

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 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of **SERA INVESTMENTS & FINANCE INDIA LIMITED** (Formerly Known as Kapashi Commercial Limited) will be held on Friday, November 10, 2023 at 11.00 a.m. at the Registered Office of the Company at 306, 3rd Floor, Ashirwad Paras-1, S.G. Highway, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat to transact the following business:-

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 2/- each to Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores Only) Equity Shares having Face Value of Rs. 2/- (Rupees Two Only) each by creation of additional Equity Share Capital of Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 2,00,00,000 /- (Rupees Two Crores only) Equity Shares of Rs. 2/- (Rupees Two Only) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

"V. The Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 7,00,00,000/- (Seven Crores Only) Equity shares of Face Value of Rs. 2/- (Rupee Two Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

ITEM NO. 2: TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

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 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as **“SEBI (ICDR) Regulations”**], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“PIT Regulations”**) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), Government of India (**“GOI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**), which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 2,00,00,000 (Two Crores) Fully Convertible Warrants (**“Warrants”**) each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Rs. 2/- (Rupees Two Only) (**“Equity Share”**) each at an issue price of Rs. 13.50/- per warrant including premium of Rs. 11.50/- (Rupees Eleven point Fifty Paise) per share, determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulations, 2018 (**“Warrant Issue Price”**) to the Promoter Group and Non-Promoter Group of the Company (hereinafter referred to as the **“Proposed Allottees/Investors”**) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment).

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable laws, the ‘Relevant Date’ for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations shall be Wednesday, October 11, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares on exercise of option of conversion against each such warrant. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

- b) The Warrant shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Wednesday, October 11, 2023 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.
- d) The price of each equity share to be issued in lieu of the warrants is Rs. 13.50/- per share or price to be calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Warrants and the Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- g) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 2/- (Rupees Two only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- h) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- i) The said Warrants by itself until exercise of conversion option and equity shares allotted does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- j) The Equity share upon the conversion will be listed and traded on the BSE Limited where the existing shares of the Company are currently listed subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 2/- (Rupee Two only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of warrants and shall also be entitled to vary, modify or alter any of the terms and

conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the warrants as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on conversion of these warrants on Stock Exchange where the Company's shares are listed, as per the terms and conditions of the Listing Agreement and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment warrants and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

ITEM NO. 3: TO CONSIDER AND APPOINT MS. AMOLI SHAH (DIN: 08090873) AS A DIRECTOR OF THE COMPANY UNDER NON-EXECUTIVE CATEGORY:

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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to approval of Reserve Bank of India ("RBI"), Ms. Amoli Samir Shah (DIN: 08090873), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Director of the Company, liable to retire by rotation and that the appointment as Director shall be effective from the date of approval of his appointment by RBI;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects."

ITEM NO. 4: TO CONSIDER AND APPOINT MR. NISHITH TRIVEDI (DIN: 10332082) 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 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 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. Nishith Trivedi (DIN: 10332082), who was appointed as an Additional Director on the Board of the Company with effect from October 13, 2023 pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from 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 October 13, 2023 to October 12, 2028 and that 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 to settle any questions, difficulties or doubts that may arise in this regard 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

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

Place: Ahmedabad
Date: October 13, 2023

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

Notes:

1. The Extra Ordinary General Meeting (E.G.M) will be held on Friday, November 10, 2023 at 11.00 a.m. (IST) at the Registered Office of the Company at 306, 3rd Floor, Ashirwad Paras-1, S.G. Highway, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (E.G.M) is entitled to appoint a proxy/ies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Members/proxies are requested to bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the venue of the meeting.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto along with this Annual Report.
5. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. Information regarding appointment of Directors of Ms. Amoli Samir Shah (DIN: 08090873) and Mr. Nishith Trivedi (DIN: 10332082) along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings with respect to the special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the Notice is annexed hereto.
7. Corporate members intending to send their authorized representative to attend the EGM are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the EGM.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Extra Ordinary General Meeting ("EGM"). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the Extra Ordinary General Meeting ("EGM") will be provided by CDSL.

