

NOTICE

NOTICE is hereby given that 1/25-26 Extraordinary General Meeting of the Members of **CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED** will be held on Monday, 8th December 2025 at 11:30 A.M at a Shorter notice at the Registered Office of the Company at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra, India, to consider and transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Mr. Natarajan Girija Shankar (DIN: 07960781) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all applicable rules (including any statutory modification or re-enactment thereof for the time being in force) and the applicable guidelines, rules, regulations and circulars issued by Reserve Bank of India (“RBI”) and the Securities and Exchange Board of India (“SEBI”) from time to time and relevant provisions of Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Natarajan Girija Shankar (DIN: 07960781), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of one year with effect from 8th December 2025 and who has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem fit, necessary, essential, desirable, expedient, incidental and/or consequential to give effect to this resolution.

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

2. Re-appointment of Ms. Meena Jagtiani (DIN: 08396893) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all applicable rules (including any statutory modification or re-enactment thereof for the time being in force) and the applicable guidelines, rules, regulations and circulars issued by Reserve Bank of India (“RBI”) and the Securities and Exchange Board of India (“SEBI”) from time to time and relevant provisions of Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Meena Jagtiani (DIN: 08396893), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to



Chaitanya India Fin Credit Private Limited

hold office for a second term of one year with effect from 8th December 2025 and who has given her consent along with a declaration that she meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem fit, necessary, essential, desirable, expedient, incidental and/ or consequential to give effect to this resolution.

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

By Order of the Board of Directors
For Chaitanya India Fin Credit Private Limited

Sd/-
Neeraj Jain
Company Secretary
M. No.: A12273

Place: Mumbai
Date: 6th December 2025

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FOURTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING EITHER IN PERSON OR THROUGH POST/COURIER.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A 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.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of this Notice.
3. All the documents relevant to the resolutions specified in the Notice and which are referred to in the Explanatory Statement are available for inspection by the Shareholders of the Company at the Registered Office of the Company on all working days during business hours and also at the place of the meeting on the meeting day.
4. Pursuant to the provisions of Section 113 of the Companies Act, 2013 Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative to attend the extraordinary general meeting on its behalf and to vote in the extraordinary general meeting.
5. Member(s)/ Participant(s) may attend the Meeting through Electronic Mode and if you desire to participate through such mode, please send confirmation in this regard to Mr. Neeraj Jain, Company Secretary at email: neeraj.m.jain@svatantra.adityabirla.com/ Mobile: +91 9818097611 to enable making necessary arrangements.
6. A proxy form along with an attendance slip is annexed to the Notice.
7. The route map of the venue of the meeting is annexed to the Notice.
8. Members are requested to bring their copy of the Notice at the Extraordinary General Meeting.

ANNEXURE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2:

Pursuant to the requirement of Master Direction of Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, issued on October 19, 2023, as amended, Mr. Natarajan Girija Shankar (DIN: 07960781) and Ms. Meena Jagtiani (DIN: 08396893) were appointed by the Board of Directors as an Additional and Independent Directors of the Company at their Meeting held on 7th December 2023, for a period of two years with effect from 8th December 2023. Subsequently, their appointment as Director and Independent Director was approved by the Members through Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 11th December 2023 for a consecutive period of two years with effect from 8th December 2023.

The Nomination and Remuneration Committee ('NRC'), after considering the performance evaluation of Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani during their first term of two years and considering their knowledge, acumen, expertise, experience and substantial contribution, has recommended, through its circular resolutions passed on 28th November 2025, the re-appointment of Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani as an Independent Directors of the Company, not liable to retire by rotation, for a second term of one year with effect from 8th December 2025.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, through its circular resolution passed on 6th December 2025 have approved the re-appointment of Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani as an Independent Directors of the Company, not liable to retire by rotation, for a second term of one year with effect from 8th December 2025.

