

The Manager
Department of Corporate Service
BSE Limited
25 P. J. Towers, Dalal Street
Mumbai-400001

Ref.: Scrip Code: 532900 , Debt: 959759

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra (East)
Mumbai-400051

Scrip Symbol: PAISALO

Dear Sirs,

Sub.: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated April 1, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of Paisalo Digital Limited ("Company"), on the following items of special business:

Res. No.	Resolutions	Type of Resolution
1	To re-appoint Mr. Sunil Agarwal as Managing Director of the Company.	Ordinary Resolution
2	To re-appoint Mr. Harish Singh as Whole-time Director designated as Executive Director and Chief Financial Officer.	Ordinary Resolution
3	To re-appoint Mr. Anoop Krishna as Whole-time Director designated as Executive Director	Ordinary Resolution
4	To approve payment of Annual Remuneration to Executive Director(s) who are Promoter(s)/ Member(s) of Promoter Group in terms of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015	Special Resolution
5	To appoint Mr. Nirmal Chand as a Non-Executive Independent Director of the Company.	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Alankit Assignments Limited, and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, March 31, 2023.

The Company has engaged the services of NSDL for purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Thursday, April 6, 2023 (9:00 A.M. IST) and shall ended on Friday, May 5, 2023 (5:00 P.M. IST).

The Postal Ballot Notice is also being uploaded on the Company's website at www.paisalo.in and on the website of NSDL at www.evoting.nsdl.com. The results of the Postal Ballot will be uploaded on the Stock Exchanges within 48 hours from the conclusion of Postal Ballot and will also be placed on the Company's website at www.paisalo.in and also on the website of Alankit Assignments Limited at www.evoting.nsdl.com in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015.

We request you to take the above information on your record.

Thanking you

Yours faithfully

For Paisalo Digital Limited

(MANENDRA SINGH)
Company Secretary

PAISALO DIGITAL LIMITED

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

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

CIN: L65921DL1992PLC120483

www.paisalo.in

अर्थ: समाजस्य न्यासः

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 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 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015) and 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 is sought for businesses as set out hereunder by passing Ordinary / Special Resolution, as applicable, through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

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

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

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

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.

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The Members shall exercise their right to vote on the resolutions included in the Notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Thursday, April 6, 2023 at 09.00 A.M. IST and end on Friday, May 5, 2023 at 05.00 P.M. IST. Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Friday, May 5, 2023. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

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

The Scrutinizer will submit his report to the Managing Director & Chief Executive Officer of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.paisalo.in and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

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

SPECIAL BUSINESS:

ITEM NO. 1

To re-appoint Mr. Sunil Agarwal as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sunil Agarwal (DIN: 00006991) as Managing Director of the Company for a period of five years commencing from February 20, 2023, on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board') and as set out in the Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed between the Board and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

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ITEM NO. 2

To re-appoint Mr. Harish Singh as Whole-time Director designated as Executive Director and Chief Financial Officer.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Harish Singh (DIN: 00039501) as Whole-time Director designated as Executive Director and Chief Financial Officer (‘ED & CFO’) for a period of five years commencing from August 1, 2023, on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and as set out in the Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed between the Board and Executive Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 3

To re-appoint Mr. Anoop Krishna as Whole-time Director designated as Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Anoop Krishna (DIN: 08068261) as Whole-time Director designated as Executive Director for a period of three years commencing from February 23, 2023, on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and as set out in the Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed between the Board and Executive Director.

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RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

ITEM NO.4

To approve payment of Annual Remuneration to Executive Director(s) who are Promoter(s)/ Member(s) of Promoter Group in terms of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015'), as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Sunil Agarwal, Managing Director, and Mr. Santanu Agarwal, Whole-Time Director designated as Deputy Managing Director, notwithstanding their aggregate annual remuneration exceeds the threshold limits as prescribed under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, in any year, during their current term."