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 EGM 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. For members who have not registered their email address, may write to the Company at kapashicommercial1985@gmail.com. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling Extra Ordinary General Meeting ("EGM") has been uploaded on the website of the Company at www.serafinances.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

10. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Businesses to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto.
11. Information regarding appointment of Directors with respect to the special business and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as set out in the Notice is annexed hereto.
12. Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Share Transfer Agent.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAB/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, claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transportation. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. As per the provisions of Section 72 of the Companies Act, 2013 and the SEBI Circular, the facility for making nomination is available for the Members in respect of 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 No. ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/Registrar and Transfer Agent in case the shares are held in physical form.
16. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd, No 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Near Lodha Excelus, Next to Tantia Jogani Industrial Estate, Off N.M. Joshi Marg HP petrol pump, Lower Parel East, Mumbai-400011, Maharashtra. Those Shareholders whose email ids are not registered can get their email id registered as follows:
 - a. Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.

b. Members holding shares in the physical form can get their email id by contacting our Registrar and Share Transfer Agent i.e. Purva Sharegistry (India) Private Limited on their email id at support@purvashare.com.

17. 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.

18. (a) 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 kapashicommercial1985@gmail.com.

(b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kapashicommercial1985@gmail.com.

19. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EXTRA ORDINARY GENERAL MEETING (“EGM”):

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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Tuesday, November 07, 2023 at 09.00 a.m. to Thursday 9, November 2023 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, November 03, 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 vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at an eligible level.

Currently, there are multiple e-voting service providers (hereinafter referred as ‘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.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 Depository	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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 ‘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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 to e-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 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.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 at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 224430

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Shareholders holding shares in Physical form should enter Folio Number registered with the Company;
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com a voted on an earlier voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

	For Physical shareholders and 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 Shareholders 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 votes cast 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 an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additionally 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 a 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 & 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 mandatory 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 they have 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 at kapashicommercial1985@gmail.com /RTA at support@purvashare.com.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

Registered Office

306, 3rd 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)

Place: Ahmedabad
Date: October 13, 2023

Sd/-
SHWETA SAMIR SHAH
CHAIRPERSON AND MANAGING DIRECTOR
DIN: 03082967

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 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):

NAME OF DIRECTORS	MS. AMOLI SAMIR SHAH	MR. NISHITH TRIVEDI
DIN	08090873	10332082
Date of Birth	February 24, 1996	October 27, 1984
Date of Appointment	With effect from the date of receipt of Approval of Reserve Bank of India	October 13, 2023
Qualification and experience in specific functional area	Ms. Amoli Samir Shah has completed her education in Bachelor of Dental Surgery from Karnavati School of Dentistry, Gandhinagar in 2018. She possess experience of more than 3 (three) years as a dentist.	Mr. Nishith Trivedi has done his Graduation in Business Management from Saurashtra University, Rajkot and He has completed his Post Graduation in Master of Business Administration from All India Management Association, Bangalore. He possess rich experience in the field of finance, and Business Management.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Not Applicable	Mr. Nishith Trivedi 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*	Nil	One Ganga Forging Limited
Membership / Chairmanships of Committee in other Public Companies	Nil	Nil
Number of shares held in the company	Nil	Nil
Relationship with any Director(s) of the Company	Ms. Amoli Samir Shah is daughter of Mrs. Shweta Samir Shah, Chairperson and Managing Director of the Company and Sister of Mr. Sagar Samir Shah, Whole-Time Director of the Company.	Mr. Nishith Trivedi is not related to any of the Directors on the Board.

*Pvt. Companies excluded

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 business mentioned at Item No. 1, 2, 3, and 4 of the accompanying Notice dated October 13, 2023:

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- each. The Company proposes to increase its authorized share capital to Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Face Value of Re. 2 (Rupees Two Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Rs.2/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 is in the interest of the Company, and the Board recommends for your approval as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.2: TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors in their meeting held on Friday, October 13, 2023 subject to necessary approval(s) has approved the proposal for raising of funds by issue and allotment of upto 2,00,00,000 (Two Crores) warrants of the Company at a price of Rs. 13.50/- per equity warrants to Promoter Group and Non-Promoter Group on preferential basis to meet working capital requirements, to further strengthen the Company's capital base, and to meet General Corporate Purpose.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

- i. To meet working capital requirements;
- ii. To further strengthen the Company's capital base;
- iii. To meet General Corporate Purpose

