NOTICE OF EXTRAORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING ("EOGM") OF THE MEMBERS OF SEWA GRIH RIN LIMITED (SGRL) WILL BE HELD ON TUESDAY, NOVEMBER 05, 2024 AT 04:30 P.M. (IST) AT OUR CORPORATE OFFICE AT BUILDING NO 8C 8TH FLOOR TOWER-C, DLF CYBER CITY GURUGRAM, HARYANA, INDIA, 122002 THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. **To increase in the Authorized Share Capital and consequent Alteration of Capital clause in the 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 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Act**") and in accordance to the provisions of the Memorandum and Articles of Association of the Company and Share Subscription Agreement dated May 17, 2024 between Arpwood Partner Fund I LLP, HDFC Bank Limited, HDFC Life Insurance Company Limited and the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 117,02,10,000/- (Rupees One Hundred Seventeen Crore Two Lacs and Ten Thousand only) divided into 7,80,21,000 (Seven Crore Eighty Lakh Twenty-One Thousand) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Preference shares of INR. 10/- each to INR 407,26,49,520 (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 36,82,64,952 (Thirty Six Crores Eighty Two Lacs Sixty Four Thousand Nine Hundred Fifty Two) Equity Shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Preference shares of INR. 10/- each.

RESOLVED FURTHER THAT, pursuant to provisions of Section 13, 61(a) and 64 of the Act, all other applicable provisions, if any, of the Act read with the enabling provisions of the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be altered by substituting with the following as new Capital Clause (Clause V):

"V. The Authorized Share Capital of the Company is INR 407,26,49,520/- (Rupees One Hundred Seventeen Crore Two Lacs and Ten Thousand Five Hundred Twenty only) divided into 36,82,64,952 Equity shares of INR. 10/- each aggregating to INR 368,26,49,520 and 3,90,00,000 Preference shares of INR. 10/- each aggregating to INR 39,00,00,000/-."

RESOLVED FURTHER THAT any director or Company Secretary or 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 including Registrar of Companies, NCT of Delhi & Haryana."

2. Reclassification of Authorised Share Capital and consequent alteration of the 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 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Act**") and in accordance to the provisions of the Memorandum and Articles of Association of the Company and on such terms and conditions as set out in the Share Subscription Agreement dated May 17, 2024 (SSA) executed between Arpwood Partner Fund I LLP, HDFC Bank Limited, HDFC Life Insurance Company Limited and the Company, consent of the members of the Company be and is hereby accorded to reclassify the Authorised Share Capital of the Company from INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 36,82,64,952 (Thirty Six Crore Eighty Two Lacs Sixty Four Thousand and Nine Hundred Fifty Two) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Compulsorily Convertible Preference shares of INR. 10/- (Rupees Ten only) each to INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 40,72,64,952 (Forty Crores Seventy Two Lacs Sixty Four Thousand Nine Hundred Fifty Two) Equity shares of INR. 10/- each.

RESOLVED FURTHER THAT, pursuant to provisions of Section 13, 61(a) and 64 of the Act, all other applicable provisions, if any, of the Act read with the enabling provisions of the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be altered by substituting with the following as new Capital Clause (Clause V):

"V. The Authorized Share Capital of the Company is INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 40,72,64,952 (Forty Crores Seventy Two Lacs Sixty Four Thousand Nine Hundred Fifty Two) Equity shares of INR. 10/- each."

RESOLVED FURTHER THAT any director and / or Ms. Kashvi Malhotra, Head Company Secretary & Compliance 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 including Registrar of Companies, NCT of Delhi & Haryana."

3. To Issue, Offer and Allot Series F and Series G shares on preferential basis in pursuance to Section 42 and 62 of the Companies Act, 2013.

