

SHORTER NOTICE FOR THE F.Y. 2026-2027 (1st /EGM/2026-2027) EXTRA-ORDINARY GENERAL MEETING OF SINDHUJA MICROCREDIT PRIVATE LIMITED

To,

**Members, Directors, Auditor
SINDHUJA MICROCREDIT PRIVATE LIMITED**

Shorter Notice is hereby given to all the members, directors and auditors Sindhujā Microcredit Private Limited (“Company”) that 1st Extra Ordinary General Meeting of the members of Sindhujā Microcredit Private Limited of the Financial Year 2026-2027 of the Company will be held on Thursday 23rd day of April, 2026 at 6.00 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: Gautam Budh Nagar, Noida, Uttar Pradesh -201301 conducted 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 :

Special Business:

ITEM NO.01: RECORDING OF SHARE VALUATION REPORT OF APPROVED REGISTERED VALUER

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

“RESOLVED THAT the share valuation report of the Company dated April 21, 2026, as prepared by Bhavesh M Rathod, Chartered Accountants, M. No.119158, a Registered Valuer - (Securities or Financial Assets) having IBBI registration number (Reg No: IBBI/RV/06/2019/10708) in accordance with the provisions of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 for the issuance of 87,49,982 (eighty seven lakhs forty nine thousand nine hundred eighty two) Pre Series D Compulsory Convertible Preference Shares (“Pre- Series D CCPS”) having face value of Rs. 10/- (Rupees Ten only) each and premium of Rs. 43.60/- (Rupees Forty Three and sixty paise), a copy of which is laid down before the members of the company and initialed by the Chairperson for the purpose of identification, be and is hereby taken on record.”

ITEM NO.02: TO CONSIDER, APPROVE AND AUTHORIZE THE OFFER AND ISSUANCE OF 87,49,982 (EIGHTY SEVEN LAKHS FORTY NINE THOUSAND NINE HUNDRED EIGHTY TWO) PRE-SERIES D COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS

The members of the Company are hereby informed that pursuant to the (a) amended and restated shareholders' agreement dated April 23, 2026 entered inter-alia into amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Carpediem Capital Partners Fund I, Carpediem Capital Partners Fund II, Abler Nordic Fund IV KS ("**Abler Nordic**"), Oikocredit Ecumenical Development Cooperative Society U.A ("**Oikocredit**") and Huruma Fund S.C.A., A Sicar-Eusef ("**Huruma**") ("**Amended and Restated SHA**"); (b) share subscription agreement dated April 23, 2026 entered into amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Abler Nordic, Oikocredit and Huruma ("**SSA**"), they are required to consider and accord their approval for issuance and allotment of (i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic; (ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred and two forty paise only) to Oikocredit; and (iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma, on a preferential basis by way of private placement offer ("**Issue**") in consonance with the provisions of Sections 23, 42, 62, 179(3) and any other applicable provisions of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014. The terms of the Pre-Series D Compulsorily Convertible Preference Shares to be issued by the Company to Abler Nordic, Oikocredit and Huruma are annexed in **Annexure A**.

The draft private placement offer letter along with its annexures, as approved by Board, is circulated herewith, for your review and approval, and the following resolution shall be passed as a special resolution:

In this regard, the members of the Company are requested to consider and, if thought fit, to pass with or without modifications (if any), the following resolution as special resolution:

"RESOLVED FURTHER THAT pursuant to the (i) provisions of Section 23, 42, 55, and 62 of the Companies Act, 2013 and in compliance with all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments thereto or re-enactments thereof for the time being in force), if any, read with the applicable rules made thereunder (including any

statutory amendment, modifications or re-enactment thereof for the time being in force); (ii) regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act 1999 (including any statutory modifications, amendments thereto or re-enactments thereof for the time being in force) or any other authority; (iii) provisions of Memorandum of Association and Articles of Association of the Company; (iv) amended and restated shareholders' agreement dated April 23, 2026 by and amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Carpediem Capital Partners Fund I, Carpediem Capital Partners Fund II, Abler Nordic Fund IV KS ("Abler Nordic"), Oikocredit Ecumenical Development Cooperative Society U.A ("Oikocredit") and Huruma Fund S.C.A., A Sicar-Eusef ("Huruma") ("Amended and Restated SHA"); (b) share subscription agreement dated April 23, 2026 by and amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Abler Nordic, Oikocredit and Huruma ("SSA"), the consent of the members of the Company be and is hereby accorded to approve issuance and allotment of (i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic; (ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred and two forty paise only) to Oikocredit; and (iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma , on a preferential basis by way of private placement offer ("Issue"). The terms of the Pre-Series D Compulsorily Convertible Preference Shares to be issued by the Company to Abler Nordic, Oikocredit and Huruma are annexed in **Annexure A**.

RESOLVED FURTHER THAT the Issue shall be made to the entity whose name has been recorded in further details herein below:

S. No.	Name of the Offeree	Address	No. of Pre-Series D CCPS	Face Value per Share (in INR)	Price per Share (in INR)	Total Investment (in INR)
1.	Abler Nordic Fund IV KS	Rosenkrantz' gate 22, 0160 Oslo, Norway	52,05,213	10/-	53.60/-	27,89,99,416.8
2.	Oikocredit Ecumenical Development Cooperative Society U.A	Berkenweg No. 7, 3818 LA Amersfoort, the Netherlands	9,32,834	10/-	53.60/-	4,99,99,902.4



S. No.	Name of the Offeree	Address	No. of Pre-Series D CCPS	Face Value per Share (in INR)	Price per Share (in INR)	Total Investment (in INR)
3	Huruma Fund S.C.A., A Sicar-Eusef	Rue Boulevard Royal, 30, L-2449, Luxembourg	26,11,935	10/-	53.60/-	13,99,99,716.0
Total						46,89,99,035.2/-

RESOLVED FURTHER THAT a copy of the valuation certificate, dated April 20, 2026 issued by Bhavesh M Rathod, Chartered Accountants, M. No.119158, a Registered Valuer - (Securities or Financial Assets) having IBBI registration number (Reg No: IBBI/RV/06/2019/10708), having Registered office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 and tabled before the meeting, duly initialed by the Chairman for the purpose of identification be and is hereby noted by the members of the Company.