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Friday, October 13, 2023 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot upto 2,00,00,000 (Two Crores) Equity Warrants each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company presently have face value of Rs. 2/- (Rupees Two Only) ("Equity Share") at a price of Rs. 13.50/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"), whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Report of independent registered valuer:

The Company has proposed preferential issue to certain allottees, which may result in allotment of more than five (5) percent of the post issue fully diluted share capital of the Issuer to allottees and accordingly the Company has obtained the Valuation Report from Independent Valuer i.e. RV Manish Santosh Buchasia, IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Wednesday, October 11, 2023 and also in accordance with Regulation 166A(1) of the ICDR Regulations. In terms of Regulation 166A(1), the Registered Independent Valuer fixed Rs.13.49/- (Rupees Thirteen Point Forty Nine Paise Only) per equity share. The Board has decided to fixed the issue price for warrant is Rs. 13.50/- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations. The Valuation Report received from Independent Valuer i.e. Friday, October 13, 2023 (Registration no. IBBI/RV/03/2019/12235) having office at 306, "Gala Mart", Near SOBO Centre, South Bopal, Ahmedabad-380058, Gujarat in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at <https://www.serafinances.com/media-room-view>

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 and also in accordance with Regulation 166A(1) of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

5. Amount which the company intends to raise by way of such securities:

Upto Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only) by issuing Upto 2,00,00,000 equity warrants at a Price of Rs. 13.50/- per warrant.

6. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

Ms. Amoli Samir Shah and Ms. Viraj Samirbhai Shah belonging to Promoter Group of the Company has shown their interest to subscribe to the warrants proposed to be issued by the Company alongwith some other persons not belonging to promoter group as more particularly set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors or Key Managerial Personnel of the Company except as mentioned herein intend to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

7. Relevant date with reference to which the price has been arrived at;

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Wednesday, October 11, 2023, being 30 days prior to the date of the EGM convened to obtain the approval of the Members.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to promoter group and non-promoter group.

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Warrants	*Post-Issue Equity holdings	
		No of shares	% of shareholding		No of shares	% of shareholding
A.	Promoter's holding					
1.	Indian					
	Individual/HUF	1,51,93,075	30.39	70,00,000	2,21,93,075	31.70
	Bodies Corporate	1,98,06,890	39.61	-	1,98,06,890	28.30
	Relatives	-	-	-	-	-
	Sub Total	3,49,99,965	70.00	70,00,000	4,19,99,965	60.00
2.	Foreign Promoters	-	-	-	-	-
	Sub Total (A)	3,49,99,965	70.00	70,00,000	4,19,99,965	60.00
B.	Non-Promoter Holding					
1.	Institutional Investors	-	-	-	-	-
2.	Non-Institutions					
	Private Corporate Bodies/ Limited Liability Partnerships	43,06,000	8.61	50,00,000	93,06,000	13.29
	Directors and Relatives	-	-	-	-	-
	Indian Public	1,05,30,288	21.06	72,70,000	1,78,00,288	25.43
	Others (Including	1,63,747	0.33	7,30,000	8,93,747	1.28

	NRIs, Clearing Members and HUF)					
	Sub Total (B)	1,50,00,035	30.00	1,30,00,000	2,80,00,035	40.00
	GRAND TOTAL	5,00,00,000	100.00	2,00,00,000	7,00,00,000	100.00

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on September 30, 2023)

10. Time frame within which the preferential issue shall be completed:

The Warrant shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR Friday, November 10, 2023, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted				No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 2,00,00,000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%	No of shares	%
1	Amoli Samir Shah	Promoter Group	FRIPS7518M	N.A.	0	0	35,00,000	5.00	35,00,000	5.00	35,00,000	5.00
2	Viraj Samirbhai Shah	Promoter Group	EVOPS9353B	N.A.	0	0	35,00,000	5.00	35,00,000	5.00	35,00,000	5.00
3	Purva Drona Shah	Non-Promoter	BIOPS5034B	N.A.	0	0	7,25,000	1.04	7,25,000	1.04	7,25,000	1.04
4	Mukeshkumar Kantilal Chaudhari	Non-Promoter	AAVPC0827E	N.A.	0	0	7,25,000	1.04	7,25,000	1.04	7,25,000	1.04

