NOTICE OF THE 9th ANNUAL GENERAL MEETING

To,
Members, Directors, Auditors
SINDHUJA MICROCREDIT PRIVATE LIMITED

Notice is hereby given that an Annual General Meeting of the members of Sindhuja Microcredit Private Limited is proposed to be conducted **on Wednesday, September 30, 2026 at 12.00 P.M.** at the registered office situated at Office No. 701A-721A, 7A Floor, Tower C, Noida One, Plot No. 8, Block - B, Sector-62, District :Budh Nagar, Noida, Uttar Pradesh -201301 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in pursuant to the General Circular No. 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024 General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated 28/12/2022, General Circular No. 03/2022 dated 5/05/2022, Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, and General Circular No. 39/2020 dated December 31, 2020 (Collectively referred to as 'MCA Circulars') issued by the Ministry Of Corporate Affairs, Government of India and other relevant provisions of the Companies Act, 2013 and rules made thereunder and to transact business :

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31st MARCH, 2026 AND STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD FROM 01st APRIL, 2025 TO 31st MARCH 2026 TOGETHER WITH THE REPORT OF THE AUDITORS AND BOARD OF DIRECTORS ("THE BOARD") THEREON AND IN THIS REGARD**

   To consider and if thought fit to pass with or without modification, following resolution as an ordinary resolution:

   "**RESOLVED THAT** the Audited Financial Statements comprising Statement of Profit & Loss of the Company for the financial year ended March 31, 2026, the Balance Sheet as at that date and Cash Flow Statement for the financial year ended March 31, 2026, together with the Notes as annexed thereto and the Auditor's Report dated May 26, 2026 and the reports of the Board of Directors ("the Board") as circulated to the Shareholders of the Company and laid before this meeting, be and the same are hereby received, considered and adopted."

For SINDHUJA MICROCREDIT PVT. LTD.

Company Secretary
M. No. ACS 21971

SPECIAL BUSINESS

2. **APPROVAL AND AUTHORISATION TO THE BOARD OF DIRECTORS AND / OR ANY COMMITTEE OF DIRECTORS (RESOURCING COMMITTEE) FOR BORROWING POWERS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013 UPTO RS. 2000 CRORES**

To consider and if thought fit to pass with or without modification, following resolution as a special resolution:

"**RESOLVED THAT** the as per the requirements of the provisions of Section 180(1) (c) of the Companies Act, 2013, subject to necessary regulatory approval(s), if any, the consent of the Company be and is hereby accorded to the Board of Directors and / or any Committee of Directors (Resourcing committee) thereof, authorizing for the borrowing power of the Board to borrow from time to time such sum or sums of money as they deem necessary for the purpose of the business of the Company, notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves including securities premium, apart from temporary loans; obtained from the company's bankers in the ordinary course of business, Provided however, that the total amount up to which monies may be borrowed by the Board of Directors and / or any Committee of Directors (Resourcing committee) and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 2000 crores (Rupees Two Thousand Crores only)."

RESOLVED FURTHER THAT Mr. Abhisheka Kumar, Managing Director, Mr. Malkit Singh Didyala, Whole Time Director, CEO & CIO and Mr. Pankaj Kumar Sinha (Company Secretary) be and are hereby severally authorized to file necessary forms with the concerned Registrar of Companies and to do or cause to do such other acts, deeds, things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

3. **APPROVAL AND AUTHORISATION TO THE BOARD OF DIRECTORS AND / OR ANY COMMITTEE OF DIRECTORS (RESOURCING COMMITTEE) TO PLEDGE, MORTGAGE AND / OR CREATE CHARGE, HYPOTHECATION ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013**

To consider and if thought fit to pass with or without modification, following resolution as a special resolution:

"**RESOLVED THAT** in terms of provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (herein referred to as the Act) read with Rules framed thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (Board) and / or any Committee of Directors (Resourcing committee) thereof, to pledge, mortgage and/or create charge in respect of all or any part of movable or immovable properties of the company and the whole or part of the undertaking of the company of every nature and kind whatsoever in favour of Banks, Financial Institutions or any other lenders or debenture trustees to secure the amount borrowed by the company from time to time for

For SINDHUJA MICROCREDIT PVT. LTD.
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CIN No : U65990UP2017PTC099006 0120- 6870 873

the due payment of principal along with interest, charges, costs, expenses and all other monies payable by the company in respect of such borrowings; provided that the maximum amount of indebtedness secured by the properties of the company shall not exceed Rs. 2000 crores (Rupees Two Thousand Crores only) at any time.

