

**SHARE MICROFIN LIMITED**

Registered Office: 1-224/58, Rajeev Nagar, Nacharam, Hyderabad – 500076, Telangana  
Corporate Office: 4th Floor, Amsri Eden Square, 9-1-87 & 9-1-119/1, St. Johns Road,  
Secunderabad - 500003, Telangana, India  
Website: <http://www.sharemicrofin.com>; Email Address: [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in).  
Contact No. 040-27808380; Fax No. 040-27781225  
CIN: U65910TG1999PLC031548

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM)** of the Members of SHARE MICROFIN LIMITED (the Company) will be held on **Tuesday, the 22<sup>nd</sup> day of April, 2025 at 11:00 A.M. (IST)** through Electronic Mode [Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)], in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder read with General Circulars issued from time to time, to transact of the following businesses and the venue of the meeting shall be deemed to be the Corporate Office of the Company at 4<sup>th</sup> Floor, Amsri Eden Square, 9-1-87 & 9-1-119/1, St. Johns Road, Secunderabad - 500003, Telangana, India:

---

**SPECIAL BUSINESS:**

**ITEM NO. 1: TO APPROVE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL & CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any Rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), Master Directions issued by Reserve Bank of India, the Articles of Association of the Company (“AOA”) on recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee and subcommittee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and further subject to any other laws and regulations, applicable permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to reclassify the Authorized Share Capital of the Company by:

- (i) cancelling preference share capital of Rs.5,30,00,00,000 divided into 53,00,00,000 (Fifty-Three Crore) Preference Shares of INR 10/- (Rupees Ten only) each out of preference share capital of Rs. 7,30,00,00,000 divided into 73,00,00,000 preference shares of INR 10/- (Rupees Ten only) each in the existing Authorized Share Capital of the Company of INR 830,00,00,000/- (Rupees Eight Hundred and Thirty Crore only); and
- (ii) increasing Equity Share Capital by Rs. 5,30,00,00,000 divided into 53,00,00,000 (Fifty-Three Crore) Equity Shares of INR 10/- (Rupees Ten only) each.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*V. The authorized share capital of the Company is Rs. 830,00,00,000/- (Rupees Eight Hundred and Thirty Crore only) consisting of:*

- (i) Rs. 630,00,00,000 equity share capital divided into 63,00,00,000 (Sixth Three Crore) Equity Shares of Rs.10/- (Rupees Ten only) each; and*
- (ii) Rs.200,00,00,000 preference share capital divided into 20,00,00,000 (Twenty Crore) Preference Shares of Rs.10/- (Rupees Ten only) each.*

**“RESOLVED FURTHER THAT** reclassified equity shares shall rank *pari-passu* to the existing shares in all respect and that all the provisions contained in the Articles of Association of the Company with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer, transmission, voting, etc. will be applicable to the new shares as they are applicable to the already issued equity shares.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any Rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), Master Directions issued by Reserve Bank of India, the Articles of Association of the Company (“AOA”) on recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee

and subcommittee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and further subject to any other laws and regulations, applicable permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to omit clause 76 specified in “B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:” and necessary revision in numbering the clauses of the Memorandum of Association shall be carried out and adopt new set of the Memorandum of Association of the Company in accordance with the Schedule I of the Companies Act, 2013 as circulated along with Notice of Extraordinary General Meeting.”

**“RESOLVED FURTHER THAT** the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of reclassification of Authorized Share Capital and incidental thereto, including execution and filing of all applications, deeds, documents and writings that may be required, on behalf of the Company and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved, and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**ITEM NO. 2: TO APPROVE ALTERATION AND ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Master Directions issued by Reserve Bank of India, and subject to the necessary approval(s), permissions, consents and sanctions, from any statutory authority and all other applicable laws and regulations, on recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee and subcommittee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded for the existing Articles of Association of the Company to be repealed and substituted by the restated Articles of Association of the Company incorporating the clauses as specified in “Letter in relation to certain matters relating to governance of the Company” dated July 30, 2024 executed amongst the shareholders, a draft of which was circulated to the Shareholders and is placed before the meeting which be and is hereby specifically approved, in substitution of the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary that may be required for the purpose of alteration of the articles of association of the Company and to settle any question, difficulty or doubt that may arise in this regard at any stage, and to sign and execute all deeds, application documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds along with filing of necessary e-form and things that may be necessary, proper, expedient or incidental, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized, to delegate all or any of the powers to any Committee of Directors or to any other officer(s) / authorized representative(s) of the Company, to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 3: TO REGULARIZE THE APPOINTMENT OF MR. BALA CHANDRAN SRINIVASAN AS AN INDEPENDENT DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Directions issued by Reserve Bank of India from time to time, the provisions of the Articles of Association of the Company, Mr. Bala Chandran Srinivasan (DIN: 01962996), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company, by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, with effect from November 16, 2024, and who holds the said office pursuant to the provisions of Section 161 of the Companies Act,

