

Date: August 29, 2018

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

The Listing Department
National Stock Exchange of India Limited
(Thru.-NEAPS)
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai -400 051

SCRIP CODE: 532900

SCRIP SYMBOL: PAISALO

Sub.: Intimation of Date of Annual General Meeting, Date of Book Closure and Cutoff Date

Dear Sir,

With reference to the above-mentioned subject, we inform you that the date of Annual General Meeting, Date of Book Closure and Cut Off dates are as under:

- 1. Date of Annual General Meeting:** The 26th Annual General Meeting of the Company is scheduled to be held on **September 29, 2018 at 3:00 p.m.** at Auditorium, ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.
- 2. Date of Book closure:** Register of Members and Share Transfer Books of the Company shall remain close from **September 23, 2018 to September 29, 2018** (both days inclusive) for the purpose of 26th Annual General Meeting of Company and Final Equity Dividend for the Financial Year ended March 31, 2018.
- 3. Cutoff Date:** Cut Off date for the E-voting shall be **September 22, 2018.**

You are therefore requested to take note of the same.

Thanking You,

Yours Faithfully,

For Paisalo Digital Limited
(Formerly Known as S. E. Investments Limited)

Manendra Singh
(Manendra Singh)
Company Secretary



Encl.: Notice of 26th Annual General Meeting of the Company Paisalo Digital Limited

PAISALO DIGITAL LIMITED
FORMERLY KNOWN AS S. E. INVESTMENTS LIMITED

Registered Office: 101, CSC, Pocket 52, Near Police Station, CR Park, New Delhi - 110 019. Phone : + 91 11 4351 8888. Email: delhi@paisalo.in
Head Office: Block 54, First Floor, Sanjay Place, Agra - 282 002. Phone : +91 562 402 8888. Email: agra@paisalo.in
Regional Office: 262, Solitaire Corporate Park, Andheri East, Mumbai 400 093. Phone: +91 22 4228 8888. Email: mumbai@paisalo.in

CIN: L65921DL1992PLC120483

www.paisalo.in

अर्थ: समाजस्य न्यासः

PAISALO

EASY LOAN आसान लोन

Notice of 26th Annual General Meeting



“INDIA IS GOING DIGITAL, SO ARE WE”

Paisalo Digital Limited

Formerly known as S. E. Investments Limited

CIN: L65921DL1992PLC120483

Regd. Off.: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019

Phone: +91 11- 43518888, E-mail: delhi@paisalo.in, Website: www.paisalo.in

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Paisalo Digital Limited will be held on Saturday, the September 29, 2018 at 3:00 P.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065 to transact the following business(s):

ORDINARY BUSINESS:

1. To adopt Financial Statements together with the Boards' and Auditors' Reports thereon for the financial year ended March 31, 2018

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Boards' and Auditors' Reports thereon.

2. To appoint Director

To appoint a Director in place of Mr. Harish Singh (DIN: 00039501), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To declare dividend on fully paid-up Equity Shares for financial year ended on March 31, 2018

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

"RESOLVED THAT a dividend of 10% (i.e. Re. 1 on every Equity share of Rs. 10/- each) on fully paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared."

4. To authorise Board of Director to fix remuneration of Statutory Auditors of the Company

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

"RESOLVED THAT in furtherance of the ordinary resolution passed by the members of the Company at its 25th Annual General Meeting held on September 26, 2017, through which Mr. Mukesh Kumar & Co., Chartered Accountants (Firm Registration 002040C), were appointed as Statutory Auditors of the Company for a term of 3 years to hold office from the conclusion of the 25th Annual General Meeting until the conclusion of the 28th Annual General Meeting to be held in the year 2020 and pursuant to provisions of Section 139 of the Companies Act, 2013 as amended by Section 40 of the Companies (Amendment) Act, 2017 and as recommended by the Board of Directors of the Company, the appointment of Mr. Mukesh Kumar & Co., Chartered Accountants, as Statutory Auditors be and is hereby confirmed for rest of their tenure as approved by the Members of the Company through aforesaid resolution passed at the 25th Annual General Meeting of the Company and pursuant to Section 142 of the Companies Act, 2013 Board of Directors of the Company be and is hereby authorised to fix their remuneration as Statutory Auditors of the Company."

