

NOTICE OF 3RD ANNUAL GENERAL MEETING (“AGM”)

Notice is hereby given that the Third Annual General Meeting (the “AGM”) of the Members of Micro Green Housing Finance Private Limited (the “Company”) will be held on Tuesday, 30th September, 2025 at 11.00 A.M. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at T-361, 6th Floor, Tower 8, Belapur Station Complex CBD Belapur, Thane - 400 614, Maharashtra to transact the following businesses:

The Notice for the meeting containing the business to be transacted is enclosed herewith:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025:

To receive, consider and adopt the audited financial statements of the Company consisting of the balance sheet as at March 31, 2025, the statement of profit and loss and statement of cash flows for the financial year ended on that date and the explanatory notes, if any, annexed thereto, and forming part thereof, together with the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date and, the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

SPECIAL BUSINESS:

2. APPOINTMENT OF MR. CHANDRAMOHAN BHAGAVATULA (DIN: 09612261) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider appointment of Mr. Chandramohan Bhagavatula (DIN: 09612261) as Non-Executive Independent Director and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandramohan Bhagavatula (DIN: 09612261) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from March 20, 2025 and who holds office up to the date of this Annual General

Meeting and in respect of whom the Company has received declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office a term of 3 (three) consecutive years commencing from March 20th 2025, up to March 19, 2028, whose period of office will not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT any one Director, Company Secretary or Chief Compliance Officer of the company be and is hereby authorised severally to do all acts including filing Forms, submission of returns with Registrar of Companies, the National Housing Bank and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

3. APPOINTMENT OF MR. DEEPAK KUMAR (DIN: 10500093) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider appointment of Mr. Deepak Kumar (DIN: 10500093) as Non-Executive Independent Director and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provision of Section 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Kumar (DIN: 10500093) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from March 20, 2025 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office a term of 3 (three) consecutive years commencing from March 20th 2025, up to March 19, 2028, whose period of office will not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company/Company Secretary/ Chief Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.”

4. APPOINTMENT OF MR. SARABJIT SINGH (DIN: 10913954) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider appointment of Mr. Sarabjit Singh (DIN: 10913954) as director and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to Section 152, 161 and 203 other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), Rules made there under and Articles of Association of the Company, pursuant to the applicable provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and pursuant to the approval from the Reserve Bank of India Mr. Sarabjit Singh (DIN: 10913954), who was appointed as an Additional Director by the Board of Directors with effect from May 15, 2025 and who holds office upto the date of this Annual General Meeting, be and hereby appointed as Whole-Time Director of the Company to hold office for five (5) consecutive years from the date of his appointment in the Company effective May 15, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s), consent of the members be and is hereby accorded to the appointment of Mr. Sarabjit Singh (DIN:10913954) as a Whole-Time Director and Key Managerial Personnel (“KMP”) of the company for a period effective from May 15, 2025 to May 14, 2030 as per the terms and conditions mentioned in the explanatory statements and on the remuneration set out below:

1. **Gross pay:** An annual salary of INR 21,12,000/- as compensation for his services. The Fixed Pay will be paid annually in accordance with the Company’s normal payroll practices and be subject to the usual, required withholdings.
2. **Employee Benefits:** During the term of office, he will be entitled to participate in the employee benefits plan as per the terms of employment.

RESOLVED FURTHER THAT the Board of Directors of the Company/Company Secretary/ Chief Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.”

5. CHANGE IN DESIGNATION OF MR. BHAVIN DAMANIA (DIN: 09532435) FROM WHOLE-TIME DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for change in designation of Mr. Bhavin Damania (DIN: 09532435) from Whole-Time Director to Executive Director of the Company, with effect from March 20, 2025, without any change in the terms and conditions of his appointment and remuneration as previously approved by the Board of Directors.

RESOLVED FURTHER THAT Mr. Bhavin Damania shall continue to be a Key Managerial Personnel (KMP) of the Company in terms of the provisions of Section 203 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/Company Secretary/ Chief Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority."

