

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that approval of the Members of the Company (as on the Cut-off Date) ("Members" or "Shareholders") is sought for business as set out hereunder by passing Ordinary Resolution, (as indicated) for matter as considered in the Resolution appended below through Postal Ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

The resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pertaining to the resolution setting out the material facts concerning the said resolution and the reasons thereof, are annexed to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice") for your consideration.

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015, as amended, and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice, the same is also available on the Company's website at www.paisalo.in, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the "Management Rules", Regulation 44 of the SEBI (LODR) Regulations, 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their mail addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Alankit Assignments Limited at ramap@alankit.com with a copy to cs@paisalo.in by providing Folio No., name, scanned copy of the share certificate(front and back), PAN (self-attested scanned copy of PAN card) and AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address.

PAISALO DIGITAL LIMITED

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

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

CIN: L65921DL1992PLC120483

www.paisalo.in

अर्थ: समाजस्य न्यासः

The Board of Directors of the Company, appointed CS Satish Kumar Jadon (C.P. No. 9810 and FCS 9512), Proprietor of Satish Jadon & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

The Members shall exercise their right to vote on the resolution included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Thursday, February 8, 2024 at 09.00 A.M. IST and end on Friday, March 8, 2024 at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Friday, March 8, 2024. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

The Resolution, if passed by requisite majority, will deemed to have been passed on the last date of remote e-voting i.e., Friday, March 8, 2024.

Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 48 hours from the conclusion of the e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.paisalo.in and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE ISSUE OF BONUS EQUITY SHARES.

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), The Foreign Exchange Management Act, 1999 ("FEMA") and other applicable regulations, rules and guidelines issued, from time to time, by Securities and Exchange Board of India ("SEBI") and Reserve Bank of India ("RBI") and enabling provision of Memorandum and Articles of Association of the Company (including any statutory modification(s), re-enactment(s) or amendment thereof) and subject to the recommendation of the Board of Directors and such approvals, consents, permissions and sanctions of RBI or other authorities, if any, as may be required and also subject to such terms, conditions, alterations, modifications, changes and variations as may be specified by any of them while according such consents, permissions, approvals or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose), consent of the Members of the Company be and is hereby accorded to the Board

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to capitalize a sum not exceeding Rs. 44,90,21,990/- (Rupees Forty Four Crores Ninety Lakhs Twenty One Thousand Nine Hundred and Ninety only) out of the General Reserve or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statements of the Company for the financial year ended March 31, 2023 for distribution amongst the holders of existing fully paid-up Equity Shares, as may be considered necessary by the Board, for the purpose of issue and allotment of 44,90,21,990 (Forty Four Crores Ninety Lakhs Twenty One Thousand Nine Hundred and Ninety only) Equity Shares as Bonus Shares of face value of Re 1/- (Rupee One only) each credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members of the Company or in the Register of Beneficial Owner maintained by the depositories on the "Record Date" determined by the Board for this purpose, in the proportion of 1:1 i.e 1 (One) Bonus Equity Share of Re. 1/- (Rupee One only) each for every 1 (One) fully paid-up Equity Share of Re. 1/- (Rupee One only) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up equity share capital of the Company held by each such Member.

RESOLVED FURTHER THAT the new equity shares of Re. 1/- (Rupee One only) each to be allotted as Bonus Equity Shares shall be subject to the Memorandum of Association and Articles of Association of the Company, SEBI (ICDR) Regulations and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to the extent that they relate to Non- Resident Indians (NRIs) members, Foreign Institutional Investors (FIIs) / Foreign Portfolio Investor (FPIs), Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors, shall be subject to the approval of RBI under applicable regulations of the Foreign Exchange Management Act, 1999, and other applicable rules/regulations/guidelines issued/amended by RBI or any other regulatory authority from time to time in this regard, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (LODR) Regulations and other applicable rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board or Company Secretary be and are hereby authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Company."

Date : January 31, 2024
Reg. Off. : CSC, Pocket 52, Near Police Station New,
CR Park, Delhi-110019
CIN : L65921DL1992PLC120483
Tel. : +91 11 43518888
E-mail : cs@paisalo.in
Website : www.paisalo.in

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

MANENDRA SINGH
RA SINGH

Digitally signed by
MANENDRA SINGH
Date: 2024.01.31
18:22:26 +05'30'

