

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 14TH (FOURTEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF SEWA GRIH RIN LIMITED (SGRL) WILL BE HELD ON TUESDAY, JUNE 03, 2025 AT 03:00 PM (IST) AT 1ST FLOOR, ENKAY TOWER, PLOT NO-B & B1, VANIJYA NIKUNJ, UDYOG VIHAR, PHASE-5, GURUGRAM, HARYANA - 122016 THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:**

### **ORDINARY BUSINESS:**

**1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON AND TO PASS THE FOLLOWING RESOLUTION:**

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2. TO APPOINT A DIRECTOR IN PLACE OF MS. RENANA JHABVALA (DIN: 01106825), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT AND TO PASS THE FOLLOWING RESOLUTION:**

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

**"RESOLVED THAT** pursuant to the provision of Section 152(6) of the Companies Act 2013 and rules made thereunder, Ms. Renana Jhabvala (DIN: 01106825), who retires by rotation, and being eligible, offers herself for the re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**3. TO APPOINT A DIRECTOR IN PLACE OF MS. MANJIREE SURESHCHANDRA JAITLY (DIN: 05222441), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT AND TO PASS THE FOLLOWING RESOLUTION:**

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

**"RESOLVED THAT** pursuant to the provision of Section 152(6) of the Companies Act 2013 and rules made thereunder, Ms. Manjiree Sureshchandra Jaitly (DIN: 05222441), who retires by rotation, and being eligible, offers herself for the re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SEWA GRIH RIN LIMITED**

##### **Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi - 110092  
Phone +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

##### **Corp. off. :**

Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,  
Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

##### **WEBSITE**

**TOLL FREE**

**EMAIL**

sgrlimited.in

1800 11 3909

contact@sgrlimited.in

##### **CIN**

U65923DL2011PLC222491

**SPECIAL BUSINESS:****4. TO APPROVE THE APPOINTMENT OF MR. VISHAL VISANJI THAKKAR (DIN: 10646734) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 199, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation from the Nomination and Remuneration in its meeting held on November 29, 2024 and Board of directors in its meeting held on December 03, 2024, the consent of the members be and is hereby accorded to approve the appointment and remuneration of Mr. Vishal Visanji Thakkar having (DIN: 10646734) as a Whole-Time Director of the Company for a period of five years at the gross remuneration of INR 25,000 per month and such other terms and conditions as per the policy of the Company with effect from December 03, 2024.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the whole time Director shall be entitled to salary, prerequisites & other allowances subject to certain conditions as specified in Schedule V of the Companies Act 2013, from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

**FURTHER RESOLVED THAT** any of the Directors or Company Secretary be and is are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time."

**5. APPROVAL FOR WAIVER OF EXCESS REMUNERATION PAID TO MS. SHRUTI SAVIO GONSALVES (DIN: 07160748), ERSTWHILE- MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICE OF THE COMPANY IN THE FINANCIAL YEAR 2024-25.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of excess managerial remuneration paid to Ms. Shruti Savio Gonsalves (DIN:07160748), erstwhile Managing Director (MD) & Chief Executive Officer (CEO) of the Company in the Financial year 2024-25, in excess of the stipulated limits approved by the shareholders of the Company at the Extra Ordinary General Meeting held on June 21, 2023 in accordance with Section 197 read with Schedule V to the Companies

**SEWA GRIH RIN LIMITED****Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi – 110092  
Phone +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,  
Navi Mumbai, Maharashtra - 400705  
**GST** 27AAQCS0870H1ZD0

**WEBSITE  
TOLL FREE  
EMAIL**

sgrlimited.in  
1800 11 3909  
contact@sgrlimited.in

**CIN** U65923DL2011PLC222491



Act, 2013 during the Financial Year 2023-2024.