RESOLVED FURTHER THAT pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014, the consent of the members of the Company be and is hereby accorded to approve the private placement offer letter in Form PAS-4 along with other documents and relevant annexures and the application form annexed thereto, drafts of which have been circulated with the notice of the extraordinary general meeting, are hereby approved and the directors of the Company be and are hereby severally authorized to sign and issue such offer letter to Abler Nordic, Oikocredit and Huruma after filing of e-form MGT-14 with the Registrar of Companies.

RESOLVED FURTHER THAT pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014, the directors of the Company, be and are hereby severally authorized to maintain a complete record of private placement in Form PAS-5.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorized to make and accept any modifications in the letter of offer and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue, as may be made pursuant to and in accordance with the terms and conditions agreed with Abler Nordic, Oikocredit and Huruma.

RESOLVED FURTHER THAT money to be received by the Company from Abler Nordic, Oikocredit and Huruma as subscription amount/share application monies pursuant to the Issue, shall be kept by the Company in a separate bank account opened by the Company for that purpose only, and shall be utilized by the Company in accordance with section 42 of the Companies Act, 2013.



Sindhujja
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

✉ info@sindhujamicrocredit.com

🌐 www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

☎ 0120- 6870 873

RESOLVED FURTHER THAT Mr. Abhisheka Kumar and Mr. Malkit Singh Didyala, directors of the Company and Mr. Pankaj Kumar Sinha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things on behalf of the Company to give full effect to the above resolution, including but not limited to: (a) issuing a certified copy of this special resolution; (b) making and accepting any and all modifications and signing and issuing the letter of offer cum application letter in Form PAS-4 to Abler Nordic, Oikocredit and Huruma; (c) maintaining a complete record of private placement offer in Form PAS-5; and (d) settling all such questions, difficulties or doubts that may arise in relation to the offer and issue of the Pre-Series D Compulsorily Convertible Preference Shares of the Company and utilisation of the proceeds from the issuance of the abovementioned securities, and finalising and executing all documents and writings as may be necessary, proper or expedient in the implementation of these resolutions."

For Sindhujja 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: April 23, 2026

Place: Noida



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

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 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. Members are requested to notify immediately change of address (including e-mail address), if any, to Company's Registered Office.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The extra-ordinary general meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 ("Act") with the consent given in writing/ by electronic mode by majority in number of members entitled to vote and who represent not less than 95% (Ninety-Five Percent) of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. The members are requested to sign the enclosed consent for shorter notice to attend the extra-ordinary general meeting and send it to the Company.
5. 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.
6. 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 and shall be open for inspection at the registered office and corporate office of the Company during normal business hours (9.00 am to 05.00 p.m.) on all working days up to and including the date of the meeting.
7. 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.
8. Pursuant to the Ministry's 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') the EGM of the Company is being conducted through VC/OAVM hereinafter called as "EGM". The deemed

venue for the EGM shall be the Registered Office of the Company.

9. 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.
10. 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.
11. 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 EGM is being sent only through electronic mode to those Members whose email address are registered with the company.
12. To receive communications through electronic means, including Notice, members are requested to kindly register / update their email address with secretarial@sindhujamicrocredit.com.
13. 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

14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. 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.
16. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
17. 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.
18. 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.

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
M. No. ACS 21971

19. 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 on secretarial@sindhujamicrocredit.com.
20. 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.
21. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.
22. Instructions for joining the EGM are as follows:
 - i. Members will be able to attend the 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 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 EGM can contact Mr. Pankaj Sinha (Contact no.: 6204381656)

Zoom Link:

Company Secretary is inviting you to a scheduled Zoom meeting.

Topic: Sindhujā : EGM (2026-2027)

Time: Apr 23, 2026 06:00 PM India

Join Zoom Meeting

<https://us06web.zoom.us/j/82932792576?pwd=3saIW079Sk6H4eT5j13yOh5q97v0cL1>

Meeting ID: 829 3279 2576

Passcode: 458964

For Sindhujā Microcredit Private Limited

For SINDHUJA MICROCREDIT PVT. LTD.

PANKAJ KUMAR SINHA

COMPANY SECRETARY

M.No- A21971

Address:SRA-85D, Shipra Riviera

Indirapuram, Ghaziabad, UP

Date: April 23, 2026

Place: Noida


Company Secretary
M. No. ACS 21971

Explanatory statement under Section 102 of the Companies Act, 2013

The following explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the special business mentioned in the accompanying notice of the extraordinary general meeting and should be taken as forming part of the notice. The board of directors of the Company ("**Board**") accordingly recommends the above resolution for approval by the shareholders of the Company. The Board has given its approval for the above resolution at the meeting of the Board held on April 21, 2026.

Item No. 01:

The Valuation report of the Company dated April 20, 2026, as prepared by Bhavesh M Rathod, Chartered Accountants, M. No.119158, a Registered Valuer - (Securities or Financial Assets) having IBBI registration number (Reg No: IBBI/RV/06/2019/10708) in accordance with the provisions of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 issuance of 87,49,982 (eighty seven lakhs forty nine thousand nine hundred eighty two) Pre Series D Compulsory Convertible Preference Shares ("**Pre- Series D CCPS**") having face value of Rs. 10/- (Rupees Ten only) each and premium of Rs. 43.60/- (Rupees Forty Three and sixty paise only), each to Abler Nordic Fund IV KS, Huruma Fund S.C.A., SICAR-EuSEF and Oikocredit Ecumenical Development Cooperative Society U.A., is required to be taken on record by the members 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.

The Board of Directors of your Company, therefore, recommends passing of the resolution set out at Item No. 1, as a special resolution.

Members are kindly requested to consider the resolution.