2013 up to the date of next Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2024-2025 should have been held, whichever is earlier, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, the Rules made thereunder, and who is eligible for appointment under the relevant provisions of the Act and applicable Master Directions issued by Reserve Bank of India, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, for the first term of five consecutive years i.e., from November 16, 2024 till November 15, 2029, not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, on behalf of the Company, to delegate all or any of the powers conferred on it by or under this resolution to Nomination and Remuneration Committee of the Company, to give effect to this resolution, including filing of necessary forms / returns with the Ministry of Corporate Affairs and other authorities concerned, and generally to do all such acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**ITEM NO. 4: TO REGULARIZE THE APPOINTMENT OF MR. ANIRUDH AGARWALA (DIN: 07405798) AS A DIRECTOR OF THE COMPANY (Nominee of M/s. LEGATUM VENTURES LIMITED, INVESTOR)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directions issued by the Reserve Bank of India from time to time, and in accordance with the provisions of the Articles of Association of the Company, Mr. Anirudh Agarwala (DIN: 07405798), who was appointed as Non-Executive Nominee Director of Legatum Ventures Limited (Investor) by the Board of Directors with effect from March 18, 2025, and who holds office up to the date of this General Meeting, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and in respect of whom the Company has received a nomination notice in writing from a Member representing Legatum Ventures Limited (Investor), be and is hereby appointed as a Non-Executive Nominee Director (Nominee of Legatum Ventures Limited, Investor) on the Board of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors or any duly constituted Committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Ministry of Corporate Affairs and other authorities as may be required.”

**ITEM NO. 5: TO REGULARIZE THE APPOINTMENT OF MR. VINAYAK KISHORE BURMAN (DIN: 10751268) AS A DIRECTOR OF THE COMPANY (NOMINEE OF MR M UDAIA KUMAR, SHAREHOLDER)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directions issued by the Reserve Bank of India from time to time, and in accordance with the provisions of the Articles of Association of the Company, Mr. Vinayak Kishore Burman (DIN: 10751268), who was appointed as Non-Executive Nominee Director of Mr. M Udaia Kumar (Shareholder) by the Board of Directors with effect from March 18, 2025, and who holds office up to the date of this General Meeting, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and in respect of whom the Company has received a nomination notice in writing from a Member representing Mr. M Udaia Kumar (Shareholder), be and is hereby appointed as a Non-Executive Nominee Director (Nominee of Mr. M Udaia Kumar, Shareholder) on the Board of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors or any duly constituted Committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Ministry of Corporate Affairs and other authorities as may be required.”

**ITEM NO. 6: APPROVAL OF THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

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

**“RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), and subject to the provisions of relevant Reserve Bank of India (RBI) Directions, Rules and Regulations,

and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured unlisted Non-Convertible Debentures ("the Debentures") aggregating to INR 200 Crore (Rupees Two Hundred Crore only), during the period of Twelve months from the date of passing of this resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of INR 5000 Crore as approved by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2024.

**"RESOLVED FURTHER THAT** subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, and subject to Articles of Association of the Company, and in supersession of all the earlier resolutions passed in this regard, and as recommended by the Board of Directors of the Company, on the recommendation of Audit Committee, the consent of shareholders of the Company be and is hereby accorded to create pledge, mortgage, hypothecate and/or charge on all or any part of the moveable or immovable properties of the Company, as may be necessary, on both present and future assets, in favor of subscribers / investors of Non-Convertible Debentures, their associates, or any other lenders or debenture trustees, to secure the amount borrowed by issue of Non-Convertible Debentures by the Company, from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses, premium on pre-payment or on redemption, and all other monies payable by the Company, in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed INR 5000 Crore (Rupees Five Thousand Crore only) at any time."

**"RESOLVED FURTHER THAT** subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Members of the Company."

By Order of the Board  
For Share Microfin Limited

Place: Hyderabad  
Date: March 18, 2025

Koti Venkat Rao  
Managing Director  
(DIN: 08245503)

## NOTES

- 1) Explanatory Statement pursuant to Section 102 of the Act, in respect of Special business set out above is annexed hereto.
- 2) The Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Extraordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and circulars as issued from time to time, the EGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC / OAVM only.

Alternatively, the Company may hold the EGM with physical presence of Members, with the facility of VC/OAVM, so as to allow other Members of the Company to participate in such meeting. In compliance with the applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, the EGM of the Company is scheduled to be held on Tuesday, the 22<sup>nd</sup> day of April, 2025 at 11:00 A.M. (IST) with suitable arrangements for the shareholders and others entitled to attend the EGM, at its Corporate Office at 4th Floor, Amsri Eden Square, 9-1-87 & 9-1-119/1, St. Johns Road, Secunderabad - 500003, Telangana, India and also through VC/OAVM; and the voting for items to be transacted in the Notice to this EGM also through voting / poll conducted through remote electronic voting process ("e-Voting").

