

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SEKURA INDIA MANAGEMENT LIMITED (THE "COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 3:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT 294/3, EDELWEISS HOUSE, OFF CST ROAD, KALINA, SANTACRUZ EAST MUMBAI 400 098 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the period ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint M/s. NGS & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company:

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

"RESOLVED that pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for appointment of M/s. NGS & CO. LLP, Chartered Accountants, Mumbai (FRN: 119850W), as the Statutory Auditors of the Company to hold office until the conclusion of Sixth Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors, from time to time.

SPECIAL BUSINESS

3. To consider and approve appointment of Mr. Hemal Mehta (DIN: 07805471), as a Director of the Company:

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

"RESOLVED that Mr. Hemal Mehta (DIN: 07805471), who was appointed as an Additional Director of the Company with effect from November 01, 2021 by the Board of Directors and who holds directorship under Section 161 (1) of the

Companies Act, 2013, upto the date of the First Annual General Meeting and in respect of whom the Company has received a notice, in writing, proposing his candidature for the office of the Director of the Company, and who is eligible for appointment as such, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

4. To consider and approve appointment of Mr. Harish Agarwal (DIN: 09462066), as the Director of the Company:

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

“**RESOLVED** that Mr. Harish Agarwal (DIN: 09462066), who was appointed as an Additional Director with effect from January 08, 2022 by the Board of Directors and who holds directorship under Section 161 (1) of the Companies Act, 2013 (“**the Act**”), upto the date of the first Annual General Meeting and in respect of whom the Company has received a notice, in writing, proposing his candidature for the office of the Director of the Company, and who is eligible for appointment as such, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

5. To consider and approve appointment of Mr. Vinit Agrawal (DIN: 03311191), as the Director of the Company:

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

“**RESOLVED** that Mr. Vinit Agrawal (DIN: 03311191), who was appointed as an Additional Director with effect from June 15, 2022 by the Board of Directors and who holds directorship under Section 161 (1) of the Companies Act, 2013 (“**the Act**”), upto the date of the first Annual General Meeting and in respect of whom the Company has received a notice, in writing, proposing his candidature for the office of the Director of the Company, and who is eligible for appointment as such, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

6. To confirm appointment and the remuneration of Mr. Avinash Rao (DIN: 08249182), as the Whole Time Director of the Company:

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

“RESOLVED that, in terms of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Avinash Rao (DIN: 08249182) as the Whole Time Director of the Company for the period from November 01, 2021 to June 16, 2022 (the ‘tenure’) be and is hereby confirmed and approved on the following terms of remuneration:

- i. Salary Limit: Mr. Avinash Rao was entitled to receive a salary of upto Rs. 2.5 Crore per annum and was eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.
- ii. Where in any financial year, during the currency of tenure of Mr. Avinash Rao as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Avinash Rao, the above remuneration by way of Salary, as a minimum remuneration without any upper limit in this regard.

RESOLVED FURTHER that where in any financial year during the tenure of Mr. Avinash Rao as the Whole Time Director, the Company has no profits or the profits are inadequate, approval of the Members be and is hereby accorded to pay him the above remuneration (including the increments) without any limit.”

7. To confirm appointment and the remuneration of Mr. Manish Chitkara (DIN: 07746947), as the Whole Time Director of the Company:

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

“RESOLVED that, in terms of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Manish Chitkara (DIN: 07746947) as the Whole Time Director of the Company for the period from November 01, 2021 to June 16, 2022 (the ‘tenure’) be and is hereby confirmed and approved on the following terms of remuneration:

- i. Salary Limit: Mr. Manish Chitkara was entitled to receive a salary of upto Rs. 2.5 Crore per annum and was eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.
- ii. Where in any financial year, during the currency of tenure of Mr. Manish Chitkara as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Manish Chitkara, the above remuneration by way of Salary, as a minimum remuneration without any upper limit in this regard.