(Manendra Singh)
Company Secretary
Membership No. F7868

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the "Management Rules" stating material facts and reasons for the proposed resolution, is annexed hereto.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the register of Members / list of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on Friday, February 2, 2024 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February 2, 2024, being the Cut-off Date fixed for the purpose.
4. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
5. Members may note that this Postal Ballot Notice will also be available on the Company's website www.paisalo.in, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL, www.evoting.nsdl.com.
6. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's RTA Alankit Assignment Ltd. by following due procedure.
7. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from Thursday, February 8, 2024 to Friday, March 8, 2024. Members may send their requests to cs@paisalo.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
8. The Resolutions, if passed by requisite majority, will deemed to have been passed on the last date of remote e-voting i.e., Friday, March 8, 2024.
9. **With effect from May 23, 2023, SEBI has mandated allotment of shares in a bonus issue only in the dematerialized form. In view of the same, the shareholders holding shares in demat account shall, automatically, get the bonus shares credited directly to their demat accounts.**

However, in case of shareholders holding shares in physical form, Company will send intimation to the shareholders to provide the details of demat account which should be in

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the same name(s) / order of names as in the physical holding along with Form ISR-4 and Client Master List of DP for crediting the shares to the said demat account.

The shareholders holding shares in physical form shall first ensure that their Physical share folios are updated with KYC, PAN and choice of nomination. Only after complying with this requirement, the request for crediting the bonus shares would be considered and processed by the Company / RTA after proper verification of the documents.

10. The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 2, 2024 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The e-voting period commences from 9:00 a.m. (IST) on Thursday, February 8, 2024 and ends at 5:00 p.m. (IST) on Friday, March 8, 2024. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iii. The Board of Directors of the Company has appointed CS Satish Kumar Jadon (C.P. No. 9810 and FCS 9512), Proprietor of Satish Jadon & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- iv. **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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	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.
	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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.

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- c) How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 127724 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.

11. General Guidelines for Shareholders

- i. Institutional/Corporate 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 the 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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 <https://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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com, or contact Ms. Prajakta Pawle Asst. Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.com to get your grievances on e-voting addressed.

12. Process for those Shareholders whose E-mail IDs are not registered with the Depositories for procuring user id and password and registration of Email 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), AADHAAR (self-attested scanned copy of Aadhaar 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), AADHAAR (self-attested scanned copy of Aadhaar 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 for Individual shareholders holding securities in demat mode.
- iii. Alternatively, Shareholder/Member 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.

Information at a glance:

PAISALO DIGITAL LIMITED

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

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

CIN: L65921DL1992PLC120483

www.paisalo.in

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the Resolutions	Friday, February 2, 2024
Voting start time and date	9:00 a.m. IST, Thursday, February 8, 2024
Voting end time and date	5:00 p.m. IST, Friday, March 8, 2024
Date on which the Resolution are deemed to be passed	Last date of voting i.e. Friday, March 8, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. J K Singla Sr. Manager Alankit Assignments Limited Alankit House 4E/2 Jhandewalan Extension, New Delhi-110055 Contact details: jksingla@alankit.com Contact number – +91 9899888264
Name, address and contact details of e-voting service provider	Contact name: Ms. Prajakta Pawle Asst. Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

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EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

Item No. 1: To Approve Issue of Bonus Equity Shares.

The equity shares of your Company are listed and traded on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). Over the period, reserves of the Company have grown significantly. Considering the substantial amount of Reserves and with a view to reward the members and rationalize the paid-up share capital, the Board of Directors of the Company in its meeting held on January 31, 2024, proposed to issue bonus equity shares in the proportion of 1:1 i.e 1 (One) new fully paid Equity Share of the Company of Re. 1/- each for every 1 (One) existing fully paid Equity Share of the Company of Re. 1/- each held by the Members on the Record Date to be determined by the Company, subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable, by way of capitalization of the General Reserves or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statement of the Company for the year ended March 31, 2023.

Articles of Association of the Company permits issuance of fully paid bonus shares to the Members of the Company. Capitalisation of any part of the amount for the time being standing to the credit of any of the Company's general reserve account, or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations for the time being in force and subject to such approvals, if required, from the statutory authorities.

Further, it is proposed to authorize the Board of Directors of the Company to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board of Directors recommends the resolution as set out in item No. 1 above for your consideration and approval by way of an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution save and except to the extent of their direct or indirect shareholding in the Company.

Date : January 31, 2024
Reg. Off. : CSC, Pocket 52, Near Police Station New,
CR Park, Delhi-110019
CIN : L65921DL1992PLC120483
Tel. : +91 11 43518888
E-mail : cs@paisalo.in
Website : www.paisalo.in

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

**MANENDR
A SINGH** Digitally signed by
MANENDRA SINGH
Date: 2024.01.31
18:21:45 +05'30'

**(Manendra Singh)
Company Secretary
Membership No. F7868**

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