

# NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

## NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Paisalo Digital Limited will be held on Saturday, August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Santnagar, Main Road, East of Kailash, New Delhi - 110065 to transact the following business(s):

### ORDINARY BUSINESS:

1. To adopt Financial Statements together with the Board's and Auditors' Reports thereon for the financial year ended March 31, 2019

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Board's and Auditors' Reports thereon.

2. To appoint Director

To appoint a Director in place of Mr. Anoop Krishna (DIN: 08068261), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To declare dividend on fully paid-up Equity Shares for financial year 2018-19

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

**"RESOLVED THAT** for the financial year 2018-19, dividend of 10% (i.e. Re. 1 on every Equity share of ₹ 10/- each) on fully paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared."

### SPECIAL BUSINESS:

4. To re-appoint Mr. Naresh Kumar Jain as Non-Executive Independent Director of the Company

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 17, 2019 and 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 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Jain (DIN: 01281538), Non-Executive Independent Director of the Company, who 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 an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from August 13, 2019 to August 13, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to provisions of Section 180(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), to raise or borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the paid up share capital, free reserves and securities premium of the Company not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed a sum of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company

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

**"RESOLVED THAT** pursuant to provisions of Section 180(l)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder [including any statutory modification(s) or re-enactment (s) thereof for the time being in force], consent of 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 thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution), to create/ renew such mortgages, charge(s), hypothecation(s) and floating charges, including existing mortgages, charges and hypothecation created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or the issue of rupee/foreign currency convertible bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said Loans, shall not at any time exceed an amount of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

7. To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended up to date, and other applicable SEBI regulations, circulars and guidelines and subject to rules, regulations, guidelines, notifications and circulars, if any, issued in this regard by the Reserve Bank of India under the Reserve Bank of India Act, 1934 and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches secured or unsecured, redeemable, Non-Convertible Debentures ("Debentures") including but not limited to Subordinated/ Senior, Rated/ Unrated, Listed/ Unlisted, Debentures, Bonds, and/or other debt securities, etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding ` 3600 Crores (Rupees Three Thousand Six Hundred 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), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of Debentures and other debt securities etc. shall not exceed the overall amount of borrowing of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores) as may be approved by the Members under the provisions of section 180 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, 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 Debenture / Bonds as aforesaid."

8. To approve upward revision in the remuneration of Mr. Sunil Agarwal as Managing Director of the Company  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** in partial modification of the Resolution passed in this regard by the Members of the Company at 26th Annual General Meeting held on September 29, 2018 and pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and in pursuance to the provisions of Articles of Association of the Company and pursuant to the recommendation/approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Sunil Agarwal, Managing Director of the Company, by way of addition of rent free furnished/unfurnished accommodation, or any other benefit or amenity in respect of such accommodation for an amount not exceeding to ` 3,80,000/- p.m. w.e.f. November 15, 2018 till the remainder of his current tenure as Managing Director of the Company. Other than this upward revision in the remuneration of Managing Director all the existing terms and conditions of his appointment existing presently shall remain in force.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit during the currency of his tenure as Managing Director of the Company, he shall be entitled to the remuneration as provided herein above and

in the Resolution passed in this regard by the Members of the Company at 26th Annual General Meeting held on September 29, 2018.

**RESOLVED FURTHER THAT** subject to the overall limit specified under the Companies Act, 2013 and rules framed there under, the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sunil Agarwal, Managing Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**Place : New Delhi**  
**Date : May 17, 2019**

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

**Sd/-**  
**(MANENDRA SINGH)**  
**Company Secretary**  
**Membership No.: F 7868**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' written notice is given to the Company.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, forms part of this Notice.
4. Brief details of the Director who is seeking appointment/re-appointment are annexed hereto as per requirements of Regulation 36(3) of the SEBI (LODR) Regulations, 2015.
5. 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 Sunday August 4, 2019 to Saturday, August 10, 2019, both days inclusive.
6. 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 Saturday, August 3, 2019; and
  - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent on or before the closing hours on Saturday, August 3, 2019.
7. 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. Where dividend payments are made through electronic mode, intimations regarding such remittance will be sent separately to the Members. 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 printed thereon. In case of non-availability of Bank Account details, address of the members will be printed on such payment instruments.