5	Deepa Mukeshkumar Chaudhary	Non-Promoter	ABDPC6 880G	N.A.	0	0	7,20,000	1.03	7,20,000	1.03
6	Drona Mukesh Chaudhary	Non-Promoter	AIOPC28 32Q	N.A.	0	0	7,30,000	1.04	7,30,000	1.04
7	Riya Ronit Shah	Non-Promoter	GDTPS4 191E	N.A.	0	0	7,20,000	1.03	7,20,000	1.03
8	Romit C Shah	Non-Promoter	DQBPS3 072Q	N.A.	0	0	7,25,000	1.04	7,25,000	1.04
9	Ronit C Shah	Non-Promoter	CMHPS9 711F	N.A.	0	0	7,25,000	1.04	7,25,000	1.04
10	Moksha Romit Shah	Non-Promoter	GRGPS1 986G	N.A.	0	0	7,30,000	1.04	7,30,000	1.04
11	Rajendrakumar M. Vadodaria HUF	Non-Promoter	AAJHR3 350M	N.A.	0	0	7,30,000	1.04	7,30,000	1.04
12	Rajendra Mahendrakumar Vadodaria	Non-Promoter	ABOPV2 534R	N.A.	0	0	7,10,000	1.01	7,10,000	1.01
13	Rupaben Rajendrakumar Vadodaria	Non-Promoter	ABAPV0 907E	N.A.	0	0	7,60,000	1.09	7,60,000	1.09
14	Uni-Tech Engineering Private Limited	Non-Promoter	AAACU2 637E	Mr. Rohan Madhubhai Vekaria	0	0	50,00,000	7.14	50,00,000	7.14
	Total	-	-	-	0	0	2,00,00,000	28.57	2,00,00,000	28.57

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr.no	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Amoli Samir Shah	Currently not holding any Equity Shares of the Company	Promoter Group
2.	Viraj Samirbhai Shah	Currently not holding any Equity Shares of the Company	Promoter Group
3.	Purva Drona Shah	Currently not holding any Equity Shares of the Company	Non-Promoter
4.	Mukeshkumar Kantilal Chaudhari	Currently not holding any Equity Shares of the Company	Non-Promoter
5.	Deepa Mukeshkumar Chaudhary	Currently not holding any Equity Shares of the Company	Non-Promoter
6.	Drona Mukesh Chaudhary	Currently not holding any Equity Shares of the Company	Non-Promoter
7.	Riya Ronit Shah	Currently not holding any Equity Shares of the Company	Non-Promoter
8.	Romit C Shah	Currently not holding any Equity Shares of the Company	Non-Promoter
9.	Ronit C Shah	Currently not holding any Equity Shares of the Company	Non-Promoter
10.	Moksha Romit Shah	Currently not holding any Equity Shares of the Company	Non-Promoter
11.	Rajendrakumar M. Vadodaria HUF	Currently not holding any Equity Shares of the Company	Non-Promoter
12.	Rajendra Mahendrakumar Vadodaria	Currently not holding any Equity Shares of the Company	Non-Promoter
13.	Rupaben Rajendrakumar Vadodaria	Currently not holding any Equity Shares of the Company	Non-Promoter
14.	Uni-Tech Engineering Private Limited	Currently not holding any Equity Shares of the Company	Non-Promoter

12. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Mr. Devesh Khandelwal proprietor of M/s. Khandelwal Devesh & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at <https://www.serafinances.com/media-room-view>

17. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.
- f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs. 2/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 2 of this notice for the approval of members as a **Special** Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution except Mrs. Shweta Samir Shah, Managing Director of the Company, Mr. Sagar Samir Shah, Whole-Time Director of the Company and their relatives to the extent of their respective interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of warrants to promoter group of the Company.

ITEM NO. 3: TO CONSIDER AND APPOINT MS. AMOLI SHAH (DIN: 08090873) AS A DIRECTOR OF THE COMPANY UNDER NON-EXECUTIVE CATEGORY:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has recommended to the Members, the appointment of Ms. Amoli Samir Shah as a Director of the Company.

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 Ms. Amoli Samir Shah as a Director.