6. TO CONSIDER AND APPROVE ALTERATION OF ARTICLE OF ASSOCIATION 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 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:-

1. Deletion of Article 40(ii):

The existing sub-clause 40(ii) under the heading 'General Meetings' be and is hereby deleted in its entirety:

"Provision of Section 101, 102 and 103 shall not be applicable to the company."

2. Amendment and Substitution of Article 41(i):

The existing sub-clause 41(i) under the heading 'General Meetings' be and is hereby amended and substituted with the following:

"The Board may, whenever it thinks fit, call a general meeting by giving not less than twenty-one clear days' notice. In case the Company sends the notice by post or courier, an additional two days shall be provided for the service of notice. The notice may be given either in writing, through electronic mode, or in such manner as the majority of members may decide. A general meeting may, however, be called at shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting."

RESOLVED FURTHER THAT any one Director, Company Secretary or Chief Compliance Officer of the company be and is hereby authorised severally to do all acts including filing Forms, submission of returns with Registrar of Companies, the National Housing Bank and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

7. TO APPROVE EMPLOYEE STOCK OPTION SCHEME-2025 (MGHF ESOP Scheme 2025) 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 62(1)(b) of the Companies Act, 2013 (“Act”) read with all other applicable provisions, if any, of the Act and the Rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the company, and such other rules, regulations, notifications, circulars and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”) and subject to any approval(s), consent(s), permission(s) and sanction (s) of any/various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting

such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” (which term shall include the Nomination and Remuneration Committee (“NRC”)), the consent/ approval of the members be and is hereby accorded for adoption of **‘Micro Green Housing Finance Private Limited-Employee Stock Option Scheme 2025 (“MHGF ESOP Scheme 2025”)**, the salient features of which are furnished in the Explanatory Statement to this Notice and the Board/ NRC be and is hereby authorized to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 20,00,000 (Twenty Lacs Only) share-based options to eligible employees under MHGF ESOP Scheme 2025 of the company, on such terms and conditions as provided in the MHGF ESOP Scheme 2025 and as may be fixed or determined by the Board and NRC from time to time.

RESOLVED FURTHER THAT the consent / approval of members of the Company be and is hereby accorded to the Board to create, issue, offer, grant and allot the employee stock options (Options) to or for the benefit of eligible employee(s) in terms of the MHGF ESOP Scheme 2025 not exceed 20,00,000 (Twenty Lacs Only) options, corresponding to 20,00,000 (Twenty Lacs Only) Equity Shares of class A representing the 4.70% of the paid up equity share capital, on fully diluted basis as on date of approval of MHGF ESOP Scheme 2025 in such a manner, during such period, in one or more tranches from time to time on such terms and conditions as may be decided by Board/ NRC in accordance with MHGF ESOP Scheme 2025 or other provisions of

the applicable laws as may be prevailing at the relevant time and each option on exercise shall entitle the 1 (one) equity share of the Company .

RESOLVED FURTHER THAT the Equity Shares, if any, issued/allotted from time to time in accordance with the MHGF ESOP Scheme 2025, shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT upon vesting, each option shall entitle the option holder to apply for exercise and be allotted one Equity Share at Exercise price each fully paid-up, upon payment of the requisite exercise price to the Company, and in the event of any corporate action(s) including to but not limited to right issue, bonus issue, sub-division or consolidation of shares, merger/amalgamation, demerger or sale of division/undertaking, change in capital structure or any other form of re-organization the number of options granted under the MHGF ESOP Scheme 2025 and/or the exercise price shall be appropriately and fairly adjusted as may

be required, in the absolute discretion of the Board and in accordance with applicable laws and regulations, so as to ensure that there is no change in the economic value of the options held by the option holders and that fair and equitable benefits are extended to them under the *MHGF ESOP Scheme 2025*, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall include any NRC thereof duly authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters, and things, and to sign, execute, and deliver all necessary documents, agreements, deeds, and writings, including but not limited to making necessary filings with regulatory authorities, to give effect to this resolution and to settle any questions, difficulties, or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred under this resolution to any Director(s) or officer(s) of the Company as may be deemed necessary or desirable to give effect to this resolution.”

