NOTICE OF THIRTY EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of Midland Microfin Limited ("the Company") will be held on **Tuesday, 29th September 2026 at 03:00 P.M. (IST) through Video Conferencing** ("VC")/Other Audio-Visual Means ("**OAVM**"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on preference shares for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

RESOLVED THAT a dividend for the financial year ended March 31, 2026, as recommended by the Board of Directors at its meeting held on July 27, 2026, be and is hereby declared and approved to be paid out of the profits of the Company on the following preference shares:

- Dividend @0.01% on Non-Convertible Redeemable Cumulative Preference Shares (NCRCPS) of face value ₹10/- each, fully paid-up.
- Dividend @0.01% on Compulsorily Convertible Preference Shares (CCPS) of face value ₹150/- each, fully paid-up.
- Dividend @0.001% on Compulsorily Convertible Preference Shares (CCPS) of face value ₹10/- each, fully paid-up

3. To appoint Mr. Santokh Singh Chhokar (DIN: 00514356), who retires by rotation, as a Director 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. Santokh Singh Chhokar (DIN: 00514356), who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To ratify the appointment of Statutory Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 and RBI Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies dated April 27, 2021 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any and pursuant to the recommendation of the Audit Committee & Board, consent of the members be and is hereby accorded for ratification of appointment of M/s GSA & Associates LLP, Chartered Accountants (FRN: 000257N/N500339) as the Statutory Auditors of Midland Microfin Limited until the conclusion of 39th Annual General Meeting to be held in the year 2027 at such remuneration as shall be fixed by the Audit Committee or Board of Directors of the Company in consultation with the Statutory Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any

Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the above Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. Appointment of Mr. Shant Kumar Gupta (DIN: 01571485) as Non-Executive and Non-Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the approval of Reserve Bank of India Mr. Shant Kumar Gupta (DIN: 01571485) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as a Non-Executive and Non - Independent Director, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Shant Kumar Gupta (DIN: 01571485) be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

6. To consider and approve Reclassification of certain persons/entities from the 'Promoter & Promoter Group' category to the 'Public' category and consequential amendment to the Articles of Association and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company, and other applicable laws, regulations and guidelines for the time being in force, and subject to such approvals, permissions and sanctions as may be required from any statutory, regulatory or governmental authority, consent of the Members of the Company be and is hereby accorded for reclassification of the following persons/entities from the 'Promoter' category to the 'Public' category in the records of the Company:

Name of Promoter	Equity holding	% of holding
Mr. Inderjeet Vasudeva	355300	0.68%
Hamco Ispat Pvt. Ltd.	316750	0.60%
Mrs. Sneh Bhandari	1053572	2.01%

RESOLVED FURTHER THAT the aforesaid persons/entities have represented and confirmed to the Company that:
a) they do not participate in the day-to-day management or control of the Company, directly or indirectly;
b) they do not possess any special rights in the Company through formal or informal arrangements, shareholders' agreements or otherwise;
c) they are not Key Managerial Personnel of the Company and do not hold any position enabling them to influence the management or policy decisions of the Company;
d) they are neither wilful defaulters as per the guidelines issued by the Reserve Bank of India nor fugitive economic offenders; and
e) they satisfy the conditions prescribed by the Company and applicable laws for being classified as members of the Public Category.

RESOLVED FURTHER THAT upon completion of the necessary corporate and regulatory formalities, the Company be and is hereby authorised to update its statutory records, registers, filings, disclosures and any other documents or records maintained by the Company to reflect the aforesaid reclassification.

RESOLVED FURTHER THAT upon the reclassification becoming effective and completion of the necessary corporate and regulatory formalities, the names of the aforesaid persons/entities, who cease to form part of the Promoter and/or Promoter Group of the Company, be and are hereby authorised to be deleted from the respective list of Promoters and/or Promoter Group contained in Schedule 3A and Schedule 3B, respectively, of the Articles of Association of the Company.

RESOLVED FURTHER THAT Schedule 3A and Schedule 3B of the Articles of Association of the Company be and are hereby altered, amended and substituted, as applicable, to reflect the revised list of Promoters and Promoter Group of the Company consequent upon giving effect to the aforesaid reclassification and completion of the applicable statutory and regulatory formalities.

RESOLVED FURTHER THAT the aforesaid amendment to Schedule 3A and Schedule 3B is consequential in nature and is intended to align the Articles of Association of the Company with the revised list of Promoters and Promoter Group and shall not otherwise affect any substantive rights or obligations under the Articles of Association.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, forms, declarations and writings, and make such filings and submissions as may be necessary, desirable or expedient to give effect to this resolution, including filing of the requisite forms with the Registrar of Companies and making consequential changes in the statutory records, registers, filings and disclosures of the Company."

