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

NOTICE OF FIRST (01ST) EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-2025

NOTICE IS HEREBY GIVEN THAT THE FIRST (01ST) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF S.M.I.L.E. MICROFINANCE LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, JUNE 28, 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: -

SPECIAL BUSINESS:

1. **To consider and approve alteration of Object Clause of Memorandum of Association ("MOA") 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 Section 13 and other applicable provisions, if any, of Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, the consent an approval of the members be and is hereby accorded, for the alteration of Object Clause of the Memorandum of Association ("MOA") of the company be altered and amended as under:*

- ***i.*** ***Substitute sub clause 1. to 9. of the Clause "III. (A) of the Memorandum of Association of the company as follows:***

  "III. (A) The objects to be pursued by the Company on its incorporation are:

  To act as management consultants and to provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economics, labour, industrial, public relations, scientific, technical, direct, and indirect taxation and other levies, statistical, accountancy, quality control and data processing."

- ***ii.*** ***Change in format of Clause III. B) to Clause III. (B)***

- ***iii.*** ***Removal of sub clause 5. & 6. of Clause "III. B) of the Memorandum of Association of the company.***

RESOLVED FURTHER THAT *any of the Directors of the company, be and is hereby severally authorized to submit the necessary documents/ form(s) with Registrar of Companies or such other statutory authorities as may be required and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.*

RESOLVED FURTHER THAT *the copies of foregoing resolutions, certified to be true by any Director of the Company, may be furnished to any person(s) and/or entities as may be required."*

2. **<u>To consider and approve the alteration to the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the company pursuant to the name change 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 Section 13 and other applicable provisions of the Companies Act, 2013 ('**Act**') and rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), read along with applicable rules, the consent of the Members be and is hereby accorded to alter the name of the Company from* ***"S.M.I.L.E. Microfinance Limited"*** *to* ***"SMFL Services Limited",*** *as approved by the Registrar, Central Registration Centre ("CRC") on May 13, 2024 filed vide SRN AA7866047 dated May 08, 2024.*

RESOLVED FURTHER THAT *the name clause in the Memorandum of Association of the Company be is and hereby altered accordingly and substituted by Article I. of the Memorandum of Association of the Company as set out below:*

"I. The name of the Company is ***"SMFL Services Limited".****"*

RESOLVED FURTHER THAT *in accordance with the recommendation of the Board and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, the name "**S.M.I.L.E. Microfinance Limited**" wherever appearing in the Articles of Association of the Company be substituted by the new name of the Company,* ***"SMFL Services Limited".***

RESOLVED FURTHER THAT *any of the Directors of the Company, be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to (i)) signing and executing the application under the Act and other documents which are required to be submitted to the Registrar of Companies as per the provisions of the Act and (ii) certifying true copies of these resolutions and forwarding the same to any person or authority for their record and necessary action.*

RESOLVED FURTHER THAT *after obtaining the Certificate of Incorporation pursuant to name change of the Company from the Registrar of Companies, the change of name of the Company be and is hereby affected in all the copies of the Memorandum and Articles of Association of the Company and on the bills, letterheads and all the other documents wherein the name of the Company is mentioned."*

3. **To approve the alteration of the Article of Association ("AOA") of the Company and adoption of "Restated AOA"**

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 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), read along with applicable rules, and subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the member be and is hereby accorded to the board of directors for restating the Articles of Association of the Company by making the modifications tabled as under:*

S. No.	*Existing Article*	*Amended Article*
1.	*Article 1.1. under Definitions* *1.1.10. "**Business**" shall mean the entire business of the Company relating to the business of providing micro credit to poor beneficiaries of joint liability groups and* *other types of credit to individuals with a view to empower the rural and urban poor financially.*	*Article 1.1. under Definitions* *1.1.10. "**Business**" shall mean the business(s) of management consultants and to provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economics, labour, industrial, public relations, scientific, technical, direct, and indirect taxation and other levies, statistical, accountancy, quality control and data processing.*
2.	*Article 1.1. under Definitions* *1.1.29. "**Nominee**" shall have the meaning ascribed to it at Article 14.1.4.;*	*Article 1.1. under Definitions* *1.1.29. "**Nominee Director**" shall have the meaning ascribed to it at Article 14.;.*
3.	*Article 14.1.4. under 14.1. Board of the Company* *14.1.4. <u>Nomination Rights</u>: Any Shareholder (who together with its Affiliates) holds at least 10% of the Share Capital of the Company on a Fully Diluted Basis shall be entitled for each 10% of the Share Capital of the Company on a Fully Diluted Basis held by such Shareholder and its Affiliates, to nominate the name of 1 (One) person for appointment as Director to the Board ("**Nominee**"). It is clarified that for the purposes of calculation of the threshold under this Article, the percentage holding*	*Article 14.1.4. under 14.1. Board of the Company* *14.1.4. <u>Nomination Rights</u>: Any Shareholder (who together with its Affiliates) holds at least 10% of the Share Capital of the Company on a Fully Diluted Basis shall be entitled for each 10% of the Share Capital of the Company on a Fully Diluted Basis held by such Shareholder and its Affiliates, to nominate the name of 1 (One) person for appointment as Director to the Board (**"Nominee Director").** It is clarified that for the purposes of calculation of the threshold under this Article, the percentage holding of each Shareholder shall always be rounded down to the nearest decimal. Illustratively, if a Shareholder*