Item No. 02:

The members of the Company pursuant to the (a) amended and restated shareholders' agreement proposed to be executed by and amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Carpediem Capital Partners Fund I, Carpediem Capital Partners Fund II, Abler Nordic Fund IV KS ("**Abler Nordic**"), Oikocredit Ecumenical Development Cooperative Society U.A ("**Oikocredit**") and Huruma Fund S.C.A., A Sicar-Eusef ("**Huruma**") ("**Amended and Restated SHA**"); (b) share subscription agreement proposed to be executed by and amongst the Company, Mr. Abhisheka Kumar, Mr. Malkit Singh Didyala, Abler Nordic, Oikocredit and Huruma ("**SSA**"), they are required to consider and accord their approval for issuance and allotment of (i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic; (ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred

and two and forty paise only) to Oikocredit; and (iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma Fund S.C.A., on a preferential basis by way of private placement in consonance with the provisions of Sections 23, 42, 62(1)(c), 179(3) and any other applicable provisions of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The Board has approved the said proposal during its meeting held on **April 21, 2026** and pursuant to Sections 42, 62(1)(c) and 179(3) of the Companies Act, 2013 (including any statutory modifications, amendments thereto or re-enactment thereof) and the rules issued thereunder, as amended from time to time, a company offering or making an invitation to subscribe to Pre-Series D Compulsorily Convertible Preference Shares, on a private placement, is required to obtain the prior approval of the members of the Company by way of a special resolution.

A copy of the draft letter of offer in the prescribed Form PAS-4 and draft Application Form together with all related documents proposed to be circulated, are enclosed with this notice.

None of the directors of the Company or key managerial personnel (if any) or their relatives are directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company.

The Board of Directors of your Company, therefore, recommends passing of the resolution set out at Item No. 2, as a special resolution.

All relevant information and disclosures for issue of Pre-Series D Compulsorily Convertible Preference Shares ("Issue") as per Rule 9, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below –

1. Particulars of the offer:

S. No.	Date of Board Resolution	No. of Pre-Series D CCPS	Face Value per Series D CCPS (in INR)	Price per Pre-Series D CCPS (in INR)	Total Investment (in INR)
1.	21/04/2026	87,49,982	10/-	53.60/-	46,89,99,035.2/-

2. Object of the Issue –

The Company shall utilise the funds in accordance with the Amended and Restated SHA and SSA.

3. Nature of the Security –

For SINDHUJA MICROCREDIT PVT. LTD.

Pre-Series D Compulsorily Convertible Preference Shares which shall be governed in accordance with the terms of Pre-Series D Compulsorily Convertible Preference Shares and Amended and Restated SHA.

4. The total number of shares or other securities to be issued and the nominal value of each security and manner of issue of such security:

(i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic;

(ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred and two and forty paise only) to Oikocredit; and

(iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma Fund S.C.A., A Sicar-Eusef.

The price or price band at / within which the allotment is proposed:

(i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic;

(ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred and two and forty paise only) to Oikocredit; and

(iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each, aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma Fund S.C.A., A Sicar-Eusef.

For SINDHUJA MICROCREDIT PVT. LTD.

5. Principal terms of assets charged as securities:

Not Applicable

6. Name and address of valuer who performed valuation:

The name of the valuer is Bhavesh M Rathod, Chartered Accountants, M. No.119158, a Registered Valuer - (Securities or Financial Assets) having IBBI registration number (Reg No: IBBI/RV/06/2019/10708) and having its Registered office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066.

7. The basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

The registered valuer Bhavesh M Rathod, Chartered Accountants has determined the fair value of the shares as INR 53.50/- (Indian Rupees Fifty Three and fifty paise only) based on DCF method and its certificate / report dated April 20, 2026 is available at the registered office of the Company for inspection during business hours of the Company.

8. Relevant Date with reference to which the price has been arrived at:

The relevant date with reference to the price is arrived at is **31st March, 2026.**

9. The class or classes of persons to whom the allotment is proposed to be made:

Sl. No.	Name of the offerees	Type of investor	Pre-Series D CCPS
1.	Abler Nordic	Foreign Institutional Investor	52,05,213
2.	Oikocredit	Foreign Institutional Investor	9,32,834
3.	Huruma	Foreign Institutional Investor	26,11,935

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
M. No. ACS 21971

10. Current Shareholding pattern of the company –

S. No.	Name of Shareholders	Address	Type of security	Existing No. of Equity shares (diluted)	Percentage
1	Mr. Abhisheka Kumar	Tower 3A, Flat No.133, G.C. Grand, Vaibhav Khand, Indirapuram, Ghaziabad-201014	Equity	37,20,462	8.22
2	Mr. Malkit Singh Didyala	1A-EX4, 13th Floor, GC Grand Vaibhav Khand, Indirapuram, Shipra Sun City, Ghaziabad, Uttar Pradesh – 201014	Equity	30,67,862	6.78
3	Mrs. Subhadra Chowdhary	C/o Lt. Dr. B Chaudhary, Ashram Road, Araria, Bihar	Equity	1,00,000	0.22
4	Mrs. Anamika Bhardwaj	Tower 3A, Flat 103, G.C. Grand, Vaibhav Khand, Indirapuram, Ghaziabad-201014, U.P.	Equity	1,50,000	0.33
5	Mr. Manoj Kumar Singh	Varuna Vihar Colony, Varanasi, (U.P.)	Equity	45,000	0.10
6	Mrs. Sindhu Singh	C/o Lt. Bijayendra Narayan Singh, Jalagadh, Purnea, Bihar	Equity	80,000	0.18
7	Mrs. Rebati Pradhan	C/o Dr S.K. Pradhan, Dandapat Colony, Near Sub Divisional Hospital, Kharagpur, West Bengal-721301	Equity	20,000	0.04
8	Mrs. Amrita Didyala	"BENNETT COLEMAN & CO. LTD.", TIMES HOUSE, 8-2-351, Road No-3 Banjara Hills, Hyderabad-	Equity	33,535	0.07