**RESOLVED FURTHER THAT** the Board of Directors and /or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

**6. TO APPROVE THE APPOINTMENT OF MR. AJESH APPUKUTTAN (DIN: 10988270) AS MANAGING DIRECTOR (MD) & CHIEF EXECUTIVE OFFICE (CEO) OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 199, , 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules issued thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and other laws as applicable to the Company and the Articles of Association of the Company, and in compliance with the shareholder agreement dated 17th May, 2024, on recommendation of Nomination & Remuneration Committee in its meeting held on November 08, 2024 and Board of Directors of the Company in their meeting held on March 26, 2025 and subject to such other approvals, permission or consent or intimation, if any, that may be required of any regulatory or statutory authorities, the consent of the members be and is hereby accorded to appoint Mr. Ajesh Appukuttan (DIN: 10988270) as Managing Director and Chief Executive Officer of the Company for a term of five years, not liable to retire by rotation, with effect from March 26, 2025 on the following terms and conditions:

a) Salary & Other allowances: as per **Annexure-I**.

b) Term: 5 years.

c) Sitting fees: He shall not be entitled to any sitting fees for attending the meetings of the Board or Committee(s) constituted by the Board of the Company.

**RESOLVED FURTHER THAT** the draft Employment Agreement containing the detailed terms and conditions of appointment of Mr. Ajesh Appukuttan as Managing Director and Chief Executive Officer of the Company as placed before the shareholders be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ajesh Appukuttan , being Managing Director of the Company, be and is hereby designated as one of the Key Managerial Personnel ("KMP") of the Company.

**RESOLVED FURTHER THAT** Mr. Ajesh be and is hereby also vested with all the requisite authorities, powers, delegations, functions, and responsibilities etc. which are required for a Managing Director for day to day management of the Company including signing the necessary documents, agreements and such other forms as may be deemed necessary.

**RESOLVED FURTHER THAT** Mr. Ajesh shall have the substantial powers of the management of the affairs of the Company, subject to superintendence, control and direction of the Board and shall be in the overall charge of the functioning of the Company acting on behalf of the Board and/or the Company and perform all the duties delegated to him by the Board by way of Resolution of the Board /Shareholders of the Company or by a General Power of Attorney or otherwise and which can be delegated to him from

**SEWA GRIH RIN LIMITED**

**Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi – 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,

Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

**WEBSITE  
TOLL FREE  
EMAIL**

sgrlimited.in

1800 11 3909

contact@sgrlimited.in

**CIN** U65923DL2011PLC222491

time to time in the future.

**RESOLVED FURTHER THAT** Mr. Ajesh may be appointed/ nominated on behalf of the Company on the Board of Directors of any of the subsidiaries/associates/joint ventures of the Company as and when required.

**RESOLVED FURTHER THAT** Mr. Ajesh be and is hereby authorized to represent, sign and file all forms, applications, petitions, papers and documents and/or to delegate such powers to any of the officials of the Company as he may deem fit for any purpose for and on behalf of the Company including representations before the Central/State Government or Registrar of Companies or Company Law Board/ National Company Law Tribunal or Regional Director or any office of the Ministry of Corporate Affairs or the Reserve Bank of India, National Housing Bank or Securities and Exchange Board of India, Judicial or any quasi-judicial authority(ies), or any other regulatory or statutory authorities or other applicable statutory/regulatory authority(ies) or other Government Authorities, as may be required and to represent the Company in all other matters incidental thereto as as may be considered necessary and expedient.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to sign, execute and deliver any undertaking(s), letter of appointment, agreement, forms, deeds and any other documents enter such particulars in the Register and file necessary application, forms, returns and documents and to do all such acts, deeds and things necessary and incidental to give effect to this resolution including filing of necessary forms and returns to the Registrar of Companies to give effect to the said resolution.

**RESOLVED FURTHER THAT** certified true copy of this Resolution be provided to all concerned under the hand of a Director or Company Secretary of the Company."

