shubham

NOTICE OF 17th ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting (AGM) of the members of Shubham Housing Development Finance Company Limited will be convened at the registered office of the Company situated at 608-609, 6th Floor, Block-C, Ansal Imperial Tower, Community Center, Naraina Vihar, New Delhi-110028 on Friday, the 10th day of July, 2026 at 3.00 P.M. (IST) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – To consider and adopt Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2026, together with the Boards' and Auditors' Reports thereon.

Item No. 2 – To approve re-appointment of Mr. Pranav Kumar, Director

To consider re-appointment of Mr. Pranav Kumar, (DIN: 07896173), Nominee Director of Topaz Inclusion Pte Ltd, an Investor of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – To approve remuneration of Non-Executive Independent Directors.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 (9), 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members be and is hereby accorded for payment of remuneration by way of Commission to each of the Independent Directors of the Company, for each financial year commencing on or after April 2026, as the Board of Directors shall determine from time to time based on the recommendation of Recruitment Compensation and Nomination Committee, which shall be within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 and other applicable provisions of the Act and Rules made thereunder.

RESOLVED FURTHER THAT approval of the members be accorded to the Board of Directors of the Company (including Recruitment Compensation and Nomination Committee) or such other Officer(s) of the Company as authorized by the Board or its Committee thereof, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Managing Director, or Ms. Rupa Basu, Joint Managing Director, or Mr. Anujai Saxena, Chief Executive Officer, or Mr. Vishal Kanodia, Chief

Financial Officer, or Ms. Neeta Kamra, Chief Compliance Officer, or Mr. Amul Tyagi, Company Secretary of the company be and are hereby severally authorised to file the necessary e-forms, if any, with the registrar of companies and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable to give effect to this resolution."

Item No. 4 - To approve and adopt the amended Articles of Association of the Company

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

"**RESOLVED THAT** pursuant to: (a) the provisions of Section 5, Section 14 and Section 15 of the Companies Act, 2013 ("**Act**"), read with rule 10 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Act, if any (including, in each case, any statutory modification(s) or re-enactment(s) thereof, for the time being in force), (b) the shareholders' agreement dated October 22, 2024, executed by and amongst Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion Venture Partners II LLC ("**Helion**"), PI Opportunities Fund I ("**PIOF I**"), PI Opportunities Fund – I Scheme II ("**PIOF I Scheme II**"), British International Investment plc ("**BII**"), Asian Development Bank ("**ADB**"), Topaz Inclusion Pte. Ltd. ("**Topaz**"), Multiples Private Equity Fund IV, Multiples Private Equity GIFT Fund IV and Multiples PE GIFT Fund SPV 1 (collectively "**Multiples**") ("**SHA**"); (c) the amendment agreement dated February 23, 2026 to the SHA executed by and amongst the Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion, PIOF I, PIOF I Scheme II, BII, ADB, Topaz and Multiples ("**SHA Amendment Agreement**"); and subject to any guidelines, rules, regulations, approval of any other appropriate authorities, and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission as may be required, the consent of the members of the Company be and is hereby accorded to amend the articles as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the draft of the amended Articles, as placed before the members of the Company and initialed by the Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Managing Director, Ms. Rupa Basu, Joint Managing Director, Mr. Anujai Saxena, Chief Executive Officer, Mr. Vishal Kanodia, Chief Financial Officer, Ms. Neeta Kamra, Chief Compliance Officer, and Mr. Amul Tyagi, Company Secretary of the Company, be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including, the jurisdictional Registrar of Companies and do all such acts, deeds, matters and things that may be required for the alteration of the articles of association of the Company that may be suggested by the jurisdictional Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolution, and to comply with all other requirements in this regard and to do all such acts, deeds and things that may be required for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT the certified true copy of the resolution be furnished under signature of Mr. Sanjay Chaturvedi, Managing Director, Ms. Rupa Basu, Joint Managing Director, Mr. Anujai Saxena, Chief Executive Officer, Mr. Vishal Kanodia, Chief Financial Officer, Ms. Neeta Kamra, Chief Compliance Officer, and Mr. Amul Tyagi, Company Secretary of the Company, who are hereby jointly and severally authorized, to ensure that all necessary documents are furnished to the requisite statutory authorities or to any other person concerned or interested in the matter."

Item No. 5 - To regularise the appointment of Mr. Robin Bhanwarlal Agarwal (DIN: 08572806) as Non-Executive Non-Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161(1), 162, 164, 178(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 8 and 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force) and applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 issued by the Reserve Bank of India, and other applicable laws and regulations for the time being in force, the provisions of articles of association of the Company and pursuant to recommendation of the Recruitment, Compensation and Nomination Committee (the "RCNC") and approval of the Board of Directors of the Company and approval of the Reserve Bank of India, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Robin Bhanwarlal Agarwal (DIN: 08572806) as Non-Executive Non-Independent Director of the Company and as a nominee of Dillenia Limited, who shall be liable to retire by rotation, for a period of 5 years from the date of initial appointment.

