

PAISALO

EASY LOAN आसान लोन

The Manager
Department of Corporate Relationship
BSE Limited
25th Floor P. J. Towers, Dalal Street
Mumbai -400 001

SCRIP CODE: Equity- 532900

**NCDs-975107, 975202, 975251, 975329, 975437, 975592, 975640,
975865, 976752, 977004 and CPs-727935, 729651, 729722, 729780,
730058**

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai -400 051
SCRIP SYMBOL: PAISALO

SUB.: Submission of Notice of 33rd Annual General Meeting of the Company under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam,

This is to inform that the 33rd Annual General Meeting ("AGM") of the Members of the Company will be held on **Monday, September 29, 2025 at 12:30 P.M. (IST)** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has fixed **Monday, September 22, 2025 as the "Cut-off Date/Record Date"** for the purpose of determining the members eligible to vote through remote e-voting on the resolutions set out in the Notice of the AGM or to attend the AGM and cast their vote thereat and Final Dividend on fully paid-up equity shares of the Company for the Financial Year ended March 31, 2025.

Pursuant to Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company shall remain closed from **September 23, 2025, to September 29, 2025 (both days inclusive)**.

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, Annual Report for the Financial Year 2024-25, including the Notice convening 33rd Annual General Meeting, being sent to the Members through electronic mode and further, in Compliance with Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), as amended, the web-link, including the exact path, where complete details of the Annual Report are available is being sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or with Registrar & Share Transfer Agent (RTA) of the Company i.e. Alankit Assignments Limited.

Copy of Annual Report is also available on the Company's website at www.paisalo.in.

Thanking you,

Yours faithfully,

For Paisalo Digital Limited

(Manendra Singh)

Company Secretary

Encl. : Notice of 33rd AGM

Copy to:

1. National Securities Depository Ltd.
2. Central Depository Services (India) Ltd.
3. Alankit Assignments Limited
4. Afrinex Exchange Listing Centre
5. SOCIETE DE LA BOURSE DE LUXEMBOURG

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 33RD AGM

PAISALO DIGITAL LIMITED

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting of the Members of Paisalo Digital Limited (AGM/ Meeting) will be held on Monday, September 29, 2025 at 12.30 P.M through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business(s):

ORDINARY BUSINESS:

Item No. 1 – ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

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

“RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2 – APPOINTMENT OF MR. HARISH SINGH (DIN: 00039501) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harish Singh (DIN: 00039501), who retires by rotation at this meeting and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company.”

Item No. 3 – DECLARATION OF FINAL DIVIDEND FOR FINANCIAL YEAR ENDED MARCH 31, 2025

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

“RESOLVED THAT a dividend at the rate of 10% i.e. INR 0.10 (Ten Paise only) per equity share of INR 1/- (Rupee One) each of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company for the financial year ended March 31, 2025.”

SPECIAL BUSINESS

Item No. 4 – APPOINTMENT OF M/S. SATISH JADON & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS AND TO FIX THEIR REMUNERATION

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) including circulars issued thereunder and in accordance with the provisions of Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors M/s Satish Jadon & Associates, Practicing Company Secretaries, Peer Review No. 1028/2020, who being eligible for appointment as Secretarial Auditors, be and are hereby appointed as Secretarial Auditors of the Company for a continuous period of 5 (five) years effective from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2030 on such terms and conditions, including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors, as per recommendation of the Audit Committee and in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Secretarial Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/regulatory provisions

including their terms of appointment as per the provisions of applicable law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable or expedient to give effect to this resolution.”

Item No. 5 – RE-APPOINTMENT OF MR. ANOOP KRISHNA AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR.

In this regard, to consider and if thought fit, to pass with or without modification(s) 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 commencing from February 23, 2026 till December 31, 2027 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 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. 6 – APPROVAL TO ISSUE NON-CONVERTIBLE SECURITIES/DEBENTURES THROUGH PRIVATE PLACEMENT