Date: 12<sup>th</sup> May 2025  
Place: Gurugram

By Order of the Board of Director  
For SEWA Grih Rin Limited



*Ayush Jindal*

**Ayush Jindal**  
Company Secretary  
Membership No. ACS60494

Add: 1st Floor, Enkay Tower, Plot No-B & B1,  
Vanijya Nikunj, Udyog Vihar, Phase-5,  
Gurugram, Haryana - 122016

**SEWA GRIH RIN LIMITED**

**Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi - 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,  
Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZDO

**WEBSITE**  
**TOLL FREE**  
**EMAIL**

sgrlimited.in  
1800 11 3909  
contact@sgrlimited.in

**CIN** U65923DL2011PLC222491



## NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 02/2022 dated May 5, 2022; 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by MCA (hereinafter collectively referred as "MCA Circulars") has permitted the holding of the Annual General Meeting/Extra-ordinary General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.
2. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 as amended, read with relevant rules made thereunder, the Secretarial Standard No. 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of Item No. 4, 5 & 6 of this Notice to be transacted at Annual General Meeting ("the Meeting") is annexed herewith.
3. Relevant documents referred to in the Notice and the Explanatory Statement and the other Statutory Records (Registers) shall be open for inspection at the Registered Office of the Company up to the date of the Annual General Meeting of the Company.
4. **GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIOVISUAL MEANS (OVAM) FACILITY:**

- A. Since the AGM is conducting through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM.
- B. As the meeting will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
- C. Pursuant to Section 113 of the Act, Corporate members intending to send their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote are requested to send in advance a scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney of those representative(s), to the Company through e-mail to [compliance@sgrlimited.in](mailto:compliance@sgrlimited.in).
- D. The Company has made arrangement of attending the AGM through VC/ OAVM and members desirous of attending the AGM through VC/ OAVM may note the following step for connectivity:

<b>Meeting Through : Google Meet</b>
<b>Meeting ID: (US) +1 337-466-9794 PIN: 190 628 217#</b>
<b>Passcode: *****1</b>
<b>Meeting Link: <a href="https://meet.google.com/hzh-wzvh-yzf">https://meet.google.com/hzh-wzvh-yzf</a></b>

- E. The attendance of the Members attending the AGM through VC/OAVM will be counted for the

<sup>1</sup> Passcode will be shared separately to the shareholders.

### SEWA GRIH RIN LIMITED

**Regd. off. :**  
 1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092  
**Phone** +91 11 4352 1832  
**GST** 07AAQCS0870H1Z2

**Corp. off. :**  
 Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705  
**GST** 27AAQCS0870H1ZD0

**WEBSITE**  
**TOLL FREE**  
**EMAIL**

[sgrlimited.in](http://sgrlimited.in)  
 1800 11 3909  
[contact@sgrlimited.in](mailto:contact@sgrlimited.in)

**CIN** U65923DL2011PLC222491

purpose of reckoning the quorum under Section 103 of the Act.

- F. Pursuant to the provision of the Companies Act 2013, voting on all matters considered at the AGM shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. Members attending the AGM through VC/OAVM are requested to convey their assent or dissent by sending the duly filled and signed polling paper, on items considered in the meeting by sending e-mails to the designated e-mails addressed of the Company i.e. [compliance@sgrlimited.in](mailto:compliance@sgrlimited.in).
- G. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. If any shareholder wishes to change their registered email id or communicate otherwise may send an email to the Company Secretary at [compliance@sgrlimited.in](mailto:compliance@sgrlimited.in).
- H. The process for dial through video conference and password for the same is as mentioned herein above. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. In case of any difficulties or if you need assistance, please contact at [compliance@sgrlimited.in](mailto:compliance@sgrlimited.in) and Phone No. +91 124 4271750.
5. Appointment / Re-appointment of Directors at the ensuing Annual General Meeting, Ms. Renana Jhabvala and Ms. Manjiree Sureshchandra Jaitly, retire by rotation and being eligible, offer themselves for re-appointment.
6. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., up to the date of this Meeting. The aforesaid documents will also be available for inspection at the General Meeting.
8. The route map of the venue of the AGM is enclosed and forms part of the Notice of this meeting.

