NOTICE

NOTICE is hereby given that the 22nd Extraordinary General Meeting ('EGM') of the Members of Svatantra Micro Housing Finance Corporation Limited will be held on Tuesday, the 24th day of November 2026 at 04.00 p.m. at the Registered Office of the Company at Office No. 5 & 6, 11th Floor, E Wing, Times Square, Marol, Andheri-Kurla Road, Andheri (East), Mumbai – 400059 either in person or through Video conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions if any of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and approval of the Board at its Meeting held on November 02, 2026, approval of the members be and is hereby accorded to adopt the Amended and Restated Articles of Association of the Company by amending the existing Articles of Association of the Company which includes therein an entrenchment provision, to incorporate the relevant provisions of the Waiver Cum Amendment Agreement dated August 13, 2026 to the Shareholders' Agreement dated March 4, 2024, as amended pursuant to the Letter Agreement dated October 29, 2024 amongst Svatantra Microfin Limited *(Formerly known as Svatantra Microfin Private Limited)*, Ananyashree Birla, Antimatter Media Private Limited, Violicina Limited, Multiples Private Equity Fund III, Multiples Private Equity Fund IV and Multiples Private Equity Gift Fund IV;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem fit, necessary, essential, desirable, expedient, incidental and/or consequential to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard; and

RESOLVED FURTHER THAT the certified copy of this resolution be furnished to such persons as may be concerned or interested in this regard under the signatures of any Director or the Company Secretary of the Company."

2. <u>TO APPOINT MR. NATARAJAN GIRIJA SHANKAR (DIN: 07960781) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:</u>

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable, read with Schedule IV of the Act, Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and any other applicable guidelines, rules, regulations and circulars issued by the Reserve Bank of India, each as amended ("RBI Directions") and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Natarajan Girija Shankar (DIN: 07960781) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from August 1, 2026 and who holds office up to the date of next Annual General Meeting in terms of Sec 161 of the Act and who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Act and who has signified his consent in writing to act as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and rules made thereunder and Fit and Proper Declaration and Undertaking under the RBI Directions and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, 2013, proposing his candidature for the office of Non-Executive, Independent Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 3 (three) consecutive years, i.e., from August 1, 2026, up to July 31, 2029 and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197(5), and other applicable provisions of the Act and the Rules made thereunder, Mr. Natarajan Girija Shankar (DIN: 07960781) shall be entitled to receive the fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act, as recommended by the Nomination and Remuneration Committee at its meeting held on August 1, 2026 and approved by the Board of Directors at its meeting held on August 1, 2026; and

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

Place: Mumbai
Date: November 02 , 2026

For and on behalf of the Board of Svatantra Micro Housing Finance Corporation Ltd.

Regd. Office:
Office No. 5 & 6, 11th Floor, E Wing,
Times Square, Andheri-Kurla Road,
Marol, Andheri (E),
Mumbai – 400059

Sd/-
Tasneem Rangwala
Company Secretary
(Membership No.: A34613)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

3. The information required to be provided under the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed and the related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business are annexed hereto.

4. All the documents relevant to the resolutions specified in the Notice and which are referred to in the Explanatory Statement are available for inspection by the shareholders of the Company at the Registered Office of the Company on all working days during business hours and also at the place of the meeting on the meeting day.

5. The Members are requested to:

   (a) Intimate to the Company changes, if any, in their Registered Addresses, if any, at an early date.
   (b) Quote Ledger Folio numbers in all the correspondence.

6. In pursuance of Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the EGM.

7. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

8. A proxy form along with an Attendance Slip is annexed to the Notice.

9. Members are requested to bring their copy of the Notice at the EGM.

10. The route map to the venue of the EGM as per the requirement of Secretarial Standard - 2 is attached for the perusal of the Members.

11. Members/Proxies are requested to bring in a duly filled Attendance Slip attached herewith to attend the Meeting.

12. The members have the option to participate in the Meeting either in person or through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Secretarial Department of the Company at its Registered Office.

14. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 3/2025 dated 22nd September 2025 has permitted the holding of the "EGM" through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, MCA Circulars, the EGM of the Company is being held in a hybrid mode either in-person or through VC / OAVM.

15. In compliance with applicable provisions of the Act read with the MCA Circulars, the EGM of the Company is being conducted through VC/OAVM. Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the registered office of company which shall be the deemed venue of the EGM.

16. The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. **EGM through VC/OAVM:** Members will be provided with a facility to attend the EGM through video conferencing platform, if required. Members can join the EGM, 15 minutes before the scheduled time of commencement of the EGM.

