

# SERA INVESTMENTS & FINANCE INDIA LIMITED

(Formerly known as Kapashi Commercial Limited)

**Date:** September 04, 2023

**To,**  
**BSE LIMITED**  
P.J. Towers,  
Dalal Street,  
Mumbai-400001

**Sub.: Notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2022-23**  
**BSE Scrip Code: 512399**

Dear Sir,

We would like to inform you that the 38<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, September 26, 2023 at 03.00 p.m. through Video Conferencing/Other Audio Visual Means ('VC/OAVM') in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the businesses mentioned in the Notice of 38<sup>th</sup> Annual General Meeting.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2022-23, which is being sent through electronic mode to all eligible Shareholders of the Company whose email IDs are registered with the Company/ Registrar and Transfer Agent (RTA) of the Company or the Depository Participants.

The Copy of the Notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2022-23 is also available on the Company's website at [www.serafinances.com](http://www.serafinances.com)

Thanking you,  
Yours faithfully,

**For, SERA INVESTMENTS & FINANCE INDIA LIMITED**  
**(Formerly Known as KAPASHI COMMERCIAL LIMITED)**

**SAGAR SAMIR SHAH**  
**WHOLE TIME DIRECTOR**  
**DIN: 03082957**



## NOTICE

**NOTICE** is hereby given that the **38<sup>th</sup> Annual General Meeting** of the Members of **SERA INVESTMENTS & FINANCE INDIA LIMITED** will be held on **Tuesday, September 26, 2023** at **03.00 P.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OVAM”) to transact the following businesses:

### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2023, STATEMENT OF PROFIT & LOSS TOGETHER WITH CASH FLOW STATEMENT AND NOTES FORMING PART THERETO (“FINANCIAL STATEMENTS”) FOR THE YEAR ENDED ON MARCH 31, 2023 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**
2. **TO APPOINT A DIRECTOR IN PLACE OF MR. SAGAR SAMIR SHAH (DIN: 03082957) DIRECTOR WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

### SPECIAL BUSINESS:

3. **TO APPROVE THE BORROWINGS LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 100 Crores (Rupees One Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

4. **TO SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKINGS OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.”

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

**5. TO APPROVE RE-APPOINTMENT OF MRS. SHWETA SAMIR SHAH AS A MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Shweta Samir Shah (DIN:03082967) as Managing Director of the Company for a period of 3 (three) years with effect from February 05, 2024 till February 04, 2027 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mrs. Shweta Samir Shah.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**6. TO APPROVE RE-APPOINTMENT OF MR. SAGAR SAMIR SHAH AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sagar Samir Shah (DIN:03082957) as Whole-Time Director of the Company for a period of 3 (three) years with effect from June 14, 2024 till June 13, 2027 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Sagar Samir Shah.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT, Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

For and on the behalf of the Board of Directors  
**SERA INVESTMENTS & FINANCE INDIA LIMITED**  
**(Formerly Known as KAPASHI COMMERCIAL LIMITED)**

Sd/-  
**SHWETA SAMIR SHAH**  
MANAGING DIRECTOR  
DIN: 03082967

Sd/-  
**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957

**Place:** Ahmedabad

**Date:** August 07, 2023

**NOTES:**

- The Ministry of Corporate Affairs (“MCA”) has vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and all other relevant Circulars issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