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

ITEM NO. 5

To appoint Mr. Nirmal Chand as a Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 25 (2A) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015') and relevant provisions of Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 ("RBI Directions") (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nirmal Chand (DIN: 10041305), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from March 27, 2023 pursuant to Section 161(1) of the Companies Act, 2013 and who fulfil the 'Fit and Proper' Criteria for Director of NBFC under RBI Directions and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (LODR) Regulations, 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 by the Company in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of three consecutive years commencing from March 27, 2023 and whose office shall not be liable to retire by rotation.

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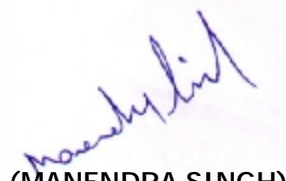
CIN: L65921DL1992PLC120483

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FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Date : April 1, 2023
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)
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 Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. The relevant information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment are also annexed to this Notice.
3. 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.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website www.paisalo.in, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL, www.evoting.nsdl.com.
5. 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.
6. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
7. The Resolutions, if passed by requisite majority, will deemed to have been passed on the last date of remote e-voting i.e., Friday, May 5, 2023.
8. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 31, 2023 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The e-voting period commences from 9.00 a.m. (IST) on Thursday, April 6, 2023 and ends at 5.00 p.m. (IST) on Friday, May 5, 2023. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions 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 Satish Jadon & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

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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.	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility,</p> <p>i. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone.</p> <p>ii. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section.</p> <p>iii. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services.</p> <p>iv. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page.</p> <p>v. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the e-voting period or voting during the meeting.</p>





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	<p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> i. The option to register is available at https://eservices.nSDL.com. ii. Select “Register Online for IDeAS” or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 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 mobile phone. ii. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. iii. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. iv. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period. v. Shareholders / Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<p>ii. 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 e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>iii. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>iv. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page.</p> <p>v. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	<p>i. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.</p> <p>ii. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see the e-voting feature.</p> <p>iii. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period or voting during the meeting.</p>

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

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

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

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

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

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- vi. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
- i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, home page of e-voting will open.

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

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

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
- ii. Select "EVEN" of Company Paisalo Digital Limited, which is **123733** 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.

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- 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.

9. General Guidelines for Shareholders

- i. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.paisalo@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Prajakta Pawle, Assistant Manager, at e-mail: evoting@nsdl.co.in, or call on toll free no: 022 - 4886 7000 and 022 - 2499 7000.

10. 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 (Company email id).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to cs@paisalo.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively, Shareholder/Member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the Resolutions	Friday, March 31, 2023
Voting start time and date	9.00 a.m. IST, Thursday, April 6, 2023
Voting end time and date	5.00 p.m. IST, Friday, May 5, 2023
Date on which the Resolutions are deemed to be passed	Last date of voting i.e. Friday, May 5, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Mr. J K Singla Sr. Manager Alankit Assignments Limited Alankit House 4E/2 Jhandewalan Extension, New Delhi-110055 Contact details: jksingla@alankit.com Contact number – +91 9899888264
Name, address and contact details of e-voting service provider	Contact name: Ms. Prajakta Pawle Asst. Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

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EXPLANATORY STATEMENT

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

ITEM NO. – 1

Mr. Sunil Agarwal is a founder Member, Promoter and Managing Director cum CEO of the Company with an experience of over three decades. He has a degree in Bachelor of Commerce.

In terms of provisions of Section 196 of the Companies Act, 2013 and resolution passed at 26th Annual General Meeting held on September 29, 2018 the term of appointment of Mr. Sunil Agarwal as Managing Director was expired on February 19, 2023. He has excellent grasp and thorough knowledge and experience of finance business. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 10, 2023 was of the opinion that for smooth and efficient running of the business, the services of Mr. Sunil Agarwal should be continued to be available to the Company and re-appointed him as Managing Director of the Company for a further period of five years commencing from February 20, 2023 on the same remuneration as approved by the Shareholders at their 26th Annual General Meeting held on September 29, 2018

