

Date: May 17, 2023

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

The Asstt. Vice President
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai-400051

Ref.: Scrip Code: 532900

Scrip Symbol: PAISALO

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2023.

Dear Sir,

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2023 under Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/ CFD/ CMDI/ 27/ 2019 dated February 8, 2019.

We would appreciate if you could take the above on record.

Thanking You,

Yours Faithfully,

For Paisalo Digital Limited

(Manendra Singh)
Company Secretary

Encl.: as above

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

**SECRETARIAL COMPLIANCE REPORT OF
PAISALO DIGITAL LIMITED
(CIN: L65921DL1992PLC120483)
FOR THE YEAR ENDED 31ST MARCH, 2023**

**[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 as amended from time to time]**

We, Satish Jadon & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Paisalo Digital Limited ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not Applicable to the Company during the Review period)**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Review period)**
- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Review period)**
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018
- k) Other applicable Regulations and Circulars / Guidelines issued thereunder.



and based on the above examination, we hereby report that during the Review:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	2	3	4	5	6	7	8	9	10	11
None										

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Observation of the Practicing Company Secretary in the previous reports	Observation made in the Secretarial Compliance Report for the year ended March 31 st March, 2022	Action Taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	2	3	4	5
None				



We hereby further report that during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	- - -
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries 	a) NA b) Yes	The Company does not any material subsidiary Company as defined in Regulation 16(1)© of the SEBI (LODR) Regulations, 2015, however the Company have a wholly owned subsidiary Company namely Nupur Finvest Private Limited (NFPL) and One Independent Director of the Company is on the Board of NFPL.



6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	a) Yes b) NA	During the Financial Year 2022-23, listed entity has obtained prior approval of Audit Committee for all RPT.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	In the month of September-October 2022, BSE imposed fine of Rs. 10,000/- (excluding tax) for delay compliance of notice of Record date to stock exchange under regulation 60(2) of SEBI (LODR) Regulations, 2015, for the period from 01-Jan-2021 to 31-Jan-2021. The notice was given by the Company to Stock exchange on January 15, 2021 for record date viz.



			<p>January 26, 2021 for payment of interest in respect of NCDs (ISIN: INE420C07031/ Scrip 960204) (delay of one working day). The Company has paid the fine in this regard and no further action required in this regard.</p> <p>No action were taken against the Company its directors/promoters/ subsidiary either by SEBI/ or by any Stock Exchange</p>
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	<p>No additional non-compliance was observed for any SEBI regulation/circular/guidance notes etc.</p>

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI1/114/2019 dated 18th October, 2019:-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS
1.	Compliance with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	-
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	



2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee.</p> <p>a) In case of any concern with the management of the listed entity material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the occurred for proposed resignation, along with resignation of the relevant documents has been brought to auditor. the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee/ Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>-</p> <p>-</p> <p>-</p>
3.	The listed entity /its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October 2019.	NA	-

Date : 16/05/ 2023

Place : Agra

For Satish Jadon & Associates

Company Secretaries



Satish Kumar Jadon

(SATISH KUMAR JADON)

Membership No. F9512

CoP No. 9810

P.R.No. 1028/2020

UDIN : F009512E000316907