8. TO ALLOT THE CLASS A EQUITY SHARES TO INDEPENDENT DIRECTORS ON PRIVATE PLACEMENT BASIS.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, and other applicable regulations, consent of the members of the Company be and is hereby accorded to the Board to issue and offer 30,000 Equity Shares (10,000 Equity Shares each to existing three Independent Directors) at a Face Value INR 10/- (Indian Rupees Ten) at the price of INR 10 (Indian Rupees) INR 10/- payable on application and allotment] per share.

RESOLVED FURTHER THAT Chief Compliance Officer of the Company of the Company be and is hereby authorised to sign and circulate the offer cum application letter in Form PAS-4 along with the applicable form to the proposed subscribers, whose name shall be recorded in Form PAS-5.

RESOLVED FURTHER THAT any of the Directors or Chief Compliance Officer be and are hereby authorized to make an application for International Securities Identification Number (“ISIN”) for this partly paid Equity Shares to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) (“Depository/ies”) and appoint M/s. Maashitla Securities Private Limited. as a Register & Transfer Agent (“R&T Agent”) and authorized to sign/execute/submit any documents/agreements as required to be executed between the Company and the R&T Agent or the Company and the Depository/ies for the aforementioned purpose and to sign and submit necessary forms to complete corporate action for crediting securities in the subscribers demat account.

RESOLVED FURTHER THAT any of the Directors or Chief Compliance Officer of the Company, be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution including but not limited to signing and filing necessary forms with Registrar of Companies.”

**By order of the Board
For Micro Green Housing Finance Private Limited**

Sd/-

Managing Director & Chief Executive Officer
DIN: 09532436

Date : September 05, 2025
Place : Mumbai

Registered Office:
T-361, 6th Floor, Tower 8, Belapur Station Complex,
CBD Belapur, Thane-400 614, Maharashtra, India

Website: <https://microgreenhf.com>
Email: Compliance@microgreenhf.com/secretarial@microgreenhf.com
Contact: 1800-890-5969
CIN: U65999MH2022PTC378239

NOTES

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), (collectively referred to as "MCA Circulars") has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 ("Act"), **the 03rd AGM of the Company shall be conducted through VC/OAVM.** The procedure for participating in the meeting through VC/OAVM is explained at **Note No. 14** below. Accordingly, Members are required to attend and participate in the ensuing AGM through VC/OAVM..
2. **AS THE MEETING IS BEING HELD VIA AUDIO VISUAL MEANS, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY WILL NOT BE AVAILABLE. ACCORDINGLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The Corporate/Institutional investors, who are Members of the Company and intending to nominate their authorised representatives to participate and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to share a certified copy of the Board Resolution (scanned copy in PDF Format) authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution/authorisation shall be emailed, through the registered email address, to the Chief Compliance Officer at govind@microgreenhf.com and Company Secretary at Secretarial@microgreenhf.com. So that company can share the relevant login credentials with the authorized representative.
4. Pursuant to the provisions of Section 171(b) of the Companies Act, 2013, the relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days and on the day of the Annual General Meeting.
5. The 03rd AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of Members at a common venue. The deemed venue for the 03rd AGM shall be the Registered Office of the Company.
6. Members desiring any information with respect to the Accounts are requested to write to the Company at an earlier date so as to enable the Management to keep the information ready at the AGM.
7. The Meeting allows Two-way Teleconferencing for the ease of participation of the Members. Members are requested to notify any change in their address or e-mail ID, if any to the Company immediately.
8. The attendance of Members participating in the 03rd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning Special Businesses under Item Nos. 2 to 7 of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special businesses under Item Nos. 2 to 7 being considered unavoidable, be transacted at the 03rd Annual General Meeting ("AGM") of the Company to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.
10. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
11. Members are urged to support the company's commitment to environmental protection by opting to receive all communications and documents, including Annual Reports, in electronic form at the e-mail address provided by them.
12. Members are requested to kindly notify to the Company at the address as mentioned above of any changes, including e-mail address so as to enable the company to address future communication, along with quoting their folio numbers.
13. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the Company well in advance so as to enable the Management to keep the information ready.
14. **INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VIDEO CONFERENCING**