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and rules made thereunder, including any statutory modifications, clarifications, exemptions or re-enactment thereof, for the time being in force and pursuant to the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and all other rules, regulations, guidelines, notifications, clarifications and circular, if any issued by any statutory/regulatory authority, as may be applicable and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such consent, approvals, permissions and sanctions of the concerned statutory and regulatory authorities if any, and to the extent necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s) which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution) to create, offer, invite for subscription, issue and allot, in one or more tranches secured/unsecured, redeemable, Non-Convertible Securities (“NCSs”) including but not limited to subordinated/senior, Perpetual/non-perpetual, cumulative/non-cumulative, debentures, bonds, and/or other debt securities, etc. on private placement basis, aggregating upto ₹9,000 Crores (Indian Rupees Nine Thousand Crores) on such terms and conditions and at such times, as may be decided by the Board, to such person(s), including but not limited to one or more company(ies), body(ies) corporate, statutory corporation(s), commercial bank(s), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/provident funds, family office(s) and individual(s), as the case may be, or such other person(s) as the Board may decide/approve in its absolute discretion, during the period of one year or for such other

period as permissible under the applicable law from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue of NCSs including but not limited to determine the size, issue price, timing, tenure, interest rate of NCSs, listing of NCSs, if required, creation of security, utilization of issue proceeds, appointment of Debenture Trustee(s), Registrar and Transfer Agent, Legal Counsel and other agency(ies) and to do all necessary acts, deeds, and things and to execute such documents /deeds/writings/papers/agreements as may be required as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to issue of NCSs as aforesaid."

Item No. 7 – APPROVAL FOR FIXATION OF THE BORROWING POWER OF THE BOARD OF DIRECTORS U/S 180(1) (c)

In this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted/reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution], to raise or borrow any sum or sums of money (including non-fund based facilities and borrowing through debt securities) from time to time at their discretion, for the purpose of the business of the Company notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the paid up share capital, free reserves and securities premium of the Company not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed a sum of ₹9,000 Crores (Rupees Nine Thousand Crores) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, without being required to seek any further consent or approval of the Members of the Company."

Item No. 8 – AUTHORIZATION TO THE BOARD OF DIRECTORS U/S 180 (1) (a) OF THE COMPANIES ACT, 2013 TO CREATE CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

In this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution], to create/ renew such mortgages, charges, hypothecations and floating charges, including existing mortgages, charges and hypothecations created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/ or the issue of Debt Securities whether partly/ fully convertible or non-convertible and/or the issue of

Rupee/Foreign Currency Convertible Bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said loans, shall not at any time exceed an amount of ₹9,000 Crores (Rupees Nine Thousand Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid purpose and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, without being required to seek any further consent or approval of the Members of the Company."

Item No. 9 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH EQUILIBRATED VENTURE CFLOW PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable rules issued thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") the Company's "Policy on Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, subject to the overall limits approved by the members pursuant to Section 180(1)(c) of the Act, the approval of the members of the Company be and is hereby accorded to the Company for borrowing/availing of additional loans/advances, in one or more tranches, for an aggregate amount not exceeding to ₹270,00,00,000 (Rupees Two Hundred Seventy Crores only), from M/s Equilibrated Venture Cflow Private Limited (Promoter group entity and Related Party), notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more promoter companies during any financial year, exceeds ten percent or such other limit as may be specified under the SEBI LODR Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, on arm's length basis, and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

Registered Office : CSC, Pocket 52, CR Park Near Police
Station New Delhi-110019
CIN : L65921DL1992PLC120483
Website : www.paisalo.in
Email : cs@paisalo.in
Tel : +91 11 43518888
Date : September 01, 2025

By Order of the Board of Directors
For Paisalo Digital Limited
Sd/-
(Manendra Singh)
Company Secretary
Membership No.: F7868

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") in respect of the special businesses specified above is annexed hereto.
2. Information pursuant to provisions of Regulation 36(3) and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for Item(s) No. 2, 4 and 5 are annexed as Annexure-1 to this notice.
3. The Ministry of Corporate Affairs had issued General Circulars bearing Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and latest Circular being, General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars"), companies are permitted to conduct the Annual General Meeting which are due in the year 2025 through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM") on or before September 30, 2025, in accordance with the requirements in accordance to MCA Circulars without the physical presence of Members at a common venue. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held through VC / OAVM facility on Monday **September 29, 2025 at 12.30 P.M.** (IST). Hence, the Members can attend and participate in the AGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith.
4. Company is convening 33rd AGM through VC/OAVM and no physical presence of Members, Directors, Auditors and other eligible persons shall be required for the 33rd AGM.
5. The deemed venue for 33rd AGM shall be the Registered Office of the Company at CSC, Pocket-52, CR Park, Near Police Station, New Delhi-110019.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
8. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from September 23, 2025 to September 29, 2025 both days inclusive.
9. The Company has fixed September 22, 2025 as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the resolutions set forth in this Notice.

