



Midland Microfin Limited

CIN – U65921PB1988PLC008430

Regd. & Corporate Office: The Axis, Plot No.1, R.B. Badri Dass Colony,

B.M.C. Chowk, G.T. Road, Jalandhar – 144001 (PB.) INDIA

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the shareholders of Midland Microfin Limited (“the Company”) will be held on Saturday, September 24, 2022 at 03:00 PM through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’) facility to transact the following business:

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Declaration of Dividend

To declare a dividend of Rs. 0.70/- per equity share of the face value of 10/- each; and on preference shares as per their respective rates of dividend for the financial year ended March 31, 2022 and a dividend of 0.02% and 17% on Redeemed Preference Shares as on March 29, 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend at the rate of Rs. 0.70/- (Seventy Paise Only) per equity share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company.

RESOLVED FURTHER THAT a dividend of 0.01%, 0.02% and 17% on Non-Convertible Redeemable Cumulative Preference Shares (“NCRCPs”) of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022.

RESOLVED FURTHER THAT a dividend of 0.02% and 17% on Non-Convertible Redeemable Cumulative Preference Shares (“NCRCPs Series-I”) (Series: P-II & P-III) respectively of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the period ended March 29, 2022.”

3. Appointment of Mr. Sachin Nithyanand Kamath (DIN: 01592593) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Sachin Nithyanand Kamath (DIN: 01592593) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sachin Nithyanand Kamath (DIN: 01592593), who retires by rotation at this meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. Ratification in Appointment of Statutory Auditors

To ratify the appointment of Statutory Auditors and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021 (“RBI Guidelines”) and pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s SCV & Co. LLP, Chartered Accountants (FRN: 000235N/N500089), be and is hereby ratified as Statutory Auditors of the Company until the conclusion of 35th Annual General Meeting to be held in the year 2023 at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors.”

Special Business

5. To approve the appointment of Mr. Santokh Singh Chhokar (DIN: 00514356) as a Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) for the time being in force and applicable provisions of Articles of Association of the Company, Mr. Santokh Singh Chhokar (DIN: 00514356) who was appointed as an Additional Director of the Company under the category of Non-Executive Director of the Company with effect from December 21, 2021 and who holds office until the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

6. To approve the appointment of Mr. Ashwani Kumar Jindal (DIN: 00670384) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Articles of Association of the Company, Mr. Ashwani Kumar Jindal (DIN: 00670384) who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from August 11, 2022 and who holds office only upto this Annual General Meeting in terms of section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Independent Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to be retire by rotation, and to hold office for the first term of 5 (five) consecutive years i.e. up to September 23, 2027.

RESOLVED FURTHER THAT the Board of Directors (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

7. To approve the appointment of Mr. Parveen Kumar Gupta (DIN: 02895343) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Articles of Association of the Company, Mr. Parveen Kumar Gupta (DIN: 02895343) who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from December 21, 2021 and who holds office only upto this Annual General Meeting in terms of section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Independent Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to be retire by rotation, and to hold office for the first term of 5 (five) consecutive years i.e. up to September 23, 2027.

RESOLVED FURTHER THAT the Board of Directors (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

**By orders of the Board
For Midland Microfin Limited**

**Place: Jalandhar
Date: August 11, 2022**

**Sd/-
Sumit Bhojwani
Company Secretary
M. No.: A-36611
Add: The Axis, BMC Chowk,
G.T. Road, Jalandhar-144001, Punjab**

NOTES:

1. Considering the ongoing Covid-19 pandemic and pursuant to the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated 05th May, 2022 and Circular No. 2/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), companies are permitted to hold the Annual General Meeting (AGM/Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in accordance with the MCA Circulars, provisions of the Companies Act, 2013, the AGM of the Company is being held through VC or OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts concerning ordinary business in respect of Item No. 4 and special business in respect of Item No. 5, 6 and 7 as set out above is annexed hereto.
3. Details pursuant to Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the Annexure to the Notice.
4. Generally, 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 a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
6. Institutional / Corporate Shareholders (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 its representative to attend this 34th AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be e-mailed to the scrutinizer at cs@midlandmicrofin.com.
7. Participation of members through VC/ OAVM facility will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 24, 2022. Members seeking to inspect such documents can send an email to cs@midlandmicrofin.com.
9. Members may note that the Board, at its meeting held on May 09, 2022, has recommended a final dividend of Rs. 0.70/- per Equity Share. The record date for the purpose of final dividend for the financial year 2021-2022 is September 18, 2022. The payment of final equity dividend, if approved by the Members at the 34th Annual General Meeting subject to deduction of tax at source will be made on or after Monday, September 26, 2022 as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of business hours on September 18, 2022; and
 - b) to all those Members holding shares in physical form after giving effect to all valid share transmission and transposition requests lodged with the Company before the closing hours on September 18, 2022.
10. The final dividend, once approved by the members will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who

have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to register/update their bank details with their depositories (where shares are held in dematerialized mode) and with the Company (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022 does not exceed ₹5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be sent on cs@midlandmicrofin.com on or before September 23, 2022. Members may contact Mr. Sumit Bhojwani on his email cs@midlandmicrofin.com or at phone +91-78372-18968 for more instructions and information on this subject. No communication would be accepted from members after September 23, 2022 regarding tax withholding matters.

12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary, at the Company's registered office or at cs@midlandmicrofin.com for revalidation and encashment before the due dates. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which

dividend remains unclaimed for seven consecutive years shall be transferred by the Company to the demat account of IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/>.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Company at its registered office.
14. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.midlandmicrofin.com and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services at www.skylinerta.com
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing to its members' facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The e-voting facility on the date of AGM will be provided to the members by M/s Skyline Financial Services Limited (Skyline), for voting on all the resolutions set out in this Notice.

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

Commencement of remote e-voting: 09:00 A.M. September 21, 2022

End of remote e-voting: 05:00 P.M. September 23, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Skyline upon expiry of the aforesaid period. Those members, who will be present in the 34th AGM through VC/OAVM facility and have not cast 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 during the 34th AGM.

16. The Company has appointed Ms. Harshita Aggarwal (M No.: A-55717), Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with the law in a fair and transparent manner. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of CDSL, the e-voting agency & on the Company's website at www.midlandmicrofin.com.
17. The Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in demat form and to the Company in case the shares are held by them in physical form. Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository Participant(s).
18. Non-Resident Indian Members are requested to inform RTA, immediately on:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
19. Members whose shareholding is in physical form are requested to kindly get their shares converted into DEMAT form in order to avail numerous benefits of dematerialisation, which include easy liquidity, ease of transfer and elimination of any possibility of loss of documents and bad deliveries.

You may contact Mr. Sumit Bhojwani at e-mail id cs@midlandmicrofin.com or phone no. +91 78372-18968. Necessary assistance shall be given by the Company.

20. Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as on the cut-off date, may obtain the log in id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he /she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.
21. Members who need assistance before or during the AGM with use of technology, can send a request at cs@midlandmicrofin.com or use Toll free no.: 0181-5086666.

INFORMATION AND INSTRUCTIONS FOR SHAREHOLDERS RELATING TO E-VOTING

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 **09:00 A.M. of September 21, 2022** and ends on **05:00 P.M. of September 23, 2022**. 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) of **September 18, 2022** 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at

	<p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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) <ul style="list-style-type: none">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. <ul style="list-style-type: none">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 i.e. **220830062** for Midland Microfin Limited 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; cs@midlandmicrofin.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the shareholders.
2. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN (i.e. **220830062**) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience e 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.

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 atleast **5 (Five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@midlandmicrofin.com.

8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 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.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM/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/AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/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 cs@midlandmicrofin.com .
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.