- 3) In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with explanatory statement and annexure thereto and other documents required to be attached therewith is being sent to those Members and others entitled to receive the same, whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any Member. The Notice for this Meeting along with requisite documents will also be available on the Company's website [[www.sharemicrofin.com](http://www.sharemicrofin.com)].
- 4) In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the Members either by show of hand or through voting / poll conducted via e-voting system provided during the meeting while participating through VC / OAVM facility.
- 5) The Board has appointed CS Thirupal Gorige, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the e-voting system provided in the Meeting in a fair and transparent manner. The Company shall be providing the facility of voting through e-mail which shall be sent to the designated e-mail id of the Scrutinizer i.e. [gthirupal@gmail.com](mailto:gthirupal@gmail.com). The ballot form detailing the resolutions to pass at the EGM is annexed to and forms part of this Notice.
- 6) The voting rights of the Members for voting through the e-voting system provide in the Meeting itself shall be in proportion to shares of the Paid-Up Equity Share Capital of the Company as on the cut-off date / Record Date i.e. Tuesday, the 22<sup>nd</sup> day of April, 2025 at 11:00 A.M. (IST). A person whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of e-voting system provided in the Meeting.
- 7) In accordance with the aforementioned MCA Circulars, the Company has made arrangements for providing the VC facility to the Members for participating in the Meeting. The Members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
  - a) The login-id details for joining the meeting will be separately provided.
  - b) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting, i.e. 10:45 A.M. and continue to remain till 15 minutes from the time scheduled for commencement of the meeting.
  - c) Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. and Members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting.
  - d) In the case of joint shareholders, participation of single Member shall only be allowed at a time.
  - e) Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company at least seven working days in advance of the meeting through email to [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in) so that the answers may be made readily available. The same will be replied by the Company suitably.

- f) Members are requested to e-mail at [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in) or call at 040-27808380 in case of any technical assistance required at the time of log in / assessing / voting at the Meeting through VC.
- 8) In case of joint holders attending the EGM, only such joint holders who is higher in the order of names will be entitled to vote.
- 9) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MINISTRY OF CORPORATE AFFAIRS CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS IS ONLY ARRANGED FOR THE CONVENIENCE OF THE MEMBERS AND AS SUCH PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
- 10) The Body Corporate(s) are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through email (to designed email address). The said Resolution / Authorization shall be sent through email address registered with the Company, Registrar and Share Transfer Agent / Depository Participant (DP) to [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in), at least 48 hours before the meeting.
- 11) Ministry of Corporate Affairs (MCA), vide notification dated September 10, 2018, mandated Unlisted Public Companies to issue securities in dematerialization form only. Further Rule 9A(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that every holder of securities of an unlisted public Company, who intends to transfer such securities or who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 02, 2018, shall get such securities dematerialized before the transfer; or ensure that all existing securities are held in dematerialized form before such subscription, respectively. Accordingly, Members holding shares in physical mode are requested to convert their holding to dematerialized mode.
- 12) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the company in case the shares are held by them in physical form. Shareholders are requested to invariably quote their respective folio number/s (for those holding shares in physical form) and their respective DP ID / Client ID number (for those holding shares in electronic/demat form) in any correspondence with the Company or Company's Registrar and Share Transfer Agent.
- 13) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 14) To facilitate Members to receive Notice and other documents required to be attached therewith electronically; and cast their vote electronically, the Company has made necessary arrangement for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to Company or their respective DP, are advised to provide their e-mail address to the Company by sending email to [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in), on or before 5:00 P.M. (IST) on Monday, the 21<sup>st</sup> day of April 2025 pursuant to which, any Member may receive on the e-mail address provided by the Member, the Notice, other documents required to be attached therewith, and the procedure for voting at the meeting.
- 15) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, either by show of hands or by use of e-voting system for all those Members who are present during the EGM through VC/OAVM. The results of e-voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorized in this regard. The results declared along with the report of the scrutinizer will be disseminated for the information of all concerned as per Companies Act, 2013.
- 16) The venue of the EGM would be deemed to be at the Corporate Office of the Company at 4<sup>th</sup> Floor, Amsri Eden Square, 9-1-87 & 9-1-119/1, St. Johns Road, Secunderabad - 500003, Telangana, India. For the convenience of the Members the Company is making necessary arrangements at the Corporate Office for participating in the EGM

through Electronic Mode [VC / OAVM]. The Registered Office of the Company is situated at 1-224/58, Rajeev Nagar, Nacharam, Hyderabad – 500076, Telangana.