DISPATCH OF NOTICE OF AGM AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

10. In terms of Sections 101 and 136 of the Companies Act, 2013 (the "Act") read with the rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR Regulations") and in terms of MCA circular dated December 28, 2022 and SEBI circular dated January 5, 2023, the listed companies may send the notice of AGM and the Annual Report, including financial statements,

Boards' Report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, Notice of 33rd AGM along with the Annual Report for financial year ended March 31, 2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report will be sent to those Members who have not registered their email address. In case any Member is desirous of obtaining physical copy of the Annual Report for the FY 2024-25, he may send a request to the Company at cs@paisalo.in. Members may note that the Notice and Annual Report 2024-25 will also be available on:

- a. The Company's website at www.paisalo.in;
- b. Websites of the Stock Exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com respectively; and
- c. Website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

11. In this notice, the term member(s) or shareholder(s) are used interchangeably.
12. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@paisalo.in or to Registrar and Transfer Agent of the Company M/s Alankit Assignments Limited at ramap@alankit.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR E-VOTING AT THE AGM:

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations, (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as "electronic voting") to its members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, September 22, 2025.
15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, September 22, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company's Registrar and Transfer Agent, M/s Alankit Assignments Limited (RTA).
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting on the day of AGM.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. The remote e-voting period begins on September 26, 2025 at 9:00 A.M. and ends on September 28, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
19. 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

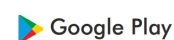
A) Login method for e-voting for Individual shareholders holding securities in demat mode

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	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.2. 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 or joining virtual meeting & voting during the meeting.3. 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.jsp4. 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 demat account number held 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 or joining virtual meeting & voting during the meeting.5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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

- 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?

- 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, 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.
- 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.com 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 whose voting cycle and General Meeting is in active status.
 - ii. Select “EVEN” of Company Paisalo Digital Limited, which is 135627 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting.
 - iii. Now you are ready for e-voting as the voting page opens.
 - iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - v. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
 - vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 20.** 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), Aadhaar (self attested scanned copy of Aadhaar Card) by email to cs@paisalo.in.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to cs@paisalo.in. 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 or 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.
- 21.** General Guidelines for shareholders
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.paisalo@gmail.com with a copy marked to evoting@nsdl.com. 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 www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 102 0990; 1800 22 4430 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 22. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 23. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM is having a capacity to allow participation at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 24. Members are encouraged to join the Meeting through Laptops for better experience.
- 25. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 26. Members are requested to note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 27. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@paisalo.in. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 28. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to cs@paisalo.in on or before September 22, 2025 mentioning their name, DP ID Client ID/Folio no., e-mail ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

PROCEDURE FOR e-VOTING ON THE DAY OF AGM:

29. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
30. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
31. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
32. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

33. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
34. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@paisalo.in.
35. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 working days through email on cs@paisalo.in. The same will be replied by the Company suitably.

SCRUTINISER FOR ANNUAL GENERAL MEETING:

36. The Board of Directors has appointed Mr. Satish Kumar Jadon, Practising Company Secretary (FCS No. 9512) as the Scrutiniser for the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
37. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 2 (Two) days from the conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Company, who shall countersign the same.
38. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.paisalo.in and on the website of NSDL <https://evoting.nsdl.co.in> and shall also be communicated to the Stock Exchanges.
39. The Resolutions shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Monday, September 29, 2025

IEPF RELATED INFORMATION:

40. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016- 17, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
41. Members may note that unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
42. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2017-18 and thereafter, are as under:

Financial Year	Dividend Declared Per Share	Date of Declaration	Due date for transfer in IEPF
2017-18	₹1.00	29-09-2018	05-11-2025
2018-19	₹1.00	10-08-2019	16-09-2026
2019-20	₹1.00	08-09-2020	14-10-2027
2020-21	₹1.00	25-09-2021	01-11-2028
2021-22	₹0.10	30-09-2022	06-11-2029
2022-23	₹0.10	21-09-2023	27-10-2030
2023-24	₹0.10	23-09-2024	30-10-2031

43. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account.
44. Members who have not claimed dividends from FY2018 onwards are requested to approach the Company/ RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

DIVIDEND RELATED INFORMATION:

45. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the Annual General Meeting, will be made to:
- all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Monday, September 22, 2025 and
 - to all those shareholders holding shares in physical form, on the closing hours on Monday, September 22, 2025.
46. As per the SEBI LODR Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the Members. Accordingly, dividend, if declared, will be paid through electronic mode, where the Bank Account details of the Members required for this purpose are available. In case where the dividend cannot be paid through electronic mode, the same will be paid by account payee/not negotiable instruments/warrants with Bank Account details, if available, printed thereon.
47. For enabling the payment of dividend through electronic mode, Members holding shares in physical form are requested to furnish, on or before Monday, September 22, 2025 updated particulars of their Bank Account, to Company/Registrar and Share Transfer Agent (RTA) of the Company along with a photocopy of a cancelled cheque of the Bank Account and self-attested copy of Permanent Account Number (PAN) card. Beneficial Owners holding shares in electronic form are requested to furnish their Bank Account details to their respective Depository Participants and make sure that such changes are recorded by them correctly on or before Monday, September 22, 2025. The request for updating particulars of Bank Account should be signed as per the specimen signature registered with Company/Depository Participants, as the case may be.
48. To avoid fraudulent transactions, the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of Company/RTA of the Company. Members are requested to keep the same updated.
49. With a view to help us serve the Members better, those members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.

50. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
51. Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.
52. The withholding tax rate would vary depending on the residential status of the shareholders and documents submitted by the shareholder with Company/ RTA/ Depository Participant.

Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act at the rate of 10% on the amount of dividend declared and paid by the Company during financial year 2025-26. However, in the following cases, TDS at the rate of 20% would be applicable as per IT Act:

- Section 206AA of IT Act- In case where, PAN is not available/ submitted, or PAN submitted is invalid or PAN is not linked with Aadhaar; or
- Section 206AB of IT Act - Non-filing of return of income tax of previous year and aggregate of TDS and TCS in said previous year is Rs. 50,000 or more

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed Rs. 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FI')/ Foreign Portfolio Investors ('FPI') shareholders, TDS will be deducted under section 196D read with section 206AB of the IT Act.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument (MLI) provisions, if they are more beneficial to them.

No communication on the tax determination/ deduction shall be entertained after September 24, 2025. The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/ documents from the shareholders, the shareholders may consider filing their

return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with RTA within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

OTHER INFORMATION:

- 53.** Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 54.** Further, as an on-going measure to enhance ease of dealing in security markets by investors Securities and Exchange Board of India (SEBI) vide its circular having reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request:
- i.** Issue of duplicate securities certificate;
 - ii.** Claim from Unclaimed Suspense Account;
 - iii.** Renewal/Exchange of securities certificate;
 - iv.** Endorsement;
 - v.** Sub-division/Splitting of securities certificate;
 - vi.** Consolidation of securities certificates/folios;
 - vii.** Transmission; and
 - viii.** Transposition
- 55.** Pursuant to SEBI circulars, the Company has sent communication to the members holding shares in physical form requesting them to furnish the required details.
- 56.** Members holding shares in physical mode are:
- a)** required to submit their Permanent Account Number (PAN) and bank account details to the Company /RTA, if not registered with the Company/ RTA, as mandated by SEBI, by writing to the Company at cs@paisalo.in or to RTA at ramap@alankit.com along with the details of folio no., self attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
 - b)** pursuant to section 72 of the Companies Act, 2013, are advised to file nomination in the prescribed Form SH- 13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may please contact their respective Depository Participants
- 57.** Members holding shares in electronic mode are:
- a)** requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b)** advised to contact their respective DPs for registering nomination.

58. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
59. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://paisalo.in/pdf/2_Relevant-forms/FORM-ISR-3.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

EXPLANATORY STATEMENT

Pursuant to provisions of Section 102 of the Companies Act, 2013

- Item no. 4 – Pursuant to the provisions of Section 204 of the Act and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), every listed company is required to undertake secretarial audit and shall annex with its Board Report a secretarial audit report given by a peer reviewed Company Secretary in practice in the prescribed format.

Pursuant to the amended Regulation 24A of the SEBI LODR Regulations notified by SEBI on December 12, 2024 ('SEBI Implementation Circular') effective from April 1, 2025, a listed company on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its Members in its Annual General Meeting:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 read with Regulation 24A of the SEBI LODR Regulations have inter-alia, prescribed the terms and conditions including eligibility, qualifications and disqualifications with respect to appointment/re-appointment of Secretarial Auditor by the listed company.

After evaluating and considering various factors and in fulfilment of the eligibility criteria and qualification prescribed under the SEBI LODR Regulations and SEBI Implementation Circular, the Audit Committee and the Board of Directors of the Company at their respective meetings held on July 21, 2025 approved and recommended to the Members of the Company, the passing of necessary resolution at the ensuing 33rd AGM of the Company for the appointment of M/s. Satish Jadon & Associates, Practicing Company Secretaries, Peer Review No. 1028/2020 as Secretarial Auditor of the Company from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company to conduct Secretarial Audit of the Company for a term of 5 (five) consecutive financial years from 2025-26 till 2029-30.