Further, on the recommendations of the Nomination and Remuneration Committee, subject to approval of the Shareholders, the Board approved the terms and conditions of Mr. Sunil Agarwal's re-appointment. The main terms and conditions relating to his re-appointment as Managing Director are as follows:

- (1) **Period:** For a period of 5 years, commencing from February 20, 2023.
- (2) **Nature of Duties:** Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of the Company in connection with and in the best interests of the business of the Company and the business of subsidiary, including performing duties as assigned to him from time to time by serving on the Boards of such subsidiary or any other executive body or any committee of such a company.
- (3) **Remuneration:** Total Salary of Rs. 43,20,000/- per month.
- (4) **Increment:** The Managing Director shall be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.
- (4) **Minimum Remuneration:** In the event of inadequacy or absence of profits during the currency of his tenure, the Managing Director shall be entitled to the remuneration herein provided and where applicable the same shall be subject to the provisions contained in the Section 197 and Schedule V of the Companies Act, 2013.
- (5) **Sitting fee:** He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- (6) **Use of Car:** Provision for use of the Company's car for official duties shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
- (7) **Retire by Rotation:** During the tenure of his term of office he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Sunil Agarwal and other relevant information as required under provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

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In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Sunil Agarwal as Managing Director of the Company as set out above.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Sunil Agarwal & Mr. Santanu Agarwal and their relatives, are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. – 2

In terms of provisions of Section 196 of the Companies Act, 2013 and resolution passed at 26th Annual General Meeting held on September 29, 2018 the term of re-appointment of Mr. Harish Singh as Executive Director of the Company is expiring on July 31, 2023. Accordingly, subject to the approval of the Shareholders, the Board of Directors of the Company in its meeting held on February 10, 2023, has re-appointed him as Executive Director of the Company for a period of 5 years effecting from August 1, 2023.

Mr. Harish Singh is a Fellow Member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing. He has a rich experience of more than two decades in the areas of Audit, Taxation, Corporate Advisory Services, Financial Management and Fund Raising etc. He is well-versed with the provisions of other statutory laws with proficiency in steering system implementation. He is a keen analyst with exceptional relationship management & negotiation skills with proven abilities in liaising with the various regulatory authorities. Looking into his knowledge of various aspects relating to the Company's affairs and experience and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 10, 2023, was of the opinion that the services of Mr. Harish Singh should be continued to be available to the Company and re-appointed him for a further period of five years commencing from August 1, 2023.

Further, on the recommendations of the Nomination and Remuneration Committee, subject to approval of the Shareholders, the Board, approved the terms and conditions of Mr. Harish Singh's re-appointment. The main terms and conditions relating to his re-appointment as Executive Director are as follows:

- (1) **Period:** For a period of 5 years, commencing from August 1, 2023.
- (2) **Nature of Duties:** Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of the Company and/or CEO & Managing Director of the Company, from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of the Company and/or CEO & Managing Director of the Company in connection with and in the best interests of the business of the Company and the business of subsidiary, including performing duties as assigned to him from time to time by serving on the Boards of such subsidiary or any other executive body or any committee of such a company.
- (3) **Remuneration:**
 - i) Salary of Rs. 3,07,500/- per month.
 - ii) House Rent allowance of Rs. 68,100/- per month.
 - iii) Company's contribution to Provident Fund Rs. 36,900/- per month.
- (4) **Increment:** He shall be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

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- (4) **Minimum Remuneration:** In the event of inadequacy or absence of profits during the currency of his tenure, the Executive Director shall be entitled to the remuneration herein provided and where applicable the same shall be subject to the provisions contained in the Schedule V of the Companies Act, 2013.
- (5) **Sitting fee:** He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- (6) **Use of Car:** Provision for use of the Company's car for official duties shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
- (7) **Retire by Rotation:** During the tenure of his term of office he shall be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Harish Singh and other relevant information as required under provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Harish Singh as Executive Director of the Company as set out above.