Ms. Amoli Samir Shah has given her consent to act as the Director of the Company. Also, as per the confirmations received from her, She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Ms. Amoli Samir Shah has confirmed that he satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India ("RBI") vide Master Directions - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company readwith RBI circular No. DNBR (PD) CC.No. 065/03.10.001/2015-16. The Nomination and Remuneration Committee of the Board has evaluated the 'Fit and Proper Criteria' in accordance with the aforesaid Master Directions and has recommended her appointment.

Pursuant to provisions of the Master Directions, the proposed appointment of Ms. Amoli Samir Shah as a Director of the Company is subject to prior approval of RBI. Accordingly, the effective date of her appointment would be the date of RBI approval.

As per the provision of Section 152(6) of the Act, the period of office of Ms. Amoli Samir Shah will be liable to determination by retirement of directors by rotation at the Extra Ordinary General Meeting.

The NRC has reviewed the capabilities of Ms. Amoli Samir Shah 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 Ms. Amoli Samir Shah as Director effective from the date of receipt of approval from Reserve Bank of India (RBI).

In the opinion of NRC and the Board, Ms. Amoli Samir Shah possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the area of 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.

The Board commends the resolution as set out in the Notice for approval of the members as **an Ordinary Resolution**.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution except Ms. Amoli Samir Shah whom this resolution relates, Mrs. Shweta Samir Shah, Managing Director of the Company, Mr. Sagar Samir Shah, Whole-Time Director of the Company and their relatives to the extent of their respective interest as shareholders of the Company.

ITEM NO. 4: TO CONSIDER AND APPOINT MR. NISHITH TRIVEDI (DIN: 10332082) 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 October 13, 2023 had appointed Mr. Nishith Trivedi (DIN: 10332082) 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 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 October 13, 2023, 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, effective from January 01, 2022, 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. Nishith Trivedi (DIN: 10332082) would require approval of members of the Company on or before January 12, 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. Nishith Trivedi as a Director. Mr. Nishith Trivedi 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. Nishith Trivedi 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. Nishith Trivedi 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. Nishith Trivedi has confirmed 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. Nishith Trivedi will not be liable to determination by retirement of directors by rotation at the Extra Ordinary General Meeting.

The NRC has reviewed the capabilities of Mr. Nishith Trivedi 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. Nishith Trivedi as an Independent Director, for a term of 5 (five) consecutive years effective from October 13, 2023.

In the opinion of NRC and the Board, Mr. Nishith Trivedi 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 to 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. Nishith Trivedi as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from October 13, 2023, 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. Nishith Trivedi 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 commends the resolution as set out in the Notice for approval of the members as **Special Resolution**.

Except Mr. Nishith Trivedi whom this resolution relates alongwith and his relatives (to the extent of their shareholding, if any), 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

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

Place: Ahmedabad
Date: October 13, 2023

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

ATTENDANCE SLIP

**SERA INVESTMENTS & FINANCE INDIA LIMITED
(Formerly Known as Kapashi Commercial Limited)**

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

Phone: +91-9998933378

Email: kapashicommercial1985@gmail.com

CIN: L51900GJ1985PLC110976

Website: www.serafinances.com

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Friday, November 10, 2023 at 11.00 a.m. at the Registered Office of the Company at 306, 3rd Floor, Ashirwad Paras-1, S.G. Highway, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

SERA INVESTMENTS & FINANCE INDIA LIMITED
(Formerly Known as Kapashi Commercial Limited)

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

Phone: +91-9998933378

Email: kapashicommercial1985@gmail.com

CIN: L51900GJ1985PLC110976

Website: www.serafinances.com

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L51900GJ1985PLC110976
Name of the company:	Sera Investments & Finance India Limited
Registered office:	306, 3 rd Floor, Ashirwad Paras-1, S.G. Highway, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Friday, November 10, 2023 at 11.00 a.m. at the Registered Office of the Company at 306, 3rd Floor, Ashirwad Paras-1, S.G. Highway, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380051, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To Consider and Approve Increase in Authorised Share Capital of the Company;
2.	To Issue fully Convertible Equity Warrants on Preferential Basis;
3.	To Consider and Appoint Ms. Amoli Shah (DIN: 08090873) as a Director of the Company under Non-Executive Category;
4.	To Consider and Appoint Mr. Nishith Trivedi (DIN: 10332082) as an Independent Director of the Company;

Signed this..... day of..... 2023.