For enabling the payment of dividend through electronic mode, Members holding shares in physical form are requested to furnish, on or before Saturday, August 3, 2019, 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 Saturday, August 3, 2019. 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.
8. 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.



9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA of the Company
10. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those Members who have registered their email ids with their respective Depository Participants or with the RTA of the Company.
11. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Auditors' Report and Board's Report are also available on the website of the Company [www.paisalo.in](http://www.paisalo.in).
12. To receive shareholders' communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register/update their email address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, Members are advised to register their email address with RTA of the Company on [ramap@alankit.com](mailto:ramap@alankit.com).
13. 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.
14. 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.
15. Documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
16. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contact or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
17. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form 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.
18. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the financial year 2011-12 remaining unclaimed for a period of seven years shall become due for transfer in October, 2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends/shares in respect of the financial years from 2011-12 onwards are requested to approach the Company for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
19. Corporate Members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the Annual General Meeting.
20. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.
21. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
22. Voting through electronic means –  
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Man-

agement and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Wednesday, August 7, 2019 (9:00 A.M) and ends Friday, August 9, 2019 (5:00 P.M). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, August 3, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

The instructions for e-voting are as follows:

The procedure to login to NSDL e-Voting website consists of "Two Steps" as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

A. Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below :

Sr. No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i	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*****.
ii	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*****.
iii	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***

- e) Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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 enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e 'PAISALO e- voting.pdf' file. The password to open the ' PAISALO e- voting.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 ' PAISALO e voting.pdf' file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.
- B. Details on Step 2 is given below:
- How to cast your vote electronically on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - Select "EVEN" of company for which you wish to cast your vote.
  - Now you are ready for e-Voting as the Voting page opens.
  - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### C. General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer.paisalo@gmail.com](mailto:scrutinizer.paisalo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut off date i.e. Saturday, August 3, 2019. Voting rights in the e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
  - You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- 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 Saturday, August 3, 2019.
  - 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. Saturday, August 3, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company's Registrar and Transfer Agent, M/s Alankit Assingments Limited.
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - 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.
  - 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 3 (three) 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.
  - The results declared along with the Scrutiniser's report shall be placed on the Company's website [www.paisalo.in](http://www.paisalo.in) and on the website of NSDL <https://evoting.nsdl.co.in> and shall also be communicated to the Stock Exchanges. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Saturday, August 10, 2019.
  - Route map for directions to the venue of the 27th Annual General Meeting is annexed herewith as part of this Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 27<sup>TH</sup> AGM

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)

Name of Director Seeking ap- pointment-reappointment	Mr. Naresh Kumar Jain			Mr. Anoop Krishna		
DIN	01281538			08068261		
Date of Birth	January 01, 1953			January 01, 1958		
Age in years	Aged about 66 years			Aged about 61 years		
Date of Appointment (Reap- pointment)	August 14, 2014   (August 14,2019)			February 23, 2018		
Qualifications	B Sc., LL.B., FCS, DCL, FCPS			Bachelor's degree in Science		
Designation (at which appoint- ment to be made)	Non-Executive Independent Director			Executive Director		
Expertise in specific functional area	He has experience over 40 years in the areas of Legal Compliances, Legal Man- agement, Secretarial Functions, Statuto- ry Compliances, Listing and Corporate Governance. He is well-versed with the provisions of Companies Act, SEBI Regu- lations, FEMA, NBFC and other statutory laws.			He has a rich experience of more than three decades of Banking Industry. He got amply rewarded and got several promotions and key assignments across the country. During his tenure as Head of Corporate Accounts Group for Delhi, he successfully handled a large business portfolio of more than Rs 60,000 Crs, which is larger than the Corpo- rate Credit portfolio of some smaller Banks.		
List of outside Directorship	• Optiemus Infracom Limited  • Global Finserve LLP			• Prabhat Dairy Limited  • Cheese Land Agro (India) Private Limited  • Shyam Metalics and Energy Limited		
No. of shares held in the Com- pany	NIL			NIL		
Chairman/ Member of the Committees of the Board across all other public Compa- nies of which he/she is a Direc- tor as on the date of this Notice	Optiemus Infracom Limited	Audit Commit- tee	Member	Prabhat Dairy Lim- ited	Audit Commit- tee	Chairman
	Optiemus Infracom Limited	CSR Com- mittee	Chairman			
	Optiemus Infracom Limited	Nomi- nation & Remu- neration Commit- tee	Member			
No. of Board Meetings attend during the year 2018-19 out of five board meeting held	Five			Four		
Relationship with Other Direc- tors	No Relationship			No Relationship		
Remuneration paid during the year 2018-19 (not including sitting fees paid to non-executive directors)	NIL			` 36 Lakhs		