In accordance with the provisions of the Section 149(10) of the Companies Act, 2013, re-appointment of an Independent Director for a second term requires passing of a special resolution by the Members of the Company.

The Company has received individually from Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani, consent to act as a Director of the Company along with a declaration to the effect that he/she is not disqualified from being appointed as a Director in terms of section 164 of the Act and -Declaration / documents under fit and proper criteria as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, ('the Directions').

Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani, have also confirmed that he/ she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his/her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and also received a declaration from them that he/she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act.

In the opinion of the Board, Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani fulfils the conditions for their re-appointment as Independent Directors as specified in the Act and is independent of Management and possess appropriate skills, experience and knowledge.

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

Except Mr. Natarajan Girija Shankar and Ms. Meena Jagtiani, none of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financial or otherwise, in the proposed resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 1 and 2 of the accompanying Notice for approval of the Members by way of a Special Resolution.

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

Name	Mr. Natarajan Girija Shankar	Ms. Meena Jagtiani
Date of Birth	04/05/1957	13/12/1965
Age	68 years	59 years
Qualifications	1. Graduation in Bachelor of Arts from University of Madras. 2. Fellow Member of The Institute of Chartered Accountants of India. 3. Certified Internal Auditor (CIA) conferred by Institute of Internal Auditors, USA. 4. Qualification in Internal Audit Leadership (QIAL) conferred by Institute of Internal Auditors, USA.	Graduation in Bachelor of Commerce and Post Graduation in Master of Business Administration.
Experience	<ul style="list-style-type: none"> ➤ Mr. Natarajan Girija Shankar is an audit practitioner and thought leader with an overall experience of more than 40 years in diverse industry sectors and professional practice. ➤ He has initial exposure of 14 years in accounting, treasury and corporate finance in various companies before he took up a specialized role as Head of Internal Audit at ABB Limited, New Delhi. ➤ He is a Chartered Accountant and a Certified Internal Auditor (CIA). ➤ He has served as a director on the Board of Global Institute of Internal Auditors (IIA) for a period of two years and as a member of Global IIA Audit Committee. ➤ He has also served in various IIA International Committees for more than 18 years until 2022. ➤ With specialization in organizational governance, risk management, internal audit and finance, He advises clients in related areas and 	<ul style="list-style-type: none"> ➤ Independent Director with over 3 decades of cross functional experience with marquee organizations across sectors. ➤ Significant experience in working with Promoter led Groups in senior leadership roles. ➤ Alumni of 1988 MBA Batch of Symbiosis Institute of Business Management. ➤ Completed Executive Development Program from University of Pennsylvania – Wharton Business School – 2012. ➤ Certified Corporate Director by Institute of Directors (IOD)- 2020. ➤ Qualified Independent Director from Indian Institute of Corporate Affairs (IICA) – 2020. ➤ WILL Certification-Women on Corporate Boards. ➤ ICF Accredited Leadership & Executive Coach.