## SERA INVESTMENTS & FINANCE INDIA LIMITED

2. Members will be able to attend the AGM on Tuesday, September 26, 2023 through VC / OAVM or view the live webcast by logging on to the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) by using their e-voting login credentials. On this page, click on the link 'Shareholders / Members', the Video Conferencing / webcast link would be available adjacent to the EVSN of the Company.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive).
6. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023, notice of the AGM along with Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participants, unless any member has requested for a physical copy of the same. Members may note that the notice and the Annual Report for the financial year 2022-23 will also be available on the Company's website at '[www.serafinances.com](http://www.serafinances.com)' and on the website of the Stock Exchange i.e. BSE Limited at '[www.bseindia.com](http://www.bseindia.com)' and on the website of CDSL : '[www.evotingindia.com](http://www.evotingindia.com)'.
7. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPEG format) of its Board or governing body resolution / authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent along with specimen signature of authorised representative(s) by e-mail to '[kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com)' before the commencement of the 38<sup>th</sup> AGM.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting.
9. Pursuant to Regulation 26(4) and 36(3) of SEBI Listing Regulation and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, additional Information of Directors seeking appointment / re-appointment at the meeting are furnished and forms a part of Annual Report.
10. Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through e-mail to [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com) or before September 21, 2023, mentioning their name, address, demat account number / folio number, email ID, mobile number. The same will be replied by the Company suitably.
11. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request, mentioning their name, address, demat account number / folio number, email ID, mobile number at [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com) between September 19, 2023 to September 24, 2023.
12. In terms of Section 152 of the Companies Act, 2013, Mr. Sagar Samir Shah (DIN: 03082957), Director, retires by rotation and being eligible, offers himself for re-appointment. As per explanation to Section 152(6)(e) of the Act, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Act or any other law for the time being in force. Information of Director proposed to be appointed and re-appointed at the AGM as required under Regulation 36(3) of the Listing Regulations is annexed to this Report.
13. The shareholders, who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

#### 14. **Mandatory furnishing of PAN, bank account details, KYC details and nomination by shareholders:**

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

- (a) For shares held in electronic form: to their Depository Participants (DPs)
- (b) Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account

details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination. SEBI has notified forms for the purpose, as detailed below:

Sr. No.	Particulars	Form
1.	Registration of PAN, Postal Address, Email Address, Mobile Number, Bank Account Details or changes/updation thereof;	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Declaration for Nomination opt-out	ISR-3
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-13

The above forms can be downloaded from the following web link at <https://serafinances.com/media-room-view>

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to the address of Purva Shareregistry India Private Limited (RTA).

#### **Compulsory linking of PAN and Aadhaar:**

Members are requested to note that in line with SEBI Circular dated March 16, 2023 read with SEBI Circular dated November 3, 2021 and December 14, 2021, RTA will accept only operative PAN (those linked with Aadhar) with effect from June 30, 2023 or such other date as may be notified by Central Board of Direct Taxes (CBDT). Those folios in which PAN is not linked with Aadhar subsequent to the due date, shall be frozen by the RTA.

#### **Freezing of Folios:**

- Further, in line with this Circular, RTAs are required to freeze folios wherein PAN, KYC and nomination is not available on or after October 01, 2023. Any service request in respect of these frozen folios will be undertaken only after the complete details are lodged with the RTA.
- Members may note that with effect from April 01, 2024, the Company will not be able to execute any type of Corporate Action, in respect of frozen folios until the complete details as required including bank account details are furnished to the RTA. Further, from December 31, 2025 or such due date as may be notified by the Authority, the RTA is required to refer the details of the frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

#### **In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. However, members can continue to hold the shares in physical form.**

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Purva Shareregistry India Private Limited for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company at [www.serafinances.com](http://www.serafinances.com).

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Purva Sharegistry India Private Limited; in case the shares are held in physical form.

SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company and/or RTA i.e. M/s. Purva Sharegistry India Private Limited.

15. Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code and IFSC to the Depository Participant.
16. The RTA/ Company shall verify and process the service requests and thereafter issue a "Letter of Confirmation" to the shareholders in lieu of the physical share certificates. The "Letter of Confirmation" shall be valid for 120 days from the date of its issuance within which shareholders of the Company shall make a request to the Depository Participant for dematerializing the said shares. In case the shareholder fails to submit the demat request within the aforesaid period, RTA / Company shall credit the securities to Suspense Escrow Demat Account of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the notice and the Explanatory Statement will be available, electronically, for inspection by the members during the AGM. All documents referred to in the notice will also be available for inspection from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to 'kapashicommercial1985@gmail.com'.
18. In all correspondence with the Company, for speedy communication, members are requested to quote their folio no. and in case their shares are held in dematerialised form, they must quote their DP ID and Client ID Number. Members are also requested to mention Contact No. & e-mail ID for faster communication.
19. To support the "Green Initiative" and for receiving all communication (including notice and Annual Report) from the Company electronically:
  - (a) Members holding shares in physical mode and who have not registered / updated their email addresses with the Company / RTA are requested to register / update the same by writing to the Company / RTA or by mailing the scanned copy of a signed request letter with details of Folio Number, complete address, email address to be registered and attaching a self-attested copy of the PAN Card at 'kapashicommercial1985@gmail.com' or to the Company's RTA at 'support@purvashare.com'.
  - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.
20. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this notice.
21. Instructions for Remote E-Voting and Electronic Voting System :

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021,

December 14, 2021, May 5, 2022, December 28, 2022 and all other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing the facility of 'remote e-voting' (e-voting from a place other than the venue of AGM), to its Members in respect of the business to be transacted at the AGM to exercise their right to vote at the 38<sup>th</sup> Annual General Meeting (AGM). For this purpose, Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has appointed M/s. Khandelwal Devesh & Associates, Company Secretary as the Scrutinizer to scrutinize the voting during the AGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.

The instructions to members for voting electronically are as under:-

- i) The e-voting period begins on Saturday, September 23, 2023 at 09.00 am and ends on Monday, September 25, 2023 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 19, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to cast their vote again.
- iii) Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iv) The members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
- v) The members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure as detailed in this notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- vi) The voting rights of members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date ("Record Date"), i.e., as on Tuesday, September 19, 2023.
- vii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable E-voting process has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- viii) Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

**STEP 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 22 44 30

**STEP 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.**

Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

- a) The shareholders should log on to the e-voting website : [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on "Shareholders" module
- c) Now Enter your User ID;
  - For CDSL: 16 digits beneficiary ID;
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - Members holding shares in Physical form should enter Folio Number registered with the Company
- d) Next enter the Image Verification as displayed and Click on "Login".
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

	For Physical Shareholders other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested send an email to the Company's RTA at <a href="mailto:support@purvashare.com">support@purvashare.com</a> to obtain a sequence number for such login.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on SUBMIT' tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <SERA INVESTMENTS & FINANCE INDIA LIMITED> on which you choose to vote.
- x. On the voting page, you will see 'Resolution Description' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the 'Resolutions File Link' if you wish to view the entire resolution details.
- xii. After selecting the resolution you have decided to vote on, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK'; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- xv. If a demat account holder has forgotten the Login Password, then enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- xvi. There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians-For remote voting only:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kapashicommercial1985@gmail.com](mailto:kapashicommercial1985@gmail.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

**Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, Scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email ID.
2. For Demat shareholders -, please update your email id & mobile no. with your Depository Participant (DP).
3. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

**Instructions for shareholders attending the 38<sup>th</sup> AGM of the Company through VC/OAVM are as under:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
  8. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  9. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
  10. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
- 23.** The Scrutinizer will, immediately after the conclusion of voting at the 38<sup>th</sup> AGM, start scrutinizing the votes cast at the meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the meeting or any person authorised by him. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website at [www.serafinances.com](http://www.serafinances.com) within 48 hours of the conclusion of the meeting. The Company will simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT, Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380051, Gujarat

**Place:** Ahmedabad

**Date:** August 07, 2023

For and on the behalf of the Board of Directors

**SERA INVESTMENTS & FINANCE INDIA LIMITED**  
**(Formerly Known as KAPASHI COMMERCIAL LIMITED)**

Sd/-

**SHWETA SAMIR SHAH**

MANAGING DIRECTOR

DIN: 03082967

Sd/-

**SAGAR SAMIR SHAH**

WHOLE-TIME DIRECTOR

DIN: 03082957

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the special business mentioned at Item No. 3, 4, 5, and 6 of the accompanying Notice dated August 07, 2023:

**ITEM NO. 3 & 4:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 3 & 4 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 5:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 07, 2023 has re-appointed Mrs. Shweta Samir Shah as a Managing Director of the Company for a period of 3 (three) years w.e.f. February 05, 2024, subject to approval of the members in the ensuing Annual General Meeting upon terms and conditions to be entered into by the Company with her as approved by the Board of Directors. Mrs. Shweta Samir Shah possess more than 8 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.

It would be therefore in the interest of the Company to re-appoint Mrs. Shweta Samir Shah as a Managing Director of the Company. The main terms and conditions of appointment of the above Managing Director (M.D.) as contained in the board resolution dated August 07, 2023 are furnished below:

- I. **Period:** For a period of 3 (three) years with effect from February 05, 2024 to February 04, 2027.
- II. **Salary:** Up to ₹ 1,50,000/- (Rupees One Lacs Fifty Thousand) per month which is eligible for revision from time to time.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director (M.D.) shall be entrusted with powers, duties and responsibilities as may be directed to her by the Board of Directors from time to time.
- IV. **Termination:** The Managing Director (M.D.) may be removed from her office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director (M.D.) may resign from her office by giving 30 days' Notice to the Company.
- V. **Compensation:** In the event of termination of office of Managing Director (M.D.) takes place before the expiration of tenure thereof, Managing Director (M.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- VI. **Other terms and conditions:**
  - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director (M.D.), salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
  - b) No sitting fees shall be paid to the Managing Director (M.D.) for attending the meetings of the Board of Directors or Committees thereof.

- Where in any financial year during his tenure as a Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/allowances as aforesaid.
- No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- The said re-appointment including remuneration payable to her is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

**A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:**

1.	Nature of industry	The Company is Non-Banking Finance Company registered with Reserve Bank of India (RBI) deals in all kinds of commodity materials.		
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1985.		
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
4.	Financial Performance based on given indicators	<b>Financial Parameters</b>	<b>2022-23</b>	<b>2021-22</b>
		Total revenue	107.00	305.01
		Net profit after tax	(1397.19)	(108.70)
5.	Foreign Investments or collaborations, if any.	N.A.		

**II. Information about the appointees:**

Sr. No.	Particulars	Mrs. Shweta Samir Shah
1.	Background details	Mrs. Shweta Samir Shah is a commerce graduate and she possess more than 8 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.
2.	Past Remuneration	₹ 50,000 per month
3.	Recognition or awards	Not Applicable
4.	Job profile and her suitability	She possess more than 8 years of rich and diversified experience in Business Management and Administration.
5.	Remuneration Proposed	Upto ₹ 1,50,000 per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in NBFC industry is higher. Taking into consideration her involvement and responsibility by Mrs. Shweta Samir Shah, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Shweta Samir Shah is mother of Mr. Sagar Samir Shah, Whole-Time Director of the Company.

**III. Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The profit is inadequate as the Company has incurred loss in past years due volatility market situation
Steps taken or proposed to be taken for improvement	The Management is exploring new business opportunities at different locations to increase revenue of loan business.
Expected increase in productivity and profits in measurable terms.	3-5% for first Two Year 4-7 % thereafter

Brief profile of Mrs. Shweta Samir Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mrs. Shweta Samir Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mrs. Shweta Samir Shah is interested in the said resolution as it pertains to her own re-appointment. Mr. Sagar Samir Shah, Whole-Time Director of the Company is also deemed to be interested in the said resolution as he is related to Mrs. Shweta Samir Shah. The other relatives of Mrs. Shweta Samir Shah may deemed to be interested in the said resolution in Item No. 05 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned and interested, financially, or otherwise, in the said resolution.