SPECIAL BUSINESS:

5. To approve the re-appointment and remuneration of Mr. Sunil Agarwal as Managing Director of the Company

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 Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and in pursuance to the provisions of Articles of Association of the Company and pursuant to the approval of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Sunil Agarwal (DIN: 00006991) as Managing Director of the Company for a period of 5 (Five) years commencing from February 20, 2018 on the following term and conditions:

- i. Total Salary of Rs. 43,20,000/- per month aggregating to Rs. 5,18,40,000/- P.A.
- ii. The Company shall reimburse actual boarding, lodging and out of pocket expenses incurred by the Managing Director in connection with the company's business.

- iii. In the event of inadequacy or absence of profits during the currency of his remaining tenure, the Managing Director shall be entitled to the remuneration herein provided and where applicable the same shall be subject to the provisions contained in the Schedule V of the Companies Act, 2013 and the approval of the Central Government, if required.
- iv. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- v. During the tenure of his term of office he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the overall limit specified under the Companies Act, 2013 and rules framed thereunder, the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sunil Agarwal, Managing Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate.

RESOLVED FURTHER THAT any one of the Director and Company Secretary of the Company be and is hereby jointly and severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. To approve the re-appointment and remuneration of Mr. Harish Singh as Executive Director of the Company

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 Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and in pursuance to the provisions of Articles of Association of the Company and pursuant to the approval of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Harish Singh (DIN: 00039501) as Executive Director of the Company for a period of 5 (Five) years commencing from August 1, 2018 on the following term and conditions:

- i. Monthly Remuneration of Rs. 2,05,000/- per month aggregating to Rs. 24,60,000/- P.A.
- ii. House Rent allowance of Rs. 45,400/- per month aggregating to Rs. 5,44,800/- P.A.
- iii. Company's contribution to Provident Fund Rs. 24,600/- per month aggregating to Rs. 2,95,200/- P.A.
- iv. In the event of inadequacy or absence of profits during the currency of his remaining 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 and the approval of the Central Government, if required.
- v. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- vi. During the tenure of his office he shall be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the overall limit specified under the Companies Act, 2013 and rules framed thereunder, the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Harish Singh, Executive Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate.

RESOLVED FURTHER THAT any one of the Director and Company Secretary of the Company be and is hereby jointly and severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

7. To appoint Mrs. Bhama Krishnamurthy as an Independent Director

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Bhama Krishnamurthy (DIN: 02196839), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who vacates her office at this

Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from November 25, 2017."

8. To appoint Mr. Anoop Krishna as Executive Director

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 Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and in pursuance to the provisions of Articles of Association of the Company and pursuant to the approval of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company, Mr. Anoop Krishna (DIN 08068261), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Executive Director of the Company, for a period of five consecutive years commencing from February 23, 2018 on the following term and conditions:

- i. Monthly Remuneration of Rs. 2,50,000/- per month.
- ii. Conveyance and other allowance Rs. 50,000/- per month.
- iii. In the event of inadequacy or absence of profits during the currency of his remaining 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 and the approval of the Central Government, if required.
- iv. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- v. During the tenure of his office he shall be liable to retire by rotation.

RESOLVED FURTHER THAT subject to the overall limit specified under the Companies Act, 2013 and rules framed thereunder, the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr. Anoop Krishna, Executive Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. To appoint Mr. Sunil Srivastav as an Independent Director

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Srivastav (DIN: 00237561), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years commencing from April 12, 2018."

10. To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013

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 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 the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to raise or borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company not with standing 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 of Directors and which shall remain outstanding at any given point of time shall not exceed a sum of Rs. 3000 Crores (Rupees Three 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."