Details pursuant to Regulation 36(5) of SEBI LODR Regulations is provided in the Annexure to the Notice.

Board recommends the resolution as mentioned at item no. 4 above for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives are in any way interested or concerned financially or otherwise, in the resolution set out in the Notice.

- Item no. 5** - In terms of provisions of Section 196 of the Companies Act, 2013 and resolution passed on May 5, 2023 the term of appointment of Mr. Anoop Krishna as Executive Director of the Company was upto February 22, 2026. Accordingly, subject to the approval of the Shareholders, the Board of Directors of the Company in their meeting held on July 21, 2025 has re-appointed him as Executive Director of the Company for a period effecting from February 23, 2026 up to December 31, 2027. 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 July 21, 2025 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 commencing from February 23, 2026 up to December 31, 2027. 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 commencing from February 23, 2026 up to December 31, 2027.
 - (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:
 - a. Monthly Remuneration of Rs. 3,85,000/- per month.
 - b. Conveyance and other allowance Rs. 65,000/-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 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 LODR 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.

Details pursuant to Regulation 36(5) of SEBI LODR Regulations is provided in the Annexure to the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 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. 6** - In order to augment resources for business operation of the Company, it may invite subscription for secured/unsecured Non-Convertible Debentures (NCDs), in one or more series /tranches on Private Placement basis. Borrowings through non-convertible debentures not only work out cost effective but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through NCDs in the current year to meet lending requirements.

The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of interest rate/effective yield determined, based on market conditions prevailing at the time of the issue.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a Special Resolution for each of the Offers or Invitations.

However, pursuant to second proviso of said rule 14 (2) previous special resolution only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, without the prejudice the borrowing power given/to be given by the shareholders under Section 180 (1)(c) of the Companies Act, 2013, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant rules made there under, as amended, and subject to other relevant rules, regulation, guidelines, and directions issued by Reserve Bank of India and Securities and Exchange Board of India the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution as set at Item No.6, within the overall borrowing limits of the Company, as approved by the Members from time to time.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 6 of the Notice, except to the extent of their share/debenture holding in the Company, if any.

- Item No. 7** - As a Non-Banking Financial Company (NBFC), the Company requires substantial funding to ensure smooth and uninterrupted business operations. To secure funds at the most competitive rates from

various sources—including but not limited to term loans, working capital facilities, debt securities, and inter-corporate deposits—it is proposed to authorize the Board of Directors to borrow beyond the Company's paid-up share capital, free reserves, and securities premium.

In accordance with Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow amounts exceeding the aggregate of the paid-up capital, free reserves, and securities premium of the Company without prior approval from the shareholders through a Special Resolution. Temporary loans obtained from the Company's bankers in the ordinary course of business are exempt from this restriction.

Therefore, shareholder approval is sought via Special Resolution to authorize the Board to borrow funds exceeding the aforementioned aggregate, up to a maximum limit of ₹9,000 Crores (Rupees Nine Thousand Crores).

The Board recommends the Special Resolution outlined in Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel, or their relatives have any interest in the proposed resolution, except to the extent of their shareholding in the Company, if any.

- Item No. 8** – In accordance with Section 180(1)(a) of the Companies Act, 2013, the Board of Directors may exercise its powers to create, renew, or modify charges—including mortgages, hypothecations, and floating charges—on the Company's movable and immovable properties to secure borrowings. However, such actions require prior approval from the shareholders through a Special Resolution.

To facilitate the Company's borrowing requirements, the Board seeks the consent of the members by way of Special Resolution under the aforementioned provision, authorizing it to create or renew such charges on the Company's assets as necessary.

The Board of Directors recommends the Special Resolution set forth in Item No. 8 of the Notice for the approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives have any interest in the proposed resolution, except to the extent of their shareholding in the Company, if any.

- Item No. 9** – Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI LODR Regulations") and the Company's Policy on Related Party Transactions ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through Ordinary Resolution.

In accordance with Regulation 23 of the SEBI LODR Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Considering the access to timely financial resources to meet its short-term and long-term working capital and operational requirements, the approval of the members is being sought for the proposal of the aforesaid borrowing limit of ₹270,00,00,000/- (Rupees Two Hundred And Seventy Crores only) notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more promoter companies during any

financial year may exceed ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, by way of resolution as stated in Item No. 9 of this Notice.