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

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

**By orders of the Board
For Midland Microfin Limited**

**Place: Jalandhar
Date: August 11, 2022**

**Sd/-
Sumit Bhojwani
Company Secretary
M. No A-36611
Address: THE AXIS, BMC Chowk,
G.T. Road, Jalandhar-144001**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 4:

The Reserve Bank of India vide its Circular No. RBI/2021- 22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 issued guidelines w.r.t. appointment of Statutory Auditors in Banks including NBFCs ("RBI Guidelines") and FAQs released subsequently. Pursuant to the RBI Guidelines, the Statutory Auditors are required to be appointed for a continuous period of three years subject to the firms satisfying the eligibility norms each year. Accordingly, the Company appointed M/s SCV & Co. LLP, Chartered Accountants (Firm Registration No. 000235N/N500089) as Statutory Auditors for the period of 3 years starting from conclusion of 33rd AGM till the conclusion of 36th AGM of the Company to be held in calendar year 2024. As the Statutory Auditor firm fulfills the eligibility criteria, thus, based on the recommendation of the Audit Committee, the Board recommends to the members for the ratification of appointment of M/s SCV & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company until the conclusion of 35th Annual General Meeting to be held in the year 2023.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

Terms of Appointment	3 years starting from the conclusion of 33 rd AGM till the conclusion of the 36 th AGM of the Company to be held in the calendar year 2024. The ratification is being done for one year i.e. till the conclusion of 35 th AGM pursuant to RBI Guidelines.
Proposed Audit fees payable to Auditor	Rs. 23.00 Lacs + GST
Basis of recommendation and Auditor credentials	The Audit Committee (ACB) in the meeting held on August 11, 2022 had recommended to the Board for ratification of Appointment of M/s SCV & Co. LLP (FRN: 000235N/N500089) as Statutory Auditors on the basis of fulfillment of eligibility criteria & Performance Evaluation. Considering the recommendation of Audit Committee, the Board members has recommended the ratification of Appointment of M/s SCV & Co. LLP as Statutory Auditors for the approval of members in 34 th Annual General Meeting of MML.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

Item No 5:

Appointment of Mr. Santokh Singh Chhokar (DIN: 00514356) as a Non-Executive Director

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Santokh Singh Chhokar as an Additional Director of the Company with effect from December 21, 2021 who holds office upto the date of this Annual General Meeting. The Company has also received candidature letter under Section 160 of the Act. Mr. Chhokar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his

consent to act as a Director in accordance with the provisions of the Companies Act, 2013. The Board is of the view that the appointment of Mr. Chhokar as a Director is desirable and would be beneficial to the Company. Thus, the Board, being satisfied with the Fit and Proper Status of the appointee as per the Guidelines issued by the RBI, recommends to the members for the appointment of Mr. Chhokar as a Director of the Company.

The brief profile of Mr. Santokh Singh Chhokar is as follows:

Mr. Santokh Singh Chhokar, graduated in medical and social sciences from the University of London and subsequently completed the Law Society's Post Graduate Diploma in Law and passed the Law Society's Finals with honours in 1992. Whilst at University he was involved in student union activities and was elected President of the National Union of Asian Students two years in succession. Since 1994, he has been Senior Partner in Chhokar & Co Solicitors based in the United Kingdom with associate offices in the United Arab Emirates. He is an accredited Will Writer registered with Dubai International Financial Centre (DIFC). He is a long-standing member of the Solicitors' Family Law Association, and the International Bar Association. He has been a Fellow of the Royal Society since 2005. He has served as Honorary Treasurer and President of the Middlesex Law Society. He is also active in supporting his family's philanthropic projects and initiatives (including women empowerment, sports and education) in the United Kingdom, India and United Arab Emirates.

Except Mr. Santokh Singh Chhokar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said Resolution.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment of Director.

The required details in terms of Secretarial Standard on General Meetings and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 are provided in Annexure II to the Notice.

Item No 6:

Appointment of Mr. Ashwani Kumar Jindal (DIN: 00670384) as a Non-Executive Independent Director

Mr. Ashwani Kumar Jindal is a recognized member of the Institute of Chartered Accountants of India. He has an immense knowledgeable experience in NBFC Audits, RBI matters, Income Tax & GST and Auditing. He executed Central Statutory Audit of Amritsar Central Co-operative Bank for several years. He is Co-opted Member of Internal Audit Standard Board of ICAI for the year 2020-21 and remained co-opted member of Committee of Members in Industry & Business of ICAI for the year 2019-20. He remained Co-opted member of Board of Studies of ICAI for the years 2016-2019. He remained as Chairman of Jalandhar Branch of NIRC of ICAI for three years in 2006, 2009 and 2013-14. He is Founder member and General Secretary of Chartered Accountants Association. He is also General Secretary of Income Tax & GST Bar Jalandhar.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Bank had appointed Mr. Ashwani Kumar Jindal (DIN: 00670384), subject to the approval of the members at the AGM, Mr. Jindal (DIN: 00670384) as an Additional Director in an Independent capacity of the Company, not liable to retire by rotation, to hold the office for a period of 5 years upto September 23, 2027.