		500034			
9	Mr. Sanjay Dhaunta	R/o:- Flat No - 102, Varun Sargam Villa, Raj Bhavan Road, Somajiguda, Hyderabad	Equity	40,000	0.09
10	Mrs. Surabhi Rana	R/o:- Flat No- 102, Varun Sargam Villa, Raj Bhavan Road, Somajiguda, Hyderabad	Equity	40,000	0.09
11	Dr. Anju Mehra	R/o- Sardar Khan, Station Road, Bhadohi-221401, U. P.	Equity	75,000	0.17
12	Mrs. Sonam Bhati	R/o:- Village-Mahlan, Tehsil- Dudu, District- Jaipur, Rajasthan. Pin- 303007	Equity	50,000	0.11
13	Mr. Haresh Ramchand Wadhwa	R/o- 101, Firdous Apartments, 680, Dr. Ambedkar Road, Khar West, Mumbai - 400052	Equity	60,000	0.13
14	Mr. Vinod Kumar Tiwari	R/o- A-128, Sector- 55, Gautam Buddha Nagar, Noida, Uttar Pradesh - 201301	Equity	25,000	0.06
15	Mrs. Anupama Pandey	R/o- D-901, Athena, Rustomjee, Majiwada, Thane (W) - 400601, Landmark-Near Lodha Complex	Equity	50,000	0.11
16	Mr. Rohit Popli	R/o- K-9, Lajpat Nagar - II, New Delhi -110024	Equity	16,500	0.04



17	Mrs. Jaya Kumari	R/o- Flat No.-F/402, Tulsi Mangalam Apartment, Plot No. 51, Sector-12, Kharghar, Navi Mimbai - 410210	Equity	25,000	0.06
18	Mr. Abhinay Shrivastava	R/o- 37/1A Shakuntala Nagar, Kolar Road, Nayapur, Rajharsh Colony, Bhopal- 462042	Equity	30,000	0.07
19	Mr. Parth Sarthi Mishra	R/0-B2-403, Paras Urbane Park, Rohit Nagar, Bawadiyakalan, Bhopal-462026, (M.P.)	Equity	18,750	0.04
20	Hitesh Jain (HUF)	R/o-Flat No.1903, Building No. 5, Oxford Regency Height, Azad Nagar Naka, Brahmmand, Thane West-400607	Equity	10,000	0.02
21	Mr. Diwakar Pundir	R/o- Flat No – 6 B, Building – 2, The Hibiscus, Sector – 50, Gurgaon - 122018	Equity	5,00,000	1.10
22	Mr. Raina	R/o- Flat- M9C, Plot- A/4, Shalimar Garden, Ext- 2, Sahibabad, Ghaziabad- 201005, U. P.	Equity	25,000	0.06
23	Mr. Vinay Singh	R/o-1801, Claremont A, Lodha Luxuria, Majiwada, Thane West- 400601	Equity	1,05,000	0.23
24	Mr. Dinesh Singh	R/o- Flat No.63, Tower A1, Spaze Privy, Sector - 72, Sohna Road, Gurgaon-122001	Equity	20,000	0.04

For SINDHUJA MICROCREDIT PVT.LTD.



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

✉ info@sindhujamicrocredit.com

🌐 www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

☎ 0120- 6870 873

25	Mrs. Shalinee Pandey	R/o-I-112, Orchid White Field, Near Torrent Power Station, Makarba Road, Ahmedabad-380051	Equity	75,000	0.17
26	Mr. Anand Bagri	R/o-10/55, Kamdhenu, Hariom Nagar, Mulund East Mumbai-400081, Maharashtra	Equity	1,10,000	0.24
27	Mr. Shailendra Kumar	R/o-108, Sonbad, P.O.- Motiledha, Sirsia, Giridih, Jharkhand	Equity	75,000	0.17
28	Ms. Kamaxikumari Kuldipsinh Chauhan	R/o:-Darbargadh, At & Po:- Nadri Ta Vadali, Distt: Sabarkantha-383235, Gujarat	Equity	50,000	0.11
29	Ms. Suchi Kakkar	R/o:-K-1/54, Gaighat, Varanasi-221001, U. P.	Equity	25,000	0.06
30	Pranjal Bhardwaj	3A/102, GC Grand, Vaibhav Khand, Indirapuram, Ghaziabad - 201014	Equity	32,500	0.07
31	Jai Narayan Ram	88B, Gulabi Bagh, DDA Flat, Delhi-7	Equity	25,000	0.06
32	Santosh Kumar Pradhan	Dr S.K. Pradhan, Dandapat Colony, Near Sub Divisional Hospital, Kharagpur, West Bengal-721301	Equity	5,000	0.01
33	Rohit Tandon	B-154, F.F. Duggal Colony, Khanpur, New Delhi-110062	Equity	16,950	0.04
34	Rahul Bhatia	1314, Sector-14, Hisar, Haryana - 125001	Equity	6,250	0.01

35	Akhilesh Kumar Dubey	A-73/2, Tower- B, Executive Floor, Sector-5, Wave City, NH-24, Ghaziabad (U.P.)-201015	Equity	13,283	0.03
36	Kamlesh Soni	Block C-409, Aditya Apartment, Union Residency, Budh Vihar, Behrampur, Ghaziabad-201009	Equity	5,000	0.01
37	Chandan Singh	Sriram Path, Road No-17, Redma, Daltonganj(Jharkhand)-822102	Equity	15,200	0.03
38	Mohinder Sharma	71, Ganesh Vihar, S-2, Sirsi Road, Jaipur-302012	Equity	7,474	0.02
39	Ananyashree Goenka	51-A, Embassy Apartment, 5th Floor, 46, Nepeansea Road, Mumbai - 400006,	Equity	7,40,400	1.64
40	Namha Malhotra	202, Nav Karan, Plot No.117, Adj to Green Acre, Lokhandwala Comp, Andheri, (w), - 400053	Equity	14,728	0.03
41	Varun Deo	Village +post - paharpur , P.s- garhani, diss- bhojpur , Bihar , 802201	Equity	1,950	0.00
42	Uprant	D-208, Madanpur Khadar, Sarita Vihar, New Delhi-76	Equity	3,833	0.01
43	Vijay Shankar Gupta	Chakshah muhammad urf malikpura, Mohammadabad, Ghazipur, Uttar Pradesh-233227	Equity	1,874	0.00



