

SERA INVESTMENTS & FINANCE INDIA LIMITED

(Formerly Known as Kapashi Commercial Limited)

Registered Office: 306, 3rd Floor, Ashirwad Paras-1, S.G. Highway, Near KantiBharwad PMT,
Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat

Phone: +91-9998933378

Email: kapashicommercial1985@gmail.com

CIN: L51900GJ1985PLC110976

Website: www.serafinances.com

NOTICE OF POSTAL BALLOT

[Pursuant To Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as the “MCA Circulars”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), and any other applicable laws, rules, guidelines, notifications, circulars and regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the following special business is proposed to be passed by the Members of **M/s. Sera Investments & Finance India Limited (Formerly known as Kapashi Commercial Limited)** (“the Company”) through Postal Ballot, by way of remote electronic postal ballot (“Postal Ballot”) by voting through electronic means (E-voting) only.

In accordance with MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice (“Notice”) by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) (“DPs”) and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular dated December 9, 2020, July 11, 2023 and the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is pleased to provide “e-voting” facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the e-voting facility to its Members. The details for e-voting are:

E-Voting starts on	E-Voting ends on
Tuesday, March 12, 2024 from 9:00 a.m. (IST)	Wednesday, April 10, 2024 till 05:00 p.m. (IST)

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The Board of Directors of the Company, at its meeting held on Thursday, March 07, 2024 has appointed Mr. Devesh Khandelwal, Practicing Company Secretary (M. No. 6897, COP No. 4202), as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

The Scrutinizer will submit his Report to the Chairperson of the Company (“Chairperson”) or to any other person authorized by the Chairperson upon completion of scrutiny of e-voting data provided by CDSL, in a fair and transparent manner. The Results on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on Thursday, April 11, 2024 at the Registered Office of the Company. The results along with the scrutinizer’s report will be displayed on the Company’s website and will be communicated to stock exchange, i.e. BSE Limited (BSE) where Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., Wednesday, April 10, 2024.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolution mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PARIMAL SURYAKANT PATWA (DIN: 00093852) AS AN INDEPENDENT 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 a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Parimal Suryakant Patwa (DIN: 00093852), who was appointed as an Additional Director on the Board of the Company with effect from January 12, 2024 pursuant to Section 161 of the Act, who meets the criteria for independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from January 12, 2024 to January 11, 2029 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

Registered Office

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

Place: Ahmedabad

Date: March 07, 2024

**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
CHAIRPERSON AND MANAGING DIRECTOR
DIN: 03082967**

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above mentioned Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director of the Company is furnished in this Postal Ballot Notice (“**Notice**”).
3. Members may note that the Postal Ballot Notice is available on the website of the Company at www.serafinances.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (BSE) at www.bseindia.com respectively. The Postal Ballot Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
4. The Board of Directors of the Company has appointed Mr. Devesh Khandelwal, Proprietor of M/s. Khandelwal Devesh & Associates, Practicing Company Secretaries (M. No. 6897, COP No. 4202) as a Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
5. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”), the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares as on cut-off date i.e. Friday, March 01, 2024 will receive the Notice through electronic mode.
6. A Member cannot exercise his/her vote by proxy on postal ballot. However, Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at info@csdevesh.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
8. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot shall be deemed to have been passed on the last date of voting, i.e., Wednesday, April 10, 2024.
9. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mrs. Sangeeta Amit Khyani, Company Secretary and Compliance Officer of the Company at the Registered office of the Company at 306, 3rd Floor, Ashirwad Paras-1 Opposite Andaz Party Plot, Kanti Bharwad PMT, Makarba, Ahmedabad-380051, Gujarat or by sending an e-mail at kapashicommercial1985@gmail.com.
10. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form. Detailed instructions on E-voting are given as under in Note No. 16.
11. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, March 01, 2024 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
12. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, March 01, 2024.

13. During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
14. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
- For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
 - 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/update 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

15. As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact Details- with the Company's Registrar and Share Transfer Agent, Purva Shareregistry India Private Limited, having office at Unit no. 9 Shiv Shakti Industrial Estate, J .R. Boricha Marg, Lower Parel (E) Mumbai 400011, Maharashtra, Email: support@purvashare.com or with the Company at kapashicommercial1985@gmail.com, quoting their KYC-PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.
16. The Procedure and instructions for members for voting electronically under Postal Ballot are as under:

The Voting period for E-voting shall **commences on** Tuesday, March 12, 2024 **at 9.00 A.M. (IST) and ends on** Wednesday, April 10, 2024 **at 5.00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, March 01, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

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

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p>

	'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& voting during the meeting.
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, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected toe-voting service provider's website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use ForgetUser ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request atevoting@nsdl.co.in 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 Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website : 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 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested send an email to the Company's RTA at support@purvashare.com to obtain a sequence number for such login.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- 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 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.
- 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, 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.