The total borrowing from any one or more promoter companies shall be subject to the borrowing limit as approved by the Shareholders under Section 180(1)(c) of the Act.

Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT:

The Company does borrow from banks and/ or financial institutions, in compliance with provisions of applicable laws, in its normal course of business, however such borrowings have certain standard restrictive covenants due to which immediate release of funds by the banks/ financial institutions sometimes takes longer than expected. Accordingly, to ensure continuity of working capital for operations of the Company, it is proposed to keep the option of availing borrowings from the promoter group of the Company, in the normal course of its business and on an arm's length basis, subject to the willingness of the promoter group.

The Audit Committee has reviewed the certificates provided by the Managing Director & CEO and Whole Time Director & CFO of the Company as required under the RPT Industry Standards.

The Board of Directors, on recommendation of the Audit Committee, on August 30, 2025 has approved the above proposal, subject to the approval of the members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

As per Regulation 23 of the SEBI LODR Regulations related parties of the Company are not permitted to vote to approve the resolution set out in Item No. 9 of this Notice whether the related party is a related party to the proposed transaction or not.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/Director/ Key Managerial Personnel of the Company in the other company namely Equilibrated Venture Cflow Private Limited, to the extent that such shareholding is in excess of 2% paid up capital of that company is required to be disclosed.

Mr. Sunil Agarwal, Managing Director, and Mr. Santanu Agarwal, Deputy Managing Director of the Company are also Directors in Equilibrated Venture Cflow Private Limited, and they along with other person/ entities belong to promoter group of the Company holds 100% shares in said related party.

Apart as mentioned above, none of Directors/ Key Managerial Personnel of the Company hold 2% or more of the paid-up share capital of Equilibrated Venture Cflow Private Limited.

The Board recommends the ordinary resolution set out at Item No. 9 of the Notice for your approval.

Since the transaction as per Item No. 9 of this Notice is proposed to be entered into with aforementioned promoter group entity itself, Mr. Sunil Agarwal, Mr. Santanu Agarwal, their relatives and Company in the promoter groups are deemed to be interested in this resolution.

Other than above, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice.

“Minimum information for approval of Related Party Transactions to be provided to the Audit Committee” pursuant to SEBI Master Circular dated November 11, 2024 and as per RPT Industry Standards are as follows:

A (1). Basic details of the related party

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Name of the related party	Equilibrated Venture Cflow Private Limited	No Comment
2.	Country of incorporation of the related party	India	No Comment
3.	Nature of business of the related party	Financial Consultancy Services	No Comment

A (2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Equilibrated Venture Cflow Private Limited is part of Company's promoter group and Mr. Sunil Agarwal, Managing Director & CEO of the Company, and Mr. Santanu Agarwal, Deputy Managing Director of the Company are Directors and hold controlling shareholding in Equilibrated Venture Cflow Private Limited.	No Comment
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	The company and its subsidiary do not hold any shares in the Equilibrated Venture Cflow Private Limited.	
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Equilibrated Venture Cflow Private Limited is a Company limited by shares.	
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Equilibrated Venture Cflow Private Limited is promoter group entity. Promoter and Promoter Group hold 37.06% shares in the Company	
	<p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control². While calculating indirect shareholding, shareholding held by relatives ³shall also be considered.</p>		

A (3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information			Audit Committee's Comment
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Sr. No.	Nature of Transaction	FY24-25 (INR)	No Comment
		1	None	0.00	
		Other than dividends paid by the Company to Equilibrated Venture Cflow Private Limited no transaction was undertaken during the FY24-25.			
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil			No Comment
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable as no obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			No Comment

A (4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Borrowing from Equilibrated Venture Cflow Private Limited, not exceeding ₹270 Crores	The transactions should be in the ordinary course of business of the Company and at arm's length basis.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes or No? The transaction(s) may cross the materiality threshold limit during the financial year and may become material.	No Comment
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	35.01 %	No Comment
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	No Comment

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1499.72%	No Comment								
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table><tr><td>Particulars</td><td>FY24-25 (INR)</td></tr><tr><td>Turnover</td><td>18,00,34,135</td></tr><tr><td>Net worth</td><td>52,35,96,645</td></tr><tr><td>Net profits</td><td>(2,82,45,706)</td></tr></table>	Particulars	FY24-25 (INR)	Turnover	18,00,34,135	Net worth	52,35,96,645	Net profits	(2,82,45,706)	No Comment
Particulars	FY24-25 (INR)										
Turnover	18,00,34,135										
Net worth	52,35,96,645										
Net profits	(2,82,45,706)										