7. To consider the Issuance of Non-Convertible Securities on Private Placement basis and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("Debt Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the International Financial Services Centres Authority (Listing) Regulations, 2024, as amended from time to time, the Memorandum and Articles of Association of the Company, the listing agreement entered into by the Company with the Stock Exchange, the regulations, directions and circulars issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies (NBFCs) from time to time, and other applicable laws, rules, regulations, notifications and guidelines and/or requirements of any other concerned regulatory authority, as may be necessary, and all other appropriate statutory and governmental authorities and departments, if any, the Board of Directors of the Company be and is hereby authorised to create, offer, issue and allot non-convertible debentures/bonds whether secured/unsecured, listed/unlisted, rated/unrated, market-linked debentures, perpetual debentures, fixed maturity, including credit-enhanced and structured debentures and/or bonds, in the aggregate amount of up to ₹1,000 Crores (Rupees One Thousand Crores only), by way of private placement, in one or more tranches or series, from time to time (the "Debentures on Private Placement"), to identified and eligible investors including, but not limited to, financial institutions including NBFCs, insurance companies, mutual funds, scheduled commercial banks, regional rural banks, cooperative banks, companies, bodies corporate and/or any other person eligible to invest in such Debentures, for a period of 1 (One) year from the date of approval of the Members, and such amount being within the borrowing limits of ₹5,000 Crores (Rupees Five Thousand Crores only) as approved by the shareholders under Sections 180(1)(c) and 180(1)(a) of the Act.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred under this resolution) to exercise all such powers as may be necessary, desirable or expedient in connection with the issue and/or allotment of the Debentures on Private Placement basis, including the powers conferred by this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things and execute all such documents, agreements and instruments as may be necessary or desirable and to accept such alterations or modifications to the terms of issue as it may deem fit and proper, without requiring any further approval of the Members, and to give such directions as may be necessary to settle any question or difficulty that may arise in regard to the issue and allotment of the Debentures on Private Placement basis and otherwise pertaining to or in relation to the Issue, and to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds and things as may be required from time to time to give effect to this resolution, including signing and making necessary filings with the Registrar of Companies and other statutory/regulatory authorities, updating the statutory registers of the Company and to settle any question or difficulty which may arise in regard thereto in such manner as they may deem fit

8. To increase the Authorised Share Capital of the Company and consequent alteration to the Capital Clause of Memorandum of Association and if thought fit, to pass, the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹ 128,00,00,000/- (Rupees One Hundred and Twenty-Eight Crore only) divided into 5,30,00,000 (Five Crore Thirty Lakh) Equity Shares of ₹10/- each aggregating to ₹ 53,00,00,000/- (Rupees Fifty-Three Crore Only), 3,00,00,000 (Three Crore) Preference Shares of ₹10/- each aggregating to ₹ 30,00,00,000/- (Rupees Thirty Crore Only) and 30,00,000 (Thirty Lakh), Compulsory Convertible Preference Shares (CCPS) of ₹150/- each aggregating to ₹45,00,00,000/- (Rupees Forty-Five Crore) to ₹ 140,00,00,000/- (Rupees One Hundred and Forty Crore only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) Equity Shares of ₹10/- each aggregating to ₹65,00,00,000/- (Rupees Sixty-Five Crores only), 3,00,00,000 (Three Crore) Preference Shares of ₹10/- each aggregating to ₹30,00,00,000/- (Rupees Thirty Crores only) and 30,00,000 (Thirty Lakh), Compulsory Convertible Preference Shares (CCPS) of ₹150/- each aggregating to ₹45,00,00,000/- (Rupees Forty-Five Crore) by creation of additional 1,20,00,000 (One Crore Twenty Lakh) additional Equity Shares of ₹10/- each aggregating up to ₹ 12,00,00,000 (Rupees Twelve crores only).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members be and is hereby accorded for substituting the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company with the following:

'V. The Authorized Share Capital of the Company is ₹ 140,00,00,000/- (Rupees One Hundred and Forty Crore only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) Equity Shares of ₹10/- each aggregating to ₹65,00,00,000/- (Rupees Sixty-Five Crores only), 3,00,00,000 (Three Crore) Preference Shares of ₹10/- each aggregating to ₹30,00,00,000/- (Rupees Thirty Crores only) and 30,00,000 (Thirty Lakh), Compulsory Convertible Preference Shares (CCPS) of ₹150/- each aggregating to ₹45,00,00,000/- (Rupees Forty-Five Crore).

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and the Company Secretary be and are hereby severally Authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, forms and filings as may be necessary, proper or expedient for giving effect to this Resolution, including filing the requisite forms with the Registrar of Companies and other statutory authorities."