In case you have any queries or issues regarding attending e-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no.1800 22 55 33.

Registered Office

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

Place: Ahmedabad

Date: March 07, 2024

**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
CHAIRPERSON AND MANAGING DIRECTOR
DIN: 03082967**

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT:

The details of Director seeking appointment, pertaining to Item Nos. 1 of the Notice, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI is as follows:

Name of Director	Mr. Parimal Suryakant Patwa
DIN	00093852
Age	64 years
Date of Birth	December 24, 1959
Date of first Appointment on the Board	January 12, 2024
Brief Resume, Qualification and experience in specific functional area	Mr. Parimal Suryakant Patwa is having a vast experience of more than 30 years in accounts and business administration.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Parimal Suryakant Patwa fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.
Directorship held in other companies*	1. Mafia Trends Limited 2. Indo Colchem Limited 3. Patwa Investment and Finance India Limited
Membership / Chairmanships of Committee in other Public Companies	Mr. Parimal Suryakant Patwa is holding Chairmanship and Membership as follows: 1. Mafia Trends Limited- Chairman of Stakeholders Relationship Committee 2. Mafia Trends Limited- Member in Audit Committee and Nomination and Remuneration Committee
Number of Board Meetings attended during the financial year 2023-24	Mr. Parimal Suryakant Patwa had attended 2 Board Meeting Out of 3 Board Meetings held from the date of his appointment i.e. January 12, 2024 till date
Remuneration last drawn from Company and Stock Options granted, if any	No Sitting fees have been paid to Mr. Parimal Suryakant Patwa. Further, being an Independent Director, Mr. Parimal Suryakant Patwa is not entitled to Stock Options
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Parimal Suryakant Patwa is a person of integrity and considering his qualifications, extensive knowledge and experience, therefore, the appointment of Mr. Parimal Suryakant Patwa is in the interest of the Company.
Terms and conditions of appointment including remuneration sought to be paid	Mr. Parimal Suryakant Patwa shall be appointed as an Independent Director, not liable to retire by rotation, for a period of five (5) years to hold office from January 12, 2024 to January 11, 2029 (both days inclusive). He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to a fixed remuneration as may be approved by the Board and/or duly authorised committee.
Number of shares held in the company	NIL
Relationship with any Director(s) of the Company	Mr. Parimal Suryakant Patwa is not related to any Director on the Board.

***Pvt. Companies excluded**

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 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 business mentioned in Notice dated March 07, 2024:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PARIMAL SURYAKANT PATWA (DIN: 00093852) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held on January 12, 2024 had appointed Mr. Parimal Suryakant Patwa (DIN: 00093852) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from January 12, 2024 till January 11, 2029, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further pursuant to Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of Members for appointment of a person in the Board of Directors is obtain at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Parimal Suryakant Patwa (DIN: 00093852) would require approval of members of the Company on or before April 11, 2024.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Parimal Suryakant Patwa as a Director. Mr. Parimal Suryakant Patwa has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors, Mr. Parimal Suryakant Patwa fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Parimal Suryakant Patwa has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Parimal Suryakant Patwa has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Parimal Suryakant Patwa will not be liable to determination by retirement of directors by rotation.

The NRC has reviewed the capabilities of Mr. Parimal Suryakant Patwa vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Parimal Suryakant Patwa as an Independent Director, for a term of 5 (five) consecutive years effective from January 12, 2024 till January 11, 2029.

In the opinion of NRC and the Board, Mr. Parimal Suryakant Patwa possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Parimal Suryakant Patwa as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from January 12, 2024, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Parimal Suryakant Patwa setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to kapashicommercial1985@gmail.com.

The Board recommends passing of the Special Resolution as set out in Item No. 1 of this Notice, for approval of the Members.

Except Mr. Parimal Suryakant Patwa whom this resolution relates along with and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Registered Office

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

Place: Ahmedabad

Date: March 07, 2024

**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
CHAIRPERSON AND MANAGING DIRECTOR
DIN: 03082967**