S.M.I.L.E. MICROFINANCE LIMITED

NOTICE OF TWENTY-NINTH (29TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-NINTH (29TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF S.M.I.L.E. MICROFINANCE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, AUGUST 16, 2024, AT 04:30 P.M. IST AT REGISTERED OFFICE OF THE COMPANY AT 8TH FLOOR NO 2, SOUTH TOWER KRM PLAZA, HARRINGTON ROAD, CHETPET, CHENNAI, EGMORE NUNGAMBAKKAM, TAMIL NADU- 600031 INDIA (DEEMED VENUE), THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended 31st March 2024, along with the schedules and notes to accounts annexed thereto and together with the reports of directors and auditors thereon:**

*"**RESOLVED THAT** Audited Financial Statements including Balance sheet, statement of Profit & Loss and Cash Flow Statement for the financial Year ended 31st March 2024, along with schedules and Notes to the Accounts annexed thereto forming an integral part of the accounts and any explanatory notes annexed thereto together with the reports of the Board of Directors and Auditors report thereon, be and are hereby received, considered and adopted."*

2. **To re-appoint Mr. J Bradley Swanson (DIN: 02872123), as a director, who retires by rotation and being eligible offers himself for re-appointment:**

*"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. J Bradley Swanson (DIN: 02872123) who retires by rotation and being eligible offers himself for reappointment be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation."*

SPECIAL BUSINESS:

3. **To fix remuneration of Mr. V. T. Prabakaran, Chief Financial Officer and Managing Director of the Company:**

*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 the Sections 197, 198 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act) including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members be and is hereby accorded for payment of Rs. 2,89,190/- per month (Rupees Two Lakhs Eighty-Nine Thousand One Hundred and Ninety only) as remuneration to Mr. V.T. Prabakaran (PAN: AKOPP2826M), Chief Financial Officer and Managing Director of the Company during the said period for his role in successfully executing the company's plans.*

***RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, for the purpose of giving effect to this resolution."*

4. **To consider and approve the Voluntary Winding Up of the Company:**

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

*"**RESOLVED THAT** pursuant to Section 59 and other applicable provisions of the Insolvency Bankruptcy Code, 2016 **('Code')** read with applicable provisions of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process Regulations, 2017 **('Voluntary Liquidation Regulations')** (including any statutory modification or re-enactment thereof for the time being in force), and the provisions of the Companies Act 2013, as may be applicable, the consent of the members be and hereby accorded for:*

A. *In terms of Section 59(5) of the Code read with Regulation 3 of the Voluntary Liquidation Regulations, liquidation proceedings shall be deemed to have commenced from the date of passing of the resolution by the members in the general meeting (herein referred to as **"Liquidation Commencement Date").***

B. *In terms of Regulation 4 of the Voluntary Liquidation Regulations and as per this resolution of the Company, from the Liquidation Commencement the Company shall cease to carry on its business except as far as required for the beneficial winding up of its business. However, the Company shall continue to exist until it is dissolved under Section 59(8) of the Code."*

5. <u>To consider and approve the Appointment of Liquidator:</u>

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

***"RESOLVED THAT** the consent of the members of the Company be and are hereby accorded to appoint Mr. Anil Khicha, Insolvency Professional, holding registration no. IBBI/IPA-001/IP- P00422/2017-18/ 10745, as a Liquidator of the Company in terms of Section 59(3)(c)(ii) of the Code and Regulation 6 of the Voluntary Liquidation Regulations, who has also given his consent to act as the liquidator of the company for the purpose of the undertaking voluntary liquidation of the Company.*

***RESOLVED FURTHER THAT** the Liquidator's appointment letter including remuneration details were placed before the Board and initialled by the chairman of the meeting for the purposes of identification be and is hereby approved, subject to the clarification that the definition of liquidation period ending and reference of budget.*

***RESOLVED FURTHER THAT** pursuant to Section 35 and Section 37 of the Code which applies to liquidation proceedings with such modifications as may be necessary in terms of Section 59(3) and other applicable provisions of the Code, read with Voluntary Liquidation Regulations and other applicable provisions, if any, the Liquidator shall, inter-alia, exercise the following powers:*

a. *To ensure that all the resolutions relating to the voluntary liquidation of the Company passed by the Board of Directors in its meeting are complied with, in substance and spirit, including but not limited to making a public announcement in newspapers for appointment of the liquidator, verification of stakeholders ' claims.*

b. *To institute or defend suits, prosecution or other legal proceedings, civil or criminal in the name of and on behalf of the Company;*

c. *To carry on the business of the Company so far as may be necessary for the benefit of the liquidation of the Company;*

d. *To appoint any professional /service provider to assist him in the discharge of his duties and also fix the remuneration of such professional;*

e. *To appoint such other professional or to continue with the appointment of the existing statutory auditor of the Company as may be required till the dissolution of the Company;*