**ITEM NO. 6:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 07, 2023 has re-appointed Mr. Sagar Samir Shah as a Managing Director of the Company for a period of 3 (three) years w.e.f. June 14, 2024, subject to approval of the members in the ensuing Annual General Meeting upon terms and conditions to be entered into by the Company with him as approved by the Board of Directors. Mr. Sagar Samir Shah has completed Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIM Calcutta. Under his guidance, the company's administrative affairs are being handled in a professional manner and he has helped the company to formulate effective policies. He has proved to be a guiding light throughout all these years of the Company's journey. He has excellent grasp and through knowledge with overall experience of general management.

It would be therefore in the interest of the Company to re-appoint Mr. Sagar Samir Shah as a Whole-Time Director of the Company. The main terms and conditions of appointment of the above Whole-Time Director (W.T.D.) as contained in the board resolution dated March 01, 2023 are furnished below:

- I. **Period:** For a period of 3 (three) years with effect from June 14, 2024 till June 13, 2027.
- II. **Salary:** Up to ₹ 1,00,000/- (Rupees One Lacs) per month which is eligible for revision from time to time.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-Time Director (W.T.D.) shall be entrusted with powers, duties and responsibilities as may be directed to her by the Board of Directors from time to time.
- IV. **Termination:** The Whole-Time Director (W.T.D.) may be removed from her office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-Time Director (W.T.D.) may resign from her office by giving 30 days' Notice to the Company.
- V. **Compensation:** In the event of termination of office of Whole-Time Director (W.T.D.) takes place before the expiration of tenure thereof, Whole-Time Director (W.T.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- VI. **Other terms and conditions:**
  - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-Time Director (W.T.D.), salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
  - b) No sitting fees shall be paid to the Whole-Time Director (W.T.D.) for attending the meetings of the Board of Directors or Committees thereof.
    - Where in any financial year during his tenure as a Whole-Time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/allowances as aforesaid.
    - No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

- The said re-appointment including remuneration payable to her is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

**A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:**

6.	Nature of industry	The Company is Non Banking Finance Company registered with Reserve Bank of India (RBI) deals in all kinds of commodity materials.									
7.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1985.									
8.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A									
9.	Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th>Financial Parameters</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total revenue</td> <td>107.00</td> <td>305.01</td> </tr> <tr> <td>Net profit after tax</td> <td>(1397.19)</td> <td>(108.70)</td> </tr> </tbody> </table>	Financial Parameters	2022-23	2021-22	Total revenue	107.00	305.01	Net profit after tax	(1397.19)	(108.70)
Financial Parameters	2022-23	2021-22									
Total revenue	107.00	305.01									
Net profit after tax	(1397.19)	(108.70)									
10.	Foreign Investments or collaborations, if any.	N.A.									

**II. Information about the appointees:**

Sr. No.	Particulars	Mr. Sagar Samir Shah
1.	Background details	Mr. Sagar Samir Shah is a Promoter and Whole-Time Director of the Company. He has completed Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIMCalcutta. However, he is having deep knowledge of leading and growing successful operation around finance and financial technology domain. He looks after the Company's management and administration.
2.	Past Remuneration	₹ 50,000 per month
3.	Recognition or awards	Not Applicable
4.	Job profile and her suitability	He is having more than 6 years' experience in management and strategic expansion of company's operations & presence, leading strategic collaborations, building strong industry networking, work towards an end-to-end marketing and lending strategy, client experience and branding and alliances for the company. Under the guidance of Mr. Sagar Samir Shah, the company's administrative affairs are being handled in a professional manner and he has helped the company to formulate effective policies. He has proved to be a guiding light throughout all these years of the Company's journey. He has excellent grasp and through knowledge with overall experience of general management.
5.	Remuneration Proposed	Upto ₹ 1,00,000 per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in NBFC industry is higher. Taking into consideration his involvement and responsibility by Mr.Sagar Samir Shah, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Sagar Samir Shah is son of Mrs. Shweta Samir Shah, Managing Director of the Company.