11. To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company

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 member of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create/ renew such mortgages, charge(s), hypothecation(s) and floating charges, including existing mortgages, charges and hypothecation 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 debentures 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 Rs. 3000 Crores (Rupees Three Thousand Crores) over and above the aggregate of paid up share capital and free reserves of the Company.

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 and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

12. To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier special resolution passed at the 25th Annual General Meeting held on September 26, 2017 and pursuant to the provisions of sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 and rule 14(2) of the Companies (Prospectus and Allotment of Securities), Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to rules, regulations, guidelines, notifications and circulars, if any, issued by the Reserve Bank of India under the Reserve Bank of India Act, 1934 and Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992 and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to issue/offer/invite for subscription of Secured/Unsecured/Redeemable/Irredeemable /Perpetual/Subordinated/Senior, Rated/Unrated, Listed/Unlisted, Non- Convertible Debentures ("Debentures") by way of Private Placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto Rs. 3,000 Crore (Rupees Three Thousand Crores only) on such terms and conditions and at such times whether at par/premium/discount, as may be decided by the Board to such person or persons including one or more

Company(ies), Bodies Corporate, Statutory Corporation(s), Commercial Bank(s), Domestic and Multilateral Lending Agency(ies), Financial Institution(s), Insurance Company(ies), Mutual Fund(s), Pension Fund(s), Family Office(s), and Individual(s), as the case may be or such other person/persons/investors as the Board may so decide/approve, for a period of one year or for such other period as permissible under applicable laws, from the date of approval of the Members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

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 and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

Place : New Delhi
Date : August 3, 2018

By Order of the Board of Directors
For Paisalo Digital Limited

Sd/-
(MANENDRA SINGH)
Company Secretary
Membership No.: F 7868

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days written notice is given to the Company.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, forms part of this Notice.
4. Brief details of the Director who is seeking appointment/re-appointment are annexed hereto as per requirements of regulation 36(3) of the SEBI(LODR) Regulations, 2015.
5. 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 Sunday, September 23, 2018 to Saturday, September 29, 2018, both days inclusive.
6. 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:
 - a) 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 Saturday, September 22, 2018; and
 - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent on or before the closing hours on Saturday, September 22, 2018.
7. As per the SEBI (LODR) Regulations, 2015, 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 printed thereon. In case of non-availability of bank account details, address of the members may be printed on such payment instruments.

For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Saturday, September 22, 2018, 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 Saturday, September 22, 2018. 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.
8. 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.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA of the Company
10. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the RTA of the Company.

11. Notice of this Annual General Meeting, Audited Financial Statements for 2017-18 along with Auditors' Report and Directors' Report are also available on the website of the Company www.paisalo.in.
12. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with RTA of the Company on ramap@alankit.com.
13. 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.
14. **Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail 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.**
15. Documents referred to in the Notice and in the Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 A.M. to 1.00 P.M. except holidays, up to the date of the meeting.
16. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contact or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
17. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participants.
18. In terms of section 124(5) of the Companies Act, 2013, dividend amount for the financial year 2011-12 remaining unclaimed for a period of seven years shall become due for transfer in October, 2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends/shares in respect of the financial years from 2011-12 onwards are requested to approach the Company for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
19. Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the Annual General Meeting.
20. Members/Proxies are requested to bring the attendance slip/copy of proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.
21. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
22. **Voting through electronic means –**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Wednesday, September 26, 2018 (9:00 A.M.) and ends on Friday, September 28, 2018 (5:00 P.M.) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 22, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

The instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

A. Details on Step 1 are mentioned below:

How to Log-into 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below :

Sr. No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
I	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*****.
ii	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*****.
iii	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***

e) Your password details are given below:

- i.** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii.** 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 enter the 'initial password' and the system will force you to change your password.
- iii.** How to retrieve your 'initial password'?
 - 1)** If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e 'PAISALO e- voting.pdf' file. The password to open the ' PAISALO e- voting.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 ' PAISALO e voting.pdf' file contains your 'User ID' and your 'initial password'.
 - 2)** If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i.** 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.
- ii.** [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii.** If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h) Now, you will have to click on "Login" button.

i) After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

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

- a)** After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b)** After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c)** Select "EVEN" of company for which you wish to cast your vote.
- d)** Now you are ready for e-Voting as the Voting page opens.
- e)** Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f)** Upon confirmation, the message "Vote cast successfully" will be displayed.
- g)** You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h)** Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General Guidelines for shareholders

- a)** 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.co.in.
- b)** 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.
- c)** 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
- d)** The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut off date i.e. September 22, 2018. Voting rights in the e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- e)** You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

- 23.** 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 Saturday, September 22, 2018.
- 24.** 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. Saturday, September 22, 2018, 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 Assingments Limited.
- 25.** 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 at the AGM through ballot paper.
- 26.** The Board of Directors has appointed Mr. Satish Kumar Jadon, Practising Company Secretary (FCS No. 9512) as the Scrutinizer for the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- 27.** The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting will 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 3 (three) days from the conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Company.
- 28.** The results declared along with the Scrutinizer'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. The resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on September 29, 2018.
- 29.** Route map for directions to the venue of the 26th Annual General Meeting is annexed herewith as part of this Notice.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE 26TH AGM
(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015)**

Name of Director Seeking appointment- reappointment	Mr. Sunil Agarwal	Mr. Harish Singh	Mrs. Bhama Krishnamurthy	Mr. Anoop Krishna	Mr. Sunil Srivastav
DIN	00006991	00039501	02196839	08068261	00237561
Date of Birth	February 07, 1971	November 22, 1967	December 19, 1954	January 01, 1958	March 21, 1958
Age in years	Aged about 47 years	Aged about 50 years	Aged about 63 years	Aged about 60 years	Aged about 60 years
Date of Appointment	March 5, 1992	August 01, 2008	November 25, 2017	February 23, 2018	April 12, 2018
Qualifications	Bachelor's degree in commerce	Fellow member of Institute of Chartered Accountants of India and Master of Business Administration in Marketing	Master's degree in science	Bachelor's degree in science	Science graduate with honour and master's degree in management studies.
Designation (at which appointment to be made)	Managing Director	Executive Director	Non-Executive Independent Director	Executive Director	Non-Executive Independent Director
Expertise in specific functional area	He has an experience of over 28 years of the finance business. He embarked his journey into finance business at a very young age of 20 years. At a nascent age he established this Company, the success of which is contributed to his arduous work and commitment. He has a good leadership skills and positive attitude to lead the team of peoples.	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 a keen analyst with exceptional relationship management & negotiation skills with proven abilities in liaising with the various regulatory authorities.	She was the Head and Chief General Manager of SIDBI and has closely dealt with Multilateral and Bilateral Agencies in close co-ordination with the Government of India. Her areas of specialization include, inter-alia, handling of Human Resources Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank.	He has a rich experience of more than three decades of Banking Industry. He got amply rewarded and got several promotions and key assignments across the country. During his tenure as Head of Corporate Accounts Group for Delhi, he successfully handled a large business portfolio of more than Rs 60,000 Crs, which is larger than the Corporate Credit portfolio of some smaller Banks.	He has more than 37 years of banking experience across different verticals including National /elite Banking, International Banking, Investments Banking, Corporate Strategy & Digital Banking and Corporate Banking with varied experience across geographies in India & abroad.