The meeting is scheduled to commence at 11.00 A.M on Tuesday, 30th September, 2025. *Pursuant to the Ministry of Corporate Affairs (MCA) notification dated October 27, 2023, issued vide G.S.R. 802(E), the Companies (Prospectus and Allotment of Securities) Rules, 2014 were amended through the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, to insert Rule 9B, mandating that all private companies issue securities only in dematerialised form and ensure facilitation of dematerialisation of all existing securities in compliance with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

In compliance with the above requirement, the Company has already facilitated the dematerialisation of all its securities. Accordingly, as on the date of this Notice, **all shareholders of the Company hold shares in dematerialised form, and no physical shareholding exists** in the records of the Company. Hence, members holding shares in demat form shall be entitled to participate in the meeting.

The meeting shall be conducted through Microsoft Team platform. Shareholders are advised to download Microsoft team App on their smartphone or visit <https://www.microsoft.com/en-in/microsoft-teams/join-a-meeting> website through their browser.

For convenience of the Members and proper conduct of AGM, Members may login and join at least 15 minutes before the scheduled start of the AGM. The joining link shall remain open throughout the proceedings of the AGM.

The Members are advised to enter the following login credentials i.e.

Meeting ID: [439 038 569 338 3]

Passcode: [FV2C2tb3]

It is reiterated that Members must take utmost care to keep their password confidential and not to share their password with any other person.

Any grievances/assistance relating to participation before or during the meeting shall be reported to: 9833317200 - govind@microgreenhf.com or Secretarial@microgreenhf.com This facility shall be available throughout the meeting.

Members are encouraged to join the Meeting through Laptops for better experience.

Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

15. **Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.**
16. **SPEAKER REGISTRATION - PROCEDURE TO RAISE QUESTIONS OR SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**
- 16.1. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at govind@microgreenhf.com or Secretarial@microgreenhf.com Only those speaker registration requests received till 05:00 P.M. (IST) on Friday, 26th September, 2025 shall be considered and allowed as speakers during the AGM.
- 16.2. The Company reserves the right to restrict the number of questions and speakers, as deemed appropriate, for smooth conduct of the AGM.

Important Dates

Event	Dates
Board Meeting	Friday, 5 th September, 2025
Speaker Registration (last date)	Friday, 26 th September, 2025
Inspection Period	till Annual General Meeting
AGM Date	Tuesday, 30 th September, 2025

Explanatory Statement as required under Section 102 of the Companies Act, 2013.

SPECIAL BUSINESS:

ITEM NO 2: APPOINTMENT OF MR. CHANDRAMOHAN BHAGAVATULA (DIN: 09612261) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the directors shall be appointed by the members in the General Meeting of the company.

In view of the above, Mr. Chandramohan Bhagavatula is proposed to be appointed by the members at the ensuing Annual General Meeting. At the time of his appointment as an Additional Director the Company had obtained his consent to act as a director in Form DIR 2 together with a declaration confirming that he is not disqualified from being appointed as a director under the provisions of the Companies Act, 2013. Further, the Company had also received the Deed of Covenants, Fit and Proper Undertaking Letter and the Independent Director Declarations. Subsequently, for financial year 2025-2026 the Company received Form MBP-1, Form DIR-8 and the Independent Director Declaration under Section 149(6) of the Companies Act, 2013.

Mr. Chandramohan Bhagavatula is a seasoned Chartered Accountant with over 33 years of rich and diverse experience across Audit, Compliance, Risk Management, Finance & Accounts, Taxation, and Management Accounting. His career is marked by a consistent track record of delivering financial leadership and strategic insights across a wide range of industries, including Manufacturing, Non-Banking Financial Companies (NBFCs), and Banking.

He has played a pivotal role in managing complex migration processes resulting from mergers and acquisitions, particularly within NBFCs and banks, ensuring seamless system integrations and operational continuity.

