

PAISALO

EASY LOAN आसान लोन

Date: December 3, 2018

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

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

Scrip Code/ Symbol : at BSE-532900, at NSE- PAISALO

Dear Sir/Madam,

Sub.: Voting Result of the Business transacted at the Hon'ble National Company Law Tribunal convened Meeting of the Equity Shareholders held on Saturday, December 1, 2018

Re.: Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, this is to inform you that pursuant to the Order dated October 12, 2018 passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi a meeting of Equity Shareholders of the Company Paisalo Digital Limited was held on Saturday, December 1, 2018 ('NCLT Convened Meeting of Equity Shareholders') for approving the Scheme of Arrangement/Amalgamation between Agarwal Meadows Private Limited ('Transferor Company') and Paisalo Digital Limited ('Transferee Company') and their Respective Shareholders and Creditors.

In this connection, we are hereby enclosing the consolidated results of remote e-voting, postal ballot and voting by using ballot at the NCLT Convened Meeting of the Equity Shareholders in the format prescribed under Regulation 44(3) in **Annexure A**.

Further, we are also hereby enclosing the report of Scrutinizer:

- i) on remote e-voting, postal ballot and voting by using ballot at NCLT convened Meeting of Equity Shareholders of the Company in **Annexure B**.
- ii) on voting by using ballot at the meeting of Secured Creditors of the Company, convened pursuant to the Order dated October 12, 2018 passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi on Saturday, December 1, 2018 in **Annexure C**.

Kindly take the information on your record.

Thanking you

Yours Faithfully,

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

Manendra Singh
**(Manendra Singh)
Company Secretary**



Encl: As above

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

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

Voting Results as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015

SI. No.	Description	Particulars
A	Date of the NCLT Convened Meeting of Equity Shareholders	December 1, 2018
B	Total No. of Shareholders on record date	1969
D	No. of Shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	7
	Public	67
	Total	74
E	No. of Shareholders present in the meeting through video conferencing	
	Promoters and Promoter Group	N.A.
	Public	N.A.
	Total	N.A.



Summary of Voting Results

ITEM NO. 1:-								
To approve the Scheme of Arrangement/ Amalgamation between Agarwal Meadows Private Limited and Paisalo Digital Limited and their respective Shareholders and Creditors ("Scheme") under the Section 230 to 232 of the Companies Act, 2013.								
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares Held	No. of votes Polled	% of Votes polled on Outstanding Shares	No. of Shares – Favour	No. of Shares – Against	% of Votes favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,05,60,583	1,05,60,583	100.0000%	1,05,60,583	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot		0	0.0000%	0	0	0.0000%	0.0000%
	Total		1,05,60,583	1,05,60,583	100.0000%	1,05,60,583	0	100.0000%
Public- Institutions*	E-Voting	77,00,051	9952	0.1292%	0	9952	0.0000%	100.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot		0	0.0000%	0	0	0.0000%	0.0000%
	Total		77,00,051	9952	0.1292%	0	9952	0.0000%
Public- Non-Institutions	E-Voting	54,69,366	4832098	88.3484%	4832088	10	99.9998%	0.0002%
	Poll		127351	2.3284%	127351	0	100.0000%	0.0000%
	Postal Ballot		1	0.0000%	1	0	100.0000%	0.0000%
	Total		54,69,366	4959450	90.6769%	4959440	10	99.9998%
Total		2,37,30,000	1,55,29,985	65.4445%	1,55,20,023	9,962	99.9359%	0.0641%
Whether resolution is pass or not								Passed

*This Category of Shares excludes 1, 68, 30,000 Equity Shares as these are held by Custodian for the GDRs and falls under the category of Non- Promoter non-public Shares. As these shares don't have any voting right, therefore such shares are not considered for calculation of the above voting result.



RUCHIR KAUSHIK

Chartered
Accountant

To,
Mr. Prabhu Singh (Advocate)
The Chairman of the meeting of Equity Shareholders of Paisalo Digital Limited
appointed pursuant to order of Hon'ble National Company Law Tribunal, Principal
Bench at New Delhi dated October 12, 2018

Subject: Consolidated Report of Scrutinizer on the "Remote E-Voting", "Postal Ballot"
and "Voting through Ballot at venue of the Meeting", in respect of the resolution
contained in the notice of the Meeting of the Equity Shareholders of Paisalo Digital
Limited held, on December 1, 2018 at 10:30 A.M. and adjourned meeting thereof at
11:00 A.M, at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main
Road, East of Kailash, New Delhi - 110065, pursuant to order of Hon'ble National
Company Law Tribunal, Principal Bench, at New Delhi.