Date: 12<sup>th</sup> May 2025  
Place: Gurugram

By Order of the Board of Director  
For SEWA Grih Rin Limited



*Ayush Jindal*  
Ayush Jindal  
Company Secretary

Membership No. ACS60494  
Add: 1st Floor, Enkay Tower, Plot No-B & B1,  
Vanijya Nikunj, Udyog Vihar, Phase-5,  
Gurugram, Haryana - 122016

**SEWA GRIH RIN LIMITED**

Regd. off. :  
1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi – 110092  
Phone +91 11 4352 1832  
GST 07AAQCS0870H1Z2

Corp. off. :  
Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,  
Navi Mumbai, Maharashtra - 400705  
GST 27AAQCS0870H1ZD0

WEBSITE  
TOLL FREE  
EMAIL

sgrlimited.in  
1800 11 3909  
[contact@sgrlimited.in](mailto:contact@sgrlimited.in)

CIN U65923DL2011PLC222491



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

### ITEM NO. 4:

The members are hereby informed that the Nomination & Remuneration Committee meeting held on November 29, 2024 considered and recommended the appointment of Mr. Vishal Visanji Thakkar (DIN: 10646734) as Whole Time Director of the Company. Subsequently, the board of directors in their meeting held on December 03, 2024 approved the appointment of Mr. Vishal Visanji Thakkar (DIN: 10646734) as Whole Time Director of the Company for 5 years starting from December 03, 2024 to December 02, 2029 at the gross remuneration of INR 25,000 per month and such other terms and conditions as per the policy of the Company, subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

Mr. Vishal Visanji Thakkar has confirmed that he continues to satisfy the fit and proper criteria as prescribed under Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and that he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not de-barred from holding the office of Director by virtue of any order by SEBI or any other authority. Mr. Vishal Visanji Thakkar has consented to act as the Whole Time Director of the Company. Requisite notice as per Section 160 of the Companies Act, 2013 is received from a member proposing the appointment of Mr. Vishal Visanji Thakkar (DIN: 10646734) as Whole Time Director of the Company.

Accordingly, the Board of Directors recommends the resolution set out at item no. 4 for the approval of Members as Special Resolution.

Except Mr. Vishal Visanji Thakkar and their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The above statement should be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.

### **Details of Directors retiring by rotation / seeking appointment / re-appointment at the General Meeting pursuant to clause 1.2.5 of Secretarial Standards on General Meeting (SS – 2)**

S. No	Particulars	Remarks
1.	Full Name	Mr. Vishal Visanji Thakkar
2.	Age	36 Years
3.	Director Identification Number (DIN)	10646734
4.	Designation/ category of the Director	Whole Time Director

#### SEWA GRIH RIN LIMITED

##### Regd. off. :

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092  
 Phone +91 11 4352 1832

GST 07AAQCS0870H1Z2

##### Corp. off. :

Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705

GST 27AAQCS0870H1ZD0

##### WEBSITE TOLL FREE EMAIL

sgrlimited.in  
 1800 11 3909  
 contact@sgrlimited.in

CIN U65923DL2011PLC222491

5.	Qualifications	Indian Institute of Management, Calcutta – Master of Business Administration. Mumbai University (Vivekanand Education Society's Institute of Technology) – Bachelor of Technology (Electronics And Telecommunication Engineering)
6.	Experience (including expertise in specific functional area) / Brief Resume	Vishal Thakkar is part of the senior leadership team at Arpwood Partners Fund I LLP. He is based in Mumbai and has over 10 years of investing experience.
7.	Terms and Conditions of appointment	Gross remuneration of INR 25,000 per month and such other terms and conditions as per the policy of the Company,
8.	Remuneration (including sitting fees, if any) last drawn	Gross remuneration of INR 25,000 per month and such other terms and conditions as per the policy of the Company,
9.	Remuneration proposed to be paid	Gross remuneration of INR 25,000 per month and such other terms and conditions as per the policy of the Company,
10.	Date of first appointment on the Board	December 03, 2024
11.	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	NA
12.	Relationship with other Directors / Key Managerial Personnel	NA
13.	Number of meetings of the Board attended during the financial year up to the date of this notice	December 03, 2024 December 17, 2024 February 07, 2025 March 26, 2025
14.	Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	Eight45 Services LLP
15.	Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the	NA