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Managing Director, and/or Ms. Rupa Basu, Joint Managing Director and/or Mr. Anujai Saxena, Chief Executive Officer and/or Mr. Vishal Kanodia, Chief Financial Officer and/or Ms. Neeta Kamra, Chief Compliance Officer and/or Mr. Amul Tyagi, Company Secretary of the Company be and are hereby jointly and severally authorized, to all such acts, deeds and things necessary to give effect to the above resolutions.

Item No. 6 - To regularise the appointment of Mr. Saket Misra (DIN: 07565014) as Non-Executive Non-Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161(1), 162, 164, 178(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 8 and 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force) and applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and other applicable laws and regulations for the time being in force, the provisions of articles of association of the Company and pursuant to recommendation of the Recruitment, Compensation and Nomination Committee (the "RCNC") and approval of the Board of Directors of the Company and approval of the Reserve Bank of

India, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Saket Misra (DIN: 07565014) as Non-Executive Non-Independent Director of the Company and as a nominee of Asian Development Bank who shall be liable to retire by rotation, for a period of 5 years from date of initial appointment.

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Managing Director, and/or Ms. Rupa Basu, Joint Managing Director and/or Mr. Anujai Saxena, Chief Executive Officer and/or Mr. Vishal Kanodia, Chief Financial Officer and/or Ms. Neeta Kamra, Chief Compliance Officer and/or Mr. Amul Tyagi, Company Secretary of the Company be and are hereby jointly and severally authorized, to all such acts, deeds and things necessary to give effect to the above resolutions.

Item No. 7 - To regularise the appointment of Ms. Parul Hariharan (DIN: 09802386) as Non-Executive Non-Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161(1), 162, 164, 178(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 8 and 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force) and applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, and other applicable laws and regulations for the time being in force, the provisions of articles of association of the Company and pursuant to recommendation of the Recruitment, Compensation and Nomination Committee (the "RCNC") and approval of the Board of Directors of the Company and approval of the Reserve Bank of India, the consent of the members of the Company be and is hereby accorded to the appointment of Ms. Parul Hariharan (DIN: 09802386) as Non-Executive Non-Independent director of the Company and as a nominee of British International Investments Plc., who shall be liable to retire by rotation, for a period of 5 years from date of initial appointment.

RESOLVED FURTHER THAT Mr. Sanjay Chaturvedi, Managing Director, and/or Ms. Rupa Basu, Joint Managing Director and/or Mr. Anujai Saxena, Chief Executive Officer and/or Mr. Vishal Kanodia, Chief Financial Officer and/or Ms. Neeta Kamra, Chief Compliance Officer and/or Mr. Amul Tyagi, Company Secretary of the Company be and are hereby jointly and severally authorized, to all such acts, deeds and things necessary to give effect to the above resolutions.

By Order of the Board
For Shubham Housing Development Finance Company Limited

Amul Tyagi

Shubham Housing Development Finance Company Limited
Gurugram

Amul Tyagi
Company Secretary
Place: Gurugram | Date: 18.06.2026

NOTES:

1. **EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of total share capital of the Company carrying voting rights. A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The instrument of proxy in order to be effective should be received by the company not less than 48 (forty-Eight) hours before the commencement of the meeting. A Proxy Form is annexed to this Notice.

4. Bodies corporate can be represented at the meeting by such person(s) as are authorized. Copies of resolution under section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be shared to the Company on email id shubham.secretarial@shubham.co/ neeta.kamra@shubham.co/ amul.tyagi@shubham.co prior to the meeting.

5. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to the Company in case the shares are held in physical form.

6. Members holding shares in physical form, if any, are advised to immediately inform the changes in their address, and their valid E-mail ID, if any, quoting their Folio number(s) to the Company. Members holding shares in dematerialised form are advised to immediately inform the changes in their address and register their valid E-mail ID, if any, quoting their respective Client ID / DP ID, to their respective Depository Participants and not to the Company.

7. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.

8. Relevant documents, if any, referred to in the Notice and the accompanying Statements are open for inspection by the Members at the Registered Office of the Company and copies thereof shall be available for inspection at the Corporate Office of the Company during working hours on all working days, up to the date of the General Meeting and at the Meeting also.

9. The Register of Members, Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained under Sections 88, 170 and 189 respectively of the Companies Act, 2013, shall be available for inspection by the Members at the Meeting.

10. Members / Proxies attending the Meeting should bring the Admission/Attendance Slip, duly filled, for handing over at the venue of the meeting.

11. Members holding shares in dematerialised form to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

12. Members are requested to register/ update their e-mail IDs with the Company/Depository, so that the notice and related documents can be served to Members on their e-mail IDs.