A (5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Borrowing	The transactions should be in the ordinary course of business of the Company.
2.	Details of each type of the proposed transaction.	It is proposed to borrow an amount not exceeding ₹270 Crores from Equilibrated Venture Cflow Private Limited in one or more tranches at an interest rate prevailing in the market at the time of the transaction; however, such rate shall not be more than 14 % p.a.	The Terms & Conditions of the RPT should be fair, transparent, reasonable, and in the best interest of the Company and its stakeholders.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Subject to the validity of the Shareholder's Approval in the AGM to be held in the year 2026-27, the transaction shall be undertaken in FY 2025-26 and FY 2026-27. Further, the amount borrowed shall be repayable within a period of 10 years from the date of the borrowing.	Periodic (quarterly) submission of reviews of Related Party Transactions to monitor and manage risk associated with Related Party Transactions.
4.	Whether omnibus approval is being sought?	Yes or No	No Comment

5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>It is proposed to borrow an amount not exceeding ₹270 Crores from Equilibrated Venture Cflow Private Limited at an interest rate prevailing in the market at the time of the transaction; however, such rate shall not be more than 14% p.a in one or more tranches in the upcoming years as per the fund requirements of the Company.</p>	<p>The Terms & Conditions of the RPT should be fair, transparent, reasonable, and in the best interest of the Company and its stakeholders.</p>
6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The Company does borrow from banks and/or financial institutions, in compliance with provisions of applicable laws, in its normal course of business; however, such borrowings have certain standard restrictive covenants due to which immediate release of funds by the banks/ financial institutions sometimes takes longer than expected. Accordingly, to ensure continuity of working capital for operations of the Company, it is proposed to keep the option of availing borrowings from the promoter group of the Company, in the normal course of its business and on an arm's length basis, subject to the willingness of the promoter group.</p>	<p>No Comment</p>
7.	<p>Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>		<p>No Comment</p>

a. Name of the director/KMP		1. Mr. Sunil Agarwal, Managing Director & Promoter 2. Mr. Santanu Agarwal, Deputy Managing Director and belongs to the Promoter Group 3. Ms. Suneeti Agarwal, belongs to the Promoter Group 4. Pri Caf Private Limited belongs to the Promoter Group 5. Pro Fitch Private Limited belongs to the Promoter Group 6. Equilibrated Venture Cflow Private Limited belongs to the Promoter Group	
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	100 %	No Comment
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	No Comment
9.	Other information relevant for decision-making.	-	-

A (5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Material covenants of the proposed transaction.	It is proposed to borrow funds not exceeding to ₹270 Crores from Equilibrated Venture Cflow Private Limited at interest rate of prevailing in the of market at the time of the transaction; however, such rate shall not be more than 14% p.a for a tenure not exceeding to 10 years.	The pricing & other T&C of the RPT to be fair, transparent, reasonable, and in the best interest of the Company and it's stakeholders.
2.	Interest rate (in terms of numerical value or base rate and applicable spread) .	The interest rate shall be subject to market rate of interest prevailing at the time of the transaction; however, such rate shall not be more than 14% p.a	

3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	The cost of borrowing shall be equal to the interest rate to be charged on the borrowing.	
4.	Maturity/due date	The amount borrowed shall be repayable within a period of 10 years from the date of the borrowing.	
5.	Repayment schedule & terms	The amount borrowed shall be repayable within a period of 10 years from the date of the borrowing.	
6.	Whether secured or unsecured	The borrowing shall be secured and/or unsecured	
7.	If secured, the nature of security & security coverage ratio	In case of secured borrowing, the borrowing shall be secured through hypothecation of receivables on pari-passu basis with 100% coverage ratio.	
8.	The purpose for which the funds will be utilized by the listed entity/subsidiary	The fund shall be utilized for principal business activities of the Company i.e. onward lending.	The report of fund utilization should be placed before the Audit Committee on quarterly basis

C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information	Audit Committee's Comment
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Being the Company is an NBFC, hence not applicable.	No Comment
	a. Before transaction	-	
	b. After transaction	-	-
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/ NBFC/insurance companies/ housing finance companies.	Being the Company is an NBFC, hence not applicable	No Comment
	a. Before transaction		
	b. After transaction		