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 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and

Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, as amended from time to time and the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the "**Acts & Rules**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Share Subscription Agreement dated May 17, 2024 ("**SSA**") between Arpwood Partner Fund I LLP, HDFC Bank Limited, HDFC Life Insurance Company Limited and the Company and any other rules/ regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the receipt of approval of the Reserve Bank of India in relation to: (i) change in control of the Company; (ii) change in shareholding of the Company; and (iii) change in management of the Company, and closing of the transaction taking place in accordance with the terms of the SSA, and the other approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval (s), consent(S), permission(s), and/or sanction(s), and as agreed by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to create, issue and offer 29,15,95,198 Series F Equity Shares ("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight) through preferential allotment to HDFC Bank Limited and HDFC Life Insurance Company Limited on such terms and conditions as set out in the SSA executed by the Company for issuing the aforementioned securities, in the manner set out in the table below:

Name of the Investor	Subscription Amount (in Rs.)	Number of Equity Shares	Series	Premium against Equity Shares
Arpwood Partners Fund I LLP	680,00,00,017	29,15,95,198	F	388,40,48,037
HDFC Bank Limited	17,32,76,695	74,30,390	G	9,89,72,795
HDFC Life Insurance	7,67,23,313	32,90,022		4,38,23,093

Name of the Investor	Subscription Amount (in Rs.)	Number of Equity Shares	Series	Premium against Equity Shares
Company Limited				
Total	**705,00,00,025**	**30,23,15,610**		**402,68,43,925**

RESOLVED FURTHER THAT the Series F Shares and Series G Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing shares of the Company in all respects.

RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Series F Shares and Series G Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Series F Shares and Series G Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.

RESOLVED FURTHER THAT following amounts shall be payable by Arpwood Partners Fund I LLP, HDFC Bank Limited and HDFC Life Insurance Company Limited on or before the date of allotment of the Series F and Series G Shares as application money and balance amount be payable on subsequent call(s) as and when made by the Board of Directors:

Sr. No	Investor	Series	Number of Shares	Consideration payable as an application money (per share in INR)	
				Face Value	**Premium**
1	Arpwood Partners Fund I LLP	F1	14,57,97, 599	9.75	6.23
		F2	14,57,97, 599	1.17	-
2	HDFC Bank Limited	G	74,30,390	5.83	-
3	HDFC Life Insurance Company Limited	G	32,90,022	5.83	-

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RESOLVED FURTHER THAT the monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Series F Shares and Series G Shares, any director or Company Secretary or Chief Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Series F Shares and Series G Shares, as may be required, issuing clarifications on the issue and allotment of the Series F Shares and Series G Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Series F Shares and Series G Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, any director or Company Secretary or Chief Compliance Officer of the Company be and is hereby authorized to engage registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other Director(s) or Company Secretary or Chief Compliance Officer of the Company and / or any officer(s) of the Company."

Date: November 05, 2024
Place: Gurugram

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

SEWA GRIH RIN LTD. GURUGRAM

Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi – 110008

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. 1, 2 & 3 of this Notice to be transacted at Extraordinary General Meeting (the "EOGM") 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 an Extraordinary General Meeting of the Company.

4. **GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE EOGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIOVISUAL MEANS (OVAM) FACILITY:**

   A. Since an EOGM 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 EOGM.

   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 EOGM 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.

   D. The Company has made arrangement of attending the EOGM through VC/ OAVM and members desirous of attending the EOGM through VC/ OAVM may note the following step for connectivity:

Google Meet Link: meet.google.com/mit-cknr-ntw
Meeting ID: 9315163541
PIN: 639669973

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

G. In compliance with the MCA Circulars, Notice of the EOGM 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.

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 and Phone No. +91 124 4271750.

5. 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.

6. 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 available for inspection at the General Meeting.

Date: November 05, 2024
Place: Gurugram

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

SEWA GRIH RIN LTD. GURUGRAM

Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi – 110008

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

ITEM NO. 1:

At present, the Authorised Share Capital of the Company stands INR 117,02,10,000/- (Rupees One Hundred Seventeen Crore Two Lacs and Ten Thousand only) divided into 7,80,21,000 (Seven Crore Eighty Lakh Twenty-One Thousand) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Preference shares of INR. 10/- each. It is intended to raise the required funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital. It is proposed to increase the Authorised Share Capital from INR 117,02,10,000/- (Rupees One Hundred Seventeen Crore Two Lacs and Ten Thousand only) divided into 7,80,21,000 (Seven Crore Eighty Lakh Twenty-One Thousand) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Preference shares of INR. 10/- each to INR 407,26,49,520 (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 36,82,64,952 (Thirty Six Crores Eighty Two Lacs Sixty Four Thousand Nine Hundred Fifty Two) Equity Shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Preference shares of INR. 10/- each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V. In accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution.