Currently, Mr. Bhagavatula serves as an Independent Director, while also operating as a trusted Financial Consultant and Strategic Advisor. He specializes in fundraising and financial structuring for niche clients, with a deep commitment to mentoring startups and fostering sustainable financial growth.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Chandramohan Bhagavatula shall be appointed as a Non-Executive Independent Director by the members in the Annual General Meeting of the company.

Mr. Chandramohan Bhagavatula, being the appointee is interested and may be deemed to be interested in the said resolution.

Except as stated above, none of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO 3: APPOINTMENT OF MR. DEEPAK KUMAR (DIN: 10500093) BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the directors shall be appointed by the members in the General Meeting of the company.

In view of the above, Mr. Deepak Kumar is proposed to be appointed by the members at the ensuing Annual General Meeting. At the time of his appointment as an Additional Director the Company had obtained his consent to act as a director in Form DIR 2 together with a declaration confirming that he is not disqualified from being appointed as a director under the provisions of the Companies Act, 2013. Further, the Company had also received the Deed of Covenants, Fit and Proper Undertaking Letter and the Independent Director Declarations. Subsequently, for financial year 2025-2026 the Company received Form MBP-1, Form DIR-8 and the Independent Director Declaration under Section 149(6) of the Companies Act, 2013.

Mr. Deepak Kumar, an accomplished professional with a Master of Arts in Sociology, brings over 34 years of extensive experience in insurance marketing, financial portfolio management, and international operations. He formerly served as Executive Director at Life Insurance Corporation of India (LIC).

During his tenure, Mr. Kumar played a pivotal role in leading strategic initiatives at LIC International, Bahrain, and was actively involved in training programs focused on digital marketing and wealth management. He has enhanced his leadership capabilities through executive education programs at ISB Hyderabad, MDI Gurgaon, and international training in insurance at Hong Kong.

Mr. Kumar's domain expertise spans housing finance, life insurance, marketing, operations, business processes, finance, and corporate governance. Currently, he serves as an Independent Director, leveraging his broad-based experience to contribute to strategic oversight and governance excellence.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Deepak Kumar shall be appointed as a Non-Executive Independent Director by the members in the Annual General Meeting of the company.

Mr. Deepak Kumar, being the appointee is interested and may be deemed to be interested in the said resolution.

Except as stated above, none of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO 4: APPOINTMENT OF MR. SARABJIT SINGH (DIN: 10913954) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Sarabjit Singh is proposed to be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received from Mr. Sarabjit Singh his consent to act as a Director of the Company in Form DIR 2, MBP-1, the Deed of Covenants, the Fit and Proper undertaking and a declaration in Form DIR 8 confirming that he is not disqualified from being appointed as a Director of the Company. Further, the Company had also received the Deed of Covenants, Fit and Proper Undertaking Letter. Subsequently, for financial year 2025-2026 the Company received Form MBP-1, Form DIR-8.

Mr. Sarabjit Singh holds an MBA from Symbiosis and brings over 26 years of extensive experience in the Banking and Financial Services sector. He has spent more than 16 years specializing in the establishment and management of lending businesses, credit, and collections across a diverse portfolio of products, including Commercial Vehicles, Construction Equipment, Affordable Housing, Mortgages, SME Loans, Personal Loans, and Auto Loans within both Banks and NBFCs.

Mr. Singh has successfully led business and sales teams to drive the setup and sustainable growth of Affordable Housing and Mortgage businesses at organizations such as Suryoday Small Finance Bank, Religare Finvest, and Fullerton India.

He possesses a strong track record in setting up and turning around businesses, and in leading large teams across sales, marketing, and credit functions.

Throughout his career, Mr. Singh has held leadership roles at several esteemed institutions, including Suryoday Small Finance Bank, Daimler India Commercial Vehicles, Fullerton India Credit Company, Religare Finvest, GE Capital, HDFC Bank, and Kotak Mahindra Bank.

Remuneration Details:

The following remuneration is proposed to be paid to Mr. Sarabjit Singh:

1. **Gross pay:** An annual salary of INR 21,12,000/- as compensation for his services. The Fixed Pay will be paid annually in accordance with the Company's normal payroll practices and be subject to the usual, required withholdings.
2. **Employee Benefits:** During the term of office, he will be entitled to participate in the employee benefits plan as per the terms of employment.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Sarabjit Singh shall be appointed as Whole-time Director by the members in the Annual General Meeting of the company.