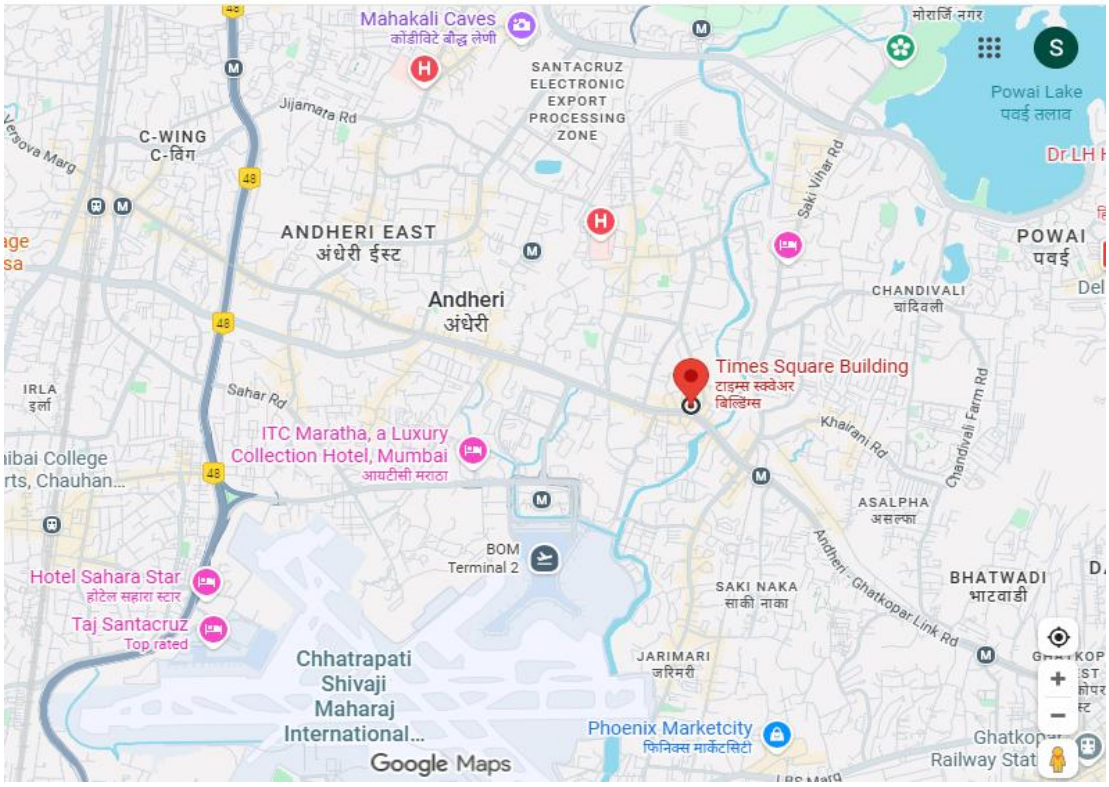
18. Instructions for Members for Attending the EGM through VC/OAVM are as under:

a. Attending the EGM: Members will be provided with a facility to attend the EGM through the Video Conferencing platform and weblink for joining the EGM will be shared separately, if required.

b. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience.

c. Members who need assistance before or during the EGM may contact the Company Secretary by sending email request at tasneem.mandsorwala@svatantramhfc.com / khushboo.gupta@svatantramhfc.com.

ROUTE MAP TO THE VENUE (REGISTERED OFFICE)



ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

Item no. 1:

The members of the Company are hereby informed that the Svatantra Microfin Limited ('SML') *(Formerly known as Svatantra Microfin Private Limited),* Ananyashree Birla, Antimatter Media Private Limited, Violicina Limited, Multiples Private Equity Fund III, Multiples Private Equity Fund IV and Multiples Private Equity Gift Fund IV had entered into Waiver Cum Amendment Agreement dated August 13, 2026, to amend the Shareholders' Agreement ('SHA') dated March 04, 2024.

To implement the relevant provisions of the SHA as an entrenchment provision of the Company's Articles of Association ("AOA"), it is proposed that the AOA be amended accordingly to incorporate these provisions. The copy of the amended/entrenched Articles of Association is annexed herewith as Annexure A.

Further, the Board of Directors at their meeting held on November 02, 2026, has approved the Amended and Restated Articles of Association of the Company and has recommended the same for members approval at ensuing EGM.

Pursuant to Section 5 and 14 of the Companies Act, 2013, (and rules made thereunder), the amendment of Articles of Association require unanimous approval of the members. Accordingly, this resolution has been placed before the members for approval.

The draft of the existing AOA as well as Amended and restated AOA of the Company is available for inspection by the Members of the Company at the Registered Office of the Company on all working days during normal business hours.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board of Directors recommend the resolution as set out in Item No. 1 of the accompanying notice for approval of the members by way of Special Resolution.

Item No. 2:

The Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee at its meeting held on August 01, 2026, approved the appointment of Mr. Natarajan Girija Shankar (DIN: 07960781) as an Additional Director (Non-Executive, Independent) subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from August 1, 2026, up to July 31, 2029.

The Company has received a Notice under Section 160 of the Act from him proposing his candidature to the office of Independent Director of the Company.

