Auditors along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Act and in accordance to the RBI Guidelines.

Board recommends the resolution as mentioned at item no. 4 above for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives are in any way interested or concerned financially or otherwise, in the resolution set out in the Notice.

- Item no. 5, 6 and 7** – Approval of alteration in Articles of Association of the Company and Approval of Paisalo Employee Share Purchase Scheme 2024 and Approval of extending benefits of Paisalo Employee Share Purchase Scheme 2024 to the Eligible Employees of its Wholly Owned Subsidiary Company

In the present day competitive environment where human resources are one of the deciding factors for the growth of a company, it is common for the growing companies to attract and retain talent through various incentives and share based employee benefits are one of such measures to ensure that the employees have a stake in the long term growth of the company. Keeping this in mind, it is proposed to bring out an Employee Share Purchase Scheme for the employees/Directors of your Company (“Company”) and its Wholly Owned Subsidiary Company (“Eligible Employees”). The Company intends to implement Employee Share Purchase Scheme with a view to attract and retain key talents working with the Company and its Wholly Owned Subsidiary Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

To implement Employee Share Purchase Scheme for eligible employees, enabling provisions should be in the Articles of Association of the Company accordingly Board of Directors of the Company have recommended to amend the Articles of Association of the Company as provided in the Resolution as at Item No. 5 and Pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of Members of the Company by way of a Special Resolution is required for any alteration in the AoA of the company. Accordingly, the approval of the Members is being sought by way of a Special Resolution for alteration in the AoA.

Further, Board of Directors of the Company have also approved, Paisalo Employees Stock Purchase Scheme, 2024) at its meeting held on August 9, 2024. The PDL ESPS 2024 provides for grant of shares of the Company to the Eligible Employees as identified and selected by the Nomination and Remuneration Committee or such other committee as may be constituted by the Board in this regard (“the Committee”).

These resolutions are being proposed for the consideration of the members and their approval by way of Special Resolution.

The Company seeks approval of the Shareholders in respect of PDL ESPS 2024 and for grant of share to the Eligible Employees as may be decided by the Committee from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws and regulations.

Regulation 6(1) of SBEBSE Regulations requires that Scheme shall be approved by the members of the company by passing a special resolution. Further, as PDL ESPS 2024 may entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1) (b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 6 and Item No 7 of this Notice is proposed for approval by members.

Your Directors recommend the Special Resolutions as at Item No. 5, 6 & 7 for your approval.

None of the directors or key managerial personnel of the Company or its Subsidiary Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of shares that may be granted to them under PDL ESPS 2024.

The details of PDL ESPS 2024 are as follows:

a.	Brief description of the Paisalo Employees Stock Purchase Scheme, 2024 ("PDL ESPS 2024")	The Company has instituted PDL ESPS 2024 to attract and retain key talents working with the Company and its Subsidiary Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.
b.	The total number of Shares to be offered and granted	<p>Not exceeding 89,80,439 (Eighty Nine Lakh Eighty Thousands Four hundred and Thirty Nine Only) equity shares of the Company, having face value of INR 1 /- (Rupee One only) each fully paid up.</p> <p>In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of shares to be allotted or purchase price shall be reasonably adjusted as per the provisions of the PDL ESPS 2024 and in case of sub-division or consolidation of shares then the number of shares and the purchase price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been given an offer under the PDL ESPS 2024.</p>

c.	Identification of classes of employees entitled to participate and be beneficiaries in ESPS	<p>Following class / classes of employees are entitled to participate in PDL ESPS 2024:</p> <p>a) an employee as designated by the Company, who is working exclusively in India or outside India;</p> <p>b) director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director;</p> <p>c) an employee as defined in sub-clauses (a) or (b), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include</p> <ul style="list-style-type: none"> • an employee who is a promoter or a person belonging to the promoter group. • a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company. • all those who are on cessation/suspension immediately prior to the Offer Date; or • any other person(s) as determine by the Committee from time to time. <p>The eligibility of an employee shall be determined by the Nomination and Remuneration Committee as per the eligibility criteria as may be determined by the Board/Committee.</p>
d.	Requirements of Vesting and Vesting Period	As the Company proposed to issue share under PDL ESPS 2024, hence requirement of vesting and vesting period is not applicable. The eligible employee of the company and its Subsidiary shall be allotted equity shares in terms of "PDL ESPS 2024" scheme.
e.	Maximum period within which the shares shall be vested	As the Company proposed to issue share under "PDL ESPS 2024" Scheme, hence requirement of vesting period is not applicable
f.	Exercise Period/Offer Period and process of exercise/acceptance of offer	The Purchase Price per Share for Offers accepted within the Offer Period, shall be at a 18% (Eighteen Percent) discount to the Market Price prevailing as on the Offer Date or Purchase Date, whichever is lower, of the share on the recognised stock exchanges which records the highest volume of trading in the share on the day immediately preceding the Offer Date or Purchase Date, as the case may be.
g.	Exercise Period/Offer Period and process of exercise/acceptance of offer	<p>The Committee shall determine the dates for commencement and closure of the Offer Period.</p> <p>The Offer Period shall be specified in the Offer Letter communicated to each Eligible Employees.</p> <p>Any Employee intending to participate in the Scheme shall accept the Offer in one or more tranches, as determined by the Committee at its discretion, by delivering to the Company a duly signed acceptance of the Offer within the Offer Period.</p>