RESOLVED FURTHER THAT Mr. Abhisheka Kumar, Managing Director, Mr. Malkit Singh Didyala, Whole Time Director, CEO & CIO and Mr. Pankaj Kumar Sinha, Company Secretary be and are hereby authorized severally, on behalf of the Board, to finalize with the Banks/ Financial Institutions /Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

4. **APPROVAL & AUTHORISATION TO THE BOARD OF DIRECTORS AND / OR ANY COMMITTEE OF DIRECTORS (RESOURCING COMMITTEE) FOR THE BORROWINGS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES (NCD) ON PRIVATE PLACEMENT BASIS PURSUANT TO SECTION 42, AND 71 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 (2) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES 2014 FOR AN AMOUNT OF RS. 700 CRORES**

To consider and if thought fit to pass with or without modification, following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of section 42, 71, 179 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any amendment, statutory modification, or re-enactment thereof) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, but subject to such other applicable laws, rules, regulations and guidelines including those issued by the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation 2021, or any other regulatory authority, from time to time, as may be applicable, but subject to such other approvals, permissions and sanctions and on the recommendation of the Board of Directors approval of the Members of the Company be and is hereby accorded for making offer(s) or invitation(s) to subscribe to [senior/ subordinated/ unsubordinated], [unsecured/ secured], listed, unlisted, rated, redeemable, [principal protected market linked] Non-Convertible Debentures and/or Bonds (hereinafter referred to as NCDs) including but not limited to Subordinated Debentures, Perpetual Debentures etc., on private placement basis, in one or more tranches/ series, or for re-issuances, such that the aggregate amount of total borrowing through offer and issue of NCD's/Bonds does not exceed ₹ 700 Crores, to the investors to be identified by the Resourcing Committee of the Board of Directors or the Board of Directors from time to time.

For SINDHUJA MICROCREDIT PVT. LTD.

Pankaj

Company Secretary
M. No. ACS 21971

Registered & Corporate Office :
Office No. 701A – 721A, 7A Floor, Tower C, Noida One, Plot No. 8, Block B,
Sector- 62, Noida, Dist :- Gautam Budh Nagar, U. P. - 201301

RESOLVED FURTHER THAT the Resourcing Committee of the Board of Directors of the Company or the Board of Directors as reconstituted from time to time, be and is hereby authorised to determine and approve by way of Resolution, the terms and conditions of the NCDs/Bonds to be issued ([senior/ subordinated/ unsubordinated], [unsecured/ secured], listed, unlisted, rated, redeemable, [principal protected market linked]), in one or more tranches/ series, or for re-issuances, face value including the class of investors to whom the NCDs are to be issued, the pricing of the issue, offer document and/or other papers and document(s) and the terms thereof and to approve all other matters relating to the issue including but not limited to appointment of intermediaries / consultants, timing, tranches of issue, mode of issuance of the NCDs, creation of debenture redemption reserve, if applicable, tenor, security, objects of issue and to do all other matters, acts, deeds and things as it may, at its discretion, deem necessary for such purpose including without limitation, the utilization of the issue proceeds.

RESOLVED FURTHER THAT the Resourcing Committee or the Board of Directors in addition to the powers granted by the Board of Directors in their meeting held on September 05, 2024 be and is hereby specifically authorized to undertake all activities related to the issue of the NCDs including but not limited to:

a) approving the offer document / disclosure document (general information document, key information document and/or private placement offer cum application letter) and filing the same with any authority or entities as may be required;
b) approving the issue price, the number of NCD's to be allotted, the basis of allocation and allotment of NCD's;
c) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of NCD's by the Company;
d) opening a separate special account with a scheduled bank to receive monies in respect of the issue of the NCDs of the Company;
e) making applications for listing of the NCD's of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
f) deciding on the mode of issuance of the NCD's, creation of debenture redemption reserve, if applicable, tenor, security, listing on stock exchange(s), objects of the issue and such other matters;
g) finalization of the allotment of the NCD's on the basis of the bids received including finalization in the event of over subscription;
h) finalization of an arrangement for the submission of the placement document(s), disclosure document or private placement offer cum application letter and any amendments supplements thereto, with any applicable government and regulatory authorities, institutions or bodies as may be required;
i) approval of the preliminary and final placement document, disclosure document or private placement offer cum application letter (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Lead Managers/Underwriters/Advisors in accordance with all applicable laws, rules, regulations and guidelines;

For SINDHUJA MICROCREDIT PVT. LTD.
Pankaj
Company Secretary
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j) approving appointment / engagement and the terms of such appointment and engagement of any intermediaries including but not limited to Merchant Bankers, legal counsel, banker(s) to the issue, Registrar and Transfer Agents, Depositories, Debenture Trustee(s) and /or rating agencies/ or all other intermediaries involved in such issue(s);
k) acceptance and appropriation of the proceeds of the issue of the NCD's;
l) authorization of the maintenance of a register of holders of the NCD's (if applicable);
m) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue, allotment and listing of the NCD's;
n) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue, allotment and listing of the NCD's;
o) Create Recovery Expense Fund by deposit of relevant amount to enable the debenture trustee(s) to take prompt action for enforcement of security in case of 'default' in listed debt securities;
p) file CHG-9 with the registrar of companies within applicable timelines or any other filings required to be done with the regulatory authority for the purpose of the issue of Debenture;
q) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
r) all other related matters in relation to the issue, allotment and listing of the NCD's.

RESOVLED FURTHER THAT the Resourcing Committee be and is hereby authorized to undertake all such other acts, deeds and things as may be required to be undertaken by the Resourcing Committee including but not limited to approving, modifying, finalizing, signing and executing any matters or documents and deeds as may be required to be finalized, approved or undertaken by the Company towards the aforesaid issue of Non-Convertible Debentures and/or Bonds including debenture trust deed, debenture subscription agreement debenture trustee appointment agreement, deed of hypothecation, power of attorney, undertaking etc.

RESOLVED FURTHER THAT the contents of the Transaction Documents including the general information document and the key information document have been perused by the Resourcing Committee, and the final and ultimate responsibility of the contents mentioned herein shall also lie with the Resourcing Committee.

The following shall be the authorised persons to approve the general information document/key information document:

i. executive Chairperson and compliance officer; or
ii. Managing Director or Chief Executive Officer and compliance officer; or
iii. Chief Financial Officer and compliance officer; or
iv. whole-time director and compliance officer; or
v. any two key managerial personnel.

they are duly authorised to attest as per this clause by the Resourcing Committee or the governing body, as the case may be, by a resolution, a copy of which should also disclosed in the offer document.

For SINDHUJA MICROCREDIT PVT. LTD.

Company Secretary
M. No. ACS 21971

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RESOLVED FURTHER THAT the Resourcing Committee be and is hereby authorized to delegate all or any of its powers, subject to any of applicable regulations, to such officers as it may consider appropriate towards giving effect to all or any of the matters as hereinabove mentioned.

RESOLVED FURTHER THAT a copy of this resolution duly certified by any Director be submitted "

5. **APPROVAL OF THE INSERTION OF THE RIDER RELATING TO THE APPOINTMENT OF NOMINEE DIRECTOR IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit to pass with or without modification, following resolution as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the applicable provisions of the SEBI Act, 1992, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, and other applicable laws, regulations, circulars and guidelines, and subject to such approvals, consents and permissions and on the recommendation of the Board of Directors approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by incorporating appropriate provisions enabling the appointment of a nominee director nominated by the Debenture Trustee(s), in accordance with the applicable regulatory requirements governing the issue and listing of Non-Convertible Debentures and/or other debt securities by the Company.

RESOLVED FURTHER THAT the Articles of Association of the Company be amended by inserting the following Article 90.2.7 and 90.2.8 after Article 90.2.6:

RESOLVED FURTHER THAT Mr. Abhisheka Kumar (Managing Director) and/or Mr. Malkit Singh Didyala or Mr. Pankaj Kumar Sinha (Company Secretary), be and are hereby severally authorised to take all such steps, actions and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the amended Articles of Association, obtaining the requisite approvals, making necessary filings with the Registrar of Companies and other regulatory authorities, and to execute and submit such documents, forms and applications as may be required in this regard."

Members are kindly requested to make it convenient to attend the meeting.

By order of the Board
For Sindhuja Microcredit Private Limited

For SINDHUJA MICROCREDIT PVT. LTD.

Pankaj

Company Secretary
M. No. ACS 21971

PANKAJ KUMAR SINHA
COMPANY SECRETARY
M.No- A21971

Address: SRA-85D, Shipra Riviera
Indirapuram, Ghaziabad, UP

Date: September 03, 2026

Place: Noida

info@sindhujamicrocredit.com www.sindhujamicrocredit.com
CIN No : U65990UP2017PTC099006 0120- 6870 873

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULAR THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTING PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AT THE e- AGM AND HENCE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

2. A copy of articles of association of the company shall be open for inspection by the members between 10 am to 12 noon on any working day at the registered office of the company and will also be available at the meeting.

3. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent to the company on secretarial@sindhujamicrocredit.com.

4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. Pursuant to the Ministry's General Circular No. 09/2024 dated September 19, 2024 ,General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated 28/12/2022, General Circular No. 03/2022 dated 5/05/2022, Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, and General Circular No. 39/2020 dated December 31, 2020 (Collectively referred to as 'MCA Circulars') the AGM of the Company is being conducted through VC/OAVM hereinafter called as "e-AGM". The deemed venue for the e-AGM shall be the Registered Office of the Company.

6. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 for the special business set out in the notice has been enclosed here after.

7. Members will be provided the facility to participate in the meeting through VC/OAVM through the system of Zoom app. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

8. In terms of section 101 and 136 of the Act, read together with the rules made thereunder and in compliance with MCA Circulars Notice of the e-AGM is being sent only through electronic mode to those Members whose email address are registered with the company.

9. To receive communications through electronic means, including Notice, members are requested to kindly register / update their email address with secretarial@sindhujamicrocredit.com.

For SINDHUJA MICROCREDIT PVT. LTD.

Company Secretary
M. No. ACS 21971

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10. Those who are interested in converting their physical shares into DEMAT, may please contact to their Depository Participant & the Registrar & Transfer Agent (Orbis Financial Corporation Limited) of the Company for the dematerialization of their shares. The ISIN for Equity Shares is - INE0FWI01016

Communication Address

RTA Division
Orbis Financial Corporation Limited
4A Ocus Technopolis, Sector 54 Golf Course Road,
Gurgaon -122002, Haryana

11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

12. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.

13. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

14. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meetings under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for such meetings. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.

15. This meeting shall be held as per the circular/ notification issued by the MCA for conducting the general meeting and transacting business thereat. Mode of participating in the meeting shall be through audio visual means (through zoom app). For the purposes of voting, the designated email id of the company where the votes may be conveyed shall be secretarial@sindhujamicrocreidt.com. In the event, less than 50 (fifty) members attend the proposed general meeting, then the voting shall be conducted by show of hands.

16. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.

17. Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the procedure provided in the preceding sub-paragraphs shall be followed.

For SINDHUJA MICROCREDIT PVT. LTD.
Company Secretary
M. No. ACS 21971

18. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.

19. Instructions for joining **the e-AGM are as follows**:

i. Members will be able to attend the **e-AGM through** VC/OVAM provided by the Company.
ii. Members are encouraged to join the meeting through laptops with Google chrome for better experience.
iii. While all efforts would be made to make the VC/OVAM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
iv. Members who need technical assistance before or during **the e-AGM** can contact Mr. Pankaj Sinha (Contact no.: 6204381656)

Zoom Link:

Company Secretary is inviting you to a scheduled Zoom meeting.

Topic: Sindhuja: Annual General Meeting

Time: Sep 30, 2026 12:00 PM India

Join Zoom Meeting

https://us06web.zoom.us/j/86816966706?pwd=OubDTvwjXK5qe0EPpdTOvTOPMzscmR.1

Meeting ID : 868 1696 6706

Passcode : 917470

For SINDHUJA MICROCREDIT PVT. LTD.

Pankaj

Company Secretary
M. No. ACS 21971

EXPLANATORY STATEMENT
(u/s 102 of the Companies Act, 2013)

ITEM NO. 02: APPROVAL AND AUTHORISATION TO BORAD FOR BORROWING POWERS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013 UPTO RS. 2000 CRORES

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"), the Members, at the Annual General Meeting of the Company held on 30 September 2025, had granted their approval by way of a Special Resolution to the Board of Directors, to borrow from time to time, such amounts as deemed necessary for the purpose of business of the Company, not exceeding ₹ 2000 Crore (Rupees Two thousand Crores only) over and above the then paid-up share capital and free reserves of the Company (reserves not set apart for any specific purpose).

In terms of provisions of Section 180(1)(c) of the Act, the Board of Directors of the Company including resourcing committee cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (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 share capital, free reserves and securities premium.

The members are apprised that it has been proposed to keep the existing borrowing limits at the same level of ₹ 2,000 Crore (Rupees Two Thousand Crores Only) and approval of the shareholders is sought for the same.

None of the Directors, or any other key managerial personnel and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions.

The Board recommends the resolution proposed at item no. 02 to be passed as a special resolution.

ITEM NO. 03: APPROVAL AND AUTHORISATION TO BOARD TO PLEDGE, MORTGAGE AND / OR CREATE CHARGE, HYPOTHECATION ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

In terms of Provisions of Sec 180(1)(a) of the Companies Act 2013, approval by members of the Company in General Meeting by way of special resolution is required to enable to Board and /or Committee of the Board (Resourcing Committee) to pledge/mortgage and/or create charge in respect of all or any part of movable or immovable properties of the company in favour of lenders in order to secure the borrowings of the company.

In view of the business plan of the company and in line with the borrowing powers of the Board as stated in resolution no 02, it is proposed that members may authorize the Board of Directors and /or Committee of the Board (Resourcing Committee) for creation of such charges etc. up to the ceiling for borrowings of the company.

For SINDHUJA MICROCREDIT PVT. LTD.
Pankaj
Company Secretary
M. No. ACS 21971

None of the Directors, or any other key managerial personnel and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions.

The Board recommends the resolution proposed at item no. 03 to be passed as a special resolution.

ITEM NO. 04: TO APPROVE THE BORROWINGS BY WAY OF ISSUANCE OF NON- CONVERTIBLE DEBENTURES (NCD) ON PRIVATE PLACEMENT BASIS PURSUANT TO SECTION 42, AND 71 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 (2) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES 2014 FOR AN AMOUNT OF RS. 700 CRORES

The Company proposes to issue debt securities, such as secured/unsecured, listed/ unlisted non-convertible debentures ("NCD"). These debt securities are integral to the management of long-term funds to be used for the Company and are considered essential for providing leverage to the Company.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, state that every offer or invitation to subscribe to securities (which includes debentures) of the Company on a privately placed basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations.

However, for the issuance of non-convertible debentures on a private placement basis, a one-time prior approval of the members in a year for all the offers or invitations of non-convertible debentures during the period of one year from the date of approval of the members will be sufficient for the purpose of this Section.

None of the Directors, or any other key managerial personnel and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions.

The Board recommends the resolution proposed at item no. 04 to be passed as a special resolution.

ITEM NO. 05: TO APPROVE THE RIDER FOR APPOINTMENT OF NOMINEE DIRECTOR TO BE INCLUDED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

The members are apprised that under the SEBI framework, the Debenture Trustee (DT) is required to have the ability to appoint a nominee director on the Board of the issuer in specified default situations.

SEBI specifically requires the issuer's constitutional documents/Articles to facilitate such appointment. SEBI's 2023 circular states that an issuer that is a company under the Companies Act, 2013 must ensure that it's Articles of Association require its Board to appoint the person nominated by the Debenture Trustee in accordance with the applicable regulations.

Therefore, the Articles of Association are required to be amended the below proposed clause to ensure regulatory compliance and enforceability of the Debenture Trustee's nomination right.

For SINDHUJA MICROCREDIT PVT. LTD.

Company Secretary
M. No. ACS 21971

Proposed Clause for Appointment of Nominee Director

(i) *Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees on behalf of Debenture Holders or so long as any of the aforesaid banks, financial institutions or such other financing entities/ other entities/ persons/ Debenture Trustee on behalf of Debenture Holders hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or Debenture Trustees on behalf of Debenture Holders or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company in accordance with the applicable laws ("Nominee Director"). The aforesaid financial institutions or Debenture Trustees on behalf of Debenture Holders or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant institution and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the committee of the Board of Directors of which he or she is a member and he or she and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings in accordance with the applicable laws.*

(ii) *Notwithstanding anything to the contrary contained in these Articles, the Company shall appoint the person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time), as a director on its Board of Directors at the earliest and not later than 1 (one) month from the date of receipt of nomination from the debenture trustee as to the appointment of Nominee Director."*

For Sindhuja Microcredit Private Limited

For SINDHUJA MICROCREDIT PVT. LTD.
Pankaj
Company Secretary
M. No. ACS 21971

PANKAJ KUMAR SINHA
COMPANY SECRETARY
M.No- A21971
Address: SRA-85D, Shipra Riviera
Indirapuram, Ghaziabad, UP

Date: September 03, 2026
Place: Noida