ANNEXURE TO THE NOTICE of 33rd ANNUAL GENERAL MEETING

A. Details of Director seeking appointment/reappointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Name	Mr. Harish Singh	Mr. Anoop Krishna
DIN	00039501	08068261
Age	Aged about 58 years	67 years
Qualifications	Fellow member of Institute of Chartered Accountants of India and Master of Commerce	Bachelor of Arts
Terms and Conditions of appointment	Executive Director, liable to retire by rotation.	Executive Director, liable to retire by rotation. Reappointment from February 23, 2026 till December 31, 2027
Experience (including expertise in specific functional area)/Brief Resume	Mr. Harish Singh is a Fellow Member of Institute of Chartered Accountants of India and holds Master degree in Commerce. 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 of the Company and strengthens the operation and finance department of the Company with his rich experience and specialization.	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.
Date of first appointment on the Board	August 01, 2008	February 23, 2018
Shareholding in the Company	20,000 Equity Shares of Re. 1 each	NIL
Relationship with other Directors/Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel	No Relationship with other Directors/ Key Managerial Personnel
Remuneration last drawn	Rs. 50.60 Lakh p.a.	Rs.48.64 Lakhs p.a
Number of meetings of the Board attended during the financial year (2024-25)	Seven	Seven
Directorships in listed companies and other directorship	Mr. Harish Singh holds Directorship in the following Unlisted Companies: 1. Saadhvi Cinfra Projects Private Limited 2. Nupur Finvest Private Limited	None
Membership/Chairmanship of Committees of other Boards	None	None
Resignation during past 3 years from listed companies	None	None
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.	Mr. Harish Singh is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Anoop Krishna is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Further, None of the Director is disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 (the 'Act').

- B.** Details of Auditors seeking appointment/re-appointment as Secretarial Auditors at the Annual General Meeting in accordance with Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Proposed Secretarial Auditor	M/s Satish Jadon & Associates										
Proposed fees payable to the Secretarial Auditor(s)	The remuneration to act as Secretarial Auditor shall be as may be mutually agreed upon between the Board of Directors and the Auditors.										
Terms of Appointment	To conduct the Secretarial Audit for 5 (Five) consecutive years commencing from April 1, 2025 to March 31, 2030.										
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee shall not materially vary from the fees paid earlier to the Secretarial Auditor.										
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	<p><u>Basis of Recommendation:</u></p> <p>The Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on July 21, 2025, had approved appointment of M/s. Satish Jadon & Associates Practicing Company Secretaries, Peer Review No. 1028/2020, as Secretarial Auditors of the Company for the period of 5 (Five) years, subject to approval of Members at ensuing Annual General Meeting.</p> <p><u>Brief Profile of M/s Satish Jadon & Associates:</u></p> <p>Mr. Satish Kumar Jadon, Proprietor of Satish Jadon & Associates (Company Secretaries), has a good experience of 15+ years in corporate compliance matters. He holds a bachelor's degree in Commerce and is a Fellow Member of the Institute of Company Secretaries of India. He is experienced, dynamic, and competent to work independently. He has a willingness to learn new skills and is achievement-oriented. He also has good experience in arbitration and NCLT-related matters.</p> <p>Brief details of M/s Satish Jadon & Associates:</p> <table> <tr> <td>Name of Firm</td><td>M/s Satish Jadon & Associates (Company Secretaries)</td></tr> <tr> <td>Proprietor</td><td>Mr. Satish Kumar Jadon</td></tr> <tr> <td>Membership No.</td><td>FCS-9512</td></tr> <tr> <td>CoP No.</td><td>9810</td></tr> <tr> <td>Peer Review Unique Identification Number</td><td>1028/2020</td></tr> </table>	Name of Firm	M/s Satish Jadon & Associates (Company Secretaries)	Proprietor	Mr. Satish Kumar Jadon	Membership No.	FCS-9512	CoP No.	9810	Peer Review Unique Identification Number	1028/2020
Name of Firm	M/s Satish Jadon & Associates (Company Secretaries)										
Proprietor	Mr. Satish Kumar Jadon										
Membership No.	FCS-9512										
CoP No.	9810										
Peer Review Unique Identification Number	1028/2020										



PAISALO

EASY LOAN आसान लोन

Registered Office

CSC, Pocket 52, CR Park, Near Police Station, New Delhi- 110019

Phone: +91-11435-18888 | Email: delhi@paisalo.in

Head Office

Paisalo House, 74, Gandhi Nagar, NH-2, Uttar Pradesh, Agra- 282003

Phone: +91-56240-28888 | Email: agra@paisalo.in