List of outside Directorship	<ul style="list-style-type: none"> • Baba Herbals Pvt. Ltd. • Helios Aviation Pvt. Ltd. • Diamond Infradev Pvt. Ltd. • Aerotech Aviation India Pvt. Ltd. • Nupur Finvest Pvt. Ltd.* • Bhavya Electronics & Networks Pvt. Ltd. • Radiance Techno Powers Company Pvt. Ltd. • Raj Shiksha Foundation 	<ul style="list-style-type: none"> • Nupur Finvest Pvt. Ltd.* 	<ul style="list-style-type: none"> • Reliance Industrial Infrastructure Ltd. • Muthoot Microfin Ltd. • Jain Sons Finlease Ltd. • Reliance Payment Solutions Ltd. • Tab Capital Ltd. • Five-Star Business Finance Ltd. • India SME Asset Reconstruction Company Ltd. • Kolte-Patil I-Ven Townships (Pune) Limited 	Prabhat Dairy Limited	Eros International Media Ltd.
No. of shares held in the Company	31,62,440	NIL	NIL	NIL	NIL
Chairman/ Member of the Committees of the Board across all other public Companies of which he/she is a Director as on the date of this Notice	NIL	Nupur Finvest Pvt. Ltd.*	Reliance Industrial Infrastructure Ltd.	NIL	NIL
		Audit Committee	Chairman	Audit Committee	Member
		Assets and Liabilities Management Committee	Chairman	Muthoot Microfin Ltd.	
				Nomi-nation and Remu-neration Committee	Member
		Nomi-nation and Remune-ration Committee	Member	Jain Sons Finlease Ltd.	
				Audit Committee	Member
				Tab Capital Ltd.	
				Audit Committee	Member

			Five-Star Business Finance Ltd.			
			Audit Committee	Member		
			India SME Asset Reconstruction Company Ltd.			
			Audit Committee	Member		
			Kolte-Patil I-Ven Townships (Pune) Ltd.			
			Audit Committee	Member		
No. of Board Meetings attend during the year 2017-18 out of eight board meeting held	Eight	Eight	Four	Two	N.A.	
Relationship with Other Directors	No Relationship with other Directors	No Relationship with other Directors	No Relationship with other Directors	No Relationship with other Directors	No Relationship with other Directors	
Remuneration paid during the financial year	Rs. 288.00 Lakhs	Rs. 12.60 Lakhs	NIL	Rs. 3.65 Lakhs	NIL	

*Nupur Finvest Private Limited is Wholly Owned Subsidiary of Paisalo Digital Limited

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to Item No. 5 to 12:

Item No. 5

In terms of provisions of Section 196 of the Companies Act, 2013 (Section 317 of Companies Act, 1956) and special resolution passed at 21st Annual General Meeting held on September 30, 2013, the term of re-appointment of Mr. Sunil Agarwal as Managing Director of the Company has expired on February 19, 2018. Accordingly, subject to the approval of the Shareholders by a resolution in the next General Meeting, the Board of Directors of the Company in its meeting held on January 30, 2018, re-appointed him as Managing Director of the Company for a period of 5 years with effect from February 20, 2018.

Accordingly, pursuant to provisions of Section 196 of the Companies Act, 2013 and based on recommendation of the Nomination and Remuneration Committee and resolution passed by the Board of Directors in its meeting held on January 30, 2018, re-appointment of Mr. Sunil Agarwal as the Managing Director of the Company for a further period of 5 (five) years with effect from February 20, 2018 on such remuneration as stated in the resolution set out in the Notice of 26th Annual General Meeting as item no. 5 is recommended to the members for their approval.

Brief details about Mr. Sunil Agarwal is annexed with the accompanying notice containing details of Directors Seeking Appointment /Re-Appointment at the 26th AGM.

Except Mr. Sunil Agarwal, 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. 5 of the Notice.

Item No. 6

In terms of provisions of Section 196 of the Companies Act, 2013 (Section 317 of Companies Act, 1956) and special resolution passed at 21st Annual General Meeting held on September 30, 2013 the term of re-appointment of Mr. Harish Singh as Executive Director of the Company has been expired on July 31, 2018. Accordingly, subject to the approval of the Shareholders by a resolution in the next General Meeting, the Board of Directors of the Company in its meeting held on May 2, 2018, has re-appointed him as Executive Director of the Company for a period of 5 years effecting from August 1, 2018.