- 17) All correspondence regarding shares of the Company and matters related thereto, should be addressed to the Company's Registrar and Transfer Agent ("RTA"), viz., Aarathi Consultants Private Limited, 1-2-285, Domalguda Hyderabad – 500029; Tel: 040-27638111; email: info@aarthicconsultants.com
- 18) Members, who have not updated their latest e-mail address in the records of the Company / Depository Participant, are requested to update the same.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**

The Company will provide Video Conferencing facility for the EGM. Members will be able to attend the EGM through VC / OAVM by using their remote login credentials. Physical attendance of the Shareholders at the Meeting venue is not required. The Company will intimate the login credentials 48 hours before the EGM by respective emails. The facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM. Members who need assistance before or during the EGM can contact the Company on 040-27808380 or at [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in).

Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending prior request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in) at any time before Saturday, the 19<sup>th</sup> day of April 2025 (5:00 P.M. IST).

Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM through VC/OAVM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The voting at the meeting may be either by show of hand or by poll conducted through VC / OAVM.

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

**ITEM NO. 1: TO APPROVE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company is making all possible endeavors to infuse fresh funding for its operational growth. The Banks and financial institutions are advising the Company to infuse fresh equity for crystallizing the sanctions. To meet the funding requirements of the Company and to enable the Company to issue further shares, it is proposed to reclassify the Authorized Share Capital and consequently amend the Capital Clause of Memorandum of Association of the Company.

As on date the Company's Authorized Share Capital is INR 830,00,00,000/- (Rupees Eight Hundred and Thirty Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of INR 10/- (Rupees Ten only) each and 73,00,00,000 (Seventy-Three Crore) Preference Shares of INR 10/- (Rupees Ten only) each. To make equity infusion into the Company, it is propose to reclassify the Authorized Share Capital into INR 830,00,00,000/- (Rupees Eight Hundred and Thirty Crore only) divided into 63,00,00,000 (Sixth Three Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 20,00,00,000 (Twenty Crore) Preference Shares of Rs.10/- (Rupees Ten only) each.

The Board of Directors of the Company at its meeting held on March 18, 2025 resolved, subject to approval of the Members of the Company, to amend the existing Capital Clause of the Memorandum of Association to”

*V. The authorized share capital of the Company is Rs. 830,00,00,000/- (Rupees Eight Hundred and Thirty Crore only) consisting of:*

- (i) Rs. 630,00,00,000 equity share capital divided into 63,00,00,000 (Sixth Three Crore) Equity Shares of Rs.10/- (Rupees Ten only) each; and*
- (ii) Rs.200,00,00,000 preference share capital divided into 20,00,00,000 (Twenty Crore) Preference Shares of Rs.10/- (Rupees Ten only) each*

The Board of Directors also recommended to omit clause 76 specified in “B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:” be omitted, as the clause is giving an interpretation that the Company may issue shares for acquisition of property or for services rendered to the Company.

Pursuant to provisions of Section 13 of Companies Act, 2013, amendment of Memorandum of Association requires approval of Members by way of Special Resolution. The approval of the Members is accordingly being sought by way of Special Resolution under Section 13 of the Companies Act, 2013.

The Copy of the Altered Memorandum of Association of the Company is available for inspection at the Registered and Corporate Office of the Company on all working days during Business Hours till the date of EGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 1 of the Notice.

The Board of Directors recommends the Special Resolutions set out in Item Nos. 1 of the accompanying Notice for approval by the Members.

**ITEM NO. 2: TO APPROVE ALTERATION AND ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

Certain shareholders of the Company entered into Amended and Restated Shareholders' Agreement (hereinafter 'Amended Agreement') dated July 09, 2024 and accordingly, subject to approval of shareholders of the Company at the Annual General Meeting held on September 30, 2024, the Articles of Association was altered to include the relevant clauses.

Subsequently, certain clauses pertaining to “Composition of Board” were modified vide “Letter in relation to certain matters relating to governance of the Company” dated July 30, 2024. Accordingly, the Board of Directors at its meeting held on March 18, 2025 subject to approval of the Members of the Company, accorded its approval to amend the existing Articles of Association to incorporate the above changes.

Thus, it is proposed to amend the existing Articles of Association of the Company to incorporate the relevant provisions stated in “Letter in relation to certain matters relating to governance of the Company” dated July 30, 2024 into the



Articles of Association and to adopt a new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

It is proposed that Articles of Association shall consist of two parts, viz., the first part shall confirm to the requirements as mandated for public limited Company under Companies Act, 2013 read with Schedules and Rules made thereunder, and shall exclude all investors rights (hereinafter referred to as "Part A") and the second part shall comprise of clauses pertaining to "Amended Shareholders Agreement" read with clauses as modified vide "Letter in relation to certain matters relating to governance of the Company" dated July 30, 2024 (hereinafter referred to as "Part B"), and in the event of any inconsistency between Part A and Part B, the provisions of Part B shall prevail over Part A. However, Part B will automatically terminate and will cease to have any force and effect on and from the date of termination of "Amended Shareholders Agreement" and amendments thereto, or any may be mutually agreed by the parties to the "Amended Shareholders Agreement" without any further action by the Company or by the Shareholders.