RESOLVED FURTHER that where in any financial year during the tenure of Mr. Manish Chitkara as the Whole Time Director, the Company has no profits or the profits are inadequate, approval of the Members be and is hereby accorded to pay him the above remuneration (including the increments) without any limit.”

By Order of the Board of Directors
Sekura India Management Limited
(CIN: U74999MH2021PLC362906)

Hemal Mehta
Director
DIN: 07805471

Date: September 02, 2022

Place: Mumbai

Registered Office:

Plot 294/3, Edelweiss
House, Off CST Road,
Kalina, Santacruz East
Mumbai 400 098
T: +91 22 4009 4400

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of Members holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 2. In respect of Special Business to be transacted the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.**

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Rules framed thereunder, sets out all the material facts relating to the businesses mentioned under Item No. 2 to 7 of the accompanying Notice dated September 02, 2022.

ITEM No. 2:-

The Board of Directors of the Company had appointed M/s. NGS & CO. LLP, Chartered Accountants, Mumbai (FRN: 119850W), as the first Statutory Auditors of the Company to hold office until the conclusion of first Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, the Company is required to appoint Statutory Auditors for a period of Five years commencing from conclusion of this Annual General Meeting until conclusion of Sixth Annual General Meeting.

Based on the experience of the M/s. NGS & CO. LLP in audit, the Board recommends the appointment of M/s. NGS & CO. LLP, Chartered Accountants, Mumbai (FRN: 119850W), as the Statutory Auditors of the Company to hold office until the conclusion of Sixth Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors, from time to time.

M/s. NGS & CO. LLP, Chartered Accountants have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules.

The Board recommends the passing of the Ordinary Resolution as set out at Item No. 2 of the Notice

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this item of business.

ITEM No. 3:-

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, the Board of Directors of the Company had appointed Mr. Hemal Mehta (DIN: 07805471) as the Additional Director of the Company with effect from November 01, 2021, subject to the approval of the Members of the Company. Further, pursuant to the provisions of Section 161(1) of the Act, Mr. Mehta shall hold office as the Additional Director upto the date of ensuing Annual General Meeting and is eligible to be reappointed as the Director, liable to retire by rotation.

The Company has in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Mehta for the office of the Director of the Company. Mr. Mehta holds 1 Equity Share of the Company as nominee of Edelweiss Securities and Investments Private Limited.

The details in line with Secretarial Standards 2 issued by the Institute of Company Secretaries of India are enclosed herewith as an annexure. The Board recommends the passing of the Ordinary Resolution as set out at Item No. 3 of the Notice

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this item of business.

ITEM No. 4:-

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, the Board of Directors of the Company had appointed Mr. Harish Agarwal (DIN: 09462066) as the Additional Director of the Company with effect from January 08, 2022, subject to the approval of the Members of the Company. Further, pursuant to the provisions of Section 161(1) of the Act, Mr. Agarwal shall hold office as the Additional Director upto the date of this ensuing Annual General Meeting and is eligible to be reappointed as the Director, liable to retire by rotation.

The Company has in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Agarwal for the office of the Director of the Company. Mr. Agarwal does not hold any shares of the Company.

The details in line with Secretarial Standards 2 issued by the Institute of Company Secretaries of India are enclosed herewith as an annexure. The Board recommends the passing of the Ordinary Resolution as set out at Item No. 4 of the Notice

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this item of business.

ITEM No. 5:-

Pursuant to provisions of Section 161 of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, the Board of Directors of the Company had appointed Mr. Vinit Agrawal (DIN: 03311191) as the Additional Director of the Company with effect from June 15, 2022, subject to the approval of the Members of the Company. Further, pursuant to the provisions of Section 161(1) of the Act, Mr. Agrawal shall hold office as the Additional Director upto the date of this ensuing Annual General Meeting and is eligible to be reappointed as the Director, liable to retire by rotation.