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

info@sindhujamicrocredit.com

www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

0120- 6870 873

44	Dharmendra Kumar Singh	Vill-Patna, Post-Kanso Dist-Ballia, Uttar Pardesh, Pin code- 221712	Equity	2,650	0.01
45	Dharmendra Kumar Bharati	S/O: Shuddhu Ram, House No.147,Kotwan Chaura mata Mandir, Koraut, Lohata, Varanasi, Uttar Pradesh-221105	Equity	450	0.00
46	Abhay Kumar Tiwari	Santkripa,C/o Lallu Tiwari, Krishna Nagar Colony Samne Ghat, Lanka, Varanasi 221005, Uttar Pradesh	Equity	2,500	0.01
47	Saurabh Kumar Rai	Vill- Nagsar meer rai Post- Nagsar Newaju rai Dist- Ghazipur, Uttar Pradesh	Equity	2,375	0.01
48	Subodh Kumar	Vill:-Bagmali, Post+Thana:-HajipuR, Dis:-Vaishali 844101, Bihar	Equity	3,000	0.01
49	Pankaj Kumar Sinha	SRA -85D, Shipra Riviera, Indirapuram, Ghaziabad, Uttar Pradesh -201014	Equity	7,125	0.02
50	Suman Kumar	Vill- Panapur, Post-Nariyar Panapur, District-Muzaffarpur, Bihar- 843109	Equity	2,425	0.01
51	Milind Madhukar	Vill- Mahmudpur, Po, Alinagar, PS, Surygardha, Dist, Lakhisarai, Bihar, Pin -811106	Equity	8,000	0.02
52	Raja Ram Kumar Patel	Vill-Lakho Nipniya Tola Post-Lakho Dist-Begusarai (Bihar) Pin	Equity	4,875	0.01



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

info@sindhujamicrocredit.com

www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

0120- 6870 873

		Code-851129			
53	Pradip Kumar Singh	S/O: GOPAL NARAYAN SINGH,VILL-CHHANHI POST- DIST- VARANASI .UTTAR PRADESH - 221007	Equity	1,000	0.00
54	Kishore Yadav	New Mainpura ,Saguna more ,Danapur ,Near Kiran Marriage hall ,PATNA ,Pin no.801503, Bihar	Equity	2,500	0.01
55	Gurcharan Kaur	1A-EX4, 13th Floor, GC Grand Vaibhav Khand, Indirapuram, Shipra Sun City, Ghaziabad, Uttar Pradesh – 201014	Equity	89,963	0.20
56	Sanjit Pradhan	C/o Dr S.K. Pradhan, Dandapat Colony, Near Sub Divisional Hospital, Kharagpur, West Bengal- 721301	Equity	3,660	0.01
57	Pankaj Rautela	# C-211/1, Rajender Nagar, Bareilly- 243001, U.P.	Equity	3,450	0.01
58	Pallavi Jain	# 45, Vishav enclave, Delhi Road, Meerut, 250002, U.P.	Equity	2,000	0.00
59	Shweta Kumari	Tower 3A, Flat No.133, G.C. Grand, Vaibhav Khand, Indirapuram, Ghaziabad-201014	Equity	62,836	0.14
60	Pravin Kumar	S/o Bipin Bihari Lal Das, # 204, Jhelum block, Jalalpurcity, Ramjaipal	Equity	2,450	0.01



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

info@sindhujamicrocredit.com

www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

0120- 6870 873

		Path, Near Ambedkar Dental College, Patna- 801503			
61	Rajeev Kumar Rai	# S/o Sri Lallan Rai, Raiganj (Near Amarnath Mandir), Dist: Ghazipur - 233001, Uttar Pradesh	Equity	5,033	0.01
62	Ishwar Singh Chawda	S/o Dule Singh Chawda, House No-07, word No- 04 Mahavir Nagar Kalukhedhi road behind bank note press Dewas MP,	Equity	2,100	0.00
63	Machhi Shaileshkumar	S/O Kalidas Machhi Faliyu , Ghodanamuvada Post - Agarvada Ta- Lunavada Dist Mahisagar-388270	Equity	2,500	0.01
64	Santosh Kumar Singh	Basantpur, Ballia-277301, Uttar Pradesh	Equity	2000	0.00
65	Veer Pal	183, Dawar, Agra, Dabar- 283110, Uttar Pradesh	Equity	416	0.00
66	Dayanand Upadhyay	Sarwan, Akudha, Aneai, Varanasi-221201, Uttar Pradesh	Equity	833	0.00
67	Randheer	House No. 177, Village Gurumha, Mau, Maryad Pur., Uttar Pradesh- 221602	Equity	350	0.00
68	Mihir Jena	L 3 / 61, ACHARYA VIHAR, BHUBANESWAR Odisha 751013	Equity	1,000	0.00
69	Rajendra Verma	34 Shriram Nagar, Ujjain (M.P.)Distt- Ujjain	Equity	200	0.00



		Pincode-456010			
70	Gypsy Bhuyan	Flat No 304 G Block Utkal Vatika Jharpara Bhubaneswar pin.code 751006	Equity	1616	0.00
71	Kripa Kant Dubey	S/O Ramesh Chand Dubey, Kharsahan Khurd, Azamgarh, UP Pin Code- 223224	Equity	471	0.00
72	Carpediem Capital Partners Fund I	84, 8th Floor, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai – 400021	Equity	73,89,890	16.33
73	Abler Nordic Fund IV KS (formerly NMI FUND IV KS)	Rosenkrantz gate 22,Oslo, Norway	CCPS	1,14,75,336	25.36
74	Carpediem Capital Partners Fund II	84, 8th Floor, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai – 400021	CCPS	48,07,623	10.62
75	Carpediem Capital Partners Fund II	84, 8th Floor, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai – 400021	Equity	8,32,428	1.84
76	Huruma Fund S.C.A, SICAR-EuSEF	Huruma Fund S.C.A., SICAR-EuSEF, 30 Boulevard Royal, L-2449, Luxembourg	CCPS	61,38,735	13.56
77	Oikocredit Ecumenical Development Cooperative Society U.A.	Berkenweg 7, 3818 LA Amersfoort, the Netherlands	CCPS	43,84,811	9.69



78	ESOP		Equity	4,77,349	1.05
	TOTAL NO OF SHARES			4,52,55,501	100

11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Not Applicable

12. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

The Promoter / Directors / Key managerial personnel have no intention to subscribe to the offer.

13. The proposed time schedule in relation to the offer:

Date of Opening of offer	24 th day of April 2026
Date of Closure of offer	On or before 24 th day of May 2026
Date of proposed allotment	Within a maximum of 60 days from the receipt of funds
Maximum period within which allotment to be completed	The Company will complete the allotment of preference shares within a maximum period of 60 days from receipt of share application money.