By orders of the Board of Directors
For Midland Microfin Limited

Sd/-
Kapil Kumar Ruhela
Company Secretary & Chief Compliance Officer
Membership No-A63313

Date: July 27, 2026
Place: Jalandhar

NOTES:

1. Pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 ,September 25, 2023, September 19, 2024 and September 22, 2025 respectively issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/ PoD- 2/P/CIR/2023/4 issued by SEBI (collectively referred to as 'Circulars'), companies are allowed to hold Annual General Meeting through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 38th AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue for the 38th AGM shall be the Registered Office of the Company.

2. Since this AGM is being held pursuant to the Circulars through VC / OAVM, 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, Attendance Slip and Route Map are not annexed to this Notice.

3. The relevant Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning resolutions vide Item Nos. 5 to 8 in the Notice of this AGM is annexed hereto and forms part of this Notice.

4. Statement giving details of the Directors seeking reappointment is also annexed with this Notice pursuant to the requirement of Secretarial Standard on General Meeting ("SS-2") issued by Institute of Company Secretaries of India.

5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. **For shares held in electronic form:** to their Depository Participants ("DPs").

b. **For shares held in physical form:** to the Company at its registered office or at e-mail id cs@midlandmicrofin.com / Company's Registrar and Transfer Agent, M/s Skyline Financial Services Private Limited (Skyline/RTA) at e-mail id contact@skyline.com

6. 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 CDSL, 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. (IST) on Friday, September 25, 2026
End of remote e-voting:	05:00 P.M. (IST) on Monday, September 28, 2026

The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled upon expiry of the aforesaid period. Those members who will be present in the 38th 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 38th AGM.

7. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its e-mail cssagrikajayee@gmail.com with a copy marked to evoting@cdslindia.com & cs@midlandmicrofin.com.

8. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID/ password for E-voting is annexed to this Notice.

9. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to cs@midlandmicrofin.com from their registered e-mail address.

10. The Company has appointed Ms. Sagrika Jayee, (Membership No. 61678), Practicing Company Secretary, as the Scrutinizer for scrutinizing the Remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.

11. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized who shall countersign the same and declare the results of voting forthwith. The result declared, along with the Scrutinizer's Report, shall be placed on the website of the Company at www.midlandmicrofin.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of the result by the Chairman, and shall simultaneously be communicated to BSE Limited and India International Exchange (IFSC) Limited.

12. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e. Tuesday, September 22, 2026, will only be considered for the purpose of Remote e-voting and e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, September 22, 2026. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

14. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through e-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.

15. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ADDRESSES:** In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Directors' Report, Auditor's Report or other Statutory Reports) including other Statutory statements/documents including the Notice of 38th AGM are being sent in electronic mode to Members

whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2025- 26 will also be available on the Company's website www.midlandmicrofin.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, & India Inx-India International Exchange IFSC Ltd at https://www.indiainx.com/ on the website of Central Depository Services (India) Limited ("CDSL") https://www.evotingindia.com.

16. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for Remote e-voting and then existing User Id and password can be used for casting vote.

17. The Notice of the AGM along with Annual Report is being sent to all the Members of the Company, whose names appear on the Register of Members/ record(s) of DPs as on Friday, August 28, 2026. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

18. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the Schedule Time i.e. from 2:45 PM .

19. The facility for participation at the AGM through VC/OAVM will be made available to Members on a first-come-first-served basis. However, no restriction on account of first-come-first-served basis shall apply to large shareholders (i.e., shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and such other persons as may be permitted under the applicable provisions.

20. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

21. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

22. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 22, 2026, through email on cs@midlandmicrofin.com and the same will be replied by the Company suitably.

23. Members wishing to claim dividends that remain unpaid or unclaimed are requested to correspond with the Company Secretary at the Company's Registered Office or at cs@midlandmicrofin.com for revalidation and payment of such dividend before the same is transferred to the Investor Education and Protection Fund ("IEPF"). Members are requested to note that any amount lying in the Unpaid Dividend Account which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account shall be transferred by the Company to the IEPF, in accordance with the applicable provisions of the Companies Act, 2013.

Further, pursuant to Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF in the manner prescribed under the applicable provisions of law. The Company shall undertake such transfer in accordance with the prescribed procedure and timelines.

Members whose shares and/or dividend amounts have been transferred to the IEPF may claim the same from the IEPF Authority by following the prescribed procedure and submitting an online application in Form IEPF-5 available on the website of the IEPF Authority at www.iepf.gov.in.

24. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy

liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective October 02, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

25. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates and requisite KYC documents for consolidating their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. Members are also requested to ensure that their bank account details and mandate registered with the Company/RTA are valid, active and duly updated, including linking of the bank account with the relevant folio, wherever applicable, to facilitate successful and timely electronic payment of dividend, interest, redemption proceeds and other corporate benefits.

26. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP and members holding shares in physical mode are requested to update their e-mail addresses with Company/RTA, to receive the Company's communication through email.