Dear Sir,

Please find enclosed herewith the Consolidated Report of Scrutinizer dated December 3,
2018 on the "Remote E-Voting", "Postal Ballot" and "Voting through Ballot at the
venue of the Meeting" in respect of the resolution contained in the notice of the Meeting
of the Equity Shareholder of Paisalo Digital Limited held on December 1, 2018
pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench, at New
Delhi.

Thanking you


CA Ruchir Kaushik
Chartered Accountant
Member No. 415555

RUCHIR KAUSHIK

Chartered
Accountant

SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015]

To

Mr. Prabhu Singh (Advocate)

The Chairman of the meeting of Equity Shareholders of Paisalo Digital Limited appointed pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench at New Delhi dated October 12, 2018

Dear Sir,

I, CA Ruchir Kaushik, Chartered Accountant (Membership No. 415555), was appointed by the Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi vide its order dated October 12, 2018 as "Scrutinizer" for the purpose of scrutinizing the process of voting, through Remote E-voting, Postal Ballot and by use of Ballot at the venue of the Meeting of the Equity Shareholders of Paisalo Digital Limited ("the Company") held on December 1, 2018 at 10:30 A.M. and adjourned meeting thereof at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065, pursuant to order passed by the Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi ("Hon'ble NCLT") and provisions of Companies Act, 2013 ("the Act") read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders on the Scheme of Arrangement/ Amalgamation between Agarwal Meadows Private Limited ("Transferor Company") and Paisalo Digital Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") under the Section 230 to 232 of the Companies Act, 2013 in terms of Notice dated October 29, 2018 convening the said meeting.

I do hereby submit my report as follows:

- a) Notice were issued to the Shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on the close of business hours of Friday, October 26, 2018 and voting rights of the shareholders were reckoned as on the close of business hours of Friday, October 26, 2018 being the cut-off date for the purpose of deciding the entitlement of Shareholders to vote.
- b) The Company has, on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories/ Alankit Assignments Limited (Registrar and Share Transfer Agent of the Company), completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, attendance slip etc. on October 30, 2018 to the Equity

B-053, Roheja Vedanta,
Sector-108, Gurugram-122001
(Haryana)



Shareholders of the Company, holding shares as on the cut-off date i.e. October 26, 2018, and has also published advertisement in this regard in English and Hindi language in the Business Standard English and Hindi editions on October 31, 2018 containing the following information:

- i. statement-the vote can be cast through electronic means and through postal ballot;
 - ii. the date of completion of sending of notice;
 - iii. the date and time of commencement of voting through electronic means and postal ballot;
 - iv. the statement that voting shall not be allowed beyond the said date and time mentioned above;
 - v. the website address of the Company and National Securities Depository Limited (“NSDL”) where the notice of the NCLT convened Meeting was displayed and
 - vi. Contact details in case of queries in connection with the electronic voting.
- c) In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the SEBI and pursuant to Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per direction issued by the Hon’ble NCLT , the Company has provided Remote E-voting facility through NSDL and also the facility to vote by way of Postal Ballot before the NCLT Convened Meeting. The Company has also provided voting by way of poll (Ballot Papers) at the venue of the NCLT Convened Meeting.
- d) As per Section 110 of the Act read with the rules made thereunder the voting period for e-voting and postal ballot commence on November 1, 2018 (09:00 A.M.) and ended on November 30, 2018 (5:00 P.M.).
- e) Additionally, the Equity Shareholders of the Company who holds shares on the cut-off date i.e. October 26, 2018, who had not cast vote either by of Remote E-voting or Postal Ballot earlier were allowed to vote by way of poll (Ballot Papers) at the NCLT Convened Meeting. The Shareholders at the Meeting exercised their voting rights by poll conducted at the venue as stated above.
- f) The Order of Hon’ble NCLT dated October 12, 2018 provides about quorum for the NCLT Convened Meeting of Equity Shareholders as under:
- i. the quorum of the meeting shall be 500 in number or 75 % in value.
 - ii. in case the quorum as noted above for the aforesaid meeting are not present at the meeting then the meeting shall be adjourned by half an hour and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the Company at least 48 hours before the meeting.