13. The road map to the venue of the general meeting is enclosed to this Notice.

By Order of the Board
For Shubham Housing Development Finance Company Limited

Amul Tyagi

Shubham Housing Development Finance Company Limited Gurugram

Amul Tyagi
Company Secretary

Place: Gurugram
Date: 18.06.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

The following explanatory statement sets out all material facts relating to the business mentioned in the accompanying notice.

Item No. 3 – To approve remuneration of Non-Executive Independent Directors.

The Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as industry knowledge, technology, corporate strategy, information systems, governance and finance. In the opinion of the Board, it is necessary that adequate compensation be given to the Independent Directors for their valuable contributions to the Company and for the higher responsibilities they are expected to bear to achieve a higher level of excellence in corporate governance required by various regulators.

Accordingly the Board of Directors, on the recommendation of the Recruitment, Compensation And Nomination Committee (RCNC), in its meeting held on May 08, 2026, recommended the proposal for payment of remuneration for approval of shareholders, by way of commission to each of the Independent Directors of the Company, for all financial year commencing from 1st April 2026 as may be decided by the Board of Directors from time to time, provided that the total remuneration payable by way of commission to them during any financial year shall not exceed 1% (one percent) of the net profits of the Company for that relevant financial year computed in the manner prescribed under Section 198 of the Companies, Act, 2013. The payment of such remuneration shall be in addition to the sitting fees for attending the Board/Committee meetings.

Pursuant to the provisions of Sections 197, 198, and all other applicable provisions of the Act, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association and Regulation, approval of the Members of the Company is being sought at this AGM, for payment of commission to Independent Directors, for the financial year 2026-2027 and thereafter (any other financial year) to each of the Independent Directors.

The above proposal is recommended by the Board of Directors and the resolution as set out in Item No. 3 of this Notice is placed for the approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnels and their relatives are, in any way, concerned or interested, financially or otherwise, in the above-mentioned resolution set out in Item no 3. of this Notice except all the Independent Directors to the extent of the Commission to be received by them.

Item No. 4 - To approve and adopt the amended Articles of Association of the Company

PI Opportunities Fund I ("PIOF I") and PI Opportunities Fund I Scheme II ("PIOF II") (collectively referred as PIOF), existing Investor of the Company, vide letter dated 20th May 2026, have informed the company regarding waiver of certain rights, as provided under the Shareholders Agreement (SHA) dated October 22, 2024 entered between PIOF, the Company and its shareholders, as amended by an amendment agreement dated February 23, 2026, in the manner set out in the letter.

Accordingly, it is required to incorporate provision in the Article of Association enabling Investors to waive, in whole or in part, any right, privilege, consents, approval or benefit available to them under the Article of Association, subject to terms and conditions provided therein.

The Board of Directors, considering the fact that inclusion of waiver mechanism would provide flexibility in implementation and administration of investor rights without affecting the interest of the Company or its shareholder, has approved amendment to the article of association of the Company by way of passing a circular resolution on June 18, 2026, for inclusion of provisions related to waiver as set out below:

14. WAIVER

Any Party may waive any right available to such Party under the Articles by way of a written notice to the other Parties.

Pursuant to the provisions of Section 5 (including Section 5(4)), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules thereunder, including Rule 10 of the Companies (Incorporation) Rules, 2014 (including, in each case, any statutory modifications or re-enactments thereof for the time being in force), any alteration to the articles of association requires the approval of the shareholders by way of a special resolution.

The above proposal is recommended by the Board of Directors and the resolution as set out in Item No. 4 of this Notice is placed for the approval of the Members as a Special Resolution.

The copies of the existing articles of association as well as the amended Articles are available for inspection by the members at the Registered Office of the Company and at the corporate office of the Company at Shubham House, 425, Udyog Vihar Phase-IV, Gurgaon, Haryana-122015 on all working days during business hours and will also be available at the venue of the meeting. The draft of the amended Articles proposed for members' approval is being circulated along with this notice convening the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Saravanan Nattanmai, Nominee Director, PIOF, are in anyway concerned or interested (financially or otherwise) in the said resolution, except to the extent of their shareholding in the Company.