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to Item No. 4 to 8:

Item No. 4

Mr. Naresh Kumar Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on August 14, 2014 as Non Executive Independent Director. As per Section 149(10) of the Com-  
panies 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. Based on recommendation of Nomination and  
Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any  
other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr Jain, being eligible  
for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-ap-  
pointed as an Independent Director for another term of five consecutive years from August 14, 2019 upto August  
13, 2024. Mr Jain is a science graduate and has completed his law degree from Delhi University in 1974. He is a  
fellow member of the Institute of Company Secretaries of India and an honorary fellow member of The Institute  
of Certified Public Secretaries – Kenya. He has an experience of over 40 years in the field of Legal Compliances,  
Legal Management, Secretarial Functions, Statutory Compliances, Listing and Corporate Governance including  
more than 29 years of managerial experience in senior positions. He retired as the Secretary and CEO of The  
Institute of Company Secretaries of India. Under his leadership, the Institute recorded outstanding growth and  
development on all fronts. Mr. Jain has attended a week long Board Leadership Programme, South Asia, organised  
by Global Corporate Governance Forum, IFC, World Bank Group in Washington, DC and was a faculty in “Train the  
Trainer-Corporate Governance Board Leadership Programme” organised by Global Corporate Governance Forum,  
IFC, World Bank Group, Washington, DC in Mumbai and New Delhi. He has a widely travelled and has addressed  
various national and international seminars, conferences and workshops on diverse issues including Corporate  
Governance organised by OECD, GCGF, INSOL International, Indo-UK Task Force on Corporate Affairs, ICGN, IFCS,  
CSIA, Cass Business School, London, CMDA, etc. He has also authored several articles which have been published  
in various national economic newspapers, journals and professional magazines. He has been a member of various  
high powered committees and groups of apex industry associations, government and regulatory bodies, academic  
institutions, international associations including the Ministry of Corporate Affairs, Planning Commission, SEBI,  
National Foundation for Corporate Governance, IGONU, IFCS, CSIA, etc. Presently he is a member of ASSOCHAM  
National Council for Corporate Affairs & CSR, a Partner of Global FinServe LLP, an Independent Director and a  
regular faculty in seminars/conferences/ workshops organised by DPE, IICA, ASSOCHAM, IOD, IICA, ICSI, ICAI,  
ICWAI etc. Mr Jain is presently a Corporate Advisor and Trainer for Board leadership teams on diverse subjects with  
focus on Corporate Governance, Board’s roles, responsibilities and liabilities, corporate compliance management,  
Sustainability etc.

In the opinion of the Board, Mr. Jain fulfils the conditions specified under the Companies Act, 2013, the Companies  
(Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations,  
2015 for his re-appointment as a Non-Executive Independent Director of the Company. Copy of the draft letter  
for appointment of Mr. Jain as a Non-Executive Independent Director setting out terms and conditions would be  
available for inspection without any fee by the Members at the Registered Office of the Company during normal  
business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of  
the Company. The Board considers that his continued association would be of immense benefit to the Company  
and it is desirable to continue to avail services of Mr. Jain as an Independent Director. Accordingly, the Board rec-  
ommends Special Resolution in relation to eligibility and re-appointment of Mr. Jain as an Independent Director  
for another term of five consecutive years with effect from August 14, 2019 to August 13, 2024, for the approval  
by the Members of the Company.

Brief details about Mr. Jain is annexed with the accompanying notice containing details of Directors Seeking Ap-  
pointment /Re-Appointment at the 27th Annual General Meeting.



Except Mr. Naresh Kumar Jain being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting.

#### Item No. 5

Being a Non-Banking Finance Company, it requires more funds for smooth and consistent business operations. Accordingly to access funds at most competitive rate(s) from various sources and forms including but not limited to term loan(s), working capital facilities, debt securities, inter corporate deposit(s) as may be allowable to the Company. In this regard, it is, therefore proposed to fix the limit of Board of Directors to borrow money for the Company's business over and above the paid-up share capital, free reserves and securities premium of the Company.