14. Material terms of offer:

- (i) 52, 05, 213 (fifty two lakhs five thousand two hundred thirteen) Pre-Series D Compulsorily Convertible Preference Shares having face value INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to an amount of INR 27,89,99,416.8/- (Indian Rupees Twenty Seven crores Eighty Nine Lakhs Ninety Nine thousand four hundred sixteen and eighty paise only) to Abler Nordic;
- (ii) 9,32,834 (nine lakh thirty two thousand eight hundred and thirty four) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise) each, aggregating to INR 4,99,99,902.4/- (Indian Rupees Four Crore Ninety Nine Lakh Ninety Nine Thousand Nine hundred and forty paise only) to Oikocredit; and
- (iii) 26,11,935 (twenty six lakh eleven thousand nine hundred and thirty five) Pre-Series D Compulsorily Convertible Preference Shares having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 43.60/- (Indian Rupees Forty Three and sixty paise only) each,

aggregating to INR 13,99,99,716/- (Indian Rupees Thirteen Crore Ninety Nine Lakh Ninety Nine Thousand seven hundred and sixteen only) to Huruma Fund S.C.A., A Sicar-Eusef

15. Purpose of Offer –

The Company shall utilise the funds in accordance with the Amended and Restated SHA and SSA.

16. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

S No	Name of the Proposed Allottee	Status (Resident/Non-Resident)	% of post preferential offer capital to be held by them (on Fully Diluted Basis)*
1.	Abler Nordic Fund IV KS	Non-Resident	30.9%
2.	Oikocredit Ecumenical Development Cooperative Society U.A	Non-Resident	9.8%
3.	Huruma Fund S.C.A., A Sicar-Eusef	Non-Resident	16.2%

**The conversion ratio of Pre-Series D CCPS has been assumed as 1:1 which may change as per the terms of the Pre-Series D CCPS pursuant to the SSA and Amended and Restated SHA executed for this purpose.*

17. The change in control, if any, in the company that would occur consequent to the preferential offer:

There will be no change in the control over the Company as a result of or consequent to allotment of shares as envisaged in the resolution.

18. The number of persons to whom allotment on preferential basis / private placement have already been made during the year, in terms of number of securities as well as price:

S. No.	Name of the Shareholder	No. of Shares (on a fully diluted basis)	Price per share
1.	[•]	[•]	[•]

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:



Not Applicable, as the proposed allotment is not for consideration other than cash.

20. The pre-issue and post issue shareholding pattern of the Company is as detailed below

S. NO.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES/CCPS HELD	% OF SHARE HOLDING (on a fully diluted basis)	NO. OF SHARES/CCPS HELD	% OF SHARE HOLDING (on a fully diluted basis)
A	Promoters' holding:				
1	Indian:				
	Individual	67,88,324	15.00	67,88,324	12.7
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	67,88,324	15.00	67,88,324	12.7
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	67,88,324	15.00	67,88,324	12.7
B	Non-Promoters' holding :				



1	Institutional Investors	3,50,28,823	77.40	4,37,78,805	81.1
	Non-Institution:				
	Private Corporate Bodies				
	Directors and Relatives	10,77,494	2.38	10,77,494	2.0
	Indian Public	18,83,511	4.16	18,83,511	3.3
	ESOP	4,77,349	1.05	4,77,349	0.9
	Others [Including Non-Resident Indians (NRIs)]				
	Sub Total (B)	3,84,67,177	85.00	4,72,17,158	87.3
	GRAND TOTAL	4,52,55,501	100	5,40,05,483	100
<p><i>*The conversion ratio of Pre-Series D CCPS has been assumed as 1:1 which may change as per the terms of the Pre-Series D CCPS pursuant to the SSA and Amended and Restated SHA executed for this purpose.</i></p>					

21. Terms, manner and mode of redemption:

As stated in Annexure A.

22. Expected dilution in equity share capital pursuant to conversion of preference shares:



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

✉ info@sindhujamicrocredit.com

🌐 www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

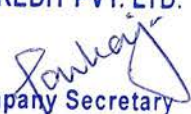
☎ 0120- 6870 873

Expected equity shareholding will be diluted to the extent of the Pre-Series D CCPS are converted into equity shares in accordance with the terms set out in **Annexure A**.

23. Terms, manner and mode of redemption:

As stated in **Annexure A**.

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
M. No. ACS 21971

ANNEXURE A

TERMS AND CONDITIONS OF PRE-SERIES D CCPS

The terms of Pre-Series D CCPS are as follows and shall be *mutatis mutandis* reproduced in the Articles:

1. **Equity Shares on Conversion.** The number of Equity Shares to be issued to the holders of the Pre-Series D CCPS upon conversion shall be, subject to the other terms and conditions set forth herein, as set out in Paragraph 3 below. Upon conversion of the Pre-Series D CCPS into Equity Shares, such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company (including in relation to dividend).

2. **Dividends.**

- i. Subject to paragraph 2(b) below in relation to the Pre-Series D CCPS Annual Preference Dividend (*hereinafter defined*), the holders of Pre-Series D CCPS shall, post the fixation of the conversion price of Pre-Series D CCPS and/ or conversion of Pre-Series D CCPS as per the conversion price determined in accordance with paragraph 3 below, be entitled to a minimum preferential cumulative dividend rate of 0.01% (*zero point zero one percent*) per annum ("**Pre-Series D CCPS Dividend**"). In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.01% (*zero point zero one percent*) per annum, the holders of the Pre-Series D CCPS shall be entitled to dividend at such higher rate and shall be entitled to participate pro-rata in any dividend paid on Equity Shares on an As If Converted Basis. The Pre-Series D CCPS Dividend is cumulative and shall accrue from year to year, on an As If Converted Basis, and dividend shall be payable as required by Applicable Law, in the event the Board declares any dividend for the relevant year and shall be paid to the holders of the Pre-Series D CCPS along with the Equity Shares of the Company.
- ii. Notwithstanding the foregoing, until the fixation of the conversion price/ ratio and/ or conversion of the Pre-Series D CCPS as per para 3 below, the holders of the Pre-Series D CCPS shall receive a preferential dividend of 12% (twelve percent) per annum ("**Pre-Series D CCPS Annual Preference Dividend**") on their respective investment amount invested in the Company towards subscription of Pre-Series D CCPS calculated from the Effective Date. It is hereby clarified that the Pre-Series D CCPS Annual Preference Dividend shall be payable on an annual basis by cash. The Pre-Series D CCPS Annual Preference Dividend is cumulative and shall accrue from year to year, on a Fully Diluted Basis and accrued dividends shall be paid in full (together with dividends accrued from prior years), prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year. Notwithstanding anything to the contrary contained in the terms of other Equity Securities, any dividend declared by the Company on any securities other than the Pre-Series D CCPS will be paid only after Pre-Series D CCPS Annual Preference Dividend are first paid in full on the Pre-Series D CCPS in terms hereof.
- iii. In the event that any dividends which are declared on the Pre-Series D CCPS pursuant to Para 2(a) cannot be paid out to the relevant holders of Pre-Series D CCPS due to regulatory reasons, then such holders of Pre-Series D CCPS may, subject to para 3(a) below, at their sole option convert the Pre-Series D CCPS into Equity Shares in accordance with the terms of this