Item no. 5: To regularise the appointment of Mr. Robin Bhanwarlal Agarwal (DIN: 08572806) as Non-Executive Non-Independent Director of the Company

Pursuant to: (a) the enabling provisions of articles of association of the Company and based on the recommendation the Recruitment, Compensation and Nomination Committee (RCNC), and (b) the Shareholders' Agreement dated October 22, 2024, executed by and amongst Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion Venture Partners II LLC ("**Helion**"), PI Opportunities Fund I ("**PIOF I**"), PI Opportunities Fund – I Scheme II ("**PIOF I Scheme II**"), British International Investment plc ("**BII**"), Asian Development Bank ("**ADB**"), Topaz Inclusion Pte. Ltd. ("**Topaz**"), Multiples Private Equity Fund IV, Multiples Private Equity GIFT Fund IV and Multiples PE GIFT Fund SPV 1 (collectively "**Multiples**") ("SHA"); (c) the amendment agreement dated February 23, 2026 to the SHA executed by and amongst the Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion, PIOF I, PIOF I Scheme II, BII, ADB, Topaz and Multiples ("**SHA Amendment Agreement**"); and (d) approval of Reserve Bank of India, Mr. Robin Bhanwarlal Agarwal (DIN: 08572806) was appointed as an additional Non-Executive Director of the Company (who shall be liable to retire by rotation) and as a nominee of the Dillenia Limited by the Board by passing a circular resolution on June 11, 2026, till the date of the ensuing annual general meeting of the Company, pursuant to Section 161 of the Companies Act, 2013 ("**Act**"). The foregoing appointment was made pursuant to the nomination of Mr. Robin Bhanwarlal Agarwal for directorship by the Dillenia Limited in terms of Section 160 of the Act.

In terms of Article 3.2.2 of the Article of Association, Dillenia Limited is entitled to nominate 1 (One) director (who shall be a Non-Executive Director) to the Board. Pursuant to the above, and in terms of Section 160 of the Companies Act, the Dillenia Limited nominated Mr. Robin Bhanwarlal Agarwal to be their nominee director on the Board. Further, pursuant to application filed by the company, the Reserve Bank of India has approved his appointment as a director on the Board of Directors for a period not exceeding 5 years from the date of initial appointment.

The Company has received the following from Mr. Robin Bhanwarlal Agarwal : (a) consent in writing to act as a director in Form No. DIR 2; (b) an intimation in Form No. DIR 8 confirming that he is not disqualified from being appointed as director; and (c) the notice of interest by a director in Form No. MBP-1 for appointment as a director of the Company.

The aforesaid documents are available for inspection, in physical or in electronic form, by the members of the Company at the registered office of the Company on any working day from 9.30 AM to 6.30 PM and copies thereof are available for inspection, in physical or in electronic form, by the members at the registered office of the Company and copies of same shall be available at the Corporate Office of the Company situated at 425, Udyog Vihar, Phase IV, Gurugram 122015, Haryana, on any working day from 9.30 AM to 6.30 PM up to the date of the annual general meeting and will also be made available at the annual general meeting.

The resolution seeks the approval of members of the Company for the appointment of Mr. Robin Agarwal as a Non-Executive Director of the Company, who shall be liable to retire by rotation, for a period of 5 years from the date of initial appointment i.e. June 11, 2026 for pursuant to Sections 149, 152, 160, 161, 162, and other applicable provisions of the Act and the rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested (financially or otherwise) in the said resolution, except to the extent of their shareholding in the Company.

In view of the above, the Board recommends the passing of the resolution set out at item no. 5 as an ordinary resolution.

Item No. 6 - To regularise the appointment of Mr. Saket Misra (DIN: 07565014) as Non-Executive Non-Independent Director of the Company

Pursuant to: (a) the enabling provisions of articles of association of the Company and based on the recommendation the Recruitment, Compensation and Nomination Committee (RCNC), and (b) the shareholders' agreement dated October 22, 2024, executed by and amongst Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion Venture Partners II LLC ("**Helion**"), PI Opportunities Fund I ("**PIOF I**"), PI Opportunities Fund – I Scheme II ("**PIOF I Scheme II**"), British International Investment plc ("**BII**"), Asian Development Bank ("**ADB**"), Topaz Inclusion Pte. Ltd. ("**Topaz**"), Multiples Private Equity Fund IV, Multiples Private Equity GIFT Fund IV and Multiples PE GIFT Fund SPV 1 (collectively "**Multiples**") ("**SHA**"); (c) the amendment agreement dated February 23, 2026 to the SHA executed by and amongst the Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion, PIOF I, PIOF I Scheme II, BII, ADB, Topaz and Multiples ("**SHA Amendment Agreement**"); and (d) approval of Reserve Bank of India, Mr. Saket Misra (DIN: 07565014) was appointed as an additional Non-Executive Director of the Company (who shall be liable to retire by rotation) and as a nominee of the Asian Development Bank by the Board by passing a circular resolution on June 11, 2026, till the date of the ensuing annual general meeting of the Company, pursuant to Section 161 of the Companies Act, 2013 ("**Act**"). The foregoing appointment was made pursuant to the nomination of Mr. Saket Misra for directorship by the Asian Development Bank in terms of Section 160 of the Act.

