

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Sekura India Management Limited will be held on a shorter notice on Friday, November 22, 2024, at 11 a.m. at the Registered Office of the Company at Edelweiss House, Off CST. Road, Kalina, Mumbai - 400 098 to transact the following business:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital of the Company and alteration in the clause no. 5(iii) of the e-Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 20,00,000/- (Rupees Twenty Lakhs Only) divided into 2,00,000 (Two Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs Only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, approval of the Members of the Company be and is hereby accorded, for alteration of Clause 5(iii) of the e-Memorandum of Association of the Company by substituting in its place, the following:

'5 (iii) The share capital of the company is 1,10,00,000 rupees, divided into 11,00,000 Equity Shares of 10 rupees each.'

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby irrevocably and unconditionally authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals, delegate the authority and to settle any questions, difficulties or doubts that may arise in this regard."

2. Issue of Bonus shares

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

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications,

if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 89,76,000/- (Rupees Eighty-Nine Lakhs Seventy Six Thousand only) from and out of the Securities Premium Account for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each, in the proportion of 6 (six) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them (i.e. in the ratio of 6:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) within such time as prescribed by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Mumbai, November 14, 2024

Registered Office:

Plot 294/3, Edelweiss

House, Off CST Road,

Kalina, Santacruz East

Mumbai 400 098

T: +91 22 4009 4400

By Order of the Board of Directors

Sekura India Management Limited

(CIN: U74999MH2021PLC362906)



Hemal Mehta

Director

DIN: 07805471



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of Members holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

In respect of Special Business to be transacted the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to items of the accompanying Notice dated November 14, 2024.

Item 1:

The existing Authorised Share Capital of the Company is Rs. 20,00,000/- (Rupees Twenty Lakhs Only) divided into 2,00,000 (Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Paid-up Share Capital of the Company is Rs. 14,96,000/- (Rupees Fourteen Lakhs Ninety-Six Thousand Only) divided into 149600 (One Lakh Forty-Nine Thousand Six Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each, fully paid-up.

Considering future business needs, the Board, at its meeting held on November 14, 2024, has accorded its approval for increasing the Authorised Share Capital from Rs. 20,00,000/- (Rupees Twenty Lakhs Only) divided into 2,00,000 (Two Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs Only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company, subject to shareholders' approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the e-Memorandum of Association of the Company. Accordingly, the Board recommends the resolution set out at above Item seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the e-Memorandum of Association of the Company. None of the Directors of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the passing of the Ordinary Resolution set out in the above Item of the Notice.

Item 2:

In appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on November 14, 2024, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 6 (Six) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them (i.e. in the ratio of 6:1), by capitalizing a sum not exceeding Rs. 89,76,000/- (Rupees Eighty-Nine Lakhs Seventy Six Thousand only) from and out of the Securities Premium Account. In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members. After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Name of the shareholder	Pre - bonus issue holding	Bonus issue	Post bonus issue holding
Bhanudas Jadhav as nominee of EAAA	1	6	7
Deepak Mukhija as nominee of EAAA	1	6	7
EAAA India Alternatives Limited (EAAA)	1,49,594	8,97,564	10,47,158
Hemal Mehta as nominee of EAAA	1	6	7
Jaspreet Sahota as nominee of EAAA	1	6	7
Niranjan Risbood as nominee of EAAA	1	6	7
Vinit Agrawal as nominee of EAAA	1	6	7
Total	1,49,600	8,97,600	10,47,200

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead, the respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as an Ordinary Resolution.

Mumbai, November 14, 2024

Registered Office:

Plot 294/3, Edelweiss

House, Off CST Road,

Kalina, Santacruz East

Mumbai 400 098

T: +91 22 4009 4400

By Order of the Board of Directors

Sekura India Management Limited

(CIN: U74999MH2021PLC362906)



Hemal Mehta

Director

DIN: 07805471