h.	The appraisal process for determining the eligibility of employees for the ESPS	The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be allotted shares under the "PDL ESPS 2024" Scheme on the basis of their grade, designation and level in the Company and such other criteria as it may deem fit at the time of Offer.
i.	Maximum number of Shares to be offered and issued per employee and in aggregate	The maximum number of shares to be granted to any eligible employee will be decided by the Committee. No single Eligible Employee will be granted shares in excess of 1% of the total paid-up capital of the Company. The aggregate of all such shares granted under PDL ESPS 2024 shall not exceed 89,80,439 equity shares.
j.	Maximum quantum of benefits to be provided per employee under ESPS	Unless otherwise determined by the Committee, the maximum quantum of benefits underlying the shares granted to an Eligible Employee shall be 18% (Eighteen Percent) discount to the Market Price prevailing as on the Offer Date or Purchase Date, whichever is lower.
k.	Whether ESPS is to be implemented and administered directly by the Company or through a trust	PDL ESPS 2024 shall be implemented by the Company directly.
l.	Whether ESPS involves new issue of shares by the Company or secondary acquisition by the Trust or both	PDL ESPS 2024 envisages new issue of shares by the Company.
m.	The amount of loan to be provided for implementation of ESPS by the Company to the trust, its tenure, utilization, repayment terms, etc	Not Applicable
n.	Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of ESPS	Not Applicable
o.	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15	The Company conform to the accounting policies specified in Regulation 15.
p.	The method which the Company shall use to value its shares	To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Shares granted.
q.	Primary/Secondary Route	Primary Route
r.	Period of Lock-in	The shares would be subject to a minimum lock in of 18 months from date of allotment and a maximum lock in of 24 months. The maximum lock in period would be subject to the discretion of the Committee.
s.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	None

Item No. 8 - Re-appointment of Mr. Vijuy Ronjan as a Non-Executive Independent Director of the Company

Mr. Vijuy Ronjan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on October 8, 2021 as Non-Executive Independent Director and Shareholders of the Company approved his appointment vide their resolution- dated June 10, 2022 for the period of three consecutive years from October 08, 2021 till October 07, 2024. As per Section 149(10) of the Companies Act, 2013, he can be re-appointed by 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 provides that the appointment, reappointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015 and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 ("RBI Directions"). Mr. Vijuy Ronjan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from October 8, 2024 upto October 7, 2029.

In the opinion of the Board, Mr. Vijuy Ronjan fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and fit and proper criteria for Directors of NBFC as per RBI Directions for his reappointment as a Non-Executive Independent Director of the Company.

Further the Board considers that continued association of Mr. Vijuy Ronjan would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vijuy Ronjan as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Vijuy Ronjan as a Non-Executive Independent Director for another term of five consecutive years with effect from October 8, 2024 upto October 7, 2029, for the approval by the Members of the Company.

The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Vijuy Ronjan for the office of Non-Executive Independent Director of the Company.

The additional information for re-appointment of Mr. Vijuy Ronjan as 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.

Mr. Vijuy Ronjan is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment. Relatives of Mr. Vijuy Ronjan may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 9 - Re-appointment of Mr. Raman Aggarwal as a Non-Executive Independent Director of the Company

Mr. Raman Aggarwal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on October 15, 2019 as Non-Executive Independent Director. As per Section 149(10) of the Companies Act, 2013, 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 provides that the appointment, reappointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015 and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, Mr. Raman Aggarwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from October 15, 2024 upto October 14, 2029.

In the opinion of the Board, Mr. Raman Aggarwal fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and fit and proper criteria for Directors of NBFC as per RBI Directions for his re-appointment as a Non-Executive Independent Director of the Company.

Further the Board considers that continued association of Mr. Raman Aggarwal would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Raman Aggarwal as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Raman Aggarwal as a Non-Executive Independent Director for another term of five consecutive years with effect from October 15, 2024 upto October 14, 2029, for the approval by the Members of the Company.

