

Date: May 11, 2022

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.: Postal Ballot Notice for Seeking Members' Approval

This is with reference to our letter dated May 6, 2022 informing you that subject to the approval of the Members, the Board of Directors of the Company at its meeting held on May 6, 2022, has given their consent for:

1. Sub-division of 1 equity share of the Company having face value of Rs. 10/- each into 10 (Ten) equity shares having face value of Re. 1/- each.
2. Amendments in the Capital Clause of the Memorandum of Association of the Company.
3. Appointment of Mr. Vijay Ronjan as Non-Executive Independent Director for the term of three year commencing from October 8, 2021.
4. Re-appointment of Mr. Gauri Shankar, Independent Director of the Company, for his second term of three consecutive years commencing from July 22, 2022.
5. Appointment of Mr. Santanu Agarwal as Director of the Company and approve the terms of his appointment as Deputy Managing Director of the Company w.e.f. May 6, 2022

For the aforesaid proposals, the Company is seeking approval of the Members by way of ordinary/special resolutions through postal ballot i.e. voting by electronic means ('e-voting') in accordance with applicable provisions of the Companies Act, 2013 read with rules made thereunder and Circular NO. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022 respectively issued by Ministry of Corporate Affairs (MCA) and SEBI (LODR) Regulations, 2015. In this connection, we are enclosing herewith a copy Notice of Postal Ballot dated May 6, 2022.

The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India Limited (CDSL) as on May 6, 2022 (Cut – off date).

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, May 12, 2022 (9:00 A.M. IST) and shall ended on Friday, June 10, 2022 (5:00 P.M. IST).

Further, these documents are also available on the Company's website for the information of the Members.

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

Mumbai Office: 262, Solitaire Corporate Park, Andheri East, Mumbai 400 093. Phone: +91 22 4228 8888. Email: mumbai@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 of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“**Rules**”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 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 08, 2021 and 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable provisions, that the Resolutions as set out in this Notice are proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent only through electronic mode to the Members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. 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.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/update their email 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 AADHAR (self-attested scanned copy of Aadhar card) for registering email address.

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

The remote e-voting period commences from 9.00 A.M. (IST) on Thursday, May 12, 2022 and ends at 5.00 P.M. (IST) on Friday, June 10, 2022. 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 on Saturday, June 11, 2022. 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.

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

Mumbai Office: 262, Solitaire Corporate Park, Andheri East, Mumbai 400 093. Phone: +91 22 4228 8888. Email: mumbai@paisalo.in

CIN: L65921DL1992PLC120483

www.paisalo.in

SMS Loan to 5757 5007 | Give a Missed Call to 85 85 85 5757 | Toll Free 85 85 85 4848

अर्थ: समाजस्य न्यासः

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

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 SUB-DIVIDE/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10 EACH TO FACE VALUE OF RE. 1 EACH

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the Members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that each equity share having nominal value of Rs. 10/- (Rupees Ten only) each be subdivided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One only) each fully paid-up with effect from the Record Date.

FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs. 10/- each, shall stand sub-divided into 10 (Ten) equity shares of nominal value of Re. 1/- (Rupees One only) each from the record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs. 10/- (Rupees Ten only) each of the Company.

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten only) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the Company and in terms of Special Resolution for issue of Convertible Warrants on preferential basis to the promoter group entities passed by the Members of the Company in the Extra ordinary General Meeting of the Company held on March 8, 2021, the conversion ratio for outstanding Convertible Warrants on the record date so fixed for sub division/split of equity shares shall be adjusted accordingly i.e. Each Warrant is convertible into 10 (Ten) Equity Shares of face value Re. 1/- each.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors of the Company (“the Board”) (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) be and

is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable including the fixing of Record Date, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division/split of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, execution and filing of all the relevant documents/ forms with the Stock Exchanges, Depositories and other appropriate authorities, to settle any question, difficulty or doubt that may arise in this regard.”

ITEM NO. 2

TO ALTER CLAUSE V OF THE MEMORANDUM OF ASSOCIATION 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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authority or bodies, and upon sub-division of equity shares from existing 1 (one) Equity Share of face value of Rs. 10/- each into 10 (Ten) Equity Shares of face value of Re. 1/- each, the approval of the Members of the Company be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 1,20,00,00,000 (One Hundred Twenty Crores) Equity Shares of Re. 1/- (Rupees One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. The Company is authorised to vary, increase or reduce the share capital and attach such privileges and rights to the shares as it may be authorised to do in accordance with the provisions of the Companies Act, 2013.”

