

**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 Listing Regulations"), 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 Special 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 Listing Regulations, 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at [www.evoting.nsdl.com](http://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 Listing 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](mailto:ramap@alankit.com) with a copy to [cs@paisalo.in](mailto: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](mailto: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](mailto:agra@paisalo.in)

CIN: L65921DL1992PLC120483

[www.paisalo.in](http://www.paisalo.in)

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 Friday, March 1, 2024 at 09:00 A.M. IST and ends on Saturday, March 30, 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 Saturday, March 30, 2024. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Special Resolution, if passed, will deemed to have been passed on the last date of remote e-voting i.e., Saturday, March 30, 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 result of the Postal Ballot will be announced within 48 hours from the conclusion of the e-voting. The said result 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 result will also be uploaded on the Company's website [www.paisalo.in](http://www.paisalo.in) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://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 CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES UPTO ₹ 12600 MILLION THROUGH QUALIFIED INSTITUTIONAL PLACEMENT BASIS OR THROUGH ANY OTHER PERMISSIBLE MODE, IN ONE OR MORE TRANCHES:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "**Companies Act**") and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "**SEBI ICDR Regulations**"), as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as "**SEBI Listing Regulations**"), and the uniform listing agreements entered into with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("**FEMA**"), the extant consolidated Foreign Direct

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Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India , as amended and replaced from time to time ("**FDI Policy**") the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, applicable provisions of the Reserve Bank of India's Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 (erstwhile, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("**GOI**"), Ministry of Finance, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges where the equity shares of the Company of face value of ₹ 1/-each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) Equity Shares of face value of ₹ 1/- each of the Company (hereinafter referred to as "**Equity Shares**", respectively) for the purpose of meeting funding requirements and growth objectives of the Company including to augment the capital base of the Company for meeting funding requirements of its business activities, inter-alia for debt reduction, onward lending in accordance with the Reserve Bank of India's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (erstwhile, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016), and any other provisions of applicable law, to improve and maintain the enhanced regulatory capital requirements in line with the growth objectives of our business and for other general corporate purposes, in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws, to Qualified Institutional Buyers ("**QIBs**"), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement ("**QIP**"), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of the placement document(s) and/or other letter or circular, at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit including a discount of up to 5% on the floor price calculated as per Regulation 176 of SEBI ICDR Regulations, such that the total amount to be raised through issue of Equity Shares or other Eligible Securities or in any combination proposed to be issued thereof shall not exceed ₹ **12600 Million** (Rupees **Twelve Thousand Six Hundred Million** only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) by all eligible investors, including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/ alternate investment funds/ Indian and/or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorised to invest in Equity Shares of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with the lead managers and whether or not such investors are Members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally through placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions in terms of applicable regulations) and including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner and in consultation with the lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted,

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fixing of record date or book closure, if required, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

**RESOLVED FURTHER THAT** in case of issue and allotment of Equity Shares by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- i. the allotment of Equity Shares shall only be to successful eligible qualified institutional buyers as defined in the SEBI ICDR Regulations;
- ii. the allotment of the Equity Shares as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution of the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- iii. the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iv. the Equity Shares to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- v. no partly paid-up Equity Shares shall be issued/allotted;
- vi. in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or any Committee duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- vii. it shall be at such price which is not less than the price determined in accordance with the applicable provisions of Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**"). The Board may, however, at its absolute discretion in consultation with the lead manager issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- viii. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations; and
- ix. The Equity Shares allotted pursuant to the QIP shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares including the number of such Equity Shares that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with lead managers, merchant bankers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to a placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges

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and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee duly constituted by the Board or any committee of Directors or any Directors(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the QIP and settle any questions or difficulties that may arise in connection with the aforesaid resolutions”

**Date** : February 22, 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*

**(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 23, 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 SEBI Listing 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 23, 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](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://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 Friday, March 1, 2024 to Saturday, March 30, 2024. Members may send their requests to [cs@paisalo.in](mailto: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 Resolution, if passed by requisite majority, will deemed to have been passed on the last date of remote e-voting i.e., Saturday, March 30, 2024.
9. **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.

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- 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 23, 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 Friday, March 1, 2024 and ends at 5:00 p.m. (IST) on Saturday, March 30, 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "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"




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	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

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	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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	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.  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.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL 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.
  - 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.

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- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, home page of e-voting will open.

## Step 2: Cast your vote electronically on NSDL e-voting system.

### How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
- ii. Select "EVEN" of Company Paisalo Digital Limited, which is "127985" 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.

## 10. 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

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the Scrutinizer by e-mail to [scrutinizer.paisalo@gmail.com](mailto:scrutinizer.paisalo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), or contact Ms. Prajakta Pawle Asst. Manager, National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) to get your grievances on e-voting addressed.

**11. 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](mailto: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](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the Resolution	Friday, February 23, 2024
Voting start time and date	9:00 a.m. IST, Friday, March 1, 2024
Voting end time and date	5:00 p.m. IST, Saturday, March 30, 2024
Date on which the Resolution are deemed to be passed	Last date of voting i.e. Saturday, March 30, 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: <a href="mailto:jksingla@alankit.com">jksingla@alankit.com</a> 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: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

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**EXPLANATORY STATEMENT**

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

**Item No. 1:**

The Board has passed a resolution on February 22, 2024 to approve under Section 62 and other applicable provisions of the Companies Act, 2013, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the issue of equity shares of the Company of face value of ₹ 1/- each (the "**Equity Shares**") for an aggregate amount not exceeding ₹ **12600 Million** (Rupees **Twelve Thousand Six Hundred Million** only) to eligible Qualified Institutional Buyers ("**QIBs**") under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each, as amended.

The proposed issue of capital is subject to the approvals under applicable regulations issued by the Securities and Exchange Board of India (SEBI)/ the Stock Exchanges and any other government / regulatory approvals as may be required in this regard.

The issue/allotment of Equity Shares may be consummated in one or more tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "**Board**" which term shall deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed QIP may result in the issuance of Equity Shares to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the Qualified Institutional Bidders (as defined in Regulation 2(1) (ss) of the SEBI ICDR Regulations) ("**QIBs**") in the QIP in accordance with the SEBI ICDR Regulations. The price at which the Equity Shares shall be allotted to QIBs shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, applicable provisions of the Reserve Bank of India's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the '**Relevant Date**' (as defined below). For this purpose, '**stock exchange**' shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date).

The '**Relevant Date**', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription.

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The allotment of Equity Shares shall be completed within 365 days from the date of resolution passed by the Members.

The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a special resolution.

The Directors and the Promoter of the Company would not subscribe to the Equity Shares, if made under Chapter VI of SEBI Regulations.

The Net Proceeds from the issue of Equity Shares would be utilized towards meeting funding requirements and growth objectives of the Company including to augment the capital base of the Company for meeting funding requirements of its business activities, inter-alia for debt reduction, onward lending in accordance with the Reserve Bank of India's Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (erstwhile, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016), and any other provisions of applicable law, to improve and maintain the enhanced regulatory capital requirements in line with the growth objectives of our business and for other general corporate purposes, in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

The Board recommends the resolutions set out at Item No. 1 of the accompanying notice for approval of the Members by way of Special Resolution.

None of the Directors of the Company or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of his/her holding of Equity Shares and also to the extent of subscription by a financial institution/ company/body corporate in which the KMPs, Director or his/her relatives may be directly or indirectly interested.

**Date** : February 22, 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**



*(Handwritten signature)*

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

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