Mr. Sarabjit Singh, being the appointee is interested and may be deemed to be interested in the said resolution to the extent of his shareholding in the Company.

Except as stated above, none of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO 5: CHANGE IN DESIGNATION OF MR. BHAVIN DAMANIA (DIN: 09532435) FROM WHOLE-TIME DIRECTOR TO EXECUTIVE -DIRECTOR OF THE COMPANY.

Mr. Bhavin Damania was appointed as first Director of the Company with effect from 10th of March 2022 i.e. since incorporation of the Company.

Considering the induction of Mr. Sarabjit Singh as Whole-Time Director, the Board at its meeting held on March 20, 2025, approved the change in designation of Mr. Bhavin Damania (DIN: 09532435) from Whole-Time Director to Executive Director, effective from the same date. There is no change in the terms and conditions of his appointment or remuneration. The Company has received from Mr. Bhavin Damania his consent to act as Executive Director of the Company in Form DIR 2, MBP-1, the Deed of Covenants, the Fit and Proper undertaking and a declaration in Form DIR 8 confirming that he is not disqualified from being appointed as a Director of the Company. Further, the Company had also received the Deed of Covenants, Fit and Proper Undertaking Letter. Subsequently, for financial year 2025-2026 the Company received Form MBP-1, Form DIR-8.

Remuneration Details:

The remuneration payable to Mr. Bhavin Damania, as previously approved by the Board, remains unchanged and is detailed as under:

1. **Gross pay:** An annual salary of INR 21,12,000/- as compensation for his services. The Fixed Pay will be paid annually in accordance with the Company's normal payroll practices and be subject to the usual, required withholdings.
2. **Employee Benefits:** During the term of office, he will be entitled to participate in the employee benefits plan as per the terms of employment

Except Mr. Bhavin Damania who may be deemed to be interested in the said resolution to the extent of his shareholding in the Company, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO: 6: TO CONSIDER AND APPROVE ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY:

The existing **Article 40(ii)** of the Articles of Association of the Company excludes the applicability of Sections 101, 102 and 103 of the Companies Act, 2013, which relate to notice of general meetings, explanatory statements and quorum requirements respectively.

In order to align the Company's Articles of Association with the provisions of the Companies Act, 2013 and in the interest of adopting best corporate governance practices, it is proposed to **delete Article 40(ii)** entirely.

Further, the existing **Article 41(i)** currently provides flexibility to the Board to call a general meeting by giving not less than three clear days' notice. In view of the requirements of Section 101 of the Companies Act, 2013, and to ensure compliance with regulatory norms and

industry standards, it is proposed to amend this clause to **mandate twenty-one clear days' notice**, with two additional days provided in case the notice is dispatched via post or courier. Accordingly, it is proposed to delete the existing Article 41(i) and substitute it with the revised clause reflecting the above change, while retaining the provision for calling a meeting at shorter notice with the consent of 95% of members entitled to vote.

The proposed alterations to the Articles of Association require the approval of shareholders by way of a **Special Resolution** pursuant to the provisions of Section 14 of the Companies Act, 2013.

A copy of the existing and altered Articles of Association of the Company is available for inspection by the members of the Company electronically, upon request, up to and including the date of the Annual General Meeting.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

ITEM NO: 7: TO APPROVE MICRO GREEN HOUSING FINANCE PRIVATE LIMITED-EMPLOYEE STOCK OPTION SCHEME-2025 FOR ELIGIBLE EMPLOYEES OF THE COMPANY:

Stock options have long been recognised as an effective instrument to align the interest of employees with those of the Company, providing an opportunity to employees to share the growth of the Company. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

The Nomination and Remuneration Committee ("NRC") formulated and introduced the "**Micro Green Housing Finance Private Limited - Employee Stock Option Scheme 2025 (MHGF ESOP Scheme 2025)**".