27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

In case of any queries, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

28. If you have any queries or issues regarding attending AGM through VC/OAVM , you can write an email to admin@skylinerta.com or contact Mr. Sarbesh Singh at 9953022071.

29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023),issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company website.

30. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 23, 2026, to Tuesday, September 29, 2026 (both days inclusive) for determining the entitlement of the Shareholders for the purpose of Dividend and AGM

A. Members may note that the Board, at its meeting held on July 27, 2026, has recommended the dividend as mentioned in item no. 2. The record date for the purpose of dividend for the financial year 2025-26 is Tuesday, September 22, 2026**.** The payment of dividend, if approved by the Members at the 38th Annual General Meeting subject to deduction of tax at source will be made on or before Thursday, October 29, 2026**,** 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 Tuesday, September 22, 2026, 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 Tuesday, September 22, 2026.

B. The 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. Members may note that pursuant to the SEBI mandate, with effect from November 18, 2025, dividends shall be processed only in electronic mode and payment through dividend warrants, demand drafts or cheques has been discontinued. 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.

31. **TDS PROVISIONS AND DOCUMENTS REQUIRED, AS APPLICABLE FOR RELEVANT CATEGORY OF SHAREHOLDERS:**

A. FOR RESIDENT SHAREHOLDERS: Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2025-26 provided a valid PAN is provided by the shareholder. If PAN is not submitted or shareholders are classified as specified person u/s 206AB of the Income-tax Act, 1961, TDS would be deducted @20% as per section 206AA of the Income-tax Act, 1961.

(a) **For Resident Individual**: No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2025-26 does not exceed ₹10,000. Please note that this includes the future dividends, if any, which may be declared by the Board in FY 2025-26. Separately, in cases where the shareholder provides Form 121, no tax at source shall be deducted provided that the eligibility conditions are being met. PAN is mandatory. Members are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%.

(b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:

i. **Insurance Companies:** Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.

ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.

iii. **Alternative Investment Fund (AIF):** Self-declaration that its income is exempt under section 10 (23FBA) of the Income tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

iv. **New Pension System (NPS) Trust:** Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income-tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

v. **Other non-individual shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

Please note that as per section 206AB of the Income-tax Act, 1961 in case a person has not filed his/ her Return of Income for the preceding financial year and the aggregate of tax deducted at source in his/her case is ₹ 50,000 or more in the said financial year, TDS will be higher of the following:

a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or
b) Twice the rate or rates in force; or
c) The rate of five per cent.

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 year does not exceed ₹10,000 and also in cases where members provide Form 121 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 121 or any other document as mentioned above.

B. The non-residents who do not have the permanent establishment and residents who are not required to file a return under section 139 of Income-tax Act, 1961 are excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of Income tax Act, 1961. 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 year 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 Tuesday, September 22, 2026. Members may contact Mr. Kapil Ruhela on his email cs@midlandmicrofin.com or contact at : 0181-5086666 for more instructions and information on this subject. No communication would be accepted from members after Tuesday, September 22, 2026, regarding tax withholding matters.

32. Members holding shares in single name and physical form are advised to make nominations 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.

33. Members who need assistance before or during the AGM with use of technology, can send a request at cs@midlandmicrofin.com or contact at : 0181-5086666.

INFORMATION AND INSTRUCTIONS FOR SHAREHOLDERS RELATING TO E-VOTING

A. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The remote e-voting period begins on Friday, September 25, 2026, at 9:00 A.M. (IST) and ends on Monday, September 28, 2026 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 22, 2026, 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.

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

(i) 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**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website https://web.cdslindia.com/ myeasi/home/login and click on login icon & select New System Myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option or can directly access through the following link. https://web.cdslindia.com/myeasitoken/Home/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. 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 Provider
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat	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

mode) login through their **Depository Participants (DP)**	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 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

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

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

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

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

(iii) 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.

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

(v) Click on the EVSN for the relevant Midland Microfin Limited on which you choose to vote.

(vi) 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.

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

(viii) 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.

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

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

(xi) 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.

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

(xiii) **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 CDSL, Scrutinizer and to the Company at the email address viz; cssagrikajayee@gmail.com with a copy marked to evoting@cdslindia.com & 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.

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

1. The procedure for attending meetings & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@midlandmicrofin.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@midlandmicrofin.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 21 09911.

I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
III. 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.

34. If you have any queries or issues regarding attending 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 21 09911 and if you have any queries or issues regarding attending AGM, you can write an email to admin@skylinerta.com or contact to Mr. Sarbesh Singh at 9953022071.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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 21 09911.

By orders of the Board of Directors
For Midland Microfin Limited

Sd/-
Kapil Kumar Ruhela
Company Secretary & Chief Compliance Officer
Membership No-A63313

Date: July 27, 2026
Place: Jalandhar

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

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its Meeting held on January 29, 2026, appointed Mr. Shant Kumar Gupta (DIN: 01571485) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from January 29, 2026, subject to the approval of the Members and Reserve Bank of India.