Signature of shareholder_____

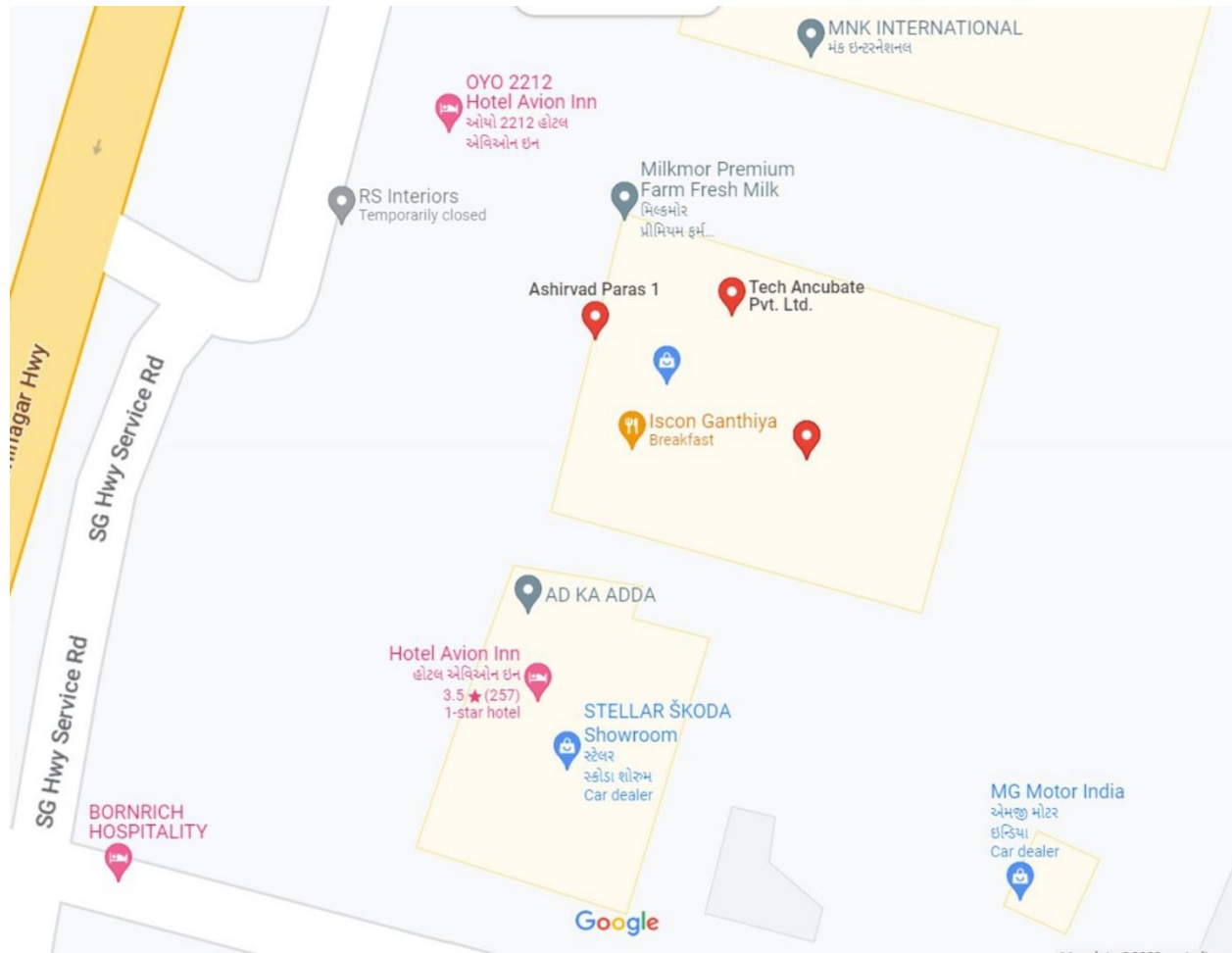
Signature of Proxy holder(s)_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



EGM VENUE

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