In terms of Article 3.2.2 of the Article of Association, Asian Development Bank is entitled to nominate 1 (One) director (who shall be a non-executive director) to the Board. Pursuant to the above, and in terms of Section 160 of the Companies Act, the Asian Development Bank nominated Mr. Saket Misra to be their nominee director on the Board. Further, pursuant to application filed by the company, the Reserve Bank of India has approved his appointment as a director on the Board of Directors for a period not exceeding 5 years from the date of initial appointment.

The Company has received the following from Mr. Saket Misra : (a) consent in writing to act as a director in Form No. DIR 2; (b) an intimation in Form No. DIR 8 confirming that he is not disqualified from being appointed as director; and (c) the notice of interest by a director in Form No. MBP-1 for appointment as a director of the Company.

The aforesaid documents are available for inspection, in physical or in electronic form, by the members of the Company at the registered office of the Company on any working day from 9.30 AM to 6.30 PM and copies thereof are available for inspection, in physical or in electronic form, by the members at the registered office of the Company and copies of same shall be available at the Corporate Office of the Company situated at 425, Udyog Vihar, Phase IV, Gurugram 122015, Haryana, on any working day from 9.30 AM to 6.30 PM up to the date of the annual general meeting and will also be made available at the annual general meeting.

The resolution seeks the approval of members of the Company for the appointment of Mr. Saket Misra as a Non-Executive Director of the Company, for a period of 5 years from the date of initial appointment i.e. June 11, 2026, who shall be liable to retire by rotation, pursuant to Sections 149, 152, 160, 161, 162, and other applicable provisions of the Act and the rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested (financially or otherwise) in the said resolution, except to the extent of their shareholding in the Company.

In view of the above, the Board recommends the passing of the resolution set out at item no. 6 as an ordinary resolution.

Item no. 7: To regularise the appointment of Ms. Parul Hariharan (DIN: 09802386) as Non-Executive Non-Independent Director of the Company.

Pursuant to: (a) the enabling provisions of articles of association of the Company and based on the recommendation the Recruitment, Compensation and Nomination Committee (RCNC), and (b) the shareholders' agreement dated October 22, 2024, executed by and amongst Company, Mr. Sanjay

Chaturvedi, Ms. Rupa Basu, Helion Venture Partners II LLC (“**Helion**”), PI Opportunities Fund I (“**PIOF I**”), PI Opportunities Fund – I Scheme II (“**PIOF I Scheme II**”), British International Investment plc (“**BII**”), Asian Development Bank (“**ADB**”), Topaz Inclusion Pte. Ltd. (“**Topaz**”), Multiples Private Equity Fund IV, Multiples Private Equity GIFT Fund IV and Multiples PE GIFT Fund SPV 1 (collectively “**Multiples**”) (“**SHA**”); (c) the amendment agreement dated February 23, 2026 to the SHA executed by and amongst the Company, Mr. Sanjay Chaturvedi, Ms. Rupa Basu, Helion, PIOF I, PIOF I Scheme II, BII, ADB, Topaz and Multiples (“SHA Amendment Agreement”); and (d) approval of Reserve Bank of India, Ms. Parul Hariharan (DIN: 09802386), was appointed as an additional Non-Executive Director of the Company (who shall be liable to retire by rotation) and as a nominee of the British International Investments Plc. by the Board by passing a circular resolution on June 11, 2026, till the date of the ensuing annual general meeting of the Company, pursuant to Section 161 of the Companies Act, 2013 (“**Act**”). The foregoing appointment was made pursuant to the nomination of Ms. Parul Hariharan for directorship by the British International Investment Plc. in terms of Section 160 of the Act.

In terms of Article 3.2.2 of the Article of Association, British International Investments Plc is entitled to nominate 1 (One) director (who shall be a Non-Executive Director) to the Board. Pursuant to the above, and in terms of Section 160 of the Companies Act, the British International Investments Plc. nominated Ms. Parul Hariharan to be their nominee director on the Board. Further, pursuant to application filed by the company, the Reserve Bank of India has approved her appointment as a director on the Board of Directors for a period not exceeding 5 years from the date of appointment.

The Company has received the following from Ms. Parul Hariharan : (a) consent in writing to act as a director in Form No. DIR 2; (b) an intimation in Form No. DIR 8 confirming that she is not disqualified from being appointed as director; and (c) the notice of interest by a director in Form No. MBP-1 for appointment as a director of the Company.

The aforesaid documents are available for inspection, in physical or in electronic form, by the members of the Company at the registered office of the Company on any working day from 9.30 AM to 6.30 PM and copies thereof are available for inspection, in physical or in electronic form, by the members at the registered office of the Company and copies of same shall be available at the Corporate Office of the Company situated at 425, Udyog Vihar, Phase IV, Gurugram 122015, Haryana, on any working day from 9.30 AM to 6.30 PM up to the date of the annual general meeting and will also be made available at the annual general meeting.