While recommending his appointment, the NRC considered the existing composition of the Board, the skills, experience, expertise and competencies required in the context of the Company's business and long-term strategic objectives. The NRC and the Board were of the view that Mr. Gupta's extensive experience in the areas of corporate strategy, business transformation, leadership and general management would significantly strengthen the Board and contribute to the Company's growth and governance framework.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with Article 133 of the Articles of Association of the Company, Mr. Gupta holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director liable to retire by rotation.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Gupta for appointment as a Director of the Company.

Mr. Shant Kumar Gupta is a MA in Economics and Mr. Gupta brings with him over 30 years of rich experience in corporate governance, business leadership, and strategic management. He is a seasoned professional with extensive experience across general business and finance functions. Mr. Gupta is also the Founder and Chairman of Hamco Charitable Trust, a non-governmental organization committed to providing free computer education to underprivileged and needy students. Notably, he was earlier associated with the Company as an Independent Director, and his appointment further strengthens the Board with his valuable institutional knowledge and experience.

The Company has received from Mr. Gupta:

- his consent to act as a Director pursuant to Section 152 of the Act;
- a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory or regulatory authority; and
- such other declarations and confirmations as are required under the applicable provisions of the Companies Act, 2013, RBI Regulation and other applicable laws.

The Board is satisfied that Mr. Gupta possesses the requisite integrity, qualifications, experience, expertise and competencies necessary for effective discharge of his duties as a director and believes that his continued association with the Company would be of significant value to the Company.

In compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the applicable directions issued by the Reserve Bank of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company, the appointment of Mr. Shant Kumar Gupta (DIN: 01571485) as a Non-Executive, Non-Independent Director is being placed before the Members for their approval.

The Board recommends the **Ordinary Resolution** set out at **Item No. 5** of the accompanying Notice for approval by the Members.

Except the proposed appointee, in resolutions set out at Item No. 5 of this Notice, proposing his appointment, none of the Director and Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution. Mr. Shant Kumar Gupta being interested, will not participate in the voting on this resolution.

The disclosures pursuant to the provisions of the Companies Act, 2013 and Secretarial Standard-2 on

General Meetings issued by the Institute of Company Secretaries of India, relating to Mr. Shant Kumar Gupta, are annexed to this Notice.

Item No. 6

The Company has received requests from Mr. Inderjeet Vasudeva, Hamco Ispat Private Limited and Mrs. Sneh Bhandari (collectively referred to as the "Applicants"), presently classified under the 'Promoter' category of the Company, seeking their reclassification to the 'Public' category.

The details of the Applicants are as under:

Name of Applicant	Existing Category	Equity holding	% of holding
Mr. Inderjeet Vasudeva	Promoter	355300	0.68%
Hamco Ispat Private Limited	Promoter	316750	0.60%
Mrs. Sneh Bhandari	Promoter	1053572	2.01%

The Applicants have represented and confirmed to the Company, inter alia, that:

- they do not participate, directly or indirectly, in the day-to-day management or control of the Company;
- they do not possess any special rights in the Company through any formal or informal arrangement, shareholders' agreement or otherwise;
- they are not Directors or Key Managerial Personnel of the Company and do not hold any position enabling them to influence the management or policy decisions of the Company;
- they are neither wilful defaulters as per the guidelines issued by the Reserve Bank of India nor fugitive economic offenders; and
- they satisfy the conditions prescribed under the applicable provisions of law for classification as members of the public category.

The Board of Directors, at its Meeting held on July 27, 2026, after considering the requests received from the Applicants and the confirmations furnished by them, noted that the Applicants are no longer involved in the management or control of the Company and do not enjoy any special rights in the Company. Accordingly, the Board approved the proposal for reclassification of the Applicants from the 'Promoter' category to the 'Public' category, subject to the approval of the Members and completion of such statutory and regulatory formalities as may be applicable.

The proposed reclassification is merely a change in the classification of the aforesaid persons/entities in the records of the Company and shall not result in any change in the shareholding, management, control, or affairs of the Company.

In compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company, and other applicable laws, the proposed reclassification of Mr. Inderjeet Vasudeva, Hamco Ispat Private Limited and Mrs. Sneh Bhandari from the 'Promoter' category to the 'Public' category is being placed before the Members for their approval.

The Articles of Association ("AOA") of the Company presently contain Schedule 3A and Schedule 3B, setting out the list of Promoters and Promoter Group, respectively.

Consequent upon the proposed reclassification of the Applicants, it is proposed to consequentially amend/update Schedule 3A and Schedule 3B of the AOA to align the same with the revised list of Promoters and Promoter Group of the Company.