- g) At the time fixed for the NCLT Convened Meeting of Equity Shareholders requisite quorum of 500 in number or 75 % in value, as prescribed in the Order of Hon'ble NCLT, was not present. Therefore, said Meeting was adjourned by half an hour and the persons present and voting were deemed to constitute the quorum.
- h) The total number of Shareholders present in person or through Proxy/Authorized Representatives at the NCLT Convened Meeting of the Shareholders of Paisalo Digital Limited was 74.
- i) 22 Proxy form were received.
- j) After conclusion of voting at the Meeting, the votes cast in the Meeting were counted first, and there after the votes cast through remote e-voting were unblock in the presence of Mr Prabhu Singh and Mr.Vaibhav Singh who acted as witness in accordance with the rule 20 of the Companies (Management and Administration) Rules, 2014.
- k) Thereafter, the details containing inter alia, list of Shareholders who voted "For" or "Against" on the resolution that was put to vote, were derived from the ballot / postal ballot forms received at poll conducted at the meeting and by postas well as the report generated from the e-voting website of NSDL in respect of e-voting.
- l) Shareholders cast their vote as under:
- i. 1 Shareholder cast vote through Postal Ballot
 - ii. 50 Shareholders cast vote through Remote E-voting
 - iii. 29 Shareholders cast vote through Poll at the venue of the Meeting. Out of these 29 Shareholders, 13 ballot (includes 4 ballot who already casted their vote through E-voting) were invalid.
- m) The Ballot and Postal Ballot Forms were scrutinized and validity of the same were ascertained.
- n) 1 Shareholders have cast their votes through postal ballot and out of such none of the votes through Postal Ballot were invalid.
- o) 29 Shareholders have cast their votes through ballot at the venue of the meeting and out of such ballot 13 ballot were invalid (included 4 ballots of equity shareholder who have already cast their vote through remote e-voting).
- p) 50 Shareholders have cast their votes through remote e-voting and all such votes are valid.
- q) I submit my Consolidated Report as Under on the result of the Remote E-voting, Postal Ballot and Poll conducted at the meeting.



ITEM NO. 1:- To approve the Scheme of Arrangement/ Amalgamation between Agarwal Meadows Private Limited and Paisalo Digital Limited and their respective Shareholders and Creditors ("Scheme") under the Section 230 to 232 of the Companies Act, 2013.								
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares Held	No. of votes Polled	% of Votes polled on Outstanding Shares	No. of Shares – Favour	No. of Shares – Against	% of Votes favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E- Voting	1,05,60,583	1,05,60,583	100.0000%	1,05,60,583	0	100.0000%	0.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot		0	0.0000%	0	0	0.0000%	0.0000%
	Total		1,05,60,583	1,05,60,583	100.0000%	1,05,60,583	0	100.0000%
Public- Institutions*	E- Voting	77,00,051	9952	0.1292%	0	9952	0.0000%	100.0000%
	Poll		0	0.0000%	0	0	0.0000%	0.0000%
	Postal Ballot		0	0.0000%	0	0	0.0000%	0.0000%
	Total		77,00,051	9952	0.1292%	0	9952	0.0000%
Public- Non- Institutions	E- Voting	54,69,366	4832098	88.3484%	4832088	10	99.9998%	0.0002%
	Poll		127351	2.3284%	127351	0	100.0000%	0.0000%
	Postal Ballot		1	0.0000%	1	0	100.0000%	0.0000%
	Total		54,69,366	4959450	90.6769%	4959440	10	99.9998%
Total		2,37,30,000	1,55,29,985	65.4445%	1,55,20,023	9,962	99.9359%	0.0641%
Whether resolution is pass or not								Passed

*This Category of Shares excludes 1, 68, 30,000 Equity Shares as these are held by Custodian for the GDRs and falls under the category of Non- Promoter non-public Shares. As these shares don't have any voting right, therefore such shares are not considered for calculation of the above voting result.

- r) The Register, all other papers and relevant records relating to remote e-voting and postal ballot and ballot at the venue of the meeting are handed over to the Company Secretary of the of Company for safe keeping.

Thanking you



CA Ruchir Kaushik
 Chartered Accountant
 Membership No. 415555

Date: 3.12.2018
Place: Gurugram

RUCHIR KAUSHIK

Chartered
Accountant

To,
Mr. Prabhu Singh (Advocate)
The Chairman of the meeting of Secured Creditor of Paisalo Digital Limited appointed pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench at New Delhi dated October 12, 2018

Subject: Report of Scrutinizer on the "Voting through Ballot at the Meeting", in respect of the resolution contained in the notice of the Meeting of the Secured Creditors of Paisalo Digital Limited held, on December 1, 2018 at 12:00 P.M. and adjourned meeting thereof at 12:30 P.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi.

Dear Sir,

Please find enclosed herewith the Report of Scrutinizer dated December 3, 2018 on the "Voting through Ballot at the venue of the Meeting" in respect of the resolution contained in the notice of the Meeting of the Secured Creditors of Paisalo Digital Limited held on December 1, 2018 pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi.