The resolution seeks the approval of members of the Company for the appointment of Ms. Parul Hariharan as a non-executive director of the Company, for a period of 5 years from the date of initial appointment i.e. June 11, 2026 , who shall be liable to retire by rotation, pursuant to Sections 149, 152, 160, 161, 162, and other applicable provisions of the Act and the rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested (financially or otherwise) in the said resolution, except to the extent of their shareholding in the Company.

In view of the above, the Board recommends the passing of the resolution set out at item no. 7 as an ordinary resolution.

By Order of the Board
For Shubham Housing Development Finance Company Limited

Amul Tyagi

Shubham Housing Development Finance Company Limited
Gurugram

Amul Tyagi
Company Secretary

Place: Gurugram
Date: 18.06.2026

shubham

ANNEXURE TO THE NOTICE
Details of the Directors seeking appointment/re-appointment at the 17th Annual General Meeting
[Pursuant to Secretarial Standards on General Meetings]

1. DETAILS OF MR. PRANAV KUMAR

1.	Name of the Director	Pranav Kumar
2.	DIN	07896173
3.	Date of Birth	24/07/1984
4.	Date of first appointment on the Board of Company	Mr. Pranav Kumar was appointed as a Member of Board of Shubham Housing Development Finance Company Ltd. with effect from 27 June 2022.
5.	Age, experience and qualification that qualify him for Board membership	He is aged about 42 years and holds MBA degree from Indian Institute of Management, Ahmedabad, and a Bachelor of Technology in Computer Science and Engineering from the Indian Institute of Technology, Bombay. Pranav Kumar is a Partner in LeapFrog's Asia Financial Services team sourcing, evaluating and managing investments across South and Southeast Asia. He has 16+ years of experience in private equity investments, management consulting and development financing. Pranav leads new investments, portfolio management and exits across South and Southeast Asia. He has been serving on the boards of several LeapFrog partner companies in financial services over last 9 years. Prior to joining LeapFrog, he was an Engagement Manager at McKinsey & Co. based in India where he led teams on strategy and business transformation projects for banks, insurance and NBFCs.
6.	Shareholding in the Company	He does not hold any share of the Company in individual capacity.
7.	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between him and other members of the Board and Key Managerial Personnel of the Company.
8.	Board Meeting Attendance and Remuneration last drawn	He attended 6 (Six) out of 7 (Seven) Board Meetings held during financial year 2025-26. He was not paid any remuneration during his term with the Company.
9.	Companies in which he holds Directorships and Committee memberships/chairmanships as on 31st	Directorships (including foreign companies) 1. Dvara Kshetriya Gramin Financial Services Private Limited

	March 2026. (Other than Shubham Housing Development Finance Company Ltd.)	2. Tumalon Katak Salahkar Pte. Ltd. (Singapore) 3. LeapFrog III Holdings (Asia) Pte. Ltd. (Singapore) 4. Carnelian Holdings Pte. Ltd. (Singapore) 5. Emerald Inclusion Pte. Ltd. (Singapore) 6. Amethyst Inclusion Pte. Ltd. (Singapore) 7. Obsidian Inclusion Pte. Ltd. (Singapore) 8. LeapFrog III FS Africa No. 1 Pte. Ltd. (Singapore) 9. Inclusive Digital Health Pte. Ltd. (Singapore) 10. Topaz Inclusion Pte. Ltd. (Singapore) 11. Peridot Inclusion Pte. Ltd. (Singapore) 12. EC Mobility I Pte. Ltd. (Singapore) 13. Alstroemeria Investments Pte. Ltd. (Singapore) 14. Leucadendron Investments Pte. Ltd. (Singapore) 15. Artemisia Investments Pte. Ltd. (Singapore) 16. Neogrowth Credit Private Limited Chairmanship/Membership of Committees of Board of Directors of Other Companies • Nil
10.	Terms and conditions of re-appointment including remuneration sought to be paid	Being a Director liable to retire by rotation, he is retiring in the ensuing AGM. Being eligible, he seeks re-appointment as a Non-Executive Director on the Board of Directors of the Company as the nominee of an Investor-Shareholder of the Company (i.e., Topaz Inclusion Pte Ltd). He shall hold his office in the Company at the pleasure of the Investor-Shareholder who nominated him and shall be liable to retire by rotation. His re-appointment in the Board is sought at nil remuneration. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