Accordingly, pursuant to provisions of Section 196 of the Companies Act, 2013 and based on recommendation of Nomination and Remuneration Committee and resolution passed by the Board of Directors in its meeting held on May 2, 2018, re-appointment of Mr. Harish Singh as the Executive Director of the Company for a further period of 5 (five) years with effect from August 1, 2018 on such remuneration as stated in the resolution set out in the Notice of 26th Annual General Meeting as item no. 6 is recommended to the members for their approval.

Brief details about Mr. Harish Singh is annexed with the accompanying notice Meeting containing details of Directors Seeking Appointment /Re-Appointment at the 26th AGM.

Except Mr. Harish Singh, 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.

Item No. 7

In accordance with the provisions of Section 149 and 161 of the Companies Act, 2013 Mrs. Bhama Krishnamurthy was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. November 25, 2017 to hold office till this Annual General Meeting.

The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013 proposing candidature of Mrs. Bhama Krishnamurthy for the office of Non-Executive Independent Director of the Company. Mrs. Bhama Krishnamurthy is not disqualified for being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director of the Company.

Therefore, the Board of Directors recommends the resolution as set out in item no. 7 of the accompanying notice for the approval of the Members to appoint Mrs. Bhama Krishnamurthy as an Independent Director of the Company for a term of 5 (five) consecutive years from November 25, 2017.

Brief details about Mrs. Bhama Krishnamurthy is annexed with the accompanying notice containing details of Directors Seeking Appointment/Re-Appointment at the 26th AGM.

Except Mrs. Bhama Krishnamurthy, 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. 7 of the Notice.

Item No. 8

In accordance with the provisions of Section 149 and 161 of the Companies Act, 2013, Mr. Anoop Krishna was appointed as an Additional Director of the Company w.e.f. February 23, 2018 to hold office till this Annual General Meeting.

Accordingly, based on recommendation of Nomination and Remuneration Committee and Board of Directors, resolution for appointment of Mr. Anoop Krishna as Executive Director of the Company for a period of 5 (five) years with effect from February 23, 2018 on such remuneration as stated in the resolution and pursuant to provisions of Section 196 of the Companies Act, 2013, set out in the Notice of 26th Annual General Meeting as item no. 8 is recommended to the members for their approval.

Mr. Anoop Krishna is not disqualified for being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent to Act as the Director of the Company. Brief details about Mr. Anoop Krishna is annexed with the accompanying notice containing details of Directors Seeking Appointment /Re-Appointment at the 26th AGM.

Except Mr. Anoop Krishna, 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. 8 of the Notice.

Item No. 9

In accordance with the provisions of Section 149 and 161 of the Companies Act, 2013 Mr. Sunil Srivastav was appointed as an Additional Independent Director of the Company w.e.f. April 12, 2018 to hold office till this Annual General Meeting.

The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Sunil Srivastav for the office of Non-Executive Independent Director of the Company. Mr. Sunil Srivastav is not disqualified for being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company.

Therefore, the Board of Directors recommends the resolution as set out in item no. 9 of the accompanying notice for the approval of the Members to appoint Mr. Sunil Srivastav as an Independent Director of the Company for a term of 5(five) consecutive years from April 12, 2018.

Brief details about Mr. Sunil Srivastav is annexed with the accompanying notice containing details of Directors Seeking Appointment /Re-Appointment at the 26th AGM.

Except Mr. Sunil Srivastav, 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. 9 of the Notice.

Item No. 10

Being a Non-Banking Finance Company, it requires more funds for smooth and consistent business operations. Accordingly to access funds at most competitive rate(s) from various sources and forms including but not limited to term loan(s), working capital facilities, debt securities, inter corporate deposit(s) as may be allowable to the Company. In this regard, it is, therefore proposed to fix the limit of Board of Directors to borrow money for the Company's business over and above the paid-up share capital, free reserves and securities premium of the Company.