	of each Shareholder shall always be rounded down to the nearest decimal. Illustratively, if a Shareholder holds 9.97% of the Company's Share Capital on a Fully Diluted Basis, it will be deemed, for the purpose of this Article, that such Shareholder holds 9.9% of the Company's Share Capital on a Fully Diluted Basis.	*holds 9.97% of the Company's Share Capital on a Fully Diluted Basis, it will be deemed, for the purpose of this Article, that such Shareholder holds 9.9% of the Company's Share Capital on a Fully Diluted Basis.*
4.	*Article 14.1.5. under 14.1. Board of the Company* *14.1.5. The Board (or relevant committee) shall convene a Shareholders Meeting to consider the appointment of such Nominee as a Director (**"Nominee"**). In the event such Nominee is not approved as a Director by the Shareholders, as the case may be, the relevant Shareholder shall be entitled to nominate another person subject to this Article 14.1.5 until a person nominated by such Shareholder is approved and appointed by the Shareholders.*	*Article 14.1.5. under 14.1. Board of the Company* *14.1.5. The Board (or relevant committee) shall convene a Shareholders Meeting to consider the appointment of such nominee as a Nominee Director. In the event such nominee is not approved as a Director by the Shareholders, as the case may be, the relevant Shareholder shall be entitled to nominate another person subject to this Article 14.1.5 until a person nominated by such Shareholder is approved and appointed by the Shareholders.*
5.	*Article 14.1.11. under 14.1. Board of the Company* *14.1.11. <u>Notice:</u> A meeting may be called by the Chairman of the Board of the Company or any one (1) other Director by giving notice in writing to the Company Secretary of the Company specifying the date, time and agenda for such meeting. The Company Secretary of the Company shall, upon receipt of such notice, issue a notice to all Directors, convening a Board Meeting, which notice shall be accompanied by a written agenda specifying the business of such meeting and copies of all papers relevant for such meeting ("Notice"). The Company shall ensure that sufficient information is included with such notice to the Directors to enable each Director to make a decision on the issue in question at such meeting. Not less than a minimum seven (7) Business Days' prior written notice shall be given to each Director of any Board*	*Article 14.1.11. under 14.1. Board of the Company* *14.1.11. <u>Notice:</u> A meeting may be called by the Chairman of the Board of the Company or any one (1) other Director by giving notice in writing to the Company Secretary **if any,** of the Company specifying the date, time and agenda for such meeting. The Company Secretary of the Company shall, upon receipt of such notice, issue a notice to all Directors, convening a Board Meeting, which notice shall be accompanied by a written agenda specifying the business of such meeting and copies of all papers relevant for such meeting ("Notice"). The Company shall ensure that sufficient information is included with such notice to the Directors to enable each Director to make a decision on the issue in question at such meeting. Not less than a minimum seven (7) Business Days' prior written notice shall be given to each Director of any Board Meeting of the Company, unless a majority of the Directors*

	Meeting of the Company, unless a majority of the Directors shall have given written approval for a meeting called at shorter notice.	*shall have given written approval for a meeting called at shorter notice.*
6.	*Article 15. Lender Nominee Directors* *15.1. Notwithstanding anything to the contrary contained in these Articles, and so long as it is specifically provided for in the agreements entered into between the Company and its lenders/creditors, and in accordance with the guidelines which have been set out by the Board, and only as long as any moneys remain owing by the Company to any financing corporation, credit corporation or any other Financing Company or Body (hereinafter in* *this Article referred to as "**the corporation")** or the Corporation continues to hold debentures in the Company as a result of underwriting or by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of* *underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non-whole-time (which Director or Directors is/are hereinafter referred to as "**Nominee Director/s")** on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.* *15.2. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. Nominee Director/s shall be entitled to the*	*To be deleted*

	same rights and privileges and be subject to the same obligations as any other Directors of the Company. *15.3. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds debentures in the Company as a result of a direct subscription or private placement or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the* *Corporation is paid off or on the Corporation ceasing to hold debentures/Shares in the Company as aforesaid or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation.* *15.4. The Nominee Director/s so appointed under this Article shall be entitled to receive all notices of and attend all Shareholders Meeting, Board Meetings and of the Meetings of the committee of which the Nominee Director/s, is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.* *15.5. The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the*	

	Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation and or by such Nominee Director/s in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s. Provided that if any such Nominee Director/s is/are an officer of the Corporation the sitting fee in relation to such Nominee Director/s shall accrue to the *Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Director/s in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s.* ***Provided further*** *that if such Nominee Director/s is an officer of the RBI the sitting fees in relation to such Nominee Director/s shall accrue to RBI and the same shall accordingly be paid by the Company directly to RBI.* ***Provided also*** *that in the event of the Nominee Director/s being appointed as whole-time Director/s which may be exercised only in case of a default such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director, in the management of the affairs of the Borrower. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the lenders.*	

RESOLVED FURTHER THAT *member hereby approves and adopts the "Restated AOA" substituted in place of the "existing AOA" with the abovesaid changes as per the applicable provisions of the Act.*

RESOLVED FURTHER THAT *any of the Directors of the Company, be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or*

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Chetpet, Chennai- 600 031, Tamil Nadu
Email Id:- so@sfltd.in; cfo@sfltd.in; Phone: +919940068494
CIN: U67190TN1995PLC030604

incidental to giving effect to the above resolution, including but not limited to (i) signing and executing of the forms under the Act, including but not limited to form MGT-14, and other documents which are required to be submitted to the Registrar of Companies or such other regulatory authority, as may be required, per the applicable provisions of the Act and (ii) certifying true copies of these resolutions and forwarding the same to any person or authority for their record and necessary action."

4. ***To rescind the following conditional resolutions passed in the Annual General Meeting dated 29th December 2023***

4.1 *To receive, consider and adopt the addendum to the director's report*

The Chairman hereby inform the Members that the resolution for approval of addendum to director's report was approved through e-voting for the Annual General Meeting held on 29th December 2023 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI.

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. Hence, it is recommended that the said resolution be rescinded.

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

***"RESOLVED THAT** the Resolution No. 2 passed in the 28th Annual General Meeting of the members held on Friday, 29th December 2023 be and is hereby rescinded.*

***RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby severally authorized to do all acts, deeds, matters and things necessary, proper and desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."*

4.2 *To declare the final dividend*

The Chairman to inform the Members that the resolution for declaration of final dividend was approved through e-voting for the Annual General Meeting held on 29th December 2023 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI.

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. Hence, it is recommended that the said resolution be rescinded.

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

***"RESOLVED THAT** the Resolution No. 3 passed in the 28th Annual General Meeting of the members held on Friday, 29th December 2023 be and is hereby rescinded.*

***RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby severally authorized to do all acts, deeds, matters and things necessary, proper and desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."*

4.3 To approve change of Name of the Company and consequent alteration of the Memorandum of Association and Articles of Association of the Company

The Chairman to inform the Members that the resolution to approve the change of name of the company and consequently alter the Memorandum of Association and Articles of Association of the Company was approved through e-voting for the Annual General Meeting held on 29th December 2023 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI, the Central Registration Centre (CRC), Ministry of Corporate Affairs (MCA).

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. Hence, it is recommended that the said resolution be rescinded.

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

*"**RESOLVED THAT** the Resolution No. 6 passed in the 28th Annual General Meeting of the members held on Friday, 29th December 2023 be and is hereby rescinded.*

***RESOLVED FURTHER THAT** any of the Directors of the Company, be and is hereby severally authorized to do all acts, deeds, matters and things necessary, proper and desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."*

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

Sd/-
Aleem Remtula
Director
DIN: 02872107
Address: 53-11, Morenci Lane, Little Neck New York- 11362, USA

Date: 04-06-2024
Place: New York, USA

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. 1:

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 1 accompanying the notice and shall be taken as forming part of the notice.

Pursuant to the terms of Business Transfer Agreement ("BTA") executed between the company and the Northern Arc Capital Limited, the company is required to remove the word "S.M.I.L.E." from its name after the receipt of approval of RBI for the voluntary surrender of NBFC- MFI License. And the Company had received the RBI approval dated on January 05, 2024, for the said cancellation.

Further, the Company had filed an application for name reservation on account of above said requirement, however, the new names were rejected basis the fact that the Company is also required to revise its objects by removing the NBFC related objectives and inserting the non-NBFC related objects to the Memorandum of Association.

The Board of Directors through Circular Resolution dated May 08, 2024, considered and approved (subject to approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 13 of the Companies Act, 2013, the consent of members by way of special resolution is required for alteration of *object clause* of the Memorandum of Association of the Company.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

The Board of Directors recommends the approval of members by way of a Special Resolution for the agenda set out at No. 1 of the Notice.

