

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF SEEDS FINCAP PRIVATE LIMITED WILL BE HELD ON TUESDAY, THE 8TH DAY OF AUGUST 2023 AT 3:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT UNIT NO.662 - 663, 6TH FLOOR, JMD MEGAPOLIS, SECTOR-48, SOHNA ROAD, GURUGRAM, HARYANA, 122018, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

ITEM NO. 1: TO RECEIVE, CONSIDER & ADOPT ANNUAL AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON

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

“RESOLVED THAT the Financial Statements of the Company for the Financial Year ended on 31st March 2023, including the Audited Balance Sheet, the Statement of Profit and Loss Account for the year ended and Report of the Auditors and Board of Directors thereon, as placed before the meeting be and are hereby adopted.”

SPECIAL BUSINESS

ITEM NO. 2: APPOINTMENT OF MR. PRADIPTA KUMAR SAHOO (DIN: 09796777) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013, and provisions of the Articles of Association of the Company, the Members of the Company be and hereby appoint Mr. Pradipta Kumar Sahoo (DIN:09796777) as the Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (Five) consecutive years with effect from the Fourth Annual General Meeting till the Ninth Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Pradipta Kumar Sahoo has submitted a declaration that he meets the criteria for independence as required under section 149 (6) of the Companies Act, 2013, and is eligible for appointment as the Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Subhash Chandra Acharya, Managing Director & Chief Executive Officer, and Ms. Mahak Chawla, Company Secretary of the Company, be and are hereby severally authorized to file requisite e-forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds, things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

FOR SEEDS FINCAP PRIVATE LIMITED
For Seeds Fincap Private Limited

(Mahak)

Company Secretary Company Secretary

Membership No.: A61643

Registered Office : 509, 5th Floor, World Trade Centre, Babar Road, New Delhi-110001

Corporate Office : 662-663, JMD Megapolis, Sohna Road, Sector 48, Gurugram, Haryana - 122018, India

CIN : U65999DL2019PTC357518

Date: 17th July 2023

Place: New Delhi



NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed shall have the right to appoint a proxy.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") setting out all material facts in respect of the business specified in this notice and the reasons thereto is annexed hereto.
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Sundays and Public Holidays up to the date of the Annual General Meeting.
5. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
6. Members who have not registered their email addresses so far are requested to register their e-mail address to receive all the communications including the Annual Report, Notice, Circulars, etc. from the Company in electronic mode.
7. Members desirous of obtaining any information on the Annual Report and operations of the Company are requested to write to the Company at least ten days before the Meeting, so that the information required will be made available at the Annual General Meeting.
8. Members holding shares in dematerialised mode are requested to notify of all the changes pertaining to their bank details and ECS mandate, email address, nomination, power of attorney changes in address/ name etc. to their Depository Participant (DP) only. Any such changes affected by the DP's will automatically be reflected in the Company's data. In case of Member holding shares in the physical form, shall intimate all such changes to Company.
9. Members who still hold shares in physical mode are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, that includes easy liquidity, ease of trading and transfer, saving in stamp duty and elimination of any possibility of loss of document and bad deliveries.
10. In case of loss/misplacement of share certificates, Members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, integrated for the procedure of obtaining the duplicate share certificates.
11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company and Company's Registrar and Transfer Agent i.e., KFin Technologies Limited. In respect of the shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
12. Members may also note that the Notice of the Fourth Annual General Meeting and the Annual Report of the Company for the Financial Year ended 31st March 2023 will also be available on the website of the Company at www.seedsfincap.com.





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

The following statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting.

ITEM NO. 2: APPOINTMENT OF MR. PRADIPTA KUMAR SAHOO (DIN: 09796777) AS THE
NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors by passing the resolution dated 20th December 2022, appointed Mr. Pradipta Kumar Sahoo (DIN: 09796777) as the Additional Director of the Company to act in the capacity of the Non – Executive Independent Director of the Company till the ensuing Annual General Meeting.

Mr. Pradipta Kumar Sahoo has given the declaration to the Board of Directors that he meets the criteria of Independence as required under section 149(6) of the Act and is hereby eligible for appointment as the Independent Director of the Company. He has also given his consent to act as the Director of the Company. His brief profile has been mentioned as Annexure - A in the notice.

The Board recommends the resolution for approval by the members of the Company in relation to the appointment of Mr. Pradipta Kumar Sahoo as the Non – Executive Independent Director of the Company for a period of five years commencing from the Fourth Annual General Meeting till the Ninth Annual General Meeting of the Company.

