

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEWA GRIH RIN LIMITED WILL BE HELD ON THURSDAY, 28TH DAY OF SEPTEMBER, 2023 AT 3.30 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) ON SHORTER NOTICE. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE CORPORATE OFFICE OF THE COMPANY i.e., 8TH FLOOR, TOWER C, BUILDING NO. 8, DLF CYBERCITY, GURUGRAM, HARYANA-122002, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

Special Business:

Item No. (1)

To issue of Non-Convertible Debentures on Private Placement Basis.

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

“RESOLVED THAT pursuant to the provision of Sections 23, 42, 71, 180(1)(a) and 180(1)(c) of the Companies Act, 2013 and rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s), re-enactment thereof for the time being in force and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by Reserve Bank of India/ National Housing Bank, Securities Exchange Board of India (SEBI), as amended, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and basis the recommendation and approval of the Board of Directors of the Company and such other consents as may be required, if any, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as the “Board”) which term shall include any Committee duly constituted by the Board or any Committee, which the Board may constitute), to issue/ offer/ invite for subscription of secured/ unsecured, rated/ unrated, listed/ unlisted Non-Convertible Debentures (“Debentures”) by way of private placement, in one or more tranches, from time to time, to any category of investors eligible to invest in the Debentures, aggregating upto INR 500,00,00,000 (Indian Rupees Five Hundred Crores only) on such terms and conditions and at such times whether at par/ premium/ discount, as may be decided by the Board (which shall be deemed to include any Committee duly constituted by the Board) to such person or persons including one or more company(ies), body corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, foreign portfolio investors, mutual funds and individuals, as the case may be or such other person/ persons as the Board may decide so for a period of one year from the date of approval of the members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

For SEWA GRIH RIN LIMITED

Sd/-

Kashvi Malhotra
Head Company Secretary & Compliance
ICSI Membership No. A23213
Add: H-7, West Patel Nagar,
Delhi - 110008

Place: Gurugram
Date: September 28, 2023

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 and 10/2022 dated December 28, 2022 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to Special Business to be transacted at this Extra-Ordinary General Meeting is annexed hereto.
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 Extra Ordinary General Meeting of the Company.
4. **GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIOVISUAL MEANS (OVAM) FACILITY:**
 - A. Since the EGM 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 EGM.
 - 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. The meeting is being called at a Shorter Notice with the consent of requisite number of Members of the Company.

- D. Pursuant to Section 113 of the Act, Corporate members intending to send their authorized representative(s) to attend the EGM 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.
- E. The Company has made arrangement of attending the EGM through VC/ OAVM and members desirous of attending the EGM through VC/ OAVM may note the following step for connectivity:

Join Microsoft Teams Meeting:
(Link) Click here to join the meeting
Meeting ID: 442 761 509 025
Passcode: T3fA2S

- F. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- G. Pursuant to the provision of the Companies Act' 2013, voting on all matters considered at the EGM 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. In line with the aforesaid MCA Circulars, the polling paper is being circulated along with the EGM Notice. Members attending the EGM 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. E-mail address is compliance@sgrlimited.in.
- H. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. If any shareholder wish to change their registered email id or communicate otherwise may send an email to the Company Secretary at compliance@sgrlimited.in.
- I. 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 and Phone No. +91 124 4271750.

For SEWA GRIH RIN LIMITED

Sd/-

Kashvi Malhotra
Head Company Secretary & Compliance
ICSI Membership No. A23213
Add: H-7, West Patel Nagar,
Delhi - 110008

Place: Gurugram
Date: September 28, 2023

ANNEXURE TO THE NOTICE

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

Item No. (1)

In order to augment the resources of the Company and for general corporate purposes and such other purposes as may be determined, the issuance of Non-convertible debentures (NCDs) in compliance to provisions of the Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 and in accordance with the relevant Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 as may be applicable from time to time. The Board at its meeting held on September 27, 2023 has approved the proposal for issuance of NCDs within the overall borrowing limits of the Company. The NCDs would be issued for cash either at par or premium to face value depending upon the prevailing market conditions. Pursuant to the provisions of the Section 23, 42, 179 and other applicable provisions of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 8 of the Companies (Meetings of Board and its Power) Rules 2014 (including any modifications or re-enactments thereof, for the time being in force), the proposal requires the approval of the members by way of Special resolution as set out at item No. (1) for issue of unsecured, unrated and unlisted non-convertible debentures from time to time, for a year from the date of passing this resolution, in one or more tranches, not exceeding the total borrowing limit of the Company.

The disclosures under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are being made by the Company to the Members: -

1. Particulars of the offer including date of passing of Board Resolution:

This special resolution is being passed in terms of the third provisions to the Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014 for the issuance of Non-Convertible Debentures, from time to time, for a period of 1 (one) year from the date hereof and accordingly this question is not applicable a present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof) from time to time.

2. Kinds of securities offered and the price at which security is being offered: This special resolution is restricted to the private placement issuance of Non-Convertible Debentures by the Company which may be secured/ unsecured, rated/ unrated, listed/ unlisted Non-Convertible Debentures ("Debentures") secured/ unsecured, rated/ unrated, listed/ unlisted Non-Convertible Debentures ("Debentures") with the terms of each issuance being determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof), from time to time, for each issuance.

3. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Not applicable

4. Name and address of valuer who performed valuation:

Not applicable

5. Amount which the company intends to raise by way of such securities:

As may be determined by the Board of Directors from time to time but subject to the limits approved under section 42 of the Companies Act, 2013 of upto Rs. 500,00,00,000 (Rupees Five Hundred Crore Only).

6. Material terms of raising securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

This special resolution is being passed in terms of the third provisions to the Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014 for the issuance of Non-Convertible Debentures, from time to time, for a period of 1 (one) year from the date hereof and accordingly this question is not applicable a present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof) from time to time.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members of the Company.

None of the Directors / key managerial personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) is interested, financially or otherwise.

For SEWA GRIH RIN LIMITED

Sd/-

Kashvi Malhotra
Head Company Secretary & Compliance
ICSI Membership No. A23213
Add: H-7, West Patel Nagar,
Delhi - 110008

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Date: September 28, 2023