In accordance to the provisions of Sections 149, 150 and 152 of the Act, appointment of Independent Non-Executive Director requires approval of members. Mr. Ashwani Kumar Jindal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Jindal had also submitted a declaration to the effect that he meets the criteria of independence in accordance with the provisions of the Companies Act, 2013.

The Company has also received candidature letter under Section 160 of the Act. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Jindal as an Independent Director is now being placed before the Members for their approval. A copy of appointment letter setting out terms and conditions of her appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection through electronic mode.

The Board of Directors had expressed its satisfaction over the Fit and Proper Status of the appointee as per the Guidelines issued by the RBI. The Board of Directors were of the opinion that he is a person of integrity, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management of the Company. Hence, the Board of Directors has proposed to put before your good selves the resolution at item No. 6 for your kind consideration and approval as an Ordinary Resolution.

The required details in terms of Secretarial Standard on General Meetings and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 are provided in Annexure III to the Notice.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except Mr. Ashwani Kumar Jindal.

Item No 7:

Appointment of Mr. Parveen Kumar Gupta (DIN: 02895343) as a Non-Executive Independent Director

Mr. Parveen Kumar Gupta has a rich experience in banking and risk management functions. He is currently serving as a Non-Executive Chairman of Utkarsh Small Finance Bank. He retired as managing director, retail and digital banking, from State Bank of India ("SBI"). He has experience in the banking sector of over 37 years and has held various positions in the SBI group. He holds a bachelor's degree in commerce from Guru Nanak Dev University and is an associate member of the Institute of Company Secretaries of India. He is also a certified associate of the Indian Institute of Bankers. Further, he is currently a director on the board of BOI AXA Investment Managers Private Limited, Light Microfinance Private Limited and Protium Finance Ltd. He was a member of the expert committee on Micro, Small & Medium Enterprises, headed by Mr. U.K. Sinha, former Chairman of the SEBI, constituted by RBI.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Bank had appointed Mr. Parveen Kumar Gupta (DIN: 02895343), subject to the approval of the members at the AGM, Mr. P.K. Gupta (DIN: 02895343) as an Additional Director in an Independent capacity of the Company, not liable to retire by rotation, to hold the office for a period of 5 years upto September 23, 2027.

In accordance to the provisions of Sections 149, 150 and 152 of the Act, appointment of Independent Non-Executive Director requires approval of members. Mr. Parveen Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. P.K. Gupta had also submitted a declaration to the effect that he meets the criteria of independence in accordance with the provisions of the Companies Act, 2013.

The Company has also received candidature letter under Section 160 of the Act. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. P.K. Gupta as an Independent Director is now being placed before the Members for their approval. A copy of appointment letter setting out terms and conditions of her appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection through electronic mode.

The Board of Directors had expressed its satisfaction over the Fit and Proper Status of the appointee as per the Guidelines issued by the RBI. The Board of Directors were of the opinion that he is a person of integrity, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management of the Company. Hence, the Board of Directors has proposed to put before your good selves the resolution at item No. 7 for your kind consideration and approval as an Ordinary Resolution.

The required details in terms of Secretarial Standard on General Meetings and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 are provided in Annexure IV to the Notice.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except Mr. Parveen Kumar Gupta.