Agreement and the Articles and the accumulated dividends pursuant to Para 2(a) which are declared but unpaid on the Pre-Series D CCPS so converted shall be paid out on the Equity Shares resulting from such conversion.

3. **Conversion.**

a) Each Pre-Series D CCPS may be converted into Equity Shares at the option of the holders of the Pre-Series D CCPS only upon the fixation of the conversion price of the Pre-Series D CCPS ("**Pre-Series D Conversion Price**"), in the manner as stipulated hereinbelow, where:

i. If a Next Qualified Fundraise is consummated on or before Next Qualified Fundraise Date, the Pre-Series D Conversion Price shall be the subscription price per Equity Security calculated on a Fully Diluted Basis for the Equity Securities issued in the Next Qualified Fundraise (determined based on the pre-money fair value of the Equity Securities of the Company agreed in respect of Next Qualified Fundraise divided by number of Equity Securities in the Company existing as of the Execution Date hereof) less:

- A. a discount of 10% (ten percent) if such Next Qualified Fundraise occurs on or before March 31, 2027;
- B. thereafter, a discount that increases on a pro rata, linear basis from 10% (ten percent) to 25% (twenty five percent) over the period commencing from April 1, 2027 up to the Next Qualified Fundraise Date, such that the applicable discount shall be determined based on the number of months elapsed from April 1, 2027 to the date of such Next Qualified Fundraise.

ii. In the event the Next Qualified Fundraise is not consummated on or before Next Qualified Fundraise Date, the Pre-Series D Conversion Price shall be the Pre-Series D Floor Price where "**Pre-Series D Floor Price**" means INR 53.60 (Indian Rupees Fifty Three and Sixty Paise only).

iii. In the event an Exit Event (including pursuant to a strategic or third party sale pursuant to the terms of this Agreement) or a Liquidation Event occurs before the consummation of a Next Qualified Fundraise, but prior to expiry of the Next Qualified Fundraise Date, then the Pre-Series D Conversion Price shall be the price per Equity Security at which the Exit Event or the Liquidation Event is proposed to be consummated (less the discount stipulated under paragraph 3(a)(i) above).

b. The Board shall, on the date of consummation of the Next Qualified Fundraise, an Exit Event, or a Liquidation Event or immediately after the Next Qualified Fundraise Date where the Next Qualified Fundraise has not been consummated on or before the Next Qualified Fundraise Date (as applicable), be required to take on record pursuant to a resolution passed in its meeting, the Pre-Series D Conversion Price determined in accordance with sub-paragraph (a) above.



- c. Subject to sub-paragraph 3(b) above, the number of Equity Shares issuable pursuant to the conversion of each Pre-Series D CCPS shall be the number obtained by dividing the Pre-Series D Subscription Price by the applicable Pre-Series D Conversion Price. No fractional shares shall be issued and the number of Equity Shares to be issued shall be rounded off to the nearest whole share.
- d. Each holder of Pre-Series D CCPS shall, at any time during the Relevant Period, be entitled to call upon the Company to convert all or any of the Pre-Series D CCPS held by such holder by issuing a notice to the Company ("**Pre-Series D CCPS Conversion Notice**"). Immediately and no later than 7 (Seven) days from the receipt of Pre-Series D CCPS Conversion Notice, the Company shall issue Equity Shares in respect of the Pre-Series D CCPS sought to be converted. The Company and the Promoters shall do all such acts and deeds to give effect to the provisions of this paragraph 3.
- e. The Company shall, as the holder of Pre-Series D CCPS may direct, issue irrevocable instructions to its depository participant to credit the number of Equity Shares issued upon conversion of Pre-Series D CCPS to the demat account of the relevant holder of Pre-Series D CCPS and shall pay the applicable stamp duty, in accordance with Applicable Law, on the issuance and allotment of the Equity Shares upon conversion within 7 (Seven) Business Days from the date of conversion. In respect of Pre-Series D CCPS, which are not in dematerialised form, the Company shall issue shares certificates evidencing the title of Equity Shares issued upon conversion of Pre-Series D CCPS, and handover the relevant duly stamped and executed original share certificates to the holder thereof within 30 (thirty) days of such conversion (excluding any delay on the part of the stamping/ revenue Authority). The Company shall also complete the relevant filings with the Reserve Bank of India in accordance with the provisions of the Foreign Exchange Management Act, 1999 with respect to the issue and allotment Equity Shares issued upon conversion of Pre-Series D CCPS.
- f. The Company shall update its register of members to reflect such holders of Pre-Series D CCPS as the owner of the corresponding Equity Shares issued to it pursuant to the conversion of such number of Pre-Series D CCPS as are mentioned in the Pre-Series D CCPS Conversion Notice, and
- g. The Company hereby confirms and undertakes that the Equity Shares so allotted under paragraph 3: (a) shall be allotted free and clear of all Encumbrances (except as set out under this Agreement and the Articles); and (b) shall subject to Clause 7.11 (Anti-Dilution Right) and Paragraph 6 below, Clause 12 (Liquidation Preference) and other provisions of this Agreement granting special rights to Equity Shares issued upon conversion of the Pre-Series D CCPS, rank pari passu with all existing Equity Shares. For the avoidance of doubt, it is hereby clarified that all stamp duty and related costs on issue and allotment of Equity Shares will be borne and paid by the Company.
- h. The record date of conversion of the Pre-Series D CCPS shall be deemed to be the date on which the holder of such Pre-Series D CCPS issues a notice of conversion to the Company. Subject to Paragraph 3(a), '**Relevant Period**' means the period prior to the expiry of 19 (nineteen) years and 11 (eleven) months from the date of issuance

of the Pre-Series D CCPS.