The Board recommends the Ordinary Resolution set forth in Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

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

ITEM NO. – 3

In terms of provisions of Section 196 of the Companies Act, 2013 and resolution passed at 26th Annual General Meeting held on September 29, 2018 the term of appointment of Mr. Anoop Krishna as Executive Director of the Company was upto February 22, 2023. Accordingly, subject to the approval of the Shareholders, the Board of Directors of the Company in its meeting held on February 10, 2023, has re-appointed him as Executive Director of the Company for a period of 3 years effecting from February 23, 2023.

Mr. Anoop Krishna is a banking veteran. He started his career in the year 1982 as a Probationary Officer and retired as Chief General Manager Corporate Banking in 2017. He headed the Corporate Accounts Group of SBI in Delhi. Prior to his superannuation on December 31, 2017, he was heading the Mid Corporate Group of State Bank of India as Chief General Manager for Northern and Eastern India based out of SBI Corporate Centre, Mumbai. He has brought with him a rich and varied experience of leading a large team of people operating into complex financial structure. Currently, he as Executive Director is responsible for Strategic Planning for funding to the Company. Looking into his knowledge of various aspects relating to the Company's affairs and experience and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 10, 2023, was of the opinion that the services of Mr. Anoop Krishna should be continued to be available to the Company and re-appointed him for a further period of three years commencing from February 23, 2023.

Further, on the recommendations of the Nomination and Remuneration Committee, subject to approval of the Shareholders, the Board, approved the terms and conditions of Mr. Anoop Krishna's re-appointment. The main terms and conditions relating to his re-appointment as Executive Director are as follows:

- (1) **Period:** For a period of 3 years, commencing from February 23, 2023.

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- (2) **Nature of Duties:** Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of the Company and/or CEO & Managing Director of the Company, from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of the Company and/or CEO & Managing Director of the Company in connection with and in the best interests of the business of the Company and the business of subsidiary, including performing duties as assigned to him from time to time by serving on the Boards of such subsidiary or any other executive body or any committee of such a company.
- (3) **Remuneration:** i) Salary of Rs. 3,20,000/- per month aggregating to Rs. 38,40,000/- P.A.
ii) Conveyance and other allowance Rs. 60,000/- per month.
- (4) **Increment:** He shall be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and the Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.
- (5) **Minimum Remuneration:** In the event of inadequacy or absence of profits during the currency of his tenure, the Executive Director shall be entitled to the remuneration herein provided and where applicable the same shall be subject to the provisions contained in the Schedule V of the Companies Act, 2013.
- (6) **Sitting fee:** He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- (7) **Retire by Rotation:** During the tenure of his term of office he shall be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Anoop Krishna and other relevant information as required under provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, the approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Anoop Krishna as Executive Director of the Company as set out above.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anoop Krishna is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. – 4

In terms of provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, shareholders' approval by way of Special Resolution shall be required for fees or compensation payable to Executive Director(s) who are promoter(s) or member(s) of the promoter group, if:

- (i) the annual remuneration payable to such Executive Director exceeds Rupees 5 Crore or 2.5 per cent of the net profits, calculated as per Section 198 of the Companies Act, 2013, of the listed entity, whichever is higher; or
- (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits, calculated as per Section 198 of the Companies Act, 2013, of the listed entity.

Therefore, Mr. Sunil Agarwal and Mr. Santanu Agarwal are Executive Directors, designated as Managing Director and Deputy Managing Director respectively, on the Board of the Company and belongs to Promoter Group of the Company, accordingly Shareholders' approval by way of special resolution shall be required if the

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remuneration payable to Mr. Sunil Agarwal and Mr. Santanu Agarwal cross the aforesaid threshold limit, in any year during their current tenure as Executive Directors (Managing /Deputy Managing Director).

Accordingly to comply with the provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, approval of the Members is sought on the Special Resolution as set out in Item No. 4 of the Notice.

The Board of Directors recommends the Special Resolution as set out in Item No. 4 of the Notice for approval of Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sunil Agarwal & Mr. Santanu Agarwal and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. – 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, appointed Mr. Nirmal Chand, who fulfil fit and proper criteria under Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015, as an Additional Independent Director of the Company with effect from March 27, 2023.