The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Raman Aggarwal for the office of Non-Executive Independent Director of the Company.

The additional information for re-appointment of Mr. Raman Aggarwal as 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.

Mr. Raman Aggarwal is interested in the resolution set out at Item No. 9 of the Notice with regard to his appointment. Relatives of Mr. Raman Aggarwal may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 10 – Approval to issue Non-Convertible Debt Securities through private placement

In order to augment resources for business operation of the Company, it may invite subscription for secured/unsecured Non-Convertible Debt Securities including Non-Convertible Debentures in one or more series /tranches on Private Placement basis. Borrowings through Non-Convertible Securities not only work out cost effective but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through Non-Convertible Debentures in the current year to meet lending requirements.

The Debt Securities proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of interest rate/effective yield determined, based on market conditions prevailing at the time of the issue.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a Special Resolution for each of the Offers or Invitations.

However, pursuant to second proviso of said rule 14 (2) previous special resolution only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, without the prejudice the borrowing power given/to be given by the shareholders under Section 180 (1)(c) of the Companies Act, 2013, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant rules made there under, as amended and subject to other relevant rules, regulation, guidelines and directions issued by Reserve Bank of India and Securities and Exchange Board of India the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debt Securities/Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution as set at Item No. 10, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors accordingly recommends the Special Resolution set out in Item No. 10 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 10 of the Notice, except to the extent of their share/debenture holding in the Company, if any.

ANNEXURE TO THE NOTICE of 32ND ANNUAL GENERAL MEETING

A. Details of Director seeking appointment/reappointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Item no. 2 – Appointment of Mr. Santanu Agarwal (DIN: 07069797) as a Director, liable to retire by rotation Pursuant to the applicable provisions of Section 152 of the Companies Act, 2013, Mr. Santanu Agarwal retires at the 32nd AGM and being eligible, seeks re-appointment:

Name	:	Mr. Santanu Agarwal
DIN	:	07069797
Age	:	Aged about 27 years
Qualifications	:	B.Com., LL.B. (H)
Terms and Conditions of appointment	:	Executive Director, liable to retire by rotation.
Experience (including expertise in specific functional area)/Brief Resume	:	Mr. Santanu Agarwal is B.Com., LL.B. graduate from Amity University, Noida. Mr. Santanu started his business journey as Chief Innovation of Paisalo Digital Limited in September 2017 and is currently Deputy CEO of Paisalo Digital Limited. Prior to joining Paisalo, Mr. Santanu worked in various algorithmic trading and forex trading organizations in Singapore and Hong Kong. He is well skilled in Negotiation, Business Planning, Analytical Skills and Risk Management. He has a flair for technology and has been a driving force behind the transformation of Paisalo to a fully digital NBFC in operations. He has successfully lead team Paisalo in negotiation, finalization, implementation and execution of Co-Lending agreements with State Bank of India, Punjab National Bank and Bank of Baroda. All agreements entered currently SBI, PNB and BOB are fully operationalized and daily disbursement are taking place. He was instrumental in getting the National Business Correspondent Agreement with SBI.
Date of first appointment on the Board	:	May 6, 2022
Shareholding in the Company	:	3,37,04,000 equity shares of Re. 1 each
Relationship with other Directors/ Key Managerial Personnel	:	Relative (Son) of Managing Director and CEO Mr. Sunil Agarwal
Remuneration last drawn	:	Rs. 15.00 Lakh p.m.
Number of meetings of the Board attended during the financial year (2023-24)	:	Five
Directorships in listed companies and other Directorship	:	Mr. Santanu Agarwal hold Directorship in the following Unlisted Companies: 1. Pro Fitch Private Limited 2. Pri Caf Private Limited 3. Equilibrated Venture Cflow Private Limited 4. Aanjneya Motor Private Limited 5. R N R Automate Private Limited 6. Radiance Techno Powers Company Private Limited
Membership/Chairmanship of Committees of other Boards	:	None
Resignation during past 3 years from listed companies	:	None

Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Item no. 8 – Re-appointment of Mr. Vijuy Ronjan as a Non-Executive Independent Director of the Company