- i. The Pre-Series D Conversion Price shall be subject to the adjustments provided in Paragraph 4 of this **SCHEDULE 7**.

4. Adjustments.

- A. The number of Equity Shares to be issued upon conversion of the Pre-Series D CCPS shall be suitably adjusted for any stock dividends, combinations, splits, recapitalizations or any other similar corporate action by the Company.
- B. The number of Equity Shares to be issued upon conversion of the Pre-Series D CCPS shall further be suitably adjusted to the extent required for effecting the Pre-Series D CCPS holder's anti-dilution right or liquidation preference right.
- C. The holders of the Pre-Series D CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.

5. **Meeting and Voting Rights.** The holders of the Pre-Series D CCPS shall be entitled to attend meetings of all Shareholders of the Company and will be entitled to such voting rights on an As If Converted Basis, provided prior to fixation of conversion price/ ratio of Pre-Series D CCPS as per paragraph 3(a) and/ or 3(b) above the voting right shall be determined in respect of the holders of the Pre-Series D CCPS assuming the conversion of the Pre-Series D CCPS is at the Series C Subscription Price. Without prejudice to the foregoing, it is clarified that the holders of the Pre-Series D CCPS shall be entitled to vote on all such matters which affect their rights directly or indirectly.

6. **Anti-Dilution Right.** The holders of the Pre-Series D CCPS shall be entitled to the anti-dilution right as provided in Clause 7.11 (*Anti-Dilution Right*).

7. **Liquidation Preference.** Upon the occurrence of a Liquidation Event, the provisions of Clause 12 (*Liquidation Preference*) shall apply.

8. **Reorganization, Reclassification:** In case of any reconstruction or consolidation of the Company or any capital reorganization, reclassification or other change of outstanding Equity Securities or if the Company declares a distribution (other than dividend for cash) on its Equity Shares or the Company authorizes the granting to the holders of its Equity Shares rights or warrants to subscribe for or purchase any Equity Shares of any class or of any other rights or warrants; or upon occurrence of any other similar transaction (each, a "**Transaction**"):

- (a) then the Company shall mail to each holder of Pre-Series D CCPS at such holder's address as it appears on the books of the Company, as promptly as possible but in any event at least 21 (twenty one) days prior to the applicable date hereinafter specified, a notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or granting of rights or warrants or, if a record is not to be taken, the date as of which the holders of Equity Shares of record to be entitled to such dividend, distribution or granting of rights or warrants are to be determined.



Notwithstanding the foregoing, in the case of any event to which this paragraph is applicable, the Company shall also deliver the certificate described in paragraph 9 below to each holder of Pre-Series D CCPS at least 21 (twenty-one) days prior to effecting such reorganization or reclassification as aforesaid.

- (b) the Company shall execute and deliver to each holder of Pre-Series D CCPS at least 21 (twenty one) days prior to effecting such Transaction a certificate, signed by the Company Secretary/ authorized signatory of the Company, stating that the holder of each Pre-Series D CCPS shall have the right to receive in such Transaction, in exchange for each such Equity Security, security offered to any other Shareholders for or in relation to that Transaction, and provision shall be made therefor in the agreement, if any, relating to such Transaction.

9. Adjustments.

- (a) If, whilst any Pre-Series D CCPS remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock splits) the Equity Shares into a different number of securities of the same class, the Pre-Series D Conversion Price of the Pre-Series D CCPS shall, subject to Applicable Law and receipt of requisite approvals, be proportionately decreased in the case of a split or sub-division (stock split), and likewise, the Conversion Price of the Pre-Series D CCPS shall be proportionately increased in the case of a consolidation (reverse stock split).
- (b) If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Pre-Series D CCPS into Equity Shares shall thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Pre-Series D CCPS immediately prior to the record date of such re-classification or conversion.
- (c) The holders of Pre-Series D CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.

10. No Impairment. The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of holders of the Pre-Series D CCPS against impairment.


11. Costs. The Company will bear any and all documentary costs, stamp duty costs, costs and expenses that may be payable in respect of the issue of the Equity Shares upon conversion of any Pre-Series D CCPS and other similar costs and expenses, including fees charged by the statutory auditor or other professional for all calculation and certification of the Pre-Series D Conversion Price.

12. Variation of Rights. The rights, privileges and conditions attached to the Pre-Series D CCPS

shall not be varied, modified or amended in any manner whatsoever, without the prior written consent of each holder of Pre-Series D CCPS.

13. **Ensuring Economic Benefit.** If for any reason any part of this **Part E** of **SCHEDULE 7** is not fully effected as a result of any change in Applicable Law (including a change in Applicable Law that affects the price at which the holder of Pre-Series D CCPS may convert the Pre-Series D CCPS into Equity Shares) the Company and Promoters shall take all such actions as may be necessary to provide to the relevant holder of Pre-Series D CCPS the same economic benefits as are contemplated by this **Part E** of **SCHEDULE 7**.
14. **Other rights of Series C CCPS.** Except as specified in this **Part E** of **SCHEDULE 7** and this Agreement, the Pre-Series D CCPS shall have the same rights, shall be treated at par and shall rank *pari passu* with the Equity Shares.

For SINDHUJA MICROCREDIT PVT. LTD.


Company Secretary
M. No. ACS 21977



Sindhujā
आपकी समृद्धि का साथी

SINDHUJA MICROCREDIT PRIVATE LIMITED

✉ info@sindhujamicrocredit.com

🌐 www.sindhujamicrocredit.com

CIN No : U65990UP2017PTC099006

☎ 0120- 6870 873

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: April 23, 2026

Place: Noida