Mr. Nirmal Chand is not disqualified for being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company.

Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (LODR) Regulations, 2015) provides that the appointment, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and provisions of Regulations 17(1) (c); 25(2A) and other applicable regulations of SEBI (LODR) Regulations, 2015 and relevant provisions of Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, Mr. Nirmal Chand, being eligible for appointment as an Independent Director, is proposed to be appointed as an Independent Director for a term of three consecutive years from March 27, 2023 upto March 26, 2026.

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

Further the Board considers that association of Mr. Nirmal Chand would be of immense benefit to the Company and it is desirable to avail services of Mr. Nirmal Chand as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to appointment of Mr. Nirmal Chand as a Non-Executive Independent Director for the term of three consecutive years with effect from March 27, 2023 upto March 26, 2026, for the approval by the Members of the Company.

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

PAISALO DIGITAL LIMITED

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The additional information for appointment of Mr. Nirmal Chand as Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided as annexure to the Notice.

Mr. Nirmal Chand is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Nirmal Chand may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Date : April 1, 2023
Reg. Off. : CSC, Pocket 52, Near Police Station New,
CR Park, Delhi-110019
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Website : www.paisalo.in

By Order of the Board of Directors
For Paisalo Digital Limited



(MANENDRA SINGH)
Company Secretary
Membership No. F7868

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ANNEXURE TO THE NOTICE DATED APRIL 1, 2023

THE ADDITIONAL INFORMATION FOR DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT, AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Name	Mr. Sunil Agarwal	Mr. Harish Singh	Mr. Anoop Krishna	Mr. Nirmal Chand
DIN	00006991	00039501	08068261	10041305
Age	Aged about 52 years	Aged about 55 years	Aged about 65 years	Aged about 62 years
Qualifications	Bachelor's degree in commerce	Fellow member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing	Bachelor's degree in science	MA, MBA (Bkg & Finance), CAIIB
Designation (at which appointment to be made)	Managing Director	Executive Director	Executive Director	Independent Director
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Sunil Agarwal is a founder Member, Promoter and Managing Director & CEO of the Company with an experience of over three decades. He is responsible for the Company's strategic decision making along with Company's financial activities.</p> <p>He embarked his journey into finance business at a very young age of 20 years. At a nascent age he established this Company, the success of which is contributed to his arduous work and commitment. At present Company is doing its business from many branches in the various states of the Country, which is instrumental in steering the Company's growth story across the country. With his leadership skills and positive attitude, Company is growing and is expected to grow bigger and better.</p>	<p>Mr. Harish Singh is a Fellow Member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing. He has a rich experience of more than two decades in the areas of Audit, Taxation, Corporate Advisory Services, Financial Management and Fund Raising etc. He is well-versed with the provisions of other statutory laws with proficiency in steering system implementation. He is a keen analyst with exceptional relationship management & negotiation skills with proven abilities in liaising with the various regulatory authorities. He is engaged with the Company as an Executive Director and he strengthens the operation and finance department of the Company with his rich experience and specialization.</p>	<p>Mr. Anoop Krishna is a banking veteran. He started his career in the year 1982 as a Probationary Officer and retired as Chief General Manager Corporate Banking in 2017. He headed the Corporate Accounts Group of SBI in Delhi. Prior to his superannuation on December 31, 2017, he was heading the Mid Corporate Group of State Bank of India as Chief General Manager for Northern and Eastern India based out of SBI Corporate Centre, Mumbai. He has brought with him a rich and varied experience of leading a large team of people operating into complex financial structure.</p> <p>Currently, he as Executive Director is responsible for Strategic Planning for funding to the Company.</p>	<p>Mr. Nirmal Chand, Retired Chief General Manager, Reserve Bank of India, has an experience to act as RBI Nominee Director on the Board of Indian Overseas Bank from 2014-2019. During the period 2018-2021, he headed the Department of Govt. and Bank Accounts in Central Office of RBI at Mumbai as Principal Chief General Manager.</p> <p>He was also posted as Regional Director at RBI Chandigarh and RBI Thiruvananthapuram during 2014-2018 wherein he was responsible for supervision/inspection of banks and NBFCs, Financial Inclusion, Currency Management, Payment & Settlement system, representing RBI/banking sector for close coordination with the state Govts and UT for various regulatory and developmental activities.</p> <p>He headed Department of Banking Supervision at RBI New Delhi and had carried out the Annual Financial Inspection of many banks.</p>