f. *To discharge all powers, functions, and duties as required under Section 35 of the Code read with the Voluntary Liquidation Regulations or any other applicable provisions;*

g. *To make further adequate provisions for any liability arising out of pending litigations of the company, inter-alia including opening and maintaining a separate bank account and distributing the surplus to the shareholders of the Company;*

h. *The Liquidator will change the name of the existing bank accounts to "S.M.I.L.E. Microfinance Limited- In voluntary liquidation" or such other name as may be appropriate, and the below-mentioned existing bank accounts of the Company, will continue to be operated, for receiving income and all receipts due to the Company and for making payments as far as required for the beneficial winding up of its business. The Liquidator may allow the continuation of the existing authorized signatories of the respective bank accounts, for operating the existing bank* *accounts or change to such other persons as the Liquidator / appropriate body may deem fit and mandate the banks from time to time;*

Sr. No	Bank Account	Bank Name
1.	Current A/c No.10046421137	IDFC First Bank Ltd
2.	FD A/c No. 10185793355	IDFC First Bank Ltd
3.	FD A/c No. 10177239861	IDFC First Bank Ltd
4.	Current A/c No. 89230200000034	Bank of Baroda
5.	Dividend Payment A/c No. 001105025444	ICICI Bank
6.	Dividend Payment A/c No. 000905036197	ICICI Bank

i. *The Liquidator will, do all such things as may be necessary in the interest of the stakeholders including but not limited to obtaining any consultation from the Board of Directors of the Company and to dissolve the Company at the earliest opportunity notwithstanding the pending proceedings or assessments before statutory authorities and pending litigations against the Company."*

By Order of the Board
S.M.I.L.E. Microfinance Limited

Vee Thangavelu Prabakaran
Managing Director & CFO
DIN: 10106320
Address: Villa 154, 1st Floor VGN Platina,
Thirverkadu Road, Ayappakk am
Poonamallee, Tamil Nadu- 600077, India

Date: July 25, 2024
Place: Chennai, India

Explanatory Statement pursuant to section 102 of the Companies Act, 2013, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (ICSI):

ITEM NO. 3:

To fix remuneration of Mr. V. T. Prabakaran, Chief Financial Officer and Managing Director of the Company

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 3 accompanying the notice and shall be taken as forming part of the notice.

The Board of Directors have approved the remuneration of Mr. V T Prabakaran (PAN: AKOPP2826M), Chief Financial Officer (CFO) and Managing Director (MD) of the Company.

{Remuneration of Rs. 2,89,190 per month}

The aggregate of the remuneration as aforesaid is exceeds the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act, as amended and as in force from time to time.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution except Mr. V T Prabakaran, CFO & MD of the Company.

The Board of Directors recommends the approval of members by way of a Special Resolution for the agenda set out at No. 3 of the Notice.

ITEM NO. 4:

To consider and approve the Voluntary Winding Up of the Company:

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 4 accompanying the notice and shall be taken as forming part of the notice.

This is to inform that the company was formerly registered as Non- Banking Financial Company (**"NBC")** with the Reserve Bank of India **(" RBI")** and engaged in the business of the offering loans under the joint liability group model, to women from low-income households, vide the Business Transfer Agreement dated February 22, 2022, the Company sold its entire microfinance business as a going concern, on a "slump sale" basis as defined in Section 2(42C) read with Explanation 1 to Section 2(19AA) of the Income Tax Act, 1961, to Northern Arc Capital Limited.

Thereafter, the Company has not carried on any business. Further, the Company does not intend to initiate any new business operations. Consequently, the Company applied to the RBI for voluntary surrender of NBFC-MFI Certificate of Registration bearing No. B-07.00537 and obtained the cancellation order dated January 05, 2024. Post the cessation of business activities and the absence of any future business prospectus, the Board of Directors, after due consideration of the applicable legal provisions, resolved to voluntarily liquidate the Company under Section 59 of the Insolvency and Bankruptcy Code, 2016 **('Code').**

In the meeting of board of directors held on July 24, 2024, passed unanimously the proposal for voluntary liquidation of the company. Further, the Board of Directors has made a full enquiry into the affairs of the Company including any liability arising out of pending litigations and has formed an opinion that the Company has no debts. For, any claims arising out of the pending litigations or statutory authorities are contingent in nature. The Company has made sufficient provision to meet the obligations arising on account of pending proceedings or assessments before statutory authorities, and pending litigations and legal costs with respect to counsels handling the pending matters in respect of the Company, and the Company has made sufficient provisions for the preservation of its records after its dissolution, in compliance with Regulation 3(1)(a) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

Pursuant to the provisions of the Code and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 **('Voluntary Liquidation Regulations')** the approval of the shareholders by a Special

Resolution is requisite. Therefore, the said resolution is proposed to be passed at a meeting of the Company's Shareholders to be held on Friday, August 16, 2024.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, save and except to the extent of their direct or indirect shareholding in the Company.