**SEWA GRIH RIN LIMITED**
**Regd. off. :**

 1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

 Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

**WEBSITE  
TOLL FREE  
EMAIL**

 sgrlimited.in  
 1800 11 3909  
 contact@sgrlimited.in

**CIN** U65923DL2011PLC222491



	date of this Notice	
16.	In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

#### **ITEM NO. 5:**

The members are apprised that shareholders in their meeting held on June 21, 2023, approved the re-appointment of Ms. Shruti Savio Gonsalves (DIN:07160748) erstwhile Managing Director (MD) & Chief Executive Officer (CEO) of the Company for a period of 5 years effective from December 14, 2022 till December 13, 2027 and approval of revision in her Remuneration.

During the financial year 2024-25, shareholders in their meeting held on September 27, 2024 removed Ms. Shruti Savio Gonsalves (DIN:07160748) from the position of Managing Director (MD) & Chief Executive Officer (CEO) of the Company with effect under Section 169 and Section 115 of the Companies Act, 2013 read with applicable rules.

The members are also apprised that the board of directors in their meeting and Nomination and Remuneration Committee (NRC) meeting held on 07th February 2025, approved the terms and conditions of the financial settlement in connection with Ms. Shruti Savio Gonsalves. As part of the full and final settlement, it was decided that Ms. Gonsalves would receive payment in lieu of notice for 18 months, compared to the contractual obligation of 6 months as per her employment agreement. This amount was calculated based on her last drawn salary and included statutory entitlements such as Gratuity. The total severance pay amounted to INR 1,02,63,924, leading to a gross settlement of INR 1,35,96,143. After statutory deductions, clawback of performance pay for FY2024, and recovery of travel advances, the final net payable amount stood at INR 96,71,863. It was noted that the remuneration paid exceeded the limits approved by the Shareholders of the Company at their meeting held on June 21, 2023 in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, which require special approval of members.

Additionally, the members are apprised that the settlement included mutual non-disparagement and confidentiality clauses binding both parties. It was also decided that any and all claims relating to Employee Stock Option Plans (ESOPs) would be considered canceled and extinguished upon full payment of the settlement amount.

In accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company seeks the approval of its members to ratify and confirm the waiver of recovery of the excess remuneration paid to Ms. Shruti Savio Gonsalves in the financial year 2024-2025.

Accordingly, the Board of Directors recommends the resolution set out at item no. 5 for the approval of Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way,

#### **SEWA GRIH RIN LIMITED**

##### **Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
Guru Nanak Pura, Laxmi Nagar, Delhi – 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

##### **Corp. off. :**

Shree Sawan Knowledge Park  
D-507, 2nd Floor, TTC Industrial Area,  
MIDC Industrial Area, Turbhe,  
Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

##### **WEBSITE TOLL FREE EMAIL**

sgrlimited.in  
1800 11 3909  
contact@sgrlimited.in

**CIN** U65923DL2011PLC222491

concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

#### **ITEM NO. 6:**

The members are hereby informed that the Nomination & Remuneration Committee meeting held on November 08, 2024 considered and recommended the appointment of Mr. Ajesh Appukuttan (DIN: 10988270) as Managing Director (MD) & Chief Executive Officer (CEO) of the Company. Further, the board of directors in their meeting held on March 26, 2025 approved the appointment of Mr. Ajesh Appukuttan (DIN: 10988270) as Managing Director (MD) & Chief Executive Officer (CEO) of the Company for 5 years starting from March 26, 2025 to March 25, 2030 on the terms and remuneration set out hereunder ***Annexure-I***, subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

Mr. Ajesh Appukuttan has confirmed that he continues to satisfy the fit and proper criteria as prescribed under Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and that he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not de-barred from holding the office of Director by virtue of any order by SEBI or any other authority. Mr. Ajesh Appukuttan has consented to act as the MD & CEO of the Company, if so appointed. Requisite notice as per Section 160 of the Companies Act, 2013 is received from a member proposing the appointment of Mr. Ajesh Appukuttan as the MD & CEO.