Thanking you


CA Ruchir Kaushik
Chartered Accountant
Membership No. 415555

RUCHIR KAUSHIK

Chartered
Accountant

SCRUTINIZER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies Management & Administration Rules, 2014]

To

Mr. Prabhu Singh (Advocate)

The Chairman of the meeting of Secured Creditors of Paisalo Digital Limited appointed pursuant to order of Hon'ble National Company Law Tribunal, Principal Bench at New Delhi dated October 12, 2018

Dear Sir,

I, CA Ruchir Kaushik, Chartered Accountant (Membership No. 415555), was appointed by the Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi vide its order dated October 12, 2018 as "Scrutinizer" for the purpose of scrutinizing the voting process in a fair and transparent manner at the Meeting of the Secured Creditors of Paisalo Digital Limited ("the Company") held, on December 1, 2018 at 12:00P.M. and adjourned meeting thereof at 12:30 P.M., at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, pursuant to order passed by the Hon'ble National Company Law Tribunal, Principal Bench, at New Delhi ("Hon'ble NCLT") and applicable provisions of Companies Act, 2013 ("the Act") read with rules made thereunder on the resolution seeking approval of the Secured Creditors on the Scheme of Arrangement/ Amalgamation between Agarwal Meadows Private Limited ("Transferor Company") and Paisalo Digital Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") under the Section 230 to 232 of the Companies Act, 2013 in terms of Notice dated October 29, 2018 convening the said meeting.

I do hereby submit my report as follows:

- a) Notice were issued to all the 13 Secured Creditors whose names appeared as Secured Creditors of the Paisalo Digital Limited as on the close of business hours of Friday, October 26, 2018 and voting rights of the Secured Creditors were reckoned as on the close of business hours of Friday, October 26, 2018 being the cut-off date for the purpose of deciding the entitlement of Secured Creditors to vote.
- b) The Company has completed on October 30, 2018 the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto attendance slip etc. to the Secured Creditors as on the cut-off date i.e. October 26, 2018, and pursuant to Order



B-053, Roheja Vedanta,
Sector-108, Gurugram-122001
(Haryana)

- i. the quorum of the meeting shall be 8 in number or 75 % in value.
 - ii. in case the quorum as noted above for the aforesaid meeting are not present at the meeting then the meeting shall be adjourned by half an hour and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the Company at least 48 hours before the meeting.
- d) At the time fixed for the NCLT Convened Meeting of Unsecured Creditors requisite quorum of 8 in number or 75 % in value, as prescribed in the Order of Hon'ble NCLT, was not present. Therefore, said Meeting was adjourned by half an hour and the persons present and voting were deemed to constitute the quorum.
- e) The total number of 7 Secured Creditors was present in person and out of them 2 Secured creditors were not having authorization letter i.e. IDBI Bank Limited and Bank of Baroda was however allowed in the meeting. Out of the remaining 5 Secured Creditors, 3 secured creditors casted their vote and out of these 3 secured creditors 1 vote (Bank of Maharashtra) was found invalid at the NCLT Convened Meeting of the Secured Creditors of Paisalo Digital Limited.
- f) On Saturday, December 1, 2018 at the venue of NCLT Convened Meeting of Secured Creditors, after due discussion, the Chairman of the Meeting requested all the Secured Creditors to proceed for voting by ballot papers.
- g) One empty ballot box kept for polling was locked in my presence.
- h) After conclusion of voting at NCLT Convened Meeting of Secured Creditors the locked ballot box was subsequently opened in the presence of witnesses Mr Prabhu Singh and Mr. Vaibhav Singh who are not in the employment of the Company and poll papers were scrutinized.
- i) There was one poll papers which was incomplete and found invalid as For/Against was not mentioned in the ballot paper and in addition to this comment was also mentioned on the ballot paper, hence declared invalid and incomplete.
- j) Details of votes cast, by way of poll/ ballot paper at the Hon'ble NCLT Convened Meeting of Secured Creditors with respect to the Resolution proposed in the notice dated October 29, 2018 is as under-

Resolution-


To approve the Scheme of Arrangement/ Amalgamation between Agarwal Meadows Private Limited and Paisalo Digital Limited and their respective Shareholders and Creditors ("Scheme") under the Section 230 to 232 of the Companies Act, 2013



Votes	Number of Secured Creditors Present and voting (in person or Proxy or Authorised Representative)	Number of Votes Cast by them (Amount in Rupees)	% of total no. of valid votes cast
i. cast in favour of the resolution	2	1,14,00,72,772.35	100%
ii. cast against the resolution	0	0	0%
Total (i+ii)	2	1,14,00,72,772.35	
iii. invalid	1	49,33,28,436.63	0%

k) The poll/ ballot papers and all other records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you



CA Ruchir Kaur
 Chartered Accountant
 Membership No. 415555

Date: 3.12.2018

Place: Gurugram