Name	:	Mr. Vijuy Ronjan		
DIN	:	09345384		
Age	:	63 years		
Qualifications	:	BA(Hons)		
Terms and Conditions of appointment/re-appointment	:	Re-appointment as Independent Director for second term for five consecutive years commencing from October 8, 2024		
Experience (including expertise in specific functional area)/Brief Resume	:	Vijuy Ronjan is an Independent Director of the Company and has been associated with our Company since October 8, 2021. He holds a bachelor's degree in arts with honours from Patna College, Patna. Prior to joining our Company, he was Chief General Manager at the State Bank of India.		
Date of first appointment on the Board	:	October 8, 2021		
Shareholding in the Company	:	2200 equity shares of Re. 1 each		
Relationship with other Directors/ Key Managerial Personnel	:	No Relationship with other Directors/ Key Managerial Personnel		
Remuneration last drawn	:	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)		
Number of meetings of the Board attended during the financial year (2023-24)	:	Six		
Directorships in other listed companies and other Directorship	:	1. Platinum Industries Limited (Listed) 2. Akara Capital Advisors Private Limited (Unlisted) 3. Integro Finserv Private Limited (Unlisted)		
Membership/Chairmanship of Committees of other Boards	:	Name of the Company	Name of the Committee	Designation
		Akara Capital Advisors Private Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
		Platinum Industries Limited	Audit Committee	Member
	Nomination and Remuneration Committee		Chairman	
Resignation during past 3 years from listed companies	:	Nil		

Further, Mr. Vijuy Ronjan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Item no. 9 -

Name	:	Mr. Raman Aggarwal		
DIN	:	00116103		
Age	:	59 years		
Qualifications	:	Bachelor of Civil Engineering, Master in Urban Planning & Special Training Programme for the Personnel of Non-Banking Finance Companies		
Terms and Conditions of appointment/ re-appointment	:	Re-appointment as Independent Director for second term for five consecutive years commencing from October 15, 2024		
Experience (including expertise in specific functional area)/Brief Resume	:	<p>He is a Director of Finance Industry Development Council (FIDC)–A Representative body of Assets and Loan Financing Non-Banking Finance Companies. He has experience to work as Consultant to The World Bank, Area Head–NBFCs at Council for International Economic Understanding (CIEU) and Advisor/Consultant to some of the leading NBFCs. He has more than 30 years of working experience in the NBFC sector.</p> <p>He has been actively representing the NBFC sector, being a member of Advisory Groups to Ministry of Finance & RBI, Core Group setup by Ministry of Corporate Affairs and Special Task Force at FICCI. He was the signatory to the Engagement Letters signed by World Bank Group with FIDC. He is also the Chairman of Working Group on NBFCs at Centre for Economic Policy Research (CEPR). He is currently a member of the Advisory Committee on NBFCs set up by SIDBI.</p>		
Date of first appointment on the Board	:	October 15, 2019		
Shareholding in the Company	:	Nil		
Relationship with other Directors/Key Managerial Personnel	:	No Relationship with other Directors/Key Managerial Personnel		
Remuneration last drawn	:	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)		
Number of meetings of the Board attended during the financial year (2023-24)	:	Six		
Directorships in other listed companies and other Directorship	:	<ol style="list-style-type: none"> 1. Emerald Finance Limited (Listed) 2. Finance Industry Development Council 3. Association of Leasing and Financial Services Companies 		
Membership/Chairmanship of Committees of other Boards	:	Name of the Company	Name of the Committee	Designation
		Emerald Finance Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Stakeholders Relationship Committee	Member
Resignation during past 3 years from listed companies	:	Nil		

Further, Mr. Raman Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

- B. Details of Auditors seeking appointment/re-appointment as Statutory Auditor at the Annual General Meeting in accordance with Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Proposed Statutory Auditor	M/s Saket Jain & Co
Proposed fees payable to the statutory auditor(s)	As may be mutually agreed between the Board of Directors and the Auditors from time to time
Terms of Appointment	Three (3) years (From the conclusion of ensuing AGM to AGM to be held in the calendar year 2027)
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee will not materially vary from the fee paid to M/s Manish Goyal & Co., outgoing Auditors
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	<p>Basis of Recommendation:</p> <p>The Board of Directors of the Company vide its Resolution dated August 9, 2024, based on the recommendations of the Audit Committee, had recommended M/s Saket Jain & Co. Chartered Accountants (ICAI Firm Registration No. 014685N) first preferred firm after carrying out detailed analysis, among other shortlisted firms for appointment as Statutory Auditors of the Company for the period of three years with effect from the conclusion of this AGM until the AGM to be held in the calendar year 2027.</p> <p>Credentials:</p> <p>M/s Saket Jain & Co., having an experience of more than 25 years. It's service offerings include tax advisory, corporate advisory and outsourcing etc. Further, its clients include corporate and conducted Concurrent, Stock, Revenue and Statutory Audit of various Nationalized Banks. Chartered Accountants M/s Saket Jain & Co., Chartered Accountants have provided their consent under Section 139 of the Act for appointment as Statutory Auditors along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Act and in accordance to the RBI Guidelines.</p>

PAISALO

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BSE: PAISALO

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