Further the Articles relating to Dematerialization of Shares are also included in Part A, in line with applicable provisions under Companies Act, 2013 and the Depositories Act, 1996.

A copy of the existing Articles of Association as well as amended and restated Articles of Association of the Company are available for inspection at the Registered and Corporate Office of the Company during working hours on any working day up to the date of EGM of the Company.

Pursuant to provisions of Section 5 and Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. The approval of the Members is accordingly being sought by way of Special Resolution under Section 5 and Section 14 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 2 of the Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 2 of the accompanying Notice for approval by the Members.

**ITEM NO. 3: TO REGULARIZE THE APPOINTMENT OF MR. BALA CHANDRAN SRINIVASAN AS AN INDEPENDENT DIRECTOR:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its Meeting held on November 18, 2024 appointed Mr. Bala Chandran Srinivasan (DIN: 01962996), as an Additional Director (in the capacity of Independent Director) of the Company, in terms of the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Bala Chandran Srinivasan holds office only up to the date of the next Annual General Meeting of the Company.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Bala Chandran Srinivasan being eligible, is proposed to be appointed as a Non-Executive Independent Director for five consecutive years with effect from November 16, 2024. The Company has received notice under Section 160 of the Act from a Member signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Bala Chandran Srinivasan. Further, he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In the opinion of the Board, Mr. Bala Chandran Srinivasan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and thereby eligible for appointment as an Independent Director.

The Company has also received all statutory disclosures / declarations from Mr. Bala Chandran Srinivasan including, (i) consent in writing to act as Director in Form DIR 2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Act, and (iii) a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 along with all other statutory disclosures and declarations.

The brief profile of Mr. Bala Chandran Srinivasan is as follows:

Mr. Bala Chandran Srinivasan has 35 years of experience in the Government and Corporate Sector including an overseas assignment. Among the key positions held by him in the past are: Additional Member (Budget), Ministry of Railways; Managing Director, Indian Railway Finance Corporation; Joint Director in the office of the Comptroller and Auditor General of India. Mr. Balachandran served as a Non-Executive Director of RailTel Corporation of India Limited, Pipavav Rail Corporation Limited, Karnataka Rail Infrastructure Development Corporation, Container Corporation of India Limited and Oil & Natural Gas Corporation Limited.

The necessary information/disclosure in compliance with Secretarial Standard issued by the Institute of Company Secretaries of India, as on the date of Notice is provided in the annexure to the Notice of AGM and also hosted on the website of the Company. A copy of the draft Letter of Appointment for Independent Directors is available for inspection till the date of EGM. The Independent Director shall be entitled to sitting fees as decided by the Board from time to time, pursuant to provisions of Companies Act, 2013.

Mr. Bala Chandran Srinivasan, being the appointee, is interested in the resolution set out at Item No. 3 of the Notice. Save and except Mr. Bala Chandran Srinivasan, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Bala Chandran Srinivasan as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 3 for the approval of Members.

**ITEM NO. 4: TO REGULARIZE THE APPOINTMENT OF MR. ANIRUDH AGARWALA (DIN: 07405798) AS A DIRECTOR OF THE COMPANY (NOMINEE OF M/S. LEGATUM VENTURES LIMITED, INVESTOR)**

As recommended by the Nomination and Remuneration Committee, and approval accorded by the Reserve Bank of India vide its letter dated February 03, 2025 the Board at its meeting held on March 18, 2025 appointed Mr. Anirudh Agarwala (DIN: 07405798) as Non-Executive Nominee Director of the Company (nominee of M/s. Legatum Ventures Limited, Investor), subject to the approval of the Members.

Mr. Anirudh Agarwala has been nominated by Legatum Ventures Limited (Investor) as its nominee on the Board of the Company pursuant to Articles of Association of the Company. The Board accorded its approval to the appointment of Mr. Anirudh Agarwala as Non-Executive Nominee Director of the Company, liable to retire by rotation, and to hold office up to the date of the ensuing General Meeting and is eligible to be appointed as Director of the Company.

The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Anirudh Agarwala has consented to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, Mr. Anirudh Agarwala is not related to any other Director or Key Managerial Personnel of the Company.

The Company has also received all statutory disclosures / declarations from Mr. Anirudh Agarwala including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, along with all other statutory disclosures and declarations.

Brief profile of Mr. Anirudh Agarwala is as follows:

Mr. Anirudh Agarwala is the Managing Partner of Touchstone Partners. He has extensive experience of working on some of the largest and high-profile M&A and private equity transactions in the Indian market. He has worked on a range of transactions including controlling acquisitions, minority investments, structured and hybrid investments, strategic joint ventures and management of investment disputes. He has also worked both on the buy side and the sell side across various sectors including, real estate & logistics, financial services, life sciences, technology and fintech, manufacturing, food and beverages and hospitality.