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				<p>He also headed the Department of Non- Banking Supervision, RBI New Delhi and had shouldered the responsibility of supervision of about 2500 NBFCs, including many of the large NBFCs, which at that time accounted for more than 50% of the business carried out by all the NBFCs in the country.</p> <p>He also has the exposure of working in the areas of Currency Management and Payment Systems in RBI.</p>
Terms and Conditions of appointment/re-appointment	Five Years from 20.02.2023	Five Years from 1.08.2023	Three Years from 23.02.2023	Appointment as Independent Director for three consecutive years commencing from March 27, 2023
Date of first appointment on the Board	March 5, 1992	August 01, 2008	February 23, 2018	March 27, 2023
Shareholding in the Company	5,28,51,400 Equity Shares of Re. 1/- each	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	He is father of Mr. Santanu Agarwal, Deputy Managing Director of the Company	No Relation with other Directors	No Relation with other Directors	No Relation with other Directors
Remuneration last drawn	Rs. 32,80,000 P.M.	Rs. 2,75,000 P.M.	Rs. 3,30,000 P.M.	Nil
Number of meetings of the Board attended during the financial year (2022-23)	6	6	5	Not applicable

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Directorships as on March 31, 2023	Paisalo Digital Limited (L)	:	Managing Director	Paisalo Digital Limited (L)	:	Executive Director	Paisalo Digital Limited (L)	:	Executive Director	Paisalo Digital Limited (L)	:	Independent Director
	Pro Fitcch Private Limited (UL)	:	Director	Nupur Finvest Private Limited(UL)	:	Director	(L)=Listed, (UL)= Unlisted			RBL Finserve Limited (UL)	:	Independent Director
	Pri Caf Private Limited (UL)	:	Director	(L)=Listed, (UL)= Unlisted			(L)=Listed, (UL)= Unlisted					
	Aanjneya Motor Private Limited(UL)	:	Director									
	Nupur Finvest Private Limited(UL)	:	Director									
	R N R Automate Private Limited(UL)	:	Director									
	Repartee Infrastructures Private Limited(UL)	:	Director									
	Equilibrated Venture Cflow Private Limited(UL)	:	Director									
	Radiance Techno Powers Company Private Limited(UL)	:	Director									
	SCS Education Foundation(UL)	:	Director									
	Raj Shiksha Foundation(UL)	:	Director									
(L)=Listed, (UL)= Unlisted												

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Membership Chairmanship Committees	/ of	Paisalo Digital Limited		Paisalo Digital Limited		None	None
		Risk Management Committee	: Member	Audit Committee	: Member		
		Asset Liability Management Committee	: Chairman	Risk Management Committee	: Member		
		Corporate Social Responsibility Committee	: Member	Asset Liability Management Committee	: Member		
		Operations and Finance Committee	: Member	Corporate Social Responsibility Committee	: Chairman		
		Nupur Finvest Private Limited		Operations and Finance Committee	: Chairman		
		Asset Liability Management Committee	: Member	IT Strategy Committee	: Member		
		Risk Management Committee	: Chairman	IT Steering Committee	: Chairman		
		Nupur Finvest Private Limited		Nupur Finvest Private Limited			
		Asset Liability Management Committee	: Chairman	Asset Liability Management Committee	: Chairman		
		Audit Committee	: Chairman	Audit Committee	: Chairman		

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