Annexures to the Notice dated August 11, 2022

Details of Directors retiring by rotation / seeking re-appointment at the Meeting as required under SS2 - Secretarial Standard on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure-I

Mr. Sachin Nithyanand Kamath	
Age	57
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	<p>Having 37 Years of Experience in the Banking & Finance Industry. He is experienced Asset Manager with a stellar record in managing multi-million dollars' investment across geographies and asset classes.</p> <p>He has worked in various position in the field of investments for Paradigm Investments Pvt Ltd; BOI Mutual Fund and JV Gokal Group in India.</p>
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, and pursuant to the Shareholders Agreement dated September 30, 2021 Mr. Sachin Nithyanand Kamath who was appointed as a Director of the Company at the Board meeting held on March 31, 2016 is liable to retire by rotation.
Remuneration last drawn (including sitting fees)	₹ 67000/- (Sixty Seven Thousand Only)
Remuneration proposed to be paid	As per the existing approved terms of appointment
Date of first appointment on the Board	March 31, 2016
Shareholding in the Company as on March 31, 2022 including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and Key Managerial Personnel	-
Number of meetings of the Board attended during the financial year (2021-22)	8
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Oil Field Instrumentation (India) Private Limited • TVS Automobile Solutions Private Limited • Ki Mobility Solutions Private Limited • Aspiring Minds Assessment Private Limited • Mcphar International Private Limited • Kitara Capital Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Oil Field Instrumentation (India) Private Limited (Member in Audit Committee and CSR Committee) • TVS Automobile Solutions Private Limited (Member in Audit Committee, Nomination & Remuneration Committee and CSR Committee) • Mcphar International Private Limited (Member in Audit Committee, Nomination & Remuneration Committee and CSR Committee) • Ki Mobility Solutions Private Limited (Member in Audit

	Committee, Nomination & Remuneration Committee and CSR Committee) • Kitara Capital Private Limited (Member in Audit Committee)
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Details of Last 3 years of Directorship as on March 31, 2022

Name of the Company/ LLP	Date of appointment	Date of cessation
Oil Field Instrumentation (India) Private Limited	29/06/2010	-
TVS Automobile Solutions Private Limited	12/01/2011	-
Midland Microfin Limited	31/03/2016	-
Aspiring Minds Assessment Private Limited	12/02/2009	27/11/2019
Krsnaa Diagnostics Private Limited	10/08/2015	25/04/2021
Mcphar International Private Limited	01/08/2013	-
Kitara Capital Private Limited	10/06/2009	-
Ki Mobility Solutions Private Limited	05/07/2021	-

Annexure-II

Mr. Santokh Singh Chhokar	
Age	66
Qualifications	B.SC (Hons.) PGD Law
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Chhokar have 30+ Years of Experience in Legal Profession. He is originally a medical and social sciences graduate from the University of London, he also completed his Law Society's Post Graduate Diploma in Law in 1991 and the Law Society's final Examination in 1992. After completing his two years training he was admitted as a Solicitor in 1994 Senior Partner in Chhokar & Co. Solicitors.</p> <p>He is a long-standing member of the Solicitors' Family Law Association, and the International Bar Association. He has been a Fellow of the Royal Society since 2005.</p>
Terms and Conditions of Re-appointment	Being an Additional director, Mr. Santokh Singh Chhokar holds office of a director only up to the date of this AGM and is proposed to be appointed as a director, liable to retire by rotation.
Remuneration last drawn (including sitting fees)	₹ 25000/- (Twenty Five Thousand Only)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	December 21, 2021
Shareholding in the Company as on March 31, 2022 including	NIL

shareholding as a beneficial owner	
Relationship with other Directors, Manager and Key Managerial Personnel	-
Number of meetings of the Board attended during the financial year (2021-22)	3
Directorships of other Boards as on March 31, 2022	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL

Details of Last 3 years of Directorship as on March 31, 2022

Name of the Company	Date of Appointment	Date of Cessation
Capital Small Finance Bank Limited	15/09/2001	10/1/2019
Midland Microfin Limited	21/12/2021	N.A.
Chhokar & Co.	01/09/1994	N.A.
Swiss Securities Corporation Limited	29/06/1991	N.A.
Binfield Property Investment Trust Limited	11/12/2016	N.A.
SSC Legal Limited	13/04/2000	N.A.
Swisscorp Limited	15/07/1990	N.A.
Swiss Capital Partners Limited	01/12/2002	N.A.
Heusden Group Limited	15/01/2021	N.A.