Mr. Anirudh Agarwala has built a strong reputation of being a trusted advisor to clients on complex matters, and helping clients find tailored solutions to legal challenges. According to the RSGI India Report, clients believe that "his advice and proactive thinking are helpful in negotiating the best possible value in deals." Prior to joining Touchstone Partners, Anirudh was a Partner at Trilegal.

The necessary information / disclosure in compliance with Secretarial Standard issued by the Institute of Company Secretaries of India, as on the date of Notice is provided in the annexure to the Notice of Annual General Meeting and also hosted on the website of the Company. As a Non-Executive Director (Nominee of Legatum Ventures Limited) he will be entitled to sitting fees as decided by Board from time to time, pursuant to provisions of the Companies Act, 2013. The Board of Directors is of view that the appointment of Mr. Anirudh Agarwala will be beneficial to the Company.

Mr. Anirudh Agarwala, being the appointee, is interested in the resolution set out in Item No. 4 of the Notice. Save and except Mr. Anirudh Agarwala, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, approval received from the Reserve Bank of India, considers the appointment of Mr. Anirudh Agarwala as Non-Executive

Nominee Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item No. 4 for approval of Members.

**ITEM NO. 5: TO REGULARIZE THE APPOINTMENT OF MR. VINAYAK KISHORE BURMAN (DIN: 10751268) AS A DIRECTOR OF THE COMPANY (NOMINEE OF MR M UDAIA KUMAR, SHAREHOLDER)**

As recommended by the Nomination and Remuneration Committee, and approval accorded by the Reserve Bank of India vide its letter dated February 03, 2025 the Board at its meeting held on March 18, 2025 appointed Mr. Vinayak Kishore Burman (DIN: 10751268) as Non-Executive Nominee Director of the Company (nominee of Mr. M Udaia Kumar, Shareholder), subject to the approval of the Members.

Mr. Vinayak Kishore Burman has been nominated by Mr. M Udaia Kumar, Shareholder, as its nominee on the Board of the Company pursuant to Articles of Association of the Company. The Board accorded its approval to the appointment of Mr. Vinayak Kishore Burman as Non-Executive Nominee Director of the Company, liable to retire by rotation, and to hold office up to the date of the ensuing General Meeting and is eligible to be appointed as Director of the Company.

The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Vinayak Kishore Burman has consented to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, Mr. Vinayak Kishore Burman is not related to any other Director or Key Managerial Personnel of the Company.

The Company has also received all statutory disclosures / declarations from Mr. Vinayak Kishore Burman including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, along with all other statutory disclosures and declarations.

Brief profile of Mr. Vinayak Kishore Burman is as follows:

With over twenty years of experience Mr. Vinayak Kishore Burman is a leading figure in the legal sphere and the Founder & Managing Partner of VERTICES PARTNERS. He consistently guides Venture Capital and Private Equity funds, founders, and companies through various investment rounds. He serves as the go-to counsel for founders and is celebrated as a non-lawyer lawyer.

His accolades include featuring in the "Top Lawyers under 40" by Thomson Reuters Asia Law Business in 2018 and 2019. Yahoo India had also profiled him as the "Top lawyers in India under the age of 40". He was featured in the Forbes India Legal Power list from 2020-2023, earning distinctions as one of the "Top Managing Partners and Top 100 Individual Lawyers". Mr. Vinayak Kishore Burman has been recognized by Times as one of the "Most Influential Personalities in 2021 for Excellence in being Founder Counsel for Private Equity & Venture Capital" in India. He has also been featured in India Business Law Journal's A-List of "India's top lawyers" for 4 consecutive years in 2020-2023 and recognized by Chambers and Partners APAC Rankings for his prowess in Venture Capital - India in 2021-2023.

The necessary information / disclosure in compliance with Secretarial Standard issued by the Institute of Company Secretaries of India, as on the date of Notice is provided in the annexure to the Notice of Annual General Meeting and also hosted on the website of the Company. As a Non-Executive Director (Nominee of Mr. M Udaia Kumar) he will be entitled to sitting fees as decided by the Board from time to time, pursuant to the provisions of the Companies Act, 2013. The Board of Directors is of view that the appointment of Mr. Vinayak Kishore Burman will be beneficial to the Company.

Mr. Vinayak Kishore Burman, being the appointee, is interested in the resolution set out at Item No. 5 of the Notice. Save and except Mr. Vinayak Kishore Burman, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, approval received from the Reserve Bank of India, considers the appointment of Mr. Vinayak Kishore Burman as Non-Executive Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item No. 5 for approval of Members.

**ITEM NO. 6: APPROVAL OF THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

The shareholders of the Company at the Annual General Meeting held on September 30, 2024 authorized the Board and accorded their consent to borrow money, through issue of securities or instruments, inter alia, debentures, not exceeding INR 5000 Crore at any point in time.