**III. Other Information:**

Reason of loss or inadequate profits	The Company is Investment and Credit Company registered with RBI. The profit is inadequate as the Company has incurred loss in past years from last Two years.
Steps taken or proposed to be taken for improvement	The Management is exploring new business opportunities at different locations to increase revenue of loan business.
Expected increase in productivity and profits in measurable terms.	3-5% for first Two Year 4-7 % thereafter

Brief profile of Mr. Sagar Samir Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Sagar Samir Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Sagar Samir Shah is interested in the said resolution as it pertains to his own re-appointment. Mr. Shweta Samir Shah, Managing Director of the Company is also deemed to be interested in the said resolution as she is related to Mr. Sagar Samir Shah. The other relatives of Mr. Sagar Samir Shah may deemed to be interested in the said resolution in Item No. 06 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned and interested, financially, or otherwise, in the said resolution.

**Registered Office**

306, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
Near Kanti Bharwad PMT, Opposite Andaj Party Plot,  
S.G. Highway, Makarba,  
Ahmedabad-380051, Gujarat

**Place:** Ahmedabad

**Date:** August 07, 2023

For and on the behalf of the Board of Directors

**SERA INVESTMENTS & FINANCE INDIA LIMITED**  
**(Formerly Known as KAPASHI COMMERCIAL LIMITED)**

Sd/-  
**SHWETA SAMIR SHAH**  
MANAGING DIRECTOR  
DIN: 03082967

Sd/-  
**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957



**BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>NAME OF DIRECTORS</b>	<b>SAGAR SAMIR SHAH</b>	<b>SHWETA SAMIR SHAH</b>
DIN	03082957	03082967
Date of Birth	March 15, 1991	November 17, 1969
Date of first Appointment on Board	August 30, 2019	July 20, 2018
Qualification and experience in specific functional area	Mr. Sagar Samir Shah is a Promoter and Whole-Time Director of the Company. He has completed Masters' in Sustainable Waste Management and Pursuing Executive Degree in Fintech and Block Chain Technology IIMCalcutta. Under his guidance, the company's administrative affairs are being handled in a professional manner and he has helped the company to formulate effective policies. He has proved to be a guiding light throughout all these years of the Company's journey. He has excellent grasp and through knowledge with overall experience of general management.	Mrs. Shweta Samir Shah is a commerce graduate and she possess more than 8 years of rich and diversified experience in Business Management and Administration. Due to her vast experience and continuous efforts, the company has achieved overwhelming success in a short span of time. It was due to her persistence and never tiring efforts, that the Company is able to achieve the growth in the past. Her continued efforts being Managing Director is immensely benefitting in the growth of the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Not Applicable	Not Applicable
Directorship held in other companies*	Gujchem Distillers India Limited	Nil
Membership / Chairmanships of Committee in other Public Companies	Chairmanship of Committee in other Public Companies: Nil Membership of Committee in listed Public Companies: Gujchem Distillers India Limited a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee	Chairmanship of Committee in other Public Companies: Nil Membership of Committee in listed Public Companies: Nil
Number of shares held in the company	51,24,375	22,50,000
Relationship with any Director(s) of the Company	Mr. Sagar Samir Shah is son of Mrs. Shweta Samir Shah, Managing Director of the Company.	Mrs. Shweta Samir Shah is mother of Mr. Sagar Samir Shah, Whole-Time Director of the Company.

\*Pvt. Companies excluded

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MANAGING DIRECTOR  
DIN: 03082967

Sd/-  
**SAGAR SAMIR SHAH**  
WHOLE-TIME DIRECTOR  
DIN: 03082957

**Place:** Ahmedabad

**Date:** August 07, 2023