Annexure-III

Mr. Ashwani Kumar Jindal	
Age	49
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Jindal have more than 22 Years of Experience in the field of Auditing & Taxation. He is a recognized member of the Institute of Chartered Accountants of India. He has an immense knowledge and experience in NBFC Audits, RBI matters, Income Tax & GST and Auditing. He executed Central Statutory Audit of Amritsar Central Co-operative Bank for several years. He is Co-opted Member of Internal Audit Standard Board of ICAI for the year 2020-21 and remained co-opted member of Committee of Members in Industry & Business of ICAI for the year 2019-20.</p> <p>He remained Co-opted member of Board of Studies of ICAI for the years 2016-2019. He remained as Chairman of Jalandhar Branch of NIRC of ICAI for three years in 2006, 2009 and 2013-14. He is Founder member and General Secretary of Chartered Accountants Association. He is also General Secretary of Income Tax & GST Bar Jalandhar.</p>
Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the Explanatory Statement
Remuneration last drawn (including sitting fees)	Nil

Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	
Date of first appointment on the Board	August 11, 2022	
Shareholding in the Company as on March 31, 2022 including shareholding as a beneficial owner	NIL	
Relationship with other Directors, Manager and Key Managerial Personnel	-	
Number of meetings of the Board attended during the financial year (2021-22)	N.A.	
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> PHF Leasing Limited - Independent Director 	
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	<ul style="list-style-type: none"> Chairman Audit Committee of PHF Leasing Limited Chairman of Nomination & Remuneration Committee in PHF Leasing Limited Member of Customer Standing Committee of Capital Small Finance Bank Ltd. 	
Skills and capabilities required for the Role and manner in which such requirement is met	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Ashwani Kumar Jindal and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>	
Details of Last 3 years of Directorship as on March 31, 2022		
Name of the Company	Date of Appointment	Date of Cessation
PHF Leasing Limited	07/03/2020	N.A
Apexpay Technologies Private Limited	03/09/2021	04/09/2021

Annexure-IV

Mr. Parveen Kumar Gupta	
Age	62
Qualifications	B.Com, CS, CAIIB
Experience (including expertise in specific functional area) / Brief Resume	37 Years of Experience in Banking and Risk Management Functions
Terms and Conditions of Re-appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with the Explanatory Statement
Remuneration last drawn	Rs. 75,000/- per month
Remuneration proposed to be paid	Rs. 75,000/- per month
Date of first appointment on the Board	December 21, 2021

Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors, Manager and Key Managerial Personnel	-
Number of meetings of the Board attended during the financial year (2021-22)	3
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Utkarsh Small Finance Bank Limited • BOI AXA Investment Managers Private Limited • Light Microfinance Private Limited • Protium Finance Ltd. • 63 Moons Technologies Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Non-Executive Chairman of Utkarsh Small Finance Bank Limited • Member of Nomination & Remuneration Committee in Utkarsh Small Finance Bank Limited • Chairman of Audit Committee in BOI Star Investment Managers Private limited • Chairman of Nomination & Remuneration Committee in BOI Star Investment Managers Private limited • Chairman of Audit Committee in Light Microfinance Private Limited • Member of Nomination & Remuneration Committee in Light Microfinance Private Limited • Member of Nomination & Remuneration Committee in Protium Finance Limited
Skills and capabilities required for the Role and manner in which such requirement is met	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Parveen Kumar Gupta and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Directors.

Details of Last 3 years of Directorship as on March 31, 2022

Name of the Company	Date of Appointment	Date of Cessation
63 Moons Technologies Limited	12/3/2020	09/03/2020
SBI Life Insurance Company Limited	23/03/2018	31/03/2020
BOI Star Investment Managers Private Limited	15/12/2021	-
Midland Microfin Limited	21/12/2021	-
Dvara Kshetriya Gramin Financial Services Private Limited	25/05/2021	31/08/2021
Utkarsh Small Finance Bank Limited	01/09/2021	-
Hiranandani Financial Services Private Limited	27/09/2021	-
Growth Source Financial Technologies Private Limited	23/12/2021	-
SBI General Insurance Company Limited	22/03/2018	31/03/2020
Light Microfinance Private Limited	11/02/2022	-
SBI Foundation	22/12/2017	31/03/2020