The existing and the proposed Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

The Board of Directors recommend the Ordinary Resolution set out in the Notice for approval of the Members. None of the Directors, KMPs and their relatives are in any way, concerned or interested in this Item.

ITEM NO. 2:

The present Authorized Share Capital of the Company is INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 36,82,64,952 (Thirty Six Crore Eighty Two Lacs Sixty Four Thousand and Nine Hundred Fifty Two) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Compulsorily Convertible Preference shares of INR. 10/- (Rupees Ten only) each.

The Company is intended to raise funds by way of issuing Equity shares in order to continue its growth path. In view of this, it is proposed to re-classify the entire Existing Compulsorily Convertible Preference Authorised capital into Equity Share Capital of the Company.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association of the Company. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Compulsorily Convertible Preference capital component of the authorised capital is sought to be reclassified into Equity capital and it is proposed that the existing Authorised Share Capital of the Company of INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 36,82,64,952 (Thirty Six Crore Eighty Two Lacs Sixty Four Thousand and Nine Hundred Fifty Two) Equity shares of INR. 10/- each and 3,90,00,000 (Three Crore Ninety Lacs) Compulsorily Convertible Preference shares of INR. 10/- (Rupees Ten only) each to INR 407,26,49,520/- (Rupees Four Hundred Seven Crore Twenty Six Lacs and Forty Nine Thousand Five Hundred Twenty only) divided into 40,72,64,952 (Forty Crores Seventy Two Lacs Sixty Four Thousand Nine Hundred Fifty Two) Equity shares of INR. 10/- each.

The Resolution requires approval of members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association & Articles of Association of the Company. The Board of Directors recommends the passing of Resolution by ordinary resolution.

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

ITEM NO. 3:

The Board of Directors of the Company ("Board") at their meeting held on November 05, 2024, approved raising of funds 29,15,95,198 Series F Equity Shares ("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight) through preferential allotment to HDFC Bank Limited and HDFC Life Insurance Company Limited on such terms and conditions as set out in the Share Subscription Agreement dated May 17, 2024 (SSA)SSA executed by the Company for issuing the aforementioned securities.

The details of the issue, as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are as follows:

S. No	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company ("Board") at their meeting held on November 05, 2024, approved raising of funds 29,15,95,198 Series F Equity Shares

		("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight) through preferential allotment to HDFC Bank Limited and HDFC Life Insurance Company Limited.
2.	Kinds of securities offered and the price at which security is being offered	29,15,95,198 Series F Equity Shares ("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight).
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	A copy of the Valuation Reports dated dated October 29, 2024, issued by BDO Valuation Advisory LLP, having Registration Number IBBI/RVE/02/2019/103 and Valuation Reports dated October 30, 2024, issued by

	report of the registered valuer	MSKA & Associates, Chartered Accountants shall be available for inspection at the Registered Office of the Company.
4.	Name and address of valuer who performed valuation	Name of Valuer: BDO Valuation Advisory LLP Address of Valuer: The Ruby, Level 9, North-West Wing Senapati Bapat Marg, Dadar (W) Mumbai 400028, India Name of Valuer:MSKA & Associates, Chartered Accountants Address of Valuer: 602, Floor 6, Raheja Titanium Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon (E) Mumbai 400063, INDIA
5.	Relevant date with reference to which the price has been arrived at	September 30, 2024
6.	Amount which the company intends to raise by way of such securities: 29,15,95,198 Series F Equity Shares ("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight).	
7.	Material terms of raising such securities	Terms of Series F and Series G Equity Shares are enclosed here as **Annexure A.**
8.	Proposed time schedule	Within 60 (sixty) days from the respective dates of receipt of application money or such other timeline as prescribed under any applicable laws.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of	No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