	<p>regularly conduct training programs for directors and internal auditors.</p> <ul style="list-style-type: none"> ➤ He authored a book titled “A Handbook on Internal Audit” as a guidance to corporate directors and executive management, published by the Institute of Directors, India. ➤ Independent Director on the Board of Svatantra Microfin Private Limited and Chaitanya India Fin Credit Private Limited. 	<ul style="list-style-type: none"> ➤ Certified Executive Coach by TWP international. ➤ Certified on various assessment tools – Hogan, PJM, Thomas Profiling, FIRO, etc. ➤ Trained on Hay Job Evaluation. ➤ Independent Director on Board of Sheela Foam Limited, Mortons Food Limited, Svatantra Microfin Private Limited, Accleya Solutions India Limited, Chaitanya India Fin Credit Private Limited, Kurlon Enterprise Limited and House of Kieraya Limited. ➤ Advisory Board Member – Claricent Partners (Member Firm IIC Partners). ➤ Independent HR Advisor and Leadership Coach.
Terms and conditions of appointment or re-appointment	Appointed as an Independent Director for a second term of one year w.e.f. 8 th December 2025	Appointed as an Independent Director for a second term of one year w.e.f. 8 th December 2025
Remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Entitled for sitting fees for attending Meetings of Board & Committees	Entitled for sitting fees for attending Meetings of Board & Committees
Date of first appointment on the Board	8 th December 2023	8 th December 2023
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
Number of Meetings of the Board attended during the year (FY 2025-2026)	3	3
Directorships, of other Boards	<ol style="list-style-type: none"> 1. Svatantra Microfin Private Limited 2. Saroja Sustainable Solutions Pvt. Ltd. 	<ol style="list-style-type: none"> 1. House of Kieraya Limited 2. Kurlon Enterprise Limited 3. Accleya Solutions India Limited 4. Svatantra Microfin Pvt. Ltd. 5. Sheela Foam Limited 6. Morton Foods Limited
Membership/ Chairmanship of	<ol style="list-style-type: none"> 1. Svatantra Microfin Private Limited • Audit Committee – Chairperson 	<ol style="list-style-type: none"> 1. Svatantra Microfin Private Limited • Audit Committee – Member



Committees of other Boards	<ul style="list-style-type: none">Nomination and Remuneration Committee – MemberRisk Management Committee – MemberIT Strategy Committee– Chairperson	<ul style="list-style-type: none">Nomination and Remuneration Committee – ChairpersonCorporate Social Responsibility Committee – Member <p>2. Sheela Foam Limited</p> <ul style="list-style-type: none">Stakeholder Relationship Committee – ChairpersonNomination and Remuneration Committee – MemberCorporate Social Responsibility Committee – Member <p>3. Accelya Solutions India Limited</p> <ul style="list-style-type: none">Corporate Social Responsibility Committee – ChairpersonAudit Committee – MemberStakeholder Relationship Committee – MemberNomination and Remuneration Committee – ChairpersonRisk Management Committee – Member <p>4. Kurlon Enterprise Limited</p> <ul style="list-style-type: none">Nomination and Remuneration Committee– ChairpersonAudit Committee– MemberCorporate Social Responsibility Committee – ChairpersonStakeholder Relationship Committee – Chairperson
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Chaitanya India Fin Credit Private Limited

Attendance Slip

Extraordinary General Meeting of the Company held on Monday, 8th December 2025 at 11.30 AM at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra

Reg. Folio No.: _____ DP ID * _____ Client ID * _____

Name: _____

Address: _____

I certify that I am a member/ proxy/ authorized representative for the member of the Company. I hereby record my presence at the 1/25-26 Extraordinary General Meeting of the Company held on Monday, 8th December 2025 at 11:30 A.M. at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra.

Member's/Proxy's name in Block Letters: _____

Member/Proxy/Representative's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the venue of the General Meeting. Only member/proxy/representative can attend the meeting.

*Applicable for shareholder(s) holding shares in electronic (dematerialized) form.



Chaitanya India Fin Credit Private Limited

FORM No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): Registered address: E-mail Id: Folio No./Client ID: DP ID:

I/We being the member(s) of _____ equity shares of the above-named company, hereby appoint:

1. Name:
Address:
E-mail Id.....Signature:, or failing him
2. Name:
Address:
E-mail Id.....Signature....., or failing him
3. Name:
Address.....
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/25-26 Extraordinary General Meeting of the Company, to be held on Monday, 8th December 2025 at 11:30 A.M. at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 and at any adjournment thereof in respect of such Resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No(s):

1. Re-appointment of Mr. Natarajan Girija Shankar (DIN: 07960781) as an Independent Director of the Company.
2. Re-appointment of Ms. Meena Jagtiani (DIN: 08396893) as an Independent Director of the Company.