Accordingly, upon the reclassification becoming effective and completion of the applicable statutory and regulatory formalities, the names of the Applicants shall be removed from the relevant Schedule(s), and Schedule 3A and Schedule 3B shall be amended/substituted to reflect the revised list of Promoters and Promoter Group of the Company.

The proposed amendment to Schedule 3A and Schedule 3B is consequential in nature and is intended only to align the AOA with the revised status and list of Promoters and Promoter Group following the proposed reclassification. It does not seek to alter any substantive rights or obligations under the AOA.

The proposed reclassification and consequential amendment to Schedule 3A and Schedule 3B of the AOA are subject to such approvals, permissions and sanctions as may be required from the concerned statutory, regulatory and governmental authorities. Accordingly, the proposed reclassification of Mr. Inderjeet Vasudeva, Hamco Ispat Private Limited and Mrs. Sneh Bhandari from the 'Promoter & Promoter Group' category to the 'Public' category, together with the consequential amendment to Schedule 3A and Schedule 3B of the AOA, is being placed before the Members for their consideration and approval.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 6** of the accompanying Notice for approval by the Members.

Except Mr. Shant Kumar Gupta, who is concerned and interested in the resolution set out at Item No. 6 of this Notice proposing the reclassification of Hamco Ispat Private Limited, in which he is interested, from the 'Promoter' category to the 'Public' category, none of the other Directors or Key Managerial Personnel (KMPs) of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution. Mr. Shant Kumar Gupta, being interested in the said resolution, shall not participate in the voting thereon.

Item No. 7

In the ordinary course of its business, the Company is required to raise funds from time to time to support its operational and strategic objectives, including but not limited to on-lending, refinancing of existing liabilities, repayment of borrowings, working capital requirements, capital expenditure, and general corporate purposes. Such fund-raising may be undertaken through various instruments, including loans, external commercial borrowings (ECBs), and the issuance of non-convertible debentures (NCDs) and/or Bonds, whether secured or unsecured. The structure and inter-mix of borrowings shall be determined on the basis of market conditions, cost of funds, investor appetite, regulatory requirements, currency, tenor of the instruments and the Company's funding requirements.

In accordance with the applicable provisions of:

- Sections 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable;
- International Financial Services Centres Authority (Listing) Regulations, 2024, to the extent applicable;
- applicable directions, regulations and circulars issued by the Reserve Bank of India from time to time in relation to Non-Banking Financial Companies; and
- all other applicable laws, rules, regulations, notifications, circulars and guidelines,

the Company proposes to raise funds by issuing NCDs and/or Bonds, in one or more tranches or series, as follows:

- Up to ₹1,000 Crores (Rupees One Thousand Crores only) through private placement, to identified and eligible investors, including but not limited to Financial Institutions (including NBFCs), Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Cooperative Banks, Companies, Bodies Corporate and any other person/entity eligible to invest in such securities, as per applicable laws.

The Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted or to be constituted by the Board for exercising the powers conferred under this Resolution) shall determine the detailed terms and conditions of each issuance, including, inter alia, the nature and type of non-convertible debt securities/debentures or bonds, whether secured or unsecured, rated or unrated, listed or unlisted, having fixed maturity or perpetual in nature, structured or credit-enhanced, market-linked or otherwise, as may be permitted under applicable laws and regulatory requirements, together with the coupon/interest rate, tenure, security, pricing, listing, currency, where applicable, investor category and such other terms and conditions as may be considered appropriate, depending upon prevailing market conditions and the requirements of the Company.

The proposed issuance may be undertaken either at face value or at a premium/discount to the face value. The issue price and other commercial terms shall be determined by the Board/Committee based on prevailing financial and market conditions at the time of each issuance and in accordance with applicable laws and regulatory requirements.

Where any proposed issue and/or listing of the NCDs/Bonds is undertaken through or on a recognised stock exchange in an International Financial Services Centre, the same shall be subject to the applicable provisions of the International Financial Services Centres Authority (Listing) Regulations, 2024, and other applicable laws, regulations, circulars and guidelines prescribed by IFSCA and the relevant stock exchange.

It is clarified that the disclosures required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are not applicable in terms of the second proviso to sub-rule (1) of Rule 14, since the Company is a Non-Banking Financial Company (NBFC) and the proposed amount of borrowing by way of NCDs falls within the overall borrowing limit approved by Members under Section 180(1)(c) of the Companies Act, 2013.