Brief Profile of Mr. Natarajan Girija Shankar (N G Shankar) (DIN: 07960781) is as follows:

Mr. N G Shankar has an overall experience of more than 40 years in diverse industry sectors and professional practice. With specialization in organizational governance, risk management, internal audit and finance, Mr. N G Shankar advises clients in related areas and conducts training programs for directors and internal auditors.

Mr. N G Shankar has had initial exposure in accounting, treasury, and corporate finance for about fourteen years before he took up a specialized role as Head of Internal Audit at ABB Limited, New Delhi. He retired as Group Executive President- Corporate Audit at the Aditya Birla Group (ABG), now a $65 billion Indian multinational conglomerate, where he led internal audit for sixteen years for a majority of ABG's businesses including metals, carbon black, cement, retail, and telecommunications. His overall industry exposure includes chemicals, oils, pharmaceuticals, electrical engineering, retail, mining and BPO. He has travelled to more than 25 countries across West and South Asia, Europe, Americas, Africa and Australia.

A Chartered Accountant and a Certified Internal Auditor, Mr. N G Shankar has been trained as a performance coach. He has served as a director on the Board of the Global Institute of Internal Auditors (IIA) for two years and as a member of the Global IIA Audit Committee. He has also served in various IIA International Committees for more than 18 years until 2022. He authored a book titled "A Handbook on Internal Audit" as a guidance to corporate directors and executive management, published by the Institute of Directors, India.

The Company has received requisite declarations and disclosures from Mr. N G Shankar confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder. Mr. N G Shankar satisfies all the conditions of the fit and proper criteria prescribed under the RBI (Non-Banking Financial Company – Governance)

Directions, 2025, for being eligible for his appointment as Independent Director of the Company and has given his consent to act as Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 ("Act"), and other applicable law in force, and is not debarred from holding the office of Director of the Company by virtue of any order of the Ministry of Corporate Affairs or any other court or tribunal under applicable law. He has also intimated his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals under sub-section (1) of Section 184 of the Act.

Mr. N G Shankar has submitted a Declaration under Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirmed his compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, there is no inter se relationship between him and any other member of the Board and Key Managerial Personnel of the Company.

Details of Mr. N G Shankar in terms of the Secretarial Standard on the General Meetings ("SS-2") issued by the Institute of Company Secretaries of India has been provided in the Annexure attached to this notice.

The copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members at the Registered office of the Company during the working hours on any working days.

None of the directors of the Company or their relatives, key managerial personnel and members of the senior management of the Company or their relatives (as defined in the Companies Act), except Mr. Natarajan Girija Shankar (DIN: 07960781) is in any way concerned or interested (financially or otherwise), in the proposed resolutions set out at Item No. 2 of the accompanying Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolutions as set out at Item No. 2 of the accompanying for approval of the members of the Company by way of Special Resolution.

Place: Mumbai
Date: November 02 , 2026

For and on behalf of the Board of
Svatantra Micro Housing Finance Corporation Ltd.

Regd. Office:
Office No. 5 & 6, 11th Floor, E Wing,
Times Square, Andheri-Kurla Road,
Marol, Andheri (E),
Mumbai – 400059

Sd/-
Tasneem Rangwala
Company Secretary
(Membership No.: A34613)

Annexure

The brief profile of the Directors, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), is given below:

Name	Mr. Natarajan Girija Shankar (N G Shankar)
DIN	(DIN: 07960781)
Date of Birth	04/05/1957
Age	69 years
Qualifications	1. Graduated in Economics from Loyola College, University of Madras 2. Fellow Member of The Institute of Chartered Accountants of India 3. Certified Internal Auditor (CIA) awarded by The Institute of Internal Auditors, USA. 4. Qualification in Internal Audit Leadership (QIAL) awarded by The Institute of Internal Auditors, USA.
Experience	Mr. N G Shankar is a thought leader with an overall experience of more than 40 years in diverse industry sectors and professional practice. With specialization in organizational governance, risk management, internal audit and finance, Mr. N G Shankar advises clients in related areas and conducts training programs for directors and internal auditors. The detailed profile is covered in Item no. 2 of Explanatory Statement.
Terms and Conditions of appointment ~~or re-appointment~~	Appointed as an Independent Director for a term of three consecutive years w.e.f. August 01, 2026
Details of remuneration sought to be paid and Remuneration last drawn by such person, if applicable	Entitled for sitting fees for attending Meetings of Board & Committees
Date of first appointment on the Board	August 01, 2026
Shareholding (%) in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the Financial Year 2026-27	1
Directorship in other Companies	1. Svatantra Microfin Limited (Formerly known as Svatantra Microfin Private Limited) 2. Saroja Sustainable Solutions Private Limited

Membership / Chairmanship of Committees of other public limited companies.	**Svatantra Microfin Limited** *(Formerly known as Svatantra Microfin Private Limited)* • Audit Committee - Chairperson • IT Strategy Committee – Chairperson • Nomination and Remuneration Committee- Member • Risk Management Committee- Member