

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

**FOR REMOTE E-VOTING & E-VOTING DURING THE MEETING ON
RESOLUTIONS CONTAINED IN THE NOTICE OF**

**01ST EXTRA-ORDINARY GENERAL MEETING (EGM) FOR THE FINANCIAL YEAR 2025-26
OF THE MEMBERS OF PAISALO DIGITAL LIMITED**

To,
The Chairman,
1st Extra-Ordinary General Meeting (EGM) for the Financial Year 2025-26
of the Members of Paisalo Digital Limited
Held on Friday, May 2, 2025 at 12:30 P.M.
Through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')

Dear Sir,

I, Satish Kumar Jadon, Proprietor of Satish Jadon & Associates, Company Secretaries, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended time to time ("Rules"), have been appointed as Scrutinizer by the Board of Directors of Paisalo Digital Limited ("the Company") for the purpose of scrutinizing the process of remote e-voting and e-voting during 1st Extra-Ordinary General Meeting (EGM) for the Financial Year 2025-26 of the Members of Paisalo Digital Limited, in respect of resolutions contained in the Notice, dated April 8, 2025 ("Notice"), calling the 1st Extra-Ordinary General Meeting (EGM) for the Financial Year 2025-26 of the Members of Paisalo Digital Limited ("the Meeting"/ "EGM") through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, General Circular No. 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 and Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/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 (hereinafter referred to as "SEBI Circulars"), have permitted companies to hold their general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, in accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations, the EGM of the Members of the Company was held through VC/OAVM facility on Friday, May 2, 2025 at 12:30 P.M. (IST) and the voting for the items had been transacted, as per the Notice of EGM of the Company, only through e-voting process.



Further, pursuant to the MCA and SEBI Circulars, the Notice of the EGM of the Company was sent in electronic form only to those Members whose email Id are registered with the Company/Depositories. The Notice of the EGM had been uploaded on the website of Company at www.paisalo.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the same is also available on the website of National Securities Depositories Limited ("NSDL").

Since the EGM of the Company was held through VC or OAVM as relaxation provided under the MCA and SEBI Circulars, physical attendance of Members had been dispensed with and the facility for appointment of the proxies by the Members were also dispensed with.

Members attended the EGM through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

As confirmed by the Company, on Tuesday, April 8, 2025 the Company had completed the dispatch of Notice of EGM along-with the statement setting out material facts under Section 102 of the Companies Act, 2013, through electronic mode to those members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on Friday, April 4, 2025 and whose email IDs were registered with the Company/Registrar and Transfer Agent of the Company or Depositories. The Notice of EGM is available on the website of the Company and websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

The Company had availed e-voting facility offered by the National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the cut-off date i.e. Friday, April 25, 2025 were entitled to vote on the resolutions as contained in the Notice. The voting period for remote e-voting commenced on Tuesday, April 29, 2025 at 9:00 A.M. and ended on Thursday, May 1, 2025 at 5:00 P.M. (both days inclusive) ("remote e-voting period").

The Company has also availed NSDL e-voting platform for voting at the meeting to the members present through VC and who had not cast their vote during the said remote e-voting period.

After the time fixed for the closure of e-voting during the EGM, the e-voting was locked by NSDL.

Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Mr. P R Sharma and Mr. Varun Kumar Singh who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. P R Sharma



Mr. Varun Kumar Singh

Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the e-voting website of NSDL i.e., <https://www.evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, data regarding the e-voting was scrutinized.



The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means by the Members on the resolutions contained in the Notice of EGM of the Company. My responsibility as a Scrutinizer to ensure that the voting process through electronic means are conducted in a fair and transparent manner and to give a Scrutinizer's Report of the total votes cast "in favour (For)" or "Against" if any, to the Company on the resolutions stated in the Notice.

I have scrutinized and reviewed the e-voting and vote casted therein based on the data downloaded from the website of NSDL e-voting system i.e., <https://www.evoting.nsdl.com>. Based on the report generated by NSDL and relied upon by me, 248 (Two Hundred Forty-Eight) members have casted their votes electronically.

After ascertaining the votes casted, I hereby submit the result as under:

SPECIAL BUSINESS:

Item No. 1: Ordinary Resolution

TO APPOINT MR. VINOD KUMAR (DIN: 10230437), ADDITIONAL DIRECTOR AS A DIRECTOR OF THE COMPANY.

Votes	Number of Members voted	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	231	505701516	99.9438
ii. cast against the resolution	17	284255	0.0562
iii. invalid		0	

* No of votes polled does not include no. of votes abstained.

Based on the above results (both remote e-voting and e-voting during the meeting), I hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Item No. 2: Special Resolution

TO APPROVE THE TERMS AND CONDITIONS FOR APPOINTMENT OF MR. VINOD KUMAR (DIN: 10230437), AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

Votes	Number of Members voted	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	231	505953532	99.9936
ii. cast against the resolution	16	32206	0.0064
iii. invalid		0	

*No of votes polled does not include no. of votes abstained.

Based on the above results (both remote e-voting and e-voting during the meeting), I hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.



Item No. 3: Special Resolution

TO RE-APPOINT MRS. NISHA JOLLY (DIN: 08717762) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Votes	Number of Members voted	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	229	505742962	99.9520
ii. cast against the resolution	18	242776	0.0480
iii. invalid	0		

*No of votes polled does not include no. of votes abstained.

Based on the above results (both remote e-voting and e-voting during the meeting), I hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Item No. 4: Special Resolution

TO APPOINT MR. JITENDRA KUMAR OJHA (DIN: 11028354) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Votes	Number of Members voted	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	230	505946619	99.9923
ii. cast against the resolution	17	39119	0.0077
iii. invalid	0		

*No of votes polled does not include no. of votes abstained.

Based on the above results (both remote e-voting and e-voting during the meeting), I hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

Item No. 5: Special Resolution

TO RAISE FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES, FOREIGN CURRENCY CONVERTIBLE BONDS AND/OR OTHER ELIGIBLE SECURITIES IN ONE OR MORE TRANCHES TO THE ELIGIBLE INVESTORS THROUGH PREFERENTIAL ALLOTMENT, PRIVATE PLACEMENT, INCLUDING QUALIFIED INSTITUTIONAL PLACEMENT OR ANY OTHER PERMISSIBLE MODE FOR AN AGGREGATE AMOUNT UP TO ₹ 27,000 MILLION.

Votes	Number of Members voted	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	160	398943061	78.8442
ii. cast against the resolution	88	107045817	21.1558
iii. invalid	0		

*No of votes polled does not include no. of votes abstained.



Based on the above results (both remote e-voting and e-voting during the meeting), I hereby report that the said resolution has been duly passed by the members of the Company with the requisite majority.

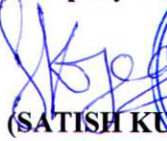
The relevant records relating to voting through e-voting is under my safe custody and will be handed over to the Managing Director or Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes.

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on the website of National Securities Depository Limited (NSDL).

Thanking you,

Yours faithfully,

**For Satish Jadon & Associates
Company Secretaries**



(SATISH KUMAR JADON)
Proprietor

Membership No. F9512

CoP No. 9810

P. R. UIN : 1028/2020

UDIN : F009512G000258191

Date : 3.05.2025