The following information is set out herein below:

Particulars of the offer including date of passing Board Resolution	In view of this, pursuant to this resolution passed under Sections 42, 71 and other applicable provisions of the Act, the specific terms of each offer/issue of NCDs/Bonds shall be decided from time to time, within a period of 1 (one) year from the date of approval of the Members. The particulars of each offer shall be determined by the Board/Committee from time to time. The Board of Directors at its meeting held on May 4, 2026 has considered and approved the proposal and recommended the same to the Members.
Kind of securities offered and the price at which the security is being offered	Non-convertible debt instruments/NCDs and/or Bonds. The securities may be offered/issued either at par or at premium or at a discount to face value, as may be decided by the Board/Committee for each specific issue, on the basis of the interest rate/effective yield and other applicable terms determined having regard to market conditions prevailing at the time of the respective issue.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, The issue price, coupon/interest rate and effective yield shall be determined by the Board/Committee for each specific issue based on prevailing market conditions, applicable regulatory requirements, investor appetite, tenure, credit rating, security structure, where applicable, and other relevant factors.
Name and address of valuer who performed valuation	Not applicable, as the securities proposed to be issued are non-convertible debt instruments/NCDs and/or Bonds, and the issue price/terms shall be determined by the Board/Committee in accordance with applicable laws and prevailing market conditions.
Amount which the Company intends to raise by way of securities	The specific terms of each offer/issue of NCDs/Bonds shall be decided from time to time, for a period of 1 (one) year from the date of approval of the Members, provided that the amount of all such NCDs/Bonds issued during such period shall not exceed, in the aggregate, ₹1,000 Crores (Rupees One Thousand Crores only) by way of private placement, in one or more tranches or series, from time to time, to eligible investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Cooperative Banks,

	Companies, Bodies Corporate and any other person/entity eligible to invest in such securities, as permitted under applicable laws.

In compliance with the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company, the International Financial Services Centres Authority (Listing) Regulations, 2024, to the extent applicable, and other applicable laws, rules, regulations, circulars and guidelines, the proposal for issuance of Non-Convertible Debentures/Bonds on a private placement basis is being placed before the Members for their approval by way of a Special Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 7** of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice, except to the extent of their respective shareholding, if any, in the Company.

Item No. 8

The present authorised share capital of the Company is ₹ 128,00,00,000/- (Rupees One Hundred and Twenty-Eight Crore only) divided into:

Class of Shares	No. of Shares	Face Value (₹)	Aggregate Amount (₹)
Equity Shares	5,30,00,000	10	53,00,00,000
Preference Shares	3,00,00,000	10	30,00,00,000
Compulsorily Convertible Preference Shares (CCPS)	30,00,000	150	45,00,00,000
Total			**128,00,00,000**

In order to support the Company's future capital requirements, including raising funds through the issuance of equity shares on a preferential, rights issue, or private placement basis and facilitating future grants under the Company's Employee Stock Option Plan ("ESOP"), the Board of Directors has considered it appropriate to increase the authorised share capital of the Company.

Accordingly, the Board of Directors, at its Meeting held on July 27, 2026, approved, subject to the approval of the Members, the increase in the authorised share capital of the Company from ₹ 128,00,00,000/- (Rupees One Hundred and Twenty-Eight Crore only) to ₹ 140,00,00,000/- (Rupees One Hundred and Forty Crore only) by creation of:

- **1,20,00,000 (One Crore Twenty Lakh) additional Equity Shares** of ₹ 10/- each, aggregating to **₹ 12,00,00,000/- (Rupees Twelve Crore only)**; and

Consequent to the proposed increase, the authorised share capital of the Company shall comprise:

Class of Shares	No. of Shares	Face Value (₹)	Aggregate Amount (₹)
Equity Shares	6,50,00,000	10	65,00,00,000
Preference Shares	3,00,00,000	10	30,00,00,000
Compulsorily Convertible Preference Shares (CCPS)	30,00,000	150	45,00,00,000
Total			**140,00,00,000**

The proposed increase in the authorised share capital will necessitate a consequential alteration to Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, any increase in the authorised share capital of the Company and the consequential alteration of the Memorandum of Association require the approval of the Members

In compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws, the proposal for increase in the authorised share capital of the Company and the consequential alteration of Clause V of the

Memorandum of Association is being placed before the Members for their approval by way of an Ordinary Resolution.

The Board is of the opinion that the proposed increase in the authorised share capital is in the best interests of the Company and recommends the **Ordinary Resolution** set out at **Item No. 8** of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice, except to the extent of their respective shareholding, if any, in the Company.