Accordingly, the Board of Directors recommends the resolution set out at item no. 6 for the approval of Members as Special Resolution.

Except Mr. Ajesh Appukuttan and their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

The above statement should be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.

#### **Details of Directors retiring by rotation / seeking appointment / re-appointment at the General Meeting pursuant to clause 1.2.5 of Secretarial Standards on General Meeting (SS – 2)**

S. No	Particulars	Remarks
1.	Full Name	Mr. Ajesh Appukuttan
2.	Age	48 Years
3.	Director Identification Number (DIN)	10988270
4.	Designation/ category of the Director	Managing Director (MD) & Chief Executive Officer (CEO), Executive Director

#### **SEWA GRIH RIN LIMITED**

##### **Regd. off. :**

1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092  
**Phone** +91 11 4352 1832  
**GST** 07AAQCS0870H1Z2

##### **Corp. off. :**

Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705  
**GST** 27AAQCS0870H1ZD0

##### **WEBSITE TOLL FREE EMAIL**

sgrlimited.in  
 1800 11 3909  
 contact@sgrlimited.in

**CIN** U65923DL2011PLC222491



5.	Qualifications	Master of Business Administration (MBA) in Sales and Marketing from the Sriram Institute of Management, University of Madras.
6.	Experience (including expertise in specific functional area) / Brief Resume	Mr. Ajesh has over 24 years of experience in the financial services industry and has lead the strategic direction, growth, and transformation at various companies. Prior to this, he spent 14 years at Bajaj Finance Limited, where he served as Executive Vice President, leading the SME vertical with a ₹57,000 Crore portfolio. He managed a team of over 6,000 professionals across 2,500+ locations in 24 states. Ajesh's career began with roles at leading institutions like Standard Chartered Finance, HDFC Bank, IndiaBulls Financial Services, and Reliance Consumer Finance, where he gained expertise in business loans, personal loans, and consumer finance.
7.	Terms and Conditions of appointment	Set out the in the Annexure-I
8.	Remuneration (including sitting fees, if any) last drawn	Set out the in the Annexure-I
9.	Remuneration proposed to be paid	Set out the in the Annexure-I
10.	Date of first appointment on the Board	March 26, 2025
11.	Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	NA
12.	Relationship with other Directors / Key Managerial Personnel	NA
13.	Number of meetings of the Board attended during the financial year up to the date of this notice	NA
14.	Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	NA
15.	Memberships / Chairmanships of committees of other companies including listed companies and	NA

**SEWA GRIH RIN LIMITED**
**Regd. off. :**

 1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

 Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

**WEBSITE  
TOLL FREE  
EMAIL**

 sgrlimited.in  
 1800 11 3909  
 contact@sgrlimited.in

**CIN** U65923DL2011PLC222491

	excluding foreign companies as of the date of this Notice	
<b>16.</b>	In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

**SEWA GRIH RIN LIMITED**
**Regd. off. :**

 1st Floor, 216/C-12, Old No. C-12, Plot No. 13-B,  
 Guru Nanak Pura, Laxmi Nagar, Delhi – 110092

**Phone** +91 11 4352 1832

**GST** 07AAQCS0870H1Z2

**Corp. off. :**

 Shree Sawan Knowledge Park  
 D-507, 2nd Floor, TTC Industrial Area,  
 MIDC Industrial Area, Turbhe,  
 Navi Mumbai, Maharashtra - 400705

**GST** 27AAQCS0870H1ZD0

**WEBSITE  
TOLL FREE  
EMAIL**

 sgrlimited.in  
 1800 11 3909  
 contact@sgrlimited.in

**CIN** U65923DL2011PLC222491