2. DETAILS OF MR. ROBIN BHANWARLAL AGARWAL

1.	Name of the Director	Robin Bhanwarlal Agarwal
2.	DIN	08572806
3.	Date of Birth	25/02/1986
4.	Date of first appointment on the Board of Company	11/06/2026
5.	Age, experience and qualification that qualify him for Board membership	He is aged about 40 years and holds a Bachelor in Technology and Master of Technology degree from IIT Bombay and and Post Graduate Programme from ISB Hyderabad. Robin Bhanwarlal has over 14 years of experience across Investment Management, Private Equity and Consulting
6.	Shareholding in the Company	He does not hold any share of the Company in individual capacity.
7.	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between him and other members of the Board and Key Managerial Personnel of the Company.
8.	Board Meeting Attendance and Remuneration last drawn	N.A.
9.	Companies in which he holds Directorships and Committee memberships/chairmanships (Other than Shubham Housing Development Finance Company Ltd.)	Directorships 1. APAC Financial Services Pvt. Ltd. 2. Kogta Financial (India) Ltd. 3. IKF Finance Limited Chairmanship/Membership of Committees of Board of Directors of Other Companies • Nil
10.	Terms and conditions of re-appointment including remuneration sought to be paid	His appointment to the Board is sought as a nominee of an investor- shareholder of the Company (i.e., Dillenia Limited). He shall hold this position at the pleasure of the investor- shareholder who nominated him and shall be liable to retire by rotation. His appointment in the Board is sought at nil remuneration. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time

3. DETAILS OF MR. SAKET MISRA

1.	Name of the Director	Saket Misra
2.	DIN	07565014
3.	Date of Birth	24/07/1971
4.	Date of first appointment on the Board of Company	11/06/2026
5.	Age, experience and qualification that qualify him for Board membership	He is aged about 55 years and holds a BA Honours in Economics and MBA (Post Graduate Programme) Saket Mishra has more than 25+ years in senior financial sector roles including APAC regional roles
6.	Shareholding in the Company	He does not hold any share of the Company in individual capacity.
7.	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between him and other members of the Board and Key Managerial Personnel of the Company.
8.	Board Meeting Attendance and Remuneration last drawn	N.A
9.	Companies in which he holds Directorships and Committee memberships/chairmanships (Other than Shubham Housing Development Finance Company Ltd.)	Directorships 1. SVAS ARC Private Limited 2. DCDC Health Services Private Limited Chairmanship/Membership of Committees of Board of Directors of Other Companies Nil
10.	Terms and conditions of re-appointment including remuneration sought to be paid	His appointment to the Board is sought as a nominee of an investor- shareholder of the Company (i.e., Asian Development Bank).He shall hold this position at the pleasure of the investor- shareholder who nominated her and shall be liable to retire by rotation. His appointment in the Board is sought at nil remuneration. During his tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

shubham

4. DETAILS OF MS. PARUL HARIHARAN

1.	Name of the Director	Parul Hariharan
2.	DIN	09802386
3.	Date of Birth	26/05/1982
4.	Date of first appointment on the Board of Company	11/06/2026
5.	Age, experience and qualification that qualify him for Board membership	She is aged about 44 years and holds Chartered Accountant degree and Post Graduate Programme (MBA) from Indian School of Business Parul Hariharan has 18 years of investing experience along with helping build & manage companies
6.	Shareholding in the Company	She does not hold any share of the Company in individual capacity.
7.	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	There is no inter-se relationship between her and other members of the Board and Key Managerial Personnel of the Company.
8.	Board Meeting Attendance and Remuneration last drawn	N.A.
9.	Companies in which he holds Directorships and Committee memberships/chairmanships (Other than Shubham Housing Development Finance Company Ltd.)	Directorships 1. Light Microfinance Private Limited Chairmanship/Membership of Committees of Board of Directors of Other Companies • Nil
10.	Terms and conditions of re-appointment including remuneration sought to be paid	Her appointment to the Board is sought as a nominee of an investor- shareholder of the Company (i.e British International Investment plc). She shall hold this position at the pleasure of the investor- shareholder who nominated her and shall be liable to retire by rotation. Her appointment in the Board is sought at nil remuneration. During her tenure, Company may request him to be a member/Chairman of any one or more Committees of the Board, which may be constituted from time to time.

FORM NO. MGT-11

PROXY FORM

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

CIN: U65921DL2010PLC199469
Name of the company: Shubham Housing Development Finance Company Ltd.
Registered office: 608-609, 6th Floor, Block-C, Ansal Imperial Tower, Community Center, Naraina Vihar, New Delhi-110028
Corporate office: 425, Udyog Vihar, Phase IV, Gurugram, Haryana-122015,
Website: www.shubham.co, **E-mail Id:-** shubham.secretarial@shubham.co
Phone Number: +91 124 4762555

Name of Member(s)	**:**	------------------------------
Registered address	**:**	-------------------------------
Email ID	**:**	---------------------------------
Folio no/ Client ID	**:**	---------------------------------
DP ID	**:**	---------------------------------

I/We, being the member(s) of ……………… Equity shares and ,…………….. Compulsory Convertible Preference Shares of the above-named company, hereby appoint:-