The Board of Directors recommends the approval of members by way of a Special Resolution for the agenda set out at Item No. 4 of the Notice.

ITEM NO. 5:

To consider and approve the Appointment of Liquidator:

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 5 accompanying the notice and shall be taken as forming part of the notice.

This is to inform that company has **voluntarily** surrender the NBFC-MFI Certificate and **received** the cancellation order dated January 05, 2024. Thereafter, for the purpose of voluntary liquidation of the Company, as per the applicable provisions of the Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 **('Voluntary Liquidation Regulations')** framed thereunder, the Board proposes the appointment of Mr. Anil Khicha, an Insolvency Professional holding registration number IBBI/IPA-001/IP-P00233/2017-2018/10462 as the Liquidator.

Also, Mr. Anil Khicha being eligible has expressed his consent to be appointed as the Liquidator of Company vide a letter.

Further, pursuant to the provisions of the Code and Voluntary Liquidation Regulations read with relevant provisions of the Companies Act, 2013, the appointment of Liquidator necessitates the approval of the shareholders by a Special Resolution. Hence, the said resolution is proposed to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, nor their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, save and except to the extent of their shareholding in the Company.

The Board of Directors recommends the approval of members by way of a Special Resolution for the agenda set out at Item No. 5 of the Notice.

By Order of the Board
S.M.I.L.E. Microfinance Limited

Vee Thangavelu Prabakaran
Managing Director & CFO
DIN: 10106320
Address: Villa 154, 1st Floor VGN Platina,
Thirverkadu Road, Ayappakk am
Poonamallee, Tamil Nadu- 600077, India

Date: July 25, 2024
Place: Chennai, India

NOTES:

1. Pursuant to the Ministry of Corporate Affairs' 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.02/2021 dated January 13, 2021, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'Circulars'), Companies are allowed to hold AGM through VC/ OAVM. has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto.

2. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids 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 of the 29th AGM of the Company inter alia indicating the process and manner of e-voting has also been hosted on the website of the Company www.sfltd.in and on the website of CDSL at www.evotingindia.com.

3. Explanatory statements as required under Section 102 of the Companies Act, 2013 with respect to Item No. 3, 4 and 5 specified above are annexed hereto.

4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies in order to be effective must be deposited at the registered office of the company, duly completed and signed not less than 48 (forty-eight) hours before the annual general meeting. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.

5. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e., Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

6. The attendance of the Shareholders attending the AGM through both in Physical and VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Shareholders, seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before August 10, 2024 through email to so@sfltd.in or cfo@sfltd.in. The same will be replied by/on behalf of the Company suitably.

8. The Register of Members, Directors, Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.

9. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number on all correspondences with the Company. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, mandate,

nomination, power of attorney, change of address, etc., to their respective Depository Participant (DP). Members holding shares in physical mode are requested to intimate the same to Registrar & Share Transfer Agents of the Company (RTA) M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, and Chennai-600 002.

10. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, as amended, and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 28, 2022 and September 25, 2023 the Company is pleased to provide e- voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The Company has appointed Mr. V Esaki, V Esaki & Associates, Practicing Company Secretary [ACS 30353, COP No. 11022] to act as the Scrutinizer, for conducting scrutiny of the votes cast.

Notice convening the 29th Annual General Meeting is also available on the CDSL's website: www.cdslindia.com.

The e-voting facility is available at the link: www.evotingindia.com.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
August 13, 2024, Tuesday, at 09:00 A.M. (IST)	August 15, 2024, Thursday, at 05:00 P.M. (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, August 09, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. A person who is not a member of the Company as on cut-off date should treat the Notice for information purpose only.

Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who had not cast their vote prior and are otherwise not barred from doing so, shall be eligible to vote through poll during the AGM. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote through poll during the AGM.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Tuesday, August 13, 2024 at 09:00 A.M. (IST) and ends on Thursday, August 15, 2024 at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Friday, August 09, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4) 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the

	home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; so@sfltd.in or cfo@sfltd.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

General Instructions

1. The remote e-voting shall not be allowed beyond the abovementioned date and time.

2. Once the vote on the resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
3. Any person who have acquired shares and become members of the company after the electronic dispatch of the notice and holding shares as on cut-off date, i.e. Friday, August 09, 2024 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned in (i) to (xix) to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to compliance@sfltd.in and investor@cameoindia.com to obtain sequence number and they will have to follow the instructions as above mentioned in (i) to (xix) to vote through e-voting.
4. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting and evoting during the AGM. The Scrutinizer shall, immediately after the conclusion of remote e-voting and e-voting during the general meeting, would unblock and count the e-votes cast in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sfltd.in and on the website of CDSL www.cdslindia.com immediately after the result is declared.
6. Subject to the receipt of requisite number of votes through remote e-voting and voting during the meeting, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the meeting, i.e., Friday, August 16, 2024.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.