

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SEWA GRIH RIN LIMITED WILL BE HELD ON TUESDAY, 05<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 3:00 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., 8<sup>TH</sup> FLOOR, TOWER C, BUILDING NO. 8, DLF CYBERCITY, GURUGRAM, HARYANA-122002, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:**

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**Special Business:**

**Item No. (1)**

**Amendment in the Article of Association of the Company pursuant to the First Addendum to Amended and Restated Share Subscription and Shareholders’ Agreement dated June 30, 2023 (‘First Addendum’).**

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

**“RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (hereinafter referred as “the Act”) read with rule 33 of the Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof, for the time in force), consent of the members of the company be and is hereby accorded, subject to such other approvals, permission and consents as may be required from the appropriate authority, the articles of association of the Company be and are hereby altered to align the same with the First Addendum to Amended and Restated Share Subscription and Shareholders’ Agreement dated June 30, 2023.

**RESOLVED FURTHER THAT** Ms. Shruti Savio Gonsalves, MD & CEO of the Company and Ms. Kashvi Malhotra, Head Company Secretary & Compliance be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**Item No. (2)**

**Re- appointment of Mr. Sanjay Kaul, DIN: 01729695 as an Independent Director of the Company for the second term of 2 (two) years.**

**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 provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being

in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014, Master Direction – NBFC – HFC (Reserve Bank) Directions, 2021 and any other applicable provisions, as amended from time to time, Mr. Sanjay Kaul (DIN: 01729695), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 16, 2018 up to August 15, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 2 (two) consecutive years on the Board of the Company commencing from August 16, 2023 up to August 15, 2025 (both days inclusive).

**RESOLVED FURTHER THAT** Ms. Shruti Savio Gonsalves, Managing Director & Chief Executive Officer, Ms. Kashvi Malhotra, Company Secretary and/ or Mr. Bhupal Singh, Chief Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and also to obtain the necessary approval for this purpose and also authorized to sign and file the necessary documents with the concerned authorities.”

**For SEWA GRIH RIN LIMITED**

Sd/-

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

**Place: Gurugram**

**Date: September 03, 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](mailto: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:

<b>Join Microsoft Teams Meeting:</b>
<b>(Link) Click here to join the meeting</b>
<b>Meeting ID: 463 301 260 750</b>
<b>Passcode: 9f9J48</b>

- 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](mailto: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](mailto: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](mailto:compliance@sgrlimited.in) and Phone No. +91 124 4271750.

**For SEWA GRIH RIN LIMITED**

**Sd/-**

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

**Place: Gurugram**  
**Date: September 03, 2023**

## ANNEXURE TO THE NOTICE

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

#### Item No. (1)

With the execution of the first addendum to amended and restated share subscription and shareholder's agreement dated June 30, 2023 ("First Addendum") and the allotment of CCPS to the investors on August 04, 2023, the Restated Articles of Association of the Company ("Restated AOA") must be adopted, being a condition subsequent under the First Addendum.

The necessary amendments have been carried out to give effect to the Series E1 Round and specifically the terms under the First Addendum to Amended and Restated Share Subscription and Shareholders' Agreement dated June 30, 2023. The amendments include:

- inclusion of the Terms of Series E1 CCPS,
- inclusion of ON Mauritius II as the new investor,
- change of name of NMI to Abler Nordic Fund IV KS
- giving effect to consolidation of entities into HDFC Bank Ltd.
- other routine and housekeeping edits to fully give effect to the Series E1 Round.

The Board of Directors of the Company had already approved the aforesaid amendments by way of circular resolution passed on August 30, 2023.

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

None of the Directors / key managerial personnel of the Company or their relatives is interested, financially or otherwise.

#### Item No. (2)

Mr. Sanjay Kaul (DIN: 01729695) is currently serving as an Independent Director of the Company.

Based upon the recommendation of the Nomination and Remuneration Committee in its meeting held on August 07, 2023, the Board of Directors by way of circular resolution passed on August 11, 2023 had approved and recommended the re-appointment of Mr. Sanjay Kaul as Independent Director of the Company for a period of (two) 2 consecutive years commencing from August 16, 2023 up to August 15, 2025 (both days inclusive) subject to the approval of the Members by way of a **Special Resolution**.

Mr. Sanjay Kaul is a development policy analyst, corporate leader, and former IAS officer, Mr. Kaul has over four decades of rich and professional experience in both the government and the private sectors. During his long tenure as a civil servant, Kaul worked at leadership positions



across several development sectors. Mr. Kaul worked in the IAS for 28 years before taking voluntary retirement in 2008 following which he worked with National Commodity Management Services Limited (NCML), a leading agri-business company as MD &CEO and later as Chairman from June 2008 to August 2021.

Further, Mr. Kaul is a post-graduate in Economics from the Delhi School of Economics, where he started his career as a college lecturer in Economics at Delhi University and has retained his interest in academics and writing. His book, "An Alternative Development Agenda for India", has recently been published by Routledge, the reputed UK publishing house.

Mr. Kaul is presently chairperson of the Early Childhood Care and Education (ECCE) Task Force set up by the Government of India. Besides serving as Independent Director at Sewa Grih Rin Ltd., he is also an Independent Director at DigiGrains Solutions Pvt. Ltd, an agri-business venture. Kaul works pro-bono at several not for profit organizations. He is a Trustee of the UN's World Food Programme (WFP) Trust in India as well as a Trustee of the Karnataka Health Promotion Trust (KHPT). Kaul works actively with Mobile Creches, a leading child-rights NGO, on which he has served as its Chairperson and presently the Treasurer. He also serves on the Managing Committee of several DPS schools.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Kaul's qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Kaul continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Kaul confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder. Mr. Kaul has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

Further, Mr. Kaul has confirmed that he is eligible for re-appointment as an Independent Director and that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder. Mr. Kaul has also confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, the re-appointment of Mr. Kaul as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members of the Company.



None of the Directors / key managerial personnel of the Company or their relatives is interested, financially or otherwise except Mr. Sanjay Kaul, in the resolution, as set out at Item No. 2 of the Notice.

**For SEWA GRIH RIN LIMITED**

**Sd/-**

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