By orders of the Board of Directors
For Midland Microfin Limited

Sd/-
Kapil Kumar Ruhela
Company Secretary & Chief Compliance Officer
Membership No-A63313

Date: July 27, 2026
Place: Jalandhar

DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT

Pursuant to Secretarial Standard-2 on General Meetings

Name	Mr. Santokh Singh Chhokar	Mr. Shant Kumar Gupta
DIN	00514356	01571485
Date of Birth and age	11th March, 1956 (70 years)	8th May, 1965 (61 years)
Date of first appointment at the Board	31st March, 2011	1st September, 2011
Qualifications	B.Sc. (Hons.) in Medical and Social Sciences, University of London; Post Graduate Diploma in Law and Solicitors' Finals with Honours (1992), The Law Society	B. Com and M.A. in Economics
Experience	Mr. Chhokar is a graduate in Medical and Social Sciences from the University of London and holds the Law Society's Post Graduate Diploma in Law, having passed the Law Society's Finals with honours in 1992. Since 1994, he has been Senior Partner at Chhokar & Co. Solicitors, based in the United Kingdom with associate offices in the United Arab Emirates, and is an accredited Will Writer registered with the Dubai International Financial Centre (DIFC). He is a long-standing member of the Solicitors' Family Law Association and the International Bar Association, and has served as Honorary Treasurer and President of the Middlesex Law Society. Mr. Chhokar has extensive knowledge and experience in business matters generally, and in relation to SMEs in particular. He has a long track record of public and community service, including as Chairman of South Bucks District Council, and as Councillor and Chairman of the Denham, Gerrards Cross and Chalfonts Community Board on Buckinghamshire Council, in recognition of which he has elected Honorary Alderman of Buckinghamshire Council. He has also served as Chairman of the Trustees of the Sikh Missionary Society (UK) and General Secretary of the India Association and the Sikh Forum International, and has acted as legal adviser to various charities and as governor of several schools. Mr. Chhokar's family has been settled in the United Kingdom since the 1950s while retaining a strong and enduring relationship with India, and he is actively involved in supporting his family's philanthropic initiatives in women's empowerment, sports and education across the United Kingdom, India and the United Arab Emirates.	Mr. Shant Kumar Gupta brings over 30 years of experience in corporate governance, business leadership and strategic management, with significant exposure to the NBFC sector. He holds a postgraduate degree in Economics and has extensive experience across general business operations and finance functions. He currently serves as Managing Director of Hamco Ispat Private Limited, a company engaged in the manufacturing and trading of iron, steel and hand tools, and is the Founder and Chairman of Hamco Charitable Trust, a non-governmental organisation focused on providing free computer education to underprivileged and needy students. Mr. Gupta was previously associated with the Company as an Independent Director, bringing valuable institutional knowledge and experience to the Board. His extensive experience further strengthens the Board's collective expertise in financial discipline, strategic planning, risk management and corporate governance, which are critical to the effective governance and sustainable growth of an NBFC.
Terms and conditions of re-appointment	Liable to retire by rotation, offers himself for re-appointment	Appointment of Mr. Shant Kumar Gupta as Non-Executive and Non-Independent Director, Liable to retire by rotation
Number of meetings of the Board attended during the year	4/4	0/1
Directorships in other companies (public & private) as on March 31, 2026	• Chhokar Consult Private Limited • SSC Legal Limited • Swisscorp Limited • Swiss Capital Partners Limited	• Hamco Ispat Private Limited

	• Binfield Property Investment Trust Limited • Swiss Securities Corporation Limited • Heusden Group Limited • Heusden Holdings LLP	
Membership/Chairmanship of other than Board	Nil	Nil
Listed entities from which the Director has resigned from Directorship in the past three years	Nil	Nil
Number of shares held in the Company	• 1,00,000 (One Lakh) Compulsory Convertible Preference Shares of Rs. 10/- each (Partly Paid-up)	• 5,000 Equity Shares of Rs. 10/- each • 1,667 Compulsory Convertible Preference Shares of Rs. 10/- each
Inter-se relationship with any other Directors or KMP of the Company	None	None
Details of remuneration, proposed to be paid	Commission: As may be determined in accordance with the applicable provisions of the Companies Act, 2013.	Commission: As may be determined in accordance with the applicable provisions of the Companies Act, 2013.
Details of remuneration last drawn	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report

INFORMATION AT GLANCE

S. No.	Particulars	Details
1.	Date and time of AGM	Tuesday, 29th September 2026, 3:00 PM (IST)
2.	Mode of Conduct	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
3.	Link for Participating in the meeting through VC/OAVM	https://www.evotingindia.com (Please refer to the e-Voting procedure provided in the Notice)
4.	Contact details of CDSL for assistance before or during the AGM	Email: - helpdesk.evoting@cdslindia.com Contact toll free number: 1800 21 09911 Members can connect with: Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
5.	Record date for Final Dividend	Tuesday, 22nd September 2026
6.	Dividend payment date	on or before Thursday, October 29, 2026
7.	e-Voting start date and time	09:00 A.M. (IST) on Friday, September 25, 2026
8.	e-Voting end date and time	05:00 P.M. (IST) on Monday, September 28, 2026
9.	e-Voting event number (EVEN)	260901021
10.	Name, address and Email of Registrar and Transfer Agent (RTA)	M/s Skyline Financial Services Private Limited (Skyline/RTA) D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110020, India contact@skyline.com