



Sindhuja
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

(Formerly known as Sindhuja Fintech Pvt. Ltd.)

✉ info@sindhujamicrocredit.com

🌐 www.sindhujamicrocredit.com

CIN No : UB5990UP2017PTC099006

☎ 0120- 6870 873

SHORTER NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To,
Members, Directors, Auditor
SINDHUJA MICROCREDIT PRIVATE LIMITED

Shorter Notice is hereby given that an Extra Ordinary General Meeting of the members of Sindhuja Microcredit Private Limited is proposed to be conducted on **Saturday, July 06, 2024 at 2.00 P.M.** at the registered office situated at Office No. 601-607, 6th Sixth Floor, Tower A, Noida One, Plot No. 8, Block - B, Sector-62, District: Gautam Budh Nagar, Noida, Uttar Pradesh -201307 conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in pursuant to the 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 :

SPECIAL BUSINESS

The following resolutions are proposed to be passed at the Extra Ordinary General Meeting of the Company, as Ordinary Resolution as the case may be, in compliance with the provisions of the Companies Act, 2013.

1. **TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing from Rs. 50,35,00,000/- (Rupees Fifty Crores Thirty-Five Lakhs only) divided into 1,86,00,000(One Crore Eighty Six

Registered & Corporate Office :

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Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each and 3,17,50,000 (Three Crores Seventeen Lakhs and Fifty Thousand only) Series C Compulsorily Convertible Preference Shares of Rs.10/- (Rupees Ten only) each to Rs. 51,64,57,240 (Rupees Fifty One Crores Sixty Four Lakh Fifty Seven Thousand Two Hundred Forty only) divided into 1,86,00,000 (One Crore Eighty Six Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each, 3,17,50,000 (Three Crores Seventeen Lakhs and Fifty Thousand only) Series C Compulsorily Convertible Preference Shares and 12,95,724 (Twelve Lakhs Ninety Five Thousand Seven Hundred Twenty Four only) Optionally Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

Clause V: "The Authorized Share Capital of the Company is Rs. 51,64,57,240 (Rupees Fifty One Crores Sixty Four Lakh Fifty Seven Thousand Two Hundred Forty only) divided into 1,86,00,000 (One Crore Eighty Six Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each, 3,17,50,000 (Three Crores Seventeen Lakhs and Fifty Thousand only) Series C Compulsorily Convertible Preference Shares and 12,95,724 (Twelve Lakhs Ninety Five Thousand Seven Hundred Twenty Four only) Optionally Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT any of the Directors or Mr. Pankaj Kumar Sinha, Company Secretary of the Company be and are hereby severally authorized to sign the documents as may be required from time to time for the purpose of the above mentioned allotment and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, and to comply with all other requirements in this regard.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

By order of the Board

For Sindhujā 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: July 03, 2024

Place: Noida

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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 EGM 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 EGM AND HENCE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
2. A copy of articles of association of the company together with proposed alteration 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. 09/2023 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 EGM of the Company is being conducted through VC/OAVM hereinafter called as "e-EGM". The deemed venue for the EGM 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.
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-EGM 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

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10. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
11. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.
12. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
13. This meeting shall be held as per the circular/ notification issued by the MCA for conducting the general meeting and trans- acting 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@sindhujamicrocredit.com. In the event, less than 50 (fifty) members attend the proposed general meeting, then the voting shall be conducted by show of hands.
14. Instructions for joining the e-EGM are as follows:
 - i. Members will be able to attend the e-EGM 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 de- vices, 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-EGM can contact Mr. Pankaj Sinha (Contact no.: 6204381656)

Zoom Link:

Company Secretary is inviting you to a scheduled Zoom meeting.

Topic: Sindhujamicrocredit: 02/2024-2025: Extra- Ordinary General Meeting
Time: Jul 6, 2024 02:00 PM India

Join Zoom Meeting

<https://us06web.zoom.us/j/87066586761?pwd=Yb2GyJYZH0MiKj9bFcVDuKhOxtNUcX.1>

Meeting ID: 870 6658 6761

Passcode: 857008

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

ITEM NO. 1- INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

In terms of the Shareholders' Agreement ("SHA") executed on March 11, 2024 executed by and amongst the Company, Mr. Abhisheka Kumar and Mr. Malkit Singh Didyala ("Promoters"), Carpediem Capital Partners Fund I, Carpediem Capital Partners Fund II, Abler Nordic Fund IV KS, Huruma Fund S.C.A., SICAR-EuSEF, Oikocredit Ecumenical Development Cooperative Society U.A., and all other existing shareholders of the Company, the Promoters shall be entitled to subscribe to such number of Equity Shares of the Company as may be required to maintain the aggregate shareholding of the Promoters on a Fully Diluted Basis in the Company at 15% (fifteen percent) ("**Promoter Additional Securities**").

The Company proposes to issue Optionally Convertible Redeemable Preference Shares ("OCRPS") on a preferential basis through private placement to the Promoters of the Company.

To allot OCRPS, the Company is required to increase its authorized share capital and further reclassify the authorized share capital to include OCRPS.

The approval of the members is accordingly being sought by way of ordinary resolution under sections 13 and 61 of the Companies Act, 2013, read with the rules made thereunder.

A copy of Articles of Association is open for inspection by members on any working day during 11.00 A.M. to 1.00 P.M. up to the date of ensuing extra-ordinary general meeting at the corporate office of the Company and also available on company's website www.sindhujamicrocredit.com.

None of the directors, or any other key managerial personnel other than Mr. Abhisheka Kumar, Managing Director and Mr. Malkit Singh Didyala, Whole time Director, CEO & CIO and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions.

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The Board of Directors recommends the resolution as set out at Item No.01 for approval of the members as Ordinary resolution.

For Sindhujaj Microcredit Private Limited

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
M. No. ACS 21971

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

Date: July 03, 2024
Place: Noida