In order to meet the funding requirements, the Company is proposing to issue and allot, from time to time, secured Non-Convertible Debentures (NCDs) on private placement basis, in one or more tranches, to eligible investors in

accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), relevant provisions of the Reserve Bank of India (RBI) Directions, Rules and Regulations up to an amount not exceeding INR 200 Crore. The NCDs may be issued at par or at a premium and on such other terms and conditions as the Board or the Committee may determine. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as follows:

The particulars of the offer including the date of passing the Board resolution	Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs.200 Crore, in one or more tranches, had been passed by the Board in its meeting held on March 18, 2025. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.
Kinds of securities offered and price at which security is being offered	Secured unlisted Non-Convertible Debentures. Issue Price of Non-Convertible Debentures (NCDs) shall be determined at the time of issue of respective series/ tranche of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of non-convertible debentures in general.
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Not applicable.
Name and address of valuer who performed Valuation	Not applicable.
Amount which the company intends to raise by way of such securities	Amount aggregating up to INR 200 Crore (Rupees Two Hundred Crore only) in one or more tranches.
Material terms of raising such securities	The Board or the Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.
Proposed time schedule	Non-Convertible Debentures to be issued within 60 days of approval of Board.
Purpose or objects of offer	The proceeds of the Issuance will be utilized for the following purposes: <ul style="list-style-type: none"> <li>• For onward lending business of the Borrower</li> <li>• Transaction related expenses</li> <li>• General corporate purposes</li> </ul> No part of the proceeds shall be utilized directly/indirectly towards capital markets (equity), land acquisition or usages that are restricted for bank financing.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable.
Principle terms of assets charged as securities	The Board or the Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution

	shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.
--	---

The Special Resolution set out herein shall remain in force for the period of one year from the date of passing of the same.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives, are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 6 of the Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 6 of the accompanying Notice for approval by the Members.

Place: Hyderabad  
Date: March 18, 2024

By Order of the Board  
For Share Microfin Limited

Koti Venkat Rao  
Managing Director  
(DIN: 08245503)

### Annexure I

Details of Directors seeking appointment / reappointment and/or fixation of remuneration of Directors at the Annual General Meeting [Pursuant to Secretarial Standards 2 on General Meetings]

Name of the Director	Mr. Bala Chandran Srinivasan	Mr. Anirudh Agarwala	Mr. Vinayak Kishore Burman
DIN	01962996	07405798	10751268
Date of birth / age	27/08/1946 / 78 years	03/07/1987 / 37 Years	26/04/1984 / 43 years
Father's name	Srinivasan Vaidyanathan	Sanjay Kumar Agarwala	Debashish Burman
Qualification	M. Sc. Chemistry	B.A. L.L.B	B.A. L.L.B (Hons)
Experience and Expertise in a specific functional area	<p>He is a former member of the Central Civil Services (Group A, IRAS)</p> <p>He has 35 years of experience in the Government and Corporate Sector including an overseas assignment. Among the key positions held by him in the past are: Additional Member, Ministry of Railways; Joint Director in the office of the Comptroller and Auditor General of India.</p> <p>Mr. Bala Chandran served as Managing Director of Indian Railway Finance Corporation and was Nominee Director on the Board of RailTel Corporation of India Limited, Pipavav Rail Corporation Limited, Karnataka Rail Infrastructure Development Enterprise.</p> <p>Mr. Bala Chandran served as a Non-Executive Director on the Boards of Container Corporation of India Limited, Oil &amp; Natural Gas Corporation Limited, Dredging Corporation of India Limited, United Stock Exchange of India Limited, Bharat Financial Inclusion Limited, PTC India Limited, PTC Energy Limited, SPARR Infratech Private Limited, and Envent Digital Technologies Private Limited.</p> <p>He participated in major capital expenditure decisions in the Railway Sector, Logistics, Oil Exploration and Production, Petrochemicals, Port Development and Power Sector development</p>	<p>Extensive experience of working on some of the largest and high-profile M&amp;A and private equity transactions in the Indian market. He has worked on a range of transactions including controlling acquisitions, minority investments, structured and hybrid investments, strategic joint ventures and management of investment disputes. He has also worked both on the buy side and the sell side across various sectors including, real estate &amp; logistics, financial services, life sciences, technology and fintech, manufacturing, food and beverages and hospitality.</p> <ul style="list-style-type: none"> <li>• He has been involved in several transactions in the banking and financial sector over his 14 years' experience.</li> <li>• A few of the transactions where he was lead legal advisor include: <ul style="list-style-type: none"> <li>- Blackstones' acquisition of ASK investment Managers</li> <li>- Blackstones acquisition of and exit from International Asset Reconstruction Co. Ltd., an RBI registered ARC Private Equity's</li> <li>- Barings Investment in SK Finance, an RBI registered NBFC.</li> </ul> </li> </ul>	<p>With over twenty years of experience Mr. Vinayak Kishore Burman is a leading figure in the legal sphere and the Founder &amp; Managing Partner of VERTICES PARTNERS. He consistently guides Venture Capital and Private Equity funds, founders, and companies through various investment rounds. He serves as the go-to counsel for founders and is celebrated as a non-lawyer lawyer.</p> <p>His accolades include featuring in the "Top Lawyers under 40" by Thomson Reuters Asia Law Business in 2018 and 2019. Yahoo India had also profiled him as the "Top lawyers in India under the age of 40". He was featured in the Forbes India Legal Power list from 2020-2023, earning distinctions as one of the "Top Managing Partners and Top 100 Individual Lawyers". Mr. Vinayak Kishore Burman has been recognized by Times as one of the "Most Influential Personalities in 2021 for Excellence in being Founder Counsel for Private Equity &amp; Venture Capital" in India. He has also been featured in India Business Law Journal's A-List of "India's top lawyers" for 4 consecutive years in 2020-2023 and recognized by Chambers and Partners APAC Rankings for his prowess in Venture Capital - India in 2021-2023.</p>