Signed this..... day of2025

Affix Revenue Stamp of Re. 1

Signature of Proxy holder(s)

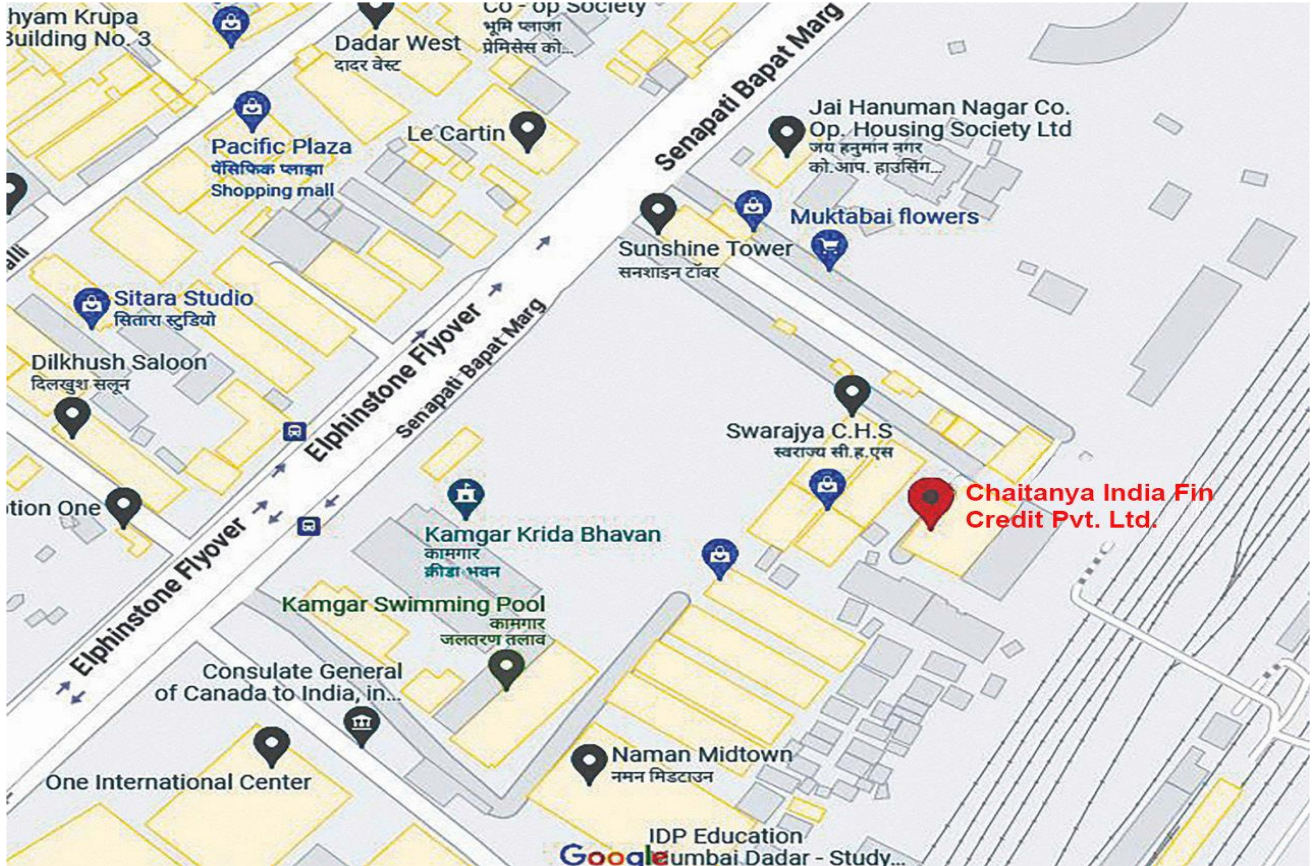
Signature of shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ROUTE MAP

Extraordinary General Meeting of Chaitanya India Fin Credit Private Limited to be held on Monday, 8th December 2025 at 11.30 AM Registered Office of the Company at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013

Prominent Landmark: Near One International Centre.



*Source: Google Maps