Under the MHGF ESOP Scheme 2025, the Company would grant up to 20,00,000 (Twenty Lakh Only) stock options, in one or more tranches to eligible employees which shall be convertible into equal number of Equity Shares, being 4.70% of the fully diluted paid-up equity share capital of the Company as on July 31, 2025. The Stock Options will be granted in the next 4 (Four) years from the date of Granting the Options. This Scheme shall be administered by the Nomination and Remuneration Committee (NRC) of the Committee/Board and shall be adopted and implemented, subject to the approval of the Members of the Company by a Special Resolution.

The resolution contained herein seek to obtain the members approval to authorize the NRC and/or the Board to create, grant, issue, offer and allot share or cash from time to time, to the employees of the Company under MGHF ESOP Scheme 2025 and undertake such action as may be necessary for the administration of the options.

The key terms and disclosures as required under applicable laws in respect of MHGF ESOP Scheme 2025 are summarized below:

Disclosure/ main feature of MGHF ESOP Scheme 2025 pursuant to the Companies Act 2013 are as mentioned:

1. The total number of Stock Options proposed to be granted:

The maximum number of options to be granted under the Scheme shall not exceed **20,00,000 (Twenty Lacs)** options, convertible into equivalent number of Equity Shares of the Company. Each of the Series I and II comprises of 10,00,000 (Ten Lakhs) under the MGHF ESOP 2025.

2. Identification of Class of Employees entitled to participate in Scheme / Eligibility:

The following class of employees/ directors are eligible to participate:

- (i) a permanent employee of the company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group but excluding an Independent Director; and
- (iii) an employee as defined in sub-clauses (i) and (ii), of Subsidiary company(ies), and group company(ies) including associate company(ies), in India or outside India, of the Company, but excludes-
 - a. an Employee who is a Promoter or belongs to the Promoter Group;
 - b. a Director, who either by himself or through his relatives or through any-body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

The Scheme will be applicable to eligible **employees of the Company**, as may be determined by the NRC from time to time. Directors (other than independent directors), permanent employees, and such other categories as may be permitted will be eligible under the Scheme.

3. Appraisal Process for determining the eligibility of the employees for the Scheme:

The Company may make annual appraisal process. Various factors such as past year's performance, grade of the employee, length of service, role and overall contribution in the company shall be considered by the NRC time to time to identify the eligible employees.

4. The requirement of Vesting and period of vesting:

Options granted shall vest after the lapse of such minimum period of 1 (One) year as determined by the NRC and shall be exercisable within such time frame as specified in the grant letter, subject to satisfaction of performance and service conditions.

5. The Exercise Price or the formula for arriving at the same:

The exercise price shall be determined by the NRC at the time of grant, which shall not be less than the face value of the Equity Shares of the Company, unless otherwise decided in accordance with applicable laws.

6. The Exercise Period and process of exercise:

The Vested Options shall be exercised by the Grantee within the maximum exercise period as approved by the Nomination and Remuneration Committee from that grant of option subject to the maximum period of 4 Years from the date of vesting of the option.

7. The Lock-in Period, if any:

The Lock -in period shall be such period commencing with the date of allotment of Shares as may be if specified in the Letter of Grant. Unless specified, there shall be no lock in period.

8. The Maximum Number of options to be granted per employee and in aggregate:

The maximum number of Options that may be granted to each Employee in aggregate shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 1% (One percent) of total no. of the Equity Share Capital. However, the Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.

The maximum options shall not exceed 20,00,000 (Twenty Lacs) options.

9. The method which the Company shall use to value its Options:

The Company will determine the value of the Options using the Black - Scholes model when the same are issued to the option grantee.

10. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The options shall be cancelled, if not exercised within the stipulated exercise periods. Vested options shall also lapse on termination for misconduct, breach of Company policies and terms of employment, and abandonment.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

As stated under point number 6.

12. The statement to the effect that the company shall comply with the applicable accounting standards:

The Company shall follow the applicable accounting standards, the Guidance Note on Accounting for Employee Share based Payments, as applicable, and/or any relevant Accounting Standards/Guidance Note as may be prescribed by the Institute of Chartered Accountants of India, from time to time, including the disclosure requirements prescribed therein.

13. Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

The promoters or persons belonging to the promoter group and independent directors of the Company are not entitled to any stock options. The key managerial personnel and non-independent directors of the Company may be deemed to be concerned or interested in the Scheme to the extent of stock options that may be granted to them pursuant to the MGHF ESOP Scheme 2025.

14. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

The eligible employees will be granted employee stock options in terms of the MGHF ESOP Scheme 2025 and will be entitled to exercise the options granted to them at the exercise price during the exercise period pursuant to MGHF ESOP Scheme 2025 and acquire equity shares of the Company.

15. Adjustments upon Corporate Actions:

In the event of any corporate actions such as bonus issue, rights issue, merger, demerger, split, consolidation, or other capital restructuring, appropriate adjustments shall be made to the number of options and/or exercise price in accordance with applicable laws to protect the interests of the employees.

16. Ranking of Shares:

The Equity Shares issued pursuant to exercise of options shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

17. Source of Shares:

Shares arising out of exercise of options shall be fresh issue of shares by the Company.

18. Administration and Implementation:

The Scheme shall be administered and implemented by the Nomination and Remuneration Committee, or by the Board of the Directors.

The draft copy of the MGHF ESOP Scheme 2025 is available for electronic inspection by the members and will remain open for inspection till the date of the Annual General Meeting. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the said resolution, except to the extent of options that may be granted to them under the Scheme, if eligible.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of the notice except to the extent of their shareholding in the Company.

ITEM NO: 8: ISSUE OF 30,000 EQUITY SHARES OF CLASS 'A' BY WAY OF PRIVATE PLACEMENT:

The Company proposes to raise funds by way of private placement through the issue of Equity Shares of **Class 'A'**, which are proposed to be partly paid, in accordance with the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, and the rules framed thereunder.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain prior approval of the shareholders by way of a **Special Resolution**. The proposed issuance will also be governed by Section 62(1)(c) of the Companies Act, 2013 which requires shareholder approval for issuance of shares to persons other than existing shareholders.

The Board of Directors of the Company proposes to issue up to **30,000 Equity shares of Class 'A'** of face value of ₹10/- each at a price of ₹10/- per share payable on application and allotment, to certain identified investors, on such terms and conditions as may be determined by the Board.

The following disclosures are made in accordance with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014:

- **Objects of the Issue:** As a part of business strategy.
- **Total number of securities to be issued:** Up to 30,000 Equity Shares of Class 'A'.
- **Price at which the allotment is proposed:** ₹10/- per share (₹10 face value + ₹0 premium).
- **Basis of valuation:** The issue price has been determined by the Board of Directors based on the internal assessment of the Company's valuation, considering prevailing market conditions and other relevant factors.
- **Nature of the shares:** The equity shares shall rank **pari passu** with the existing equity shares of the Company in all respects, including dividend, unless otherwise specified under the terms of the Class 'A' shares.
- **Intention of promoters/directors/key managerial personnel to subscribe:** None.
- **Proposed time within which the allotment shall be completed:** Allotment shall be completed within **60 days from the date of receipt of application money**.
- **Class or classes of persons to whom the allotment is proposed to be made:** The shares will be offered and allotted to identified persons (not exceeding 200 in a financial year), whose names shall be recorded in **Form PAS-5**, and the offer will be made through **Form PAS-4**.

- **Change in control, if any:** There will be **no change in the control or management** of the Company pursuant to the proposed issue.
- **No. of persons to whom the offer shall be made:** Offer will be made to identified persons not exceeding 200 in aggregate during the financial year in accordance with Section 42 of the Act.

A draft offer-cum-application letter (Form PAS-4) and record of private placement offers (Form PAS-5) shall be maintained as required under law.

The approval of the members is being sought to authorize the Board and/or Chief Compliance Officer to carry out all necessary acts, deeds and filings for the proposed issue, including obtaining ISIN, appointment of Registrar & Transfer Agent, execution of agreements with depositories, and completion of the corporate action.

Except Independent Directors, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8, except to the extent of shares that may be offered to them.