	<p>Projects at the Corporate Board level.</p> <p>He has hands on experience in the field of Revenue and Capital Budgeting, both in Government and Corporate Sector. As member of Railway team, in coordination with Department of Economic Affairs, he negotiated and secured project loans from Kfw, Germany (Soft Loan), Asian Development Bank (ADB) and World Bank.</p> <p>As a member of finance team, negotiated with BNP Paribas and the Dutch Insurance Agency for ECA backed loan of EURO 120 million for the Dredging Corporation of India Limited.</p> <p>He was instrumental in raising USD 300 million ECB syndicated by three nationalized banks lead by Bank of Baroda for petrochemical project for ONGC Petro Additions Limited.</p>		
Terms & Conditions of Appointment	Independent Director	Non-Executive Director	Non-Executive Director
Details of remuneration sought to be paid, and the remuneration last drawn by such person, if applicable	Sitting Fees	Sitting Fees	Sitting Fees
Date of the first appointment on the Board	November 18, 2024	March 18, 2025	March 18, 2025
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No	No	No
Number of Meetings of the Board of Directors attended during the year	Two	Not Applicable	Not Applicable
Directorship in other Companies	Nil	Nil	Zone Lifestyle Private Limited
Membership / Chairmanship of the committees of other Companies	Nil	Nil	Nil

(consists of membership / chairmanship of Audit Committee, Nomination and Remuneration Committee and, Stakeholders' Relationship Committee)			
---	--	--	--

Place: Hyderabad  
Date: March 18, 2025

By Order of the Board  
For Share Microfin Limited

Koti Venkat Rao  
Managing Director  
(DIN: 08245503)



**SHARE MICROFIN LIMITED**

Registered Office: 1-224/58, Rajeev Nagar, Nacharam, Hyderabad – 500076, Telangana  
 Corporate Office: 4th Floor, Amsri Eden Square, 9-1-87 & 9-1-119/1, St. Johns Road,  
 Secunderabad - 500003, Telangana, India  
 Website: <http://www.sharemicrofin.com>; Email Address: [secretarial@sharemicrofin.in](mailto:secretarial@sharemicrofin.in).  
 Contact No. 040-27808380; Fax No. 040-27781225  
 CIN: U65910TG1999PLC031548

**For e-voting by Members participating through Video Conferencing at the Extraordinary General Meeting of the Company held on Tuesday, the 22<sup>nd</sup> day of April, 2025 at 11:00 AM (IST)**

**Ballot Form**

*[Pursuant to Ministry of Corporate Affairs General Circular 20/2020 dated 05th May, 2020, the General Circular No.: 02/2022 dated May 05,2022, General Circular No. 10/2022 dated December 28,2022, and General Circular No. 09/2023 dated September 25, 2023]*

Name of the member(s): \_\_\_\_\_ Email Id: \_\_\_\_\_  
 Registered Address: \_\_\_\_\_  
 Folio NO./Client ID\* \_\_\_\_\_ DP ID\*: \_\_\_\_\_

No. of Equity Shares held as on \_\_\_\_\_:

I/We here by exercise my/our vote in respect of the Resolutions to be passed as stated in the notice of Extraordinary General Meeting of the Company dated April 22, 2025, by Assent (For) or Dissent (Against) to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

S. No.	Resolution(s)	For	Against
1)	To approve reclassification of Authorised Share Capital & consequent amendment to the Memorandum of Association of the Company		
2)	To approve alteration and adoption of restated Articles of Association of the Company		
3)	To Regularize the appointment of Mr. Bala Chandran Srinivasan (DIN: 01962996) as an Independent Director		
4)	To Regularize the appointment of Mr. Anirudh Agarwala (DIN: 07405798) as a Director of the Company (Nominee of M/s. Legatum Ventures Limited, Investor)		
5)	To regularize the appointment of Mr. Vinayak Kishore Burman (DIN: 10751268) as a Director of the Company (Nominee of Mr. M Udaia Kumar, Shareholder)		
6)	Approval of the issue of Non-Convertible Debentures on Private Placement Basis		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
 Signature of shareholder