The Company has in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Agrawal for the office of the Director of the Company. Mr. Agrawal holds 1 Equity Share of the Company as nominee of Edelweiss Securities and Investments Private Limited.

The details in line with Secretarial Standards 2 issued by the Institute of Company Secretaries of India are enclosed herewith as an annexure. The Board recommends the passing of the Ordinary Resolution as set out at Item No. 5 of the Notice

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in this item of business.

ITEM No. 6:-

The Board of Directors of the Company at its Meeting held on November 01, 2021 had approved the appointment of Mr. Avinash Rao (DIN: 08249182) as the Additional Director and designated him as the Whole Time Director of the Company w.e.f. November 01, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Rao was to hold office upto the date of the ensuing Annual General Meeting however he tendered his resignation both as Additional Director and Whole time Director with effect from June 16, 2022. Although he continued to be in employment of the Company.

Further, his terms and conditions of appointment as Whole-time Director were as follows:

- i. Salary Limit: Mr. Avinash Rao was entitled to receive a salary of upto Rs. 2.5 Crore per annum and was eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.
- ii. Where in any financial year, during the currency of tenure of Mr. Avinash Rao as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Avinash Rao, the above remuneration by way of Salary, as a minimum remuneration without any upper limit in this regard.

Pursuant to the provisions of the Act, the Schedule V and the Rules relating to the payment of Managerial Remunerations in the event of inadequate or no profits, a Company may pay remuneration to its Directors including Managing Directors, Whole-Time Director and Manager exceeding the limit specified in the Act and the Schedule V of the Act, with the approval of the members of the Company in a General Meeting by a Special Resolution.

Hence, the said of appointment of Mr. Rao for the tenure as a Whole Time Director and the remuneration (in excess of the limits) paid to him as Whole-time Director require confirmation of the Members through a Special Resolution under Section 197 of the Companies Act, 2013, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The requisite details pursuant to Schedule V to the Companies Act, 2013 are given below:

I. General Information

(a) Nature of Industry

The Company was incorporated on June 29, 2021 and is part of Edelweiss Group. The Company is engaged in the business of acting as project managers and infrastructure support services providers in relation to all kinds of infrastructure and infrastructure related projects and other services.

(b) Date or expected date of commencement of commercial production

Not Applicable as the Company has an ongoing business.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

The Company has already commenced its business in FY 2021-22.

(d) Financial performance based on the given indicators.

Performance of the Company for the period from June 29, 2021 to March 31, 2022 is set out as under:

Particulars	Amount (Rs. in Lakhs)
Total Revenue	727.16
Total Expenses	722.90
Profit/(Loss) Before Tax	4.26
Profit/(Loss) After Tax	3.64

(e) Foreign Investments or collaborators, if any:

Nil

II. Information about the appointee:

(a) Background details:

Mr. Avinash P Rao is a senior power sector professional with two and a half decades of techno-commercial experience covering business development and M&A, project development, technical operations and commercial construction & asset management across renewable energy, conventional energy, power transmission, Innovation & New Energy, Corporate Foundation and Sustainability. Mr. Rao is a Mechanical Engineer graduated from Mangalore University, has undergone management development program at IMD, Switzerland, and is a Future Leaders Team Alumni of the World Business Council for Sustainable Development, Switzerland.

(b) Past remuneration: Not Applicable

(c) Recognition or awards: Not Applicable

(d) Job profile and his suitability: As mentioned in point (a) above.

(e) Remuneration proposed: Not Applicable.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration paid to the Whole Time Director is in the line with industry standards in which the Company operates.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Except for his remuneration, Mr. Avinash Rao has no other pecuniary relationship directly or indirectly with the Company. Mr. Rao has also no relationships with any promoter, director or other Key Managerial Personnel of the Company.

III. Other Information:

(a) Reasons of loss or inadequate profits:

The Company has made profit of Rs. 4.26 Lakhs during the period from June 29, 2021 to March 31, 2022. However, in order to expand the operations of the Company in future, the Company may employ various resources which may result in the increased

employee cost etc which in turn may result in the inadequate profits, in one or more financial years.

(b) Steps taken or proposed to be taken for improvement:

Even though Financial Year 2021-22 was the first year of incorporation, the company had posted net profit of Rs. 4.26 Lakhs. Further, the Company has undertaken various steps to increase the profitability such as obtaining contracts from more clients which offer company better margins and also leads to incremental revenue and profits.

(c) Expected increase in productivity and profits in measurable terms:

We expect that the Company will continue to generate profits as mentioned as per trend mentioned in (b) above and, would remain a profitable Company, subject to the disclosure made in point (a) above.

Considering the experience and expertise of Mr. Avinash Rao, the Board recommends passing the Special Resolution set out in the Notice.

Although appointment of Mr. Avinash Rao is not proposed, the details in line with Secretarial Standards 2 issued by the Institute of Company Secretaries of India are enclosed herewith as an annexure.

Except Mr. Rao, none of the Directors and their relatives are in any way, concerned or interested in this item of business.

ITEM No. 7:-

The Board of Directors of the Company at its Meeting held on November 01, 2021 had approved the appointment of Mr. Manish Chitkara (DIN: 07746947) as the Additional Director and designated him as the Whole Time Director of the Company w.e.f. November 01, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Chitkara was to hold office upto the date of the ensuing Annual General Meeting however he tendered his resignation both as Additional Director and Whole time Director with effect from June 16, 2022. Although he continued to be in employment of the Company.

Further, his terms and conditions of appointment as Whole-time Director were as follows:

- i. Salary Limit: Mr. Manish Chitkara was entitled to receive a salary of upto Rs. 2.5 Crore per annum and was eligible for salary increments, from time to time, as per the Company policy during his tenure as the Whole-time Director.

- ii. Where in any financial year, during the currency of tenure of Mr. Manish Chitkara as the Whole-time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Manish Chitkara, the above remuneration by way of Salary, as a minimum remuneration without any upper limit in this regard.

Pursuant to the provisions of the Act, the Schedule V and the Rules relating to the payment of Managerial Remunerations in the event of inadequate or no profits, a Company may pay remuneration to its Directors including Managing Directors, Whole-Time Director and Manager exceeding the limit specified in the Act and the Schedule V of the Act, with the approval of the members of the Company in a General Meeting by of a Special Resolution.

Hence, the said of appointment of Mr. Chitkara for the tenure as a Whole Time Director and the remuneration (in excess of the limits) paid to him as Whole-time Director require confirmation of the Members through a Special Resolution under Section 197 of the Companies Act, 2013, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The requisite details pursuant to Schedule V to the Companies Act, 2013 are given below:

IV. General Information

(a) Nature of Industry

The Company was incorporated on June 29, 2021 and is part of Edelweiss Group. The Company is engaged in the business of acting as project managers and infrastructure support services providers in relation to all kinds of infrastructure and infrastructure related projects and other services.

(b) Date or expected date of commencement of commercial production

Not Applicable as the Company has an ongoing business.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

The Company has already commenced its business in FY 2021-22.

(d) Financial performance based on the given indicators.

Performance of the Company for the period from June 29, 2021 to March 31, 2022 is set out as under:

Particulars	Amount (Rs. in Lakhs)
Total Revenue	727.16
Total Expenses	722.90
Profit/(Loss) Before Tax	4.26
Profit/(Loss) After Tax	3.64

(e) Foreign Investments or collaborators, if any:

Nil

V. Information about the appointee:

(a) Background details:

Mr. Manish Chitkara is a senior infrastructure professional with over two and half decades of techno-commercial experience across EPC companies and Project developers in core infra projects from Underground Metros, Hydro and Highway Projects with EPC Contractors and Developers.

Prior to joining Sekura Roads, Mr. Chitkara worked with Hindustan Construction Co. Ltd. (HCC) for 20 years and handled several responsibilities in Projects construction for 18 years starting with responsibilities for execution, planning and design coordination, contracts management and then leading the projects as Project Manager/ group Project Manager (top-line and bottom-line responsibilities). He later moved to HCC HO where he led the Business Development and Technical Support functions (for Transport Vertical) before moving as head of Project Monitoring and Controls function for all HCC Projects (~ 45 no's) spread across segments of transport, water, hydro, nuclear reactor building and special projects. He later moved to Uniquest (JV of Khazanah/ UEM Berhad Malaysia and IDFC) in 2012 and was their Chief Technical Officer managing the Technical (Including bidding for new projects and due diligence of acquisition opportunities), Contracts, Project Management, Operations and Maintenance functions for the group pursuing organic (bidding) and inorganic (acquisition) opportunities in highways. He later did a brief stint with Apco infrastructure looking after construction of HAM projects as well as supporting Apco on divestment of completed BOT projects portfolio and contract management strategies for the group.

Mr. Chitkara is a Civil Engineering graduate from Thapar Institute of Engineering and Technology, Patiala and has done his Masters in Construction Management from NICMAR.

- (b) **Past remuneration:** Not Applicable
- (c) **Recognition or awards:** Not Applicable
- (d) **Job profile and his suitability:** As mentioned in point (a) above.
- (e) **Remuneration proposed:** Not Applicable.
- (f) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)**

The remuneration being paid to the Whole Time Director is in the line with industry standards in which the Company operates.

- (g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Except for his remuneration, Mr. Manish Chitkara has no other pecuniary relationship directly or indirectly with the Company. Mr. Chitkara has also no relationships with any promoter, director or other Key Managerial Personnel of the Company.

VI. Other Information:

- (a) **Reasons of loss or inadequate profits:**

The Company has made profit of Rs. 4.26 lakhs during the period from June 29, 2021 to March 31, 2022. However, in order to expand the operations of the Company in future, the Company may employ various resources which may result in the increased employee cost etc which in turn may result in the inadequate profits, in one or more financial years.

- (b) **Steps taken or proposed to be taken for improvement:**

Even though Financial Year 2021-22 was the first year of incorporation, the company had posted net profit of Rs. 4.26 Lakhs. Further, the Company has undertaken various steps to increase the profitability such as obtaining contracts from more clients which offer company better margins and also leads to incremental revenue and profits.

(c) Expected increase in productivity and profits in measurable terms:

We expect that the Company will continue to generate profits as mentioned as per trends mentioned in (b) above and, would remain a profitable Company, subject to the disclosure made in point (a) above.

Considering the experience and expertise of Mr. Manish Chitkara, the Board recommends passing the Special Resolution set out in the Notice.

Although appointment of Mr. Manish Chitkara is not proposed, the details in line with Secretarial Standards 2 issued by the Institute of Company Secretaries of India are enclosed herewith as an annexure.

Except Mr. Chitkara, none of the Directors and their relatives are in any way, concerned or interested in this item of business.

By Order of the Board of Directors
Sekura India Management Limited
(CIN: U74999MH2021PLC362906)

Hemal Mehta
Director
DIN: 07805471

Date: September 02, 2022

Place: Mumbai

ANNEXURE

Name of the Director	Mr. Hemal Mehta	Mr. Harish Agarwal	Mr. Vinit Agrawal
DIN	07805471	09462066	03311191
Date of birth	10/10/1974	15/01/1979	15/03/1983
Brief details and Nature of Expertise in specific functional area	<p>Mr. Mehta is a qualified Chartered Accountant. Mr. Mehta has over 23 years of experience in Finance, Accounts, Risk Management, Fund raising, Operations and Taxation. He is associated with Edelweiss Alternative Asset Advisors Limited since February, 2019.</p>	<p>Mr. Harish Agarwal is a senior member of Edelweiss Asset Management cluster including the stressed /distressed asset resolution and alternatives business. He has been with Edelweiss for over 5 years now, and is responsible for business strategy, risk & regulatory frameworks, finance, technology, process and operations. Prior to Edelweiss, Mr. Agarwal was associated with DBS Bank for six years as Head- Special Asset Management & Restructuring Group. At DBS, he was directly responsible for the resolution of NPL and stressed assets accounts, while successfully setting up the Special Asset Management division, which was adopted group-wide in 2010. Mr. Agarwal's career spans over two decades of experience in the Banking & fund management sector. He was previously associated with HSBC and ICICI Bank wherein he was majorly responsible for resolution of stress assets. Mr. Agarwal is a Chartered Accountant, Company Secretary and</p>	<p>Mr. Vinit Agrawal is a member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and also holds a bachelor's degree in commerce and an L.L.B. degree from Nagpur University. He has over 15 years' experience in the financial services sector including compliance, corporate restructuring, capital markets, securities market, non-banking finance companies, transaction structuring, project management, etc. He is currently working with Edelweiss Alternative Asset Advisors Limited as Senior Vice President and has been associated with Edelweiss Group since December, 2006. He has previously worked with Essar Oil Limited as a management trainee.</p>

		also holds a Bachelor's Degree in Law (LLB) from Mumbai University.	
Terms and conditions of appointment including remuneration	Appointed as an additional Director w.e.f. November 01, 2021.	Appointed as an additional Director w.e.f. January 08, 2022.	Appointed as an additional Director w.e.f. June 15, 2022.
Date of first appointment on the Board	01/11/2021	08/01/2022	15/06/2022
Shareholding in the Company	1 Equity Share as nominee of Edelweiss Securities and Investments Private Limited	Nil	1 Equity Share as nominee of Edelweiss Securities and Investments Private Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
The number of meetings of the Board attended during the year	1 out of 2	1 out of 1	Not Applicable
Other Directorships	Nil	Nil	Nil
Membership/ chairmanship of committees of other boards	Member of Operations Committee of Edelweiss Alternative Asset Advisors Limited	Nil	Nil

Name of the Director	Mr. Avinash Rao	Mr. Manish Chitkara
DIN	08249182	07746947
Date of birth	14/07/1974	23/02/1969
Brief details and Nature of Expertise in specific functional area	<p>Mr. Avinash P Rao is a senior power sector professional with two and a half decades of techno-commercial experience covering business development and M&A, project development, technical operations and commercial construction & asset management across renewable energy, conventional energy, power transmission, Innovation & New Energy, Corporate Foundation and Sustainability. Mr. Rao is a Mechanical Engineer graduated from Mangalore University, has undergone management development program at IMD, Switzerland, and is a Future Leaders Team Alumni of the World Business Council for Sustainable Development, Switzerland</p>	<p>Mr. Manish Chitkara is a senior infrastructure professional with over two and half decades of techno-commercial experience across EPC companies and Project developers in core infra projects from Underground Metros, Hydro and Highway Projects with EPC Contractors and Developers.</p> <p>Prior to joining Sekura Roads, Mr. Chitkara worked with Hindustan Construction Co. Ltd. (HCC) for 20 years and handled several responsibilities in Projects construction for 18 years starting with responsibilities for execution, planning and design coordination, contracts management and then leading the projects as Project Manager/ group Project Manager (top-line and bottom-line responsibilities). He later moved to HCC HO where he led the Business Development and Technical Support functions (for Transport Vertical) before moving as head of Project Monitoring and Controls function for all HCC Projects (~ 45 no's) spread across segments of transport, water, hydro, nuclear reactor</p>

		<p>building and special projects. He later moved to Uniquest (JV of Khazanah/ UEM Berhad Malaysia and IDFC) in 2012 and was their Chief Technical Officer managing the Technical (Including bidding for new projects and due diligence of acquisition