ITEM NO. 2:

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 2 accompanying the notice and shall be taken as forming part of the notice.

Pursuant to the terms of Business Transfer Agreement ("BTA") executed between the Company and Northern Arc Capital Limited, the company is required to remove the word "S.M.I.L.E." from its name after the receipt of approval of RBI for the voluntary surrender of NBFC- MFI License.

Accordingly, the Board through Circular Resolution dated, May 08, 2024, considered and authorised any of the Directors of the Company to apply for name availability with the Registrar of Companies, Central Registration Centre ("CRC"), Ministry of Corporate Affairs ("MCA").

Further, the Company receives the name approval letter on May 13, 2024, for an application filed vide SRN AA7866047 dated May 08, 2024. This change in name also entails consequential alteration to the Memorandum of Association and Articles of Association of the Company.

Therefore, as per the Section 13 and 14 of the Companies Act, 2013, approval of the Shareholders is required to be accorded for changing the name of the Company and consequent alteration to Memorandum of Association and Articles of Association of the Company by way of Special Resolution.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

The documents in relation to the above said resolution are available for inspection on all working days from 10:00 AM to 6:00 pm at the registered office of the Company.

The Board of Directors recommends the approval of members by way of Special Resolution for the agenda set out at Item No. 2 of the Notice.

ITEM NO. 3:

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 through Circular Resolution on May 08, 2024, considered and approved (subject to approval of members) the amendment in object clause of the Memorandum of Association of the Company as company is no longer operating as an NBFC.

In order to align with the new objects of the company the Board through Circular Resolution dated May 08, 2024, considered and approved (subject to approval of members) to adopt the Restated AOA of the Company.

Therefore, in terms of Section 14 of the Companies Act, 2013, the consent of members by way of special resolution is required to adopt the "Restated AOA" substituted in place of the "existing AOA" with the abovesaid changes.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

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

ITEM NO. 4:

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.

It is to inform that the Members in 28th Annual General Meeting of the members held on Friday, 29th December 2023, passed the resolution no. 2 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI, the Central Registration Centre (CRC), Ministry of Corporate Affairs (MCA).

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. As the said resolution no. 2 constitute the conditional resolution subject to the RBI's approval. Hence, it is recommended to be rescinded.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

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

ITEM NO. 5:

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.

It is to inform that the Members in 28th Annual General Meeting of the members held on Friday, 29th December 2023, passed the resolution no. 3 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI, the Central Registration Centre (CRC), Ministry of Corporate Affairs (MCA).

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. As the said resolution no. 3 constitute the conditional resolution subject to the RBI's approval. Hence, it is recommended to be rescinded.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

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

ITEM NO. 6:

The following explanatory statement sets out all material facts relating to the special business mentioned in item number: 6 accompanying the notice and shall be taken as forming part of the notice.

It is to inform that the Members in 28th Annual General Meeting of the members held on Friday, 29th December 2023, passed the resolution no. 6 subject to the approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI, the Central Registration Centre (CRC), Ministry of Corporate Affairs (MCA).

However, the order for approval of RBI for voluntary surrender of Certificate of Registration of NBFC- MFI was received after the date of AGM. As the said resolution no. 6 constitute the conditional resolution subject to the RBI's approval. Hence, it is recommended to be rescinded.

None of the Director, Key Managerial Personnel, or their relatives, are interested or concerned in the resolution.

The Board of Directors recommends the approval of members by way of Ordinary Resolution for the agenda set out at Item No. 6 of the Notice.

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

Sd/-
Aleem Remtula
Director
DIN: 02872107
Address: 53-11, Morenci Lane,
Little Neck New York- 11362, USA

Date: 04-06-2024
Place: New York, USA

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 EGM through VC/ OAVM on or before 30th September, 2024, has introduced certain measures enabling companies to convene their Extra- Ordinary General Meetings (EGM/ 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 01st EGM 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. 1, 2, 3 and 4 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 extra-ordinary 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 EGM 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 EGM by following the procedure mentioned herein below in the Notice. The facility of participation at the EGM 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 EGM without restriction on account of 'first come first serve' basis.

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

7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

8. The Shareholders, seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before June 22, 2024 through email to so@sfltd.in or cfo@sfltd.in. The same will be replied by/on behalf of the Company suitably.

9. 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 Extra- Ordinary General Meeting.

10. 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.

11. 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 01st Extra Ordinary 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
25th June 2024, Tuesday, at 09:00 A.M. (IST)	27th June 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, June 21st, 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 EGM 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 EGM. 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 EGM.

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

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 25th June, 2024 at 09:00 A.M. (IST) and ends on 27th June, 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 21st June, 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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. 21st June, 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 e-voting during the EGM. 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, June 28, 2024.

If you have any queries or issues regarding attending EGM & 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.