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Accordingly, the consent of the Members by way of Special Resolution under Section 180 (1) (c) of Companies Act, 2013 is sought for authorizing the Board of Directors of the Company to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company, its free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose) but not exceeding an amount of ` 3600 Crores (Rupees Three Thousand Six Hundred Crores).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting.

#### Item No. 6

According to the provisions of Section 180 (1) (a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the Shareholders obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the shareholders by way of Special Resolution under Section 180(l)(a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 6 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting.

#### Item No. 7

In order to augment resources for business operation of the Company, it may invite subscription for secured/unsecured Non-Convertible Debentures (NCDs), in one or more series /tranches on Private Placement basis. The NCDs 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) an offer or invitation for non-convertible debentures previous special resolution only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant Rules made there under, 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 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 at Item No.7, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 7 of the accompanying notice for approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting.

#### Item No. 8

Mr. Sunil Agarwal, was reappointed as Managing Director of the Company by the Board of the Company at its meeting held on January 30, 2018 for a period of 5 years with effect from February 20, 2018. The same was subsequently approved by the Members at the 26th Annual General Meeting held on September 29, 2018.

Further, considering the contribution of Mr. Sunil Agarwal, as per the recommendation of the Nomination and Remuneration Committee, the Board of the Company at its meeting held on October 29, 2018 approved the revision in the remuneration of the Mr. Sunil Agarwal for his remaining tenure as Managing Director of the Company effective from November 15, 2018.

Accordingly, pursuant to provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Sunil Agarwal as set out in the item no. 8 is recommended by the Board of Director for approval of the members.

Except Mr. Sunil Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice of the Annual General Meeting

**Place : New Delhi**

**Date : May 17, 2019**

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

**Sd/-  
(MANENDRA SINGH)  
Company Secretary  
Membership No.: F 7868**

PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019  
Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in

ATTENDANCE SLIP

(To be presented at the entrance)

27<sup>th</sup> Annual General Meeting on August 10, 2019 at 11:30 A.M.

At Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065

I hereby record my presence at the 27th Annual General Meeting of the Company to be held on August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

FullNameoftheMember:.....  
(In BLOCK LETTERS)

Folio No. ....DP ID No. ....Client ID No. ....

No. of Shares held.....

FullNameofProxy:.....  
(In BLOCK LETTERS)

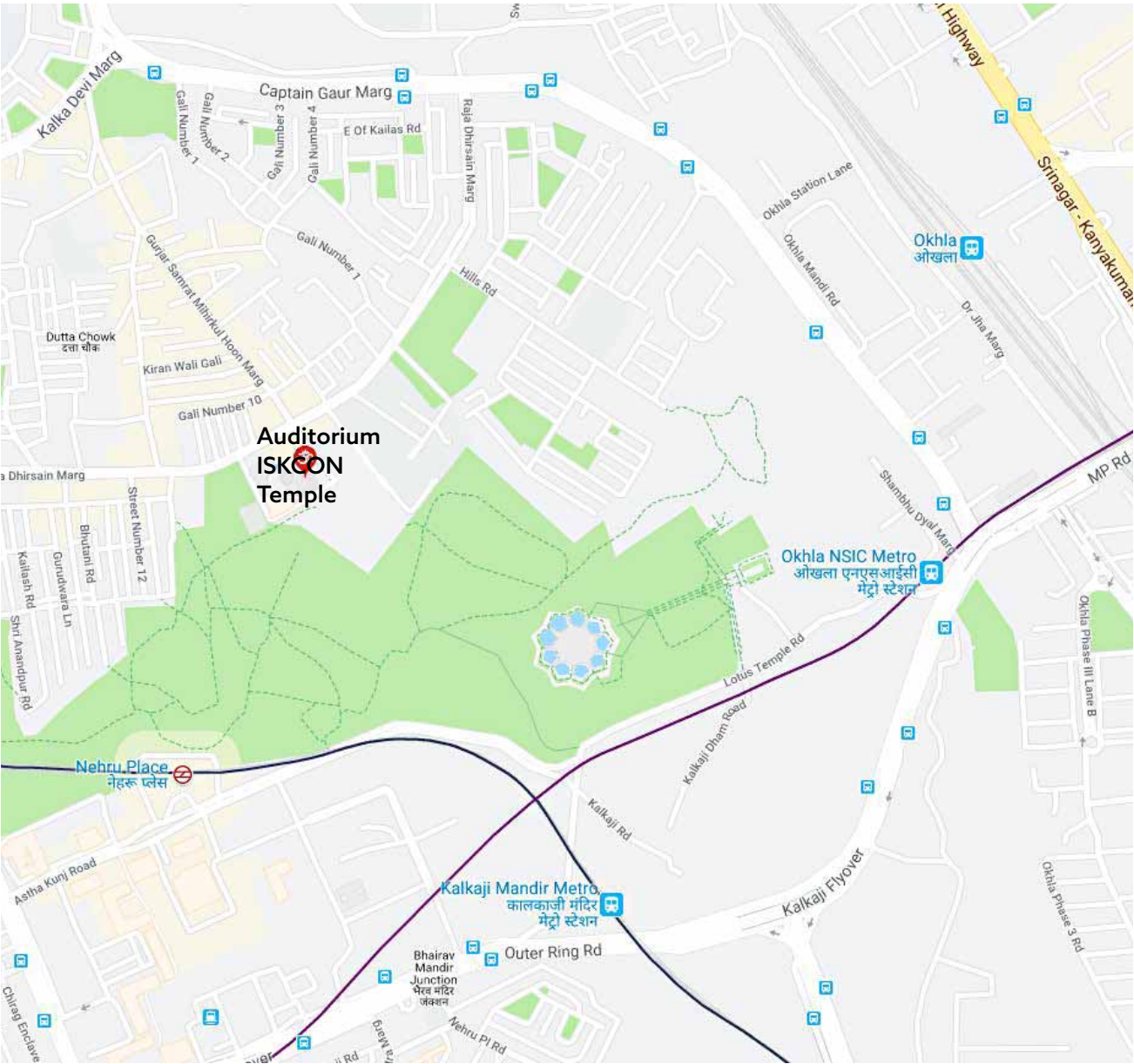
Signature of Member/Proxy:.....