	objects	
10.	Principle terms of assets charged as securities	Not Applicable
11.	The class or classes of persons to whom the allotment is proposed to be made	Allotment to specific identified investor - Body corporates
12.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the shares proposed to be issued under the Preferential Allotment.
13.	The objects of the issue;	The proceeds from the issue will be utilized to meet the Capital Adequacy requirement of the Company while sustaining the projected business growth and to meet its liquidity and business requirements.
14.	The total number of shares or other securities to be issued;	The Board has pursuant to its resolution dated November 05, 2024 accorded its approval for raising funds by issuing 129,15,95,198 Series F Equity Shares ("Series F Shares") of the Company consisting of 14,57,97,599 Series F1 Equity Shares and 14,57,97,599 Series F2 Equity Shares for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 680,00,00,017/- (Rupees Six Hundred and Eighty Crores and Seventeen) through preferential allotment to Arpwood Partners Fund I LLP and 1,07,20,412 Series G Equity Shares ("Series G Shares") of the Company for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each, aggregating to a total subscription consideration of Rs. 25,00,00,008 (Rupees Twenty Five Crores and Eight) through preferential allotment to HDFC Bank Limited and HDFC Life Insurance Company Limited on such terms and conditions as set out in the Share Subscription Agreement dated May 17, 2024 (SSA)SSA executed by the Company

		The Equity shares, if any, allotted in the offer shall rank in all respects pari passu with the existing Equity shares.
15.	The price or price band at/within which the allotment is proposed;	The Equity shares are proposed to be issued for cash at a price of Rs. 23.32/- (Rupees Twenty Three and Thirty Two paisa) each having a face value of Rs. 10/- (Rupees Ten) each, at a premium of Rs. 13.32/- (Rupees Thirteen and Thirty Two paisa) each,
16.	Intention of promoters, directors, key managerial personnel to subscribe to the offer	The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.
17.	The proposed time within which the allotment shall be completed;	Within 12 months from the date of special resolution

18.. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

Sr. No.	Name of Allottees	Number of Equity Shares	Percentage of post preferential offer capital (fully diluted basis)
1	Arpwood Partners Fund I LLP	29,15,95,198	[1]72.28%
2	HDFC Bank Limited	74,30,390	3.51%
3	HDFC Life Insurance Company Limited	32,90,022	1.55%
	Total	**30,23,15,610**	**77.34**

19.	The change in control, if any, in the company that would occur consequent to the preferential offer;	Upon consummation of the transaction, Arpwood Partners Fund I LLP shall acquire 72.28% of the share capital of the Company (on a fully diluted basis), which

[1] *The acquisition of 43,87,275 shares of AHI Capital Gateway, Inc. has been taken into account in determining the post-preferential offer capital held by Arpwood Partners Fund I LLP.*

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		will result in a change in control of the Company.
20.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	Nil
21.	The justification for the allotment proposed to be made for consideration other than cash together with a valuation report of the registered valuer.	NA
22.	The pre issue and post issue shareholding pattern of the company.	Enclosed here as **Annexure B.**

None of the Directors / key managerial personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution, in the resolution, as set out at Item No. 3 of the Notice.

Date: November 05, 2024
Place: Gurugram

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

SEWA GRIH RIN LTD. GURUGRAM

Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi – 110008

ATTENDANCE SHEET

Company Name: SEWA GRIH RIN LIMITED
Registered office: 1st Floor, 216/C-12, Old No. C-12 Plot No. 13-B, Guru Nanak Pura, Laxmi Nagar, Delhi, India, 110092
Phone: +91-11-43521832
Email: Contact@sgrlimited.in
Website: www. sgrlimited.in
CIN: U65923DL2011PLC222491

Please fill attendance slip and hand it over at the entrance of the meeting hall
Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the Shareholder/Proxy: ____
____

Folio No.: ____________________________
ID & Client ID*: _________________________
No. of Shares held: _______________________

I/We hereby record my/our presence at an Extraordinary General Meeting of the SGRL at our Corporate office at Building No 8C, 8th Floor Tower-C, DLF Cyber City Gurugram, Haryana, India, 122002 on Tuesday, November 05, 2024 at 04:30 P.M. (IST) onwards.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.
**Strike out whichever is not applicable