1. Name :- ……………..
   Address :- ………………………..
   E-mail Id :- ....
   Signature :- ………………………,

   or failing him/her

2. Name:
   Address
   E-mail Id:
   Signature: ………………………,

   or failing him/her

3. Name:
   Address
   E-mail Id:
   Signature: ………………………,

   or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at registered office of the Company situated at 608-609, 6th Floor, Block-C, Ansal Imperial Tower, Community Center, Naraina Vihar, New Delhi-110028 on Friday, 10th Day of July 2026 at 03.00 P.M. (IST) and at any adjournment thereof in respect of resolutions as indicated below:

Sr. No.	RESOLUTIONS	FOR	AGAINST
01.	To consider and adopt Audited Financial Statements.		
02.	To approve re-appointment of Mr. Pranav Kumar, Director		
03.	To approve remuneration of Non-Executive Independent Directors		
04.	To approve and adopt the amended Articles of Association of the Company		
05.	To regularise the appointment of Mr. Robin Bhanwarlal Agarwal (DIN: 08572806) as Non-Executive Non-Independent Director of the Company		
06.	To regularise the appointment of Mr. Saket Misra (DIN: 07565014) as Non-Executive Non-Independent Director of the Company		
07.	To Regularise the appointment of Ms. Parul Hariharan (DIN: 09802386) as Non-Executive Non-Independent Director of the Company.		

Affix Revenue Stamp

Signed this ………………………………… 2026

Signature of shareholder

Signature of Proxy holder(s)

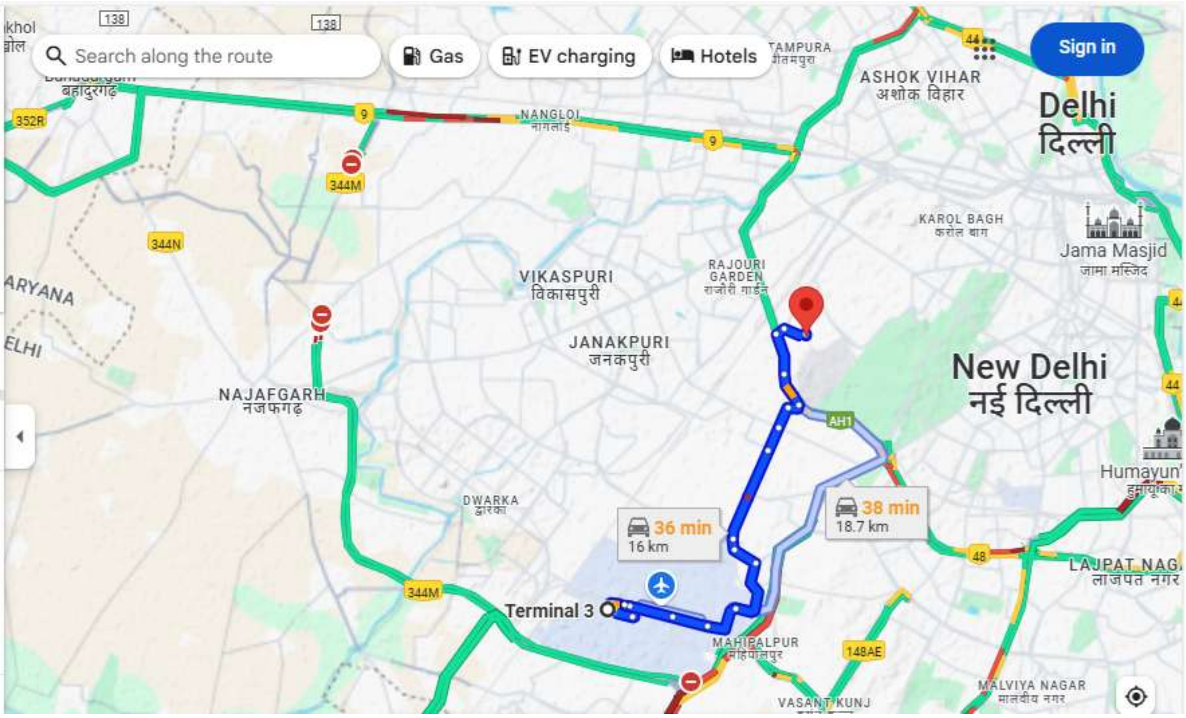
Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the company.

Please put a 'P' in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

shubham

Route Map



Shubham Housing Development Finance Company Limited

Corporate and Communication Address: Shubham House, 425, Udyog Vihar, Phase - IV, Gurgaon - 122015

Ph.: +91 124 476 2555 | E-mail: info@shubham.co | Website: www.shubham.co

Registered Office : 608-609, 6th Floor, Block-C Ansal Imperial Tower, Community Centre, Naraina Vihar, New Delhi-110028

Corporate Identity Number (CIN) - U65921DL2010PLC199469