Date:.....

PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019  
Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in





## PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019

Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in

### FORM NO. MGT 11 PROXY FORM

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No. / Client Id : .....

DP ID : .....

I/We, being the member(s) of.....Shares of the Paisalo Digital Limited hereby appoint.

1. Name: ..... E-mail Id.....

Address:.....

Signature: .....

2. Name: ..... E-mail Id.....

Address:.....

Signature: .....

3. Name: ..... E-mail Id.....

Address:.....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on August 10, 2019 at 11:30 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1.	To adopt Financial Statements together with the Board's and Auditors' Reports thereon for the financial year ended March 31, 2019		
2.	To appoint a Director in place of Mr. Anoop Krishna, who retires by rotation and being eligible, offers himself for appointment.		
3.	To declare final dividend on fully paid-up Equity Shares for financial year ended on March 31, 2019		
Special Business:			
4.	To reappoint Mr. Naresh Kumar Jain as a Non Executive Independent Director of the Company		
5.	To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013.		

6.	To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company.		
7.	To approve the issuance of Non-Convertible Debentures, in one or more series/ tranches pursuant to Section 42 of the Companies Act, 2013.		
8.	To approve upward revision in the remuneration of the Mr. Sunil Agarwal as Managing Director of the Company		

Signed on this ..... day of .....2019.

Signature of Shareholder: ..... Signature of Proxy holder(s): .....

#### Notes:

- This Form in order to be effective should be duly completed and deposited at the registered office of the Company at 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019, not less than 48 hours before the commencement of the meeting.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/ Proxy.

Affix 1/-  
Revenue  
Stamp  
Stamp

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

[illegible]

[illegible]

\* Photographs embedded in the Annual Report may not belong to Paisalo Digital Limited, any liability arising from dissemination of the photograph is disclaimed. We further thank the UN for providing free resource online by way of flicker for photographs.



# PAISALO

EASY LOAN आसान लोन

## PAISALO DIGITAL LIMITED

FORMERLY KNOWN AS S. E. INVESTMENTS LIMITED

**Registered Office:**

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

**Head Office:**

Block 54, First Floor  
Sanjay Place, Agra - 282 002  
Phone : +91 562 402 8888  
Email: agra@paisalo.in

**Mumbai Office:**

Unit 262, Solitaire Corporate Park  
Andheri Kurla Road  
Chakla, Andheri (E), Mumbai  
Phone: +91 22 4228 8888  
Email: mumbai@paisalo.in