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Accordingly, the consent of the members by way of Special Resolution under Section 180 (1) (c) of Companies Act, 2013 is sought for authorizing the Board of Directors of the Company to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company, its free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose) but not exceeding an amount of Rs. 3,000 Crores (Rupees Three Thousand Crores).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 10 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. 10 of the Notice.

Item No. 11

According to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the members obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the members by way of Special Resolution under Section 180 (1) (a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 11 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. 11 of the Notice.

Item No. 12

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. 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) an offer or invitation for non-convertible debentures previous special resolution only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant Rules made there under, 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 at Item No. 12, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 12 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. 12 of the Notice.

Place : New Delhi
Date : August 03, 2018

By Order of the Board of Directors
For Paisalo Digital Limited

Sd/-
(MANENDRA SINGH)
Company Secretary
Membership No.: F 7868

PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019

Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in

ATTENDANCE SLIP

(To be presented at the entrance)

26th Annual General Meeting on September 29, 2018 at 3:00 P.M.

At Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road,
East of Kailash, New Delhi-110065

I hereby record my presence at the 26th Annual General Meeting of the Company to be held on September 29, 2018 at 3:00 P.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Full Name of the Member:.....
(In BLOCK LETTERS)

Folio No. **DP ID No.** **Client ID No.**

No. of Shares held

Full Name of Proxy:.....
(In BLOCK LETTERS)

Signature of Member/Proxy:.....

Date:



ROUTE MAP OF THE VENUE OF 26TH AGM

Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar,
Main Road, East of Kailash, New Delhi - 110065



PAISALO DIGITAL LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019

Phone: +91 11- 43518888, E-mail: cs@paisalo.in, Website: www.paisalo.in

FORM NO. MGT 11

PROXY FORM

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / Client Id :

DP ID :

I/We, being the member(s) of Shares of the Paisalo Digital Limited hereby appoint

1. Name: E-mail Id.....

Address:

Signature:

2. Name: E-mail Id.....

Address:

Signature:

3. Name: E-mail Id.....

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on September 29, 2018 at 3:00 P.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1.	To adopt Financial Statements together with the Boards' and Auditors' Reports thereon for the financial year ended March 31, 2018.		
2.	To appoint a Director in place of Mr. Harish Singh, who retires by rotation and being eligible, offers himself for appointment.		
3.	To declare final dividend on fully paid-up Equity Shares for financial year ended on March 31, 2018.		
4.	To authorise Board of Director to fix remuneration of Statutory Auditors of the Company.		
Special Business:			
5.	To approve re-appointment and remuneration of Mr. Sunil Agarwal as Managing Director of the Company.		
6.	To approve re-appointment and remuneration of Mr. Harish Singh as Executive Director of the Company.		
7.	To appoint Mrs. Bhama Krishnamurthy as an Independent Director.		
8.	To appoint Mr. Anoop Krishna as Executive Director.		
9.	To appoint Mr. Sunil Srivastav as an Independent Director.		
10.	To fix borrowing power of the Board of Directors u/s 180 (1) (c) of the Companies Act, 2013.		
11.	To authorise Board of Directors u/s 180 (1) (a) of the Companies Act, 2013 to create charges on movable and immovable properties of the Company.		
12.	To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013.		

Signed on this day of 2018.

Signature of Shareholder: Signature of Proxy holder(s):

Affix 1/-
Revenue
Stamp

PAISALO

EASY LOAN आसान लोन

Paisalo Digital Limited

FORMERLY KNOWN AS S. E. INVESTMENTS LIMITED

Registered Office :
101, CSC, Pocket 52
CR Park, Near Police Station
New Delhi-110019
Phone : + 91 11 4351 8888
Email : delhi@paisalo.in

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