Except Mr. Pradipta Kumar Sahoo, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

FOR SEEDS FINCAP PRIVATE LIMITED
For Seeds Fincap Private Limited

(Mahak) Company Secretary
Company Secretary
Membership No.: A61643

Date: 17th July 2023
Place: New Delhi

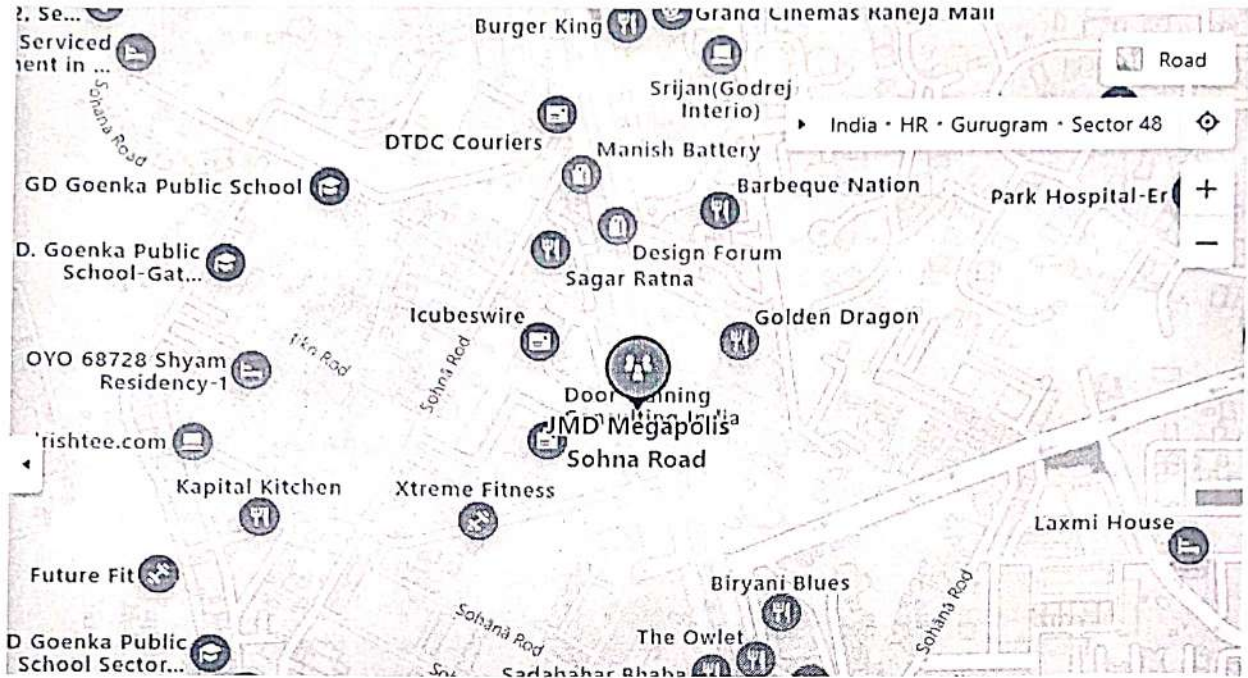


ANNEXURE-A**BRIEF PROFILE OF THE PROPOSED DIRECTOR**

Name of Director	Mr. Pradipta Kumar Sahoo
Date of Birth	15 th July 1967
Relationship with Directors	No, Mr. Pradipta Kumar Sahoo is not related to any Director or Key Managerial Personnel of the Company.
Expertise in Specific Functional area	<p>Mr. Sahoo has over three decades' experience in HR across Banking, Insurance, NBFC, ITES & Retail industries, during which he has got in place Talent capability in multiple companies during their start-up phase and helped them scale up fast. He has created business enablers to support 100% YOY growth during his stint in the Insurance Industry, driven HR automation and Employer branding. He has also handled due diligence & ensured proper integration of Resources & Policies during Acquisitions.</p> <p>He is passionate about driving change management by instilling best practices, ensuring a performance culture & talent management intervention aligned to the Organisational Values.</p> <p>He has been headed HR for the past 16 years at KFin Technologies, Suryoday Small Finance Bank, Pragati Finserv, Bharti AXA General Insurance. Prior to that he has led HR team at Reliance Retail, ICICI Lombard General Insurance, Bank of Baroda, and Vijaya Bank. Currently he serves as Advisor to the Board at Bank of India as well as advises few other Companies on HR.</p>
Qualification	<ul style="list-style-type: none">• MA (Personnel Management and Labour Welfare) from PG Dept., Utkal University, Orissa• L.L.B. from MS Law College, Utkal University, Orissa• B.Sc. (Physics Honors) from BJB College, Utkal University, Orissa
Directorship held in other companies	None
Chairman / Member of any Committee as on 31 st March 2023	Member – Audit Committee
Number of shares held in the Company as on 31 st March 2023	Nil



ROUTE MAP



ATTENDANCE SLIP

SEEDS FINCAP PRIVATE LIMITED

Registered Office: 509,5th Floor, World Trade Centre, Babar Road, New Delhi – 110 001

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING.

(Name in Block Letters)..... Folio No.

No. of Shares held

I hereby record that my presence at the Fourth Annual General Meeting of the Company, to be held on Tuesday, the 8th Day of August 2023 at Unit No.662 - 663, 6th Floor, JMD Megapolis, Sector-48, Sohna Road, Gurugram, Haryana,122018.

Signature of the Shareholders or Proxy

**Form No. 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]

Name of the company	SEEDS FINCAP PRIVATE LIMITED
Registered Office	509,5 th Floor, World Trade Centre, Babar Road, New Delhi – 110 001

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No. /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above-named company. Hereby appoint.

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourth Annual General Meeting of the Company, to be held on Tuesday, the 8th Day of August 2023 at Unit No.662 -663, 6th Floor, JMD Megapolis, Sector-48, Sohna Road, Gurugram, Haryana,122018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. _____
2. _____
3. _____
4. _____
5. _____

Affix Stamps	Revenue
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Signed this _____ 2023

Signature of Shareholder