FURTHER RESOLVED THAT the Board of Directors of the Company (“the Board”) (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

ITEM NO. 3

TO RE-APPOINT MR. GAURI SHANKAR 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 to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and 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 in their respective meetings held on May 6, 2022, Mr. Gauri Shankar (DIN: 06764026), Non-Executive Independent Director of the Company, 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 (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 a Non-Executive Independent Director of the Company to hold office for second term of three consecutive years with effect from July 22, 2022 to July 21, 2025 and whose office shall not be liable to retire by rotation.

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.”

ITEM NO. 4

TO APPOINT MR. VIJUY RONJAN 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 to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 in their respective meetings held on May 6, 2022, Mr. Vijuy Ronjan (DIN: 09345384), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from October 8, 2021 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 (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 by the Company in the prescribed manner, be and is hereby appointed as an Non-Executive Independent Director of the Company for a term of three consecutive years commencing from October 8, 2021 and whose office shall not be liable to retire by rotation.

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.”

ITEM NO. 5

TO APPOINT MR. SANTANU AGARWAL AS A DIRECTOR OF THE COMPANY AND TO APPROVE THE TERMS AND CONDITIONS OF APPOINTMENT OF MR. SANTANU AGARWAL AS DEPUTY MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as **an Ordinary 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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 in their respective meetings held on May 6, 2022, Mr. Santanu Agarwal (DIN: 07069797), who was appointed as an Additional Director of the Company with effect from May 6, 2022 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 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 Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 in their respective meetings held on May 6, 2022, Mr. Santanu Agarwal (DIN: 07069797), who fulfil the ‘Fit and Proper’ Criteria for Director of NBFC under RBI Directions be and is hereby appointed as a Deputy Managing Director of the Company for the period of 5 years commencing from May 6, 2022, on such terms as set out hereunder, with full liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/change the terms and conditions of the Agreement, from time to time, as may be agreed to by the Board and Mr. Santanu Agarwal.

A. Period :

Five years with effect from May 6, 2022.

B. Remuneration :

- (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, of Rs. 1.80 Crores (Rupees One Crores Eighty Lakhs only) per year, as may be decided by the Board from time to time and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.
- (ii) In addition, Mr. Santanu Agarwal shall be entitled to the following :
 - (a) Company's contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (b) Company's contribution to gratuity or gratuity fund as per the rules of the Company.

C. Retire by rotation :

During the Currency of his tenure as Deputy Managing Director his office shall be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 exceeds in any financial year(s), during the currency of tenure of Mr. Santanu Agarwal as Deputy Managing Director of the Company, the above mentioned remuneration be paid to Mr. Santanu Agarwal, as minimum remuneration.

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 : May 6, 2022
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**

**Sd/-
 (MANENDRA SINGH)
 Company Secretary
 Membership No. F7868**

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 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, www.bseindia.com and National Stock Exchange of India Limited, 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 be deemed to have been passed on the last date of remote e-voting i.e., Friday, June 10, 2022.
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, May 6, 2022 (“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 remote 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 remote e-voting period commences from 9.00 a.m. (IST) on Thursday, May 12, 2022 and ends at 5.00 p.m. (IST) on Friday, June 10, 2022. 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.
- 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 NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit

	<p>demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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>
Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration /Easi Registration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to</p>

demat mode) login through their DPs	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
-------------------------------------	--

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

- 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

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.

4. 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	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client

account with NSDL.	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***

5. Password details for shareholders other than Individual shareholders 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 to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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.
6. 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.
 - "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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. 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?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company, which is 119563 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. 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.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Soni Singh, Assistant Manager at, e-mail: evoting@nsdl.co.in, or call on toll free no: 1800 1020 990/1800 224 430.

10. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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), AADHAR (self-attested scanned copy of Aadhar 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), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). 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/members 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.

EXPLANATORY STATEMENT
Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

ITEM NO. – 1 & 2

Equity shares of the Company are listed and are being traded on Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited. In order to improve the liquidity of the Company’s shares and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in their meeting held on May 6, 2022 has recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members.

Article 42 of the Articles of Association of the Company provides the authority to the Company to sub-divide/split the share capital of the Company.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) after the approval of the Members is obtained for the proposed sub-division.

Upon approval of the Members for sub-division of equity shares, in respect of equity shares held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re.1/- each, fully paid-up, will be dispatched to the Shareholders.

In respect of equity shares held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder’s demat account on the record date in lieu of their existing equity shares.

The Board of Directors at their meeting held on May 6, 2022, pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, consequential to the aforesaid sub-division/split of face value of the equity shares of the Company, also approved the alteration and substitution to the existing Clause V of the Memorandum of Association (“MOA”) of the Company to reflect the corresponding changes in the Authorised Share Capital of the Company, subject to approval of the Members and such other approvals as may be required, with the following Clause V.

“V. The Authorised Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty-Five Crores Only) divided into 1,20,00,00,000 (One Hundred Twenty Crores) Equity Shares of Re. 1/- (Rupees One) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. The Company is authorised to vary, increase or reduce the share capital and attach such privileges and rights to the shares as it may be authorised to do in accordance with the provisions of the Companies Act, 2013.”

As per Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder, the sub-division/split of equity share and as per Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 alteration of Clause V of the Memorandum of Association of the Company requires approval of the Members of the Company by way of an Ordinary Resolution.

Accordingly, approval of the Members of the Company is sought by way of Postal Ballot through Remote e-voting for sub-division/split of the Equity Shares of the Company from the face value of Rs. 10/- per share to face value of Re. 1/- per share and also for alteration and substitution of Clause V of the Memorandum of

Association of the Company to reflect the corresponding changes in the Authorised Share Capital of the Company consequent to the sub-division/split of face value of equity shares of the Company.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Saturday and Sunday.

The Board recommends the Resolution set forth in Item No. 1 and 2 of the Notice for approval of the Members by way of an Ordinary Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the resolutions set out at Item No.1 and 2 of the Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. – 3

Mr. Gauri Shankar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on July 22, 2017 as Non-Executive Independent Director. As per Section 149(10) of the Companies 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. Further Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015, Mr. Gauri Shankar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of three consecutive years from July 22, 2022 upto July 21, 2025.

In the opinion of the Board, Mr. Gauri Shankar 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 re-appointment as a Non-Executive Independent Director of the Company.

Further the Board considers that continued association of Mr. Gauri Shankar would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gauri Shankar as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Gauri Shankar as a Non-Executive Independent Director for another term of three consecutive years with effect from July 22, 2022 to July 21, 2025, 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. Gauri Shankar for the office of Non-Executive Independent Director of the Company.

The additional information for re-appointment of Mr. Gauri Shankar as Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided in the “Annexure” to the Notice.

Mr. Gauri Shankar is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Gauri Shankar 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.

ITEM NO. – 4

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. Vijay Ronjan, 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 October 8, 2021.

Mr. Vijay Ronjan 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 SEBI (Listing Obligations and Disclosure Requirements) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, Mr. Vijay Ronjan, 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 October 8, 2021 upto October 7, 2024.

In the opinion of the Board, Mr. Vijay Ronjan 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 continued association of Mr. Vijay Ronjan would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijay Ronjan as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to appointment of Mr. Vijay Ronjan as a Non-Executive Independent Director for the term of three consecutive years with effect from October 8, 2021 upto October 7, 2024, 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. Vijay Ronjan for the office of Non-Executive Independent Director of the Company.

The additional information for appointment of Mr. Vijay Ronjan as Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided in the “Annexure” to the Notice.

Mr. Vijay Ronjan is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Vijay Ronjan 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.

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. Santanu Agarwal, who fulfil fit and proper criteria under Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015, as an Additional Director (Deputy Managing Director) of the Company with effect from May 6, 2022.

Accordingly, based on recommendation of Nomination and Remuneration Committee and Board of Directors, resolution for appointment of Mr. Santanu Agarwal as Director and to approve the terms and conditions of appointment of Mr. Santanu Agarwal as Deputy Managing Director of the Company for a period of 5 (Five) years with effect from May 6, 2022 as stated in the resolution and pursuant to provisions of Section 196 of the Companies Act, 2013, set out the in the accompanied Notice as item no. 5 is recommended by the Board of Directors of the Company to the members for their approval.

Mr. Santanu Agarwal is not disqualified for being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent to Act as the Deputy Managing Director 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 Mr. Santanu Agarwal for the office of Deputy Managing Director of the Company.

The additional information for appointment of Mr. Santanu Agarwal as a Deputy Managing Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided in the “Annexure” to the Notice.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Companies Act, 2013 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Saturday and Sunday.

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

Date : May 6, 2022
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**

**Sd/-
(MANENDRA SINGH)
Company Secretary
Membership No. F7868**

ANNEXURE TO THE NOTICE DATED MAY 6, 2022

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. Gauri Shankar	Mr. Vijay Ronjan	Mr. Santanu Agarwal
Age	66 years	61 years	25 years
Qualifications	B. Sc, B.Com, CAIIB-I	BA(HONS)	B.Com., LL.B. (H)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Gauri Shankar having 40+ years' of experience in Banking and Finance, served as Managing Director and Chief Executive Officer of Punjab National Bank in 2015 also served the Punjab National Bank as Executive Director. Prior to joining Punjab National Bank, he worked with Bank of India in various positions, which include General Manager of various department viz. Finance (CFO), National Banking Group North (Operations), Asset Recovery, Learning and Development (HR) and Strategy and Planning. He is double Graduate in Science & Commerce. He has vast experience in domestic and international operations of banking sector. He worked in Bank of India's Singapore and Jakarta Operations. He also worked as DGM and Zonal Manager of Lucknow Zone. While in PNB, he was Chairman of PNB's wholly owned subsidiary Punjab National Bank (International) Limited, London and Director in the other subsidiaries and JVs (for different periods) namely PNB Housing Finance Limited, PNB Gilts Ltd. and Punjab National Bank Kazakhstan. He is also on the Board of various listed entities as Independent Director.	Mr. Vijay Ronjan is a retired Banker having 35+ years' Experience of banking with one of the India's largest Lender, State Bank of India. He was a Chief General Manager with India's largest bank, State Bank of India, possessing over 35 years of banking experience in the Indian banking industry and having demonstrated a strong track record of performance and leadership initiatives. As the leader of various teams at SBI from time to time, he has displayed superior interpersonal skills and capability of resolving multiple and complex issues, while also motivating the staff to consistently perform at peak levels at the same time. He place a strong reliance on the use of business analytics and a collective team approach for business improvement and implementation of best practices. He played a pivotal role during the merger of associate banks with State Bank of India and also played a crucial role in planning and coordinating thereafter structural changes in the merger affected offices. He also had the opportunity to work in various roles like Retail, Human Resources, International Banking, Forex Business and Risk	Mr. Santanu Agarwal is B.Com., LL.B. graduate from Amity University, Noida. Mr. Santanu started his business journey as Chief Innovation of Paisalo Digital Limited in September 2017 and is currently Deputy CEO of Paisalo Digital Limited. Prior to joining Paisalo, Mr. Santanu worked in various algorithmic trading and forex trading organizations in Singapore and Hong Kong. He is well skilled in Negotiation, Business Planning, Analytical Skills and Risk Management. He has a flair for technology and has been a driving force behind the transformation of Paisalo to a fully digital NBFC in operations. He has successfully lead team Paisalo in negotiation, finalization, implementation and execution of Co-Lending agreements with State Bank of India, Punjab National Bank and Bank of Baroda. All agreements entered currently SBI, PNB and BOB are

		Management.	fully operationalized and daily disbursement are taking place. He was instrumental in getting the National Business Correspondent Agreement with SBI.
The skills and capabilities	Mr. Gauri Shankar has 40+ years of experience in the Banking/Finance Industry. His forte has been finance, strategy & planning and HR development	Mr. Ronjan has 35+ years' Experience of banking with one of the India's largest Lender, State Bank of India He also had the opportunity to work in various roles like Retail, Human Resources, International Banking, Forex Business and Risk Management.	Digital Transformation of Paisalo. Development and Deployment of Lending App 'PAISALO' in January 2018 Deployed 'PAISALO INTRANET APP' Across 138 Branches and 10 States Co-Lending tie-up, implementation and execution with 3 Banks. Featured in the prestigious "Forbes 30 under 30" list of Year 2020-2021. Recognized as 'Champion of Rural Market 2019' by Economic Times
Terms and Conditions of appointment/re-appointment	Re-appointment as Independent Director for second term for three consecutive years commencing from July 22, 2022	Appointment as Independent Director for three consecutive years commencing from October 8, 2021	Appointment as Deputy Managing Director for five years on such terms as mentioned in the resolution of postal ballot
Remuneration last drawn	Nil (Only Sitting Fee paid)	Nil (Only Sitting Fee paid)	Rs. 1,50,000 p.m. as Deputy CEO
Remuneration proposed to be paid	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)	Upto Rs. 1.80 Crore p.a. proposed to be paid in the capacity of Deputy Managing Director
Date of first appointment on the Board	July 22, 2017	October 8, 2021	May 6, 2022
Shareholding in the	Nil	Nil	16,85,200 equity shares

Company										
Relationship with other Directors / Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel			No Relationship with other Directors/ Key Managerial Personnel			Relative (Son) of Managing Director and CEO Mr. Sunil Agarwal			
Number of meetings of the Board attended during the financial year (2021-22)	6			4			N.A.			
Directorships as on March 31, 2022	Paisalo Digital Limited (Listed)	Independent Director		Paisalo Digital Limited (Listed)	Independent Director		Equilibrated Venture Cflow Private Limited (Unlisted)	Director		
	PNC Infratech Limited (Listed)	Independent Director		Akara Capital Advisors Private Limited (Unlisted)	Director			Director		
	Usha Financial Services Private Limited (Unlisted)	Independent Director				Pri Caf Private Limited (Unlisted)		Director		
	Universal Fingrowth Private Limited (Unlisted)	Independent Director				Pro Fitch Private Limited (Unlisted)		Director		
Membership / of Chairmanship Committees	Paisalo Digital Limited			-			-			
	Audit Committee		Member							
	Stakeholders Relationship Committee		Member							
	Risk Management Committee		Chairman							
	PNC Infratech Limited									
	Audit Committee		Member							
	Nomination and Remuneration Committee		Member							
	Risk Management Committee		Member							