

NOTICE OF THE 8th ANNUAL GENERAL MEETING

To,
Members, Directors, Auditors
SINDHUJA MICROCREDIT PRIVATE LIMITED

Notice is hereby given that an Annual General Meeting of the members of Sindhujamicrocredit Private Limited is proposed to be conducted on **Tuesday, September 30, 2025 at 4.00 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 :Budh Nagar, Noida, Uttar Pradesh -201307 conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in pursuant to the 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 following business :

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2025 AND STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD FROM 01st APRIL, 2024 TO 31st MARCH 2025 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, 2025, the Balance Sheet as at that date and Cash Flow Statement for the financial year ended March 31, 2025, together with the Notes as annexed thereto and the Auditor's Report dated June 02, 2025 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."

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:

For SINDHUJA MICROCREDIT PVT. LTD.

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Pankaj
Company Secretary
M. No. ACS 21971

"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 or any third party from time to time for the due payment of principal along with interest, charges, costs, expenses and all other monies payable by the company or any third party 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."

For SINDHUJA MICROCREDIT PVT. LTD.

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Company Secretary
M. No. ACS 21971

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. 500 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 Sections 42 and 71 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and the rules framed thereunder, Memorandum & Articles of Association of the Company, subject to the borrowing limit of the Company as approved under Section 180(1)(c) of the Act, regulations, guidelines, notification prescribed or issued by the Reserve Bank of India from time to time, any other laws / regulations / guidelines as may be applicable to 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 term shall be deemed to include any Committee of the Board (Resourcing Committee) thereof, for the time being exercising the powers conferred on the Board by this Resolution) of the Company for making offer(s) or invitation(s) to subscribe to various types of secured/unsecured non- convertible debentures ("NCD") on a private placement basis, in one or more tranches from time to time, during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Company not exceeding an amount of Rs. 500 crores (Rupees Five Hundred Crores only) under Section 180(1) (c) of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board and/ or any Committee of Directors (Resourcing committee) (thereof to deal with the matters relating to the finalization of the terms and conditions of such Debt Securities to be issued and allotted from time to time within the aggregate limit as mentioned above, including, but not limited to, decide on any terms such as amount payable on application, calls from time to time, and offer the same on private placement basis to any one or more investors, to create mortgage, charge and/or hypothecation, as may be necessary on the assets of the Company, both present and in future, in such manner, in favour of the financial institutions, investment institutions and/or their subsidiaries, banks and other bodies corporate/individuals (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures which may be issued on private placement basis.

RESOLVED FURTHER THAT the Board and / or any Committee of Directors (Resourcing committee) thereof be and is hereby severally authorized and empowered to consider, transact and decide matters, from time to time, pertaining to the private placement of Debt Securities, including finalization and issuance of any offer letter, opening of a separate bank account and allotment of the Debt Securities in one or more tranches, including, where so considered appropriate, amount payable on application and further amounts as may be called from time to time and the allotment thereof, to sign, verify, execute and file all necessary forms and documents, if any, with any

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governmental authority including but not limiting to the Registrar of Companies, Kanpur and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of NCDs under private placement, including determining the terms and conditions of NCD's on which all such monies are to be borrowed for the time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution and ensuring compliance and/or any actions as may be required under applicable law.

"RESOLVED FURTHER THAT a certified true copy of this resolution is provided to all concerns as and when required under the hand of a director or company secretary of the Company."

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

By order of the Board

For Sindhuj Microcredit Private Limited
For SINDHUJA MICROCREDIT PRIVATE LTD.


Company Secretary
M. No. ACS 21971

PANKAJ KUMAR SINHA
COMPANY SECRETARY
M.No- A21971


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

Date: September 08, 2025
Place: Noida

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.

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

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

- Members will be able to attend the **e-AGM through** VC/OVAM provided by the Company.
- Members are encouraged to join the meeting through laptops with Google chrome for better experience.
- 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.
- 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: Sindhujaj: Annual General Meeting(2025-2026)

Time: Sep 30, 2025 04:00 AM India

Join Zoom Meeting

<https://us06web.zoom.us/j/87120359099?pwd=clcBuotsxcVqUqe5BfrrCPmUIQbt9s.1>

Meeting ID: 871 2035 9099

Passcode: 633067

For SINDHUJA MICROCREDIT PVT. LTD.


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 2024, 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.

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.

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
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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. 500 CRORES

The Company proposes to issue debt securities, such as secured/unsecured 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.

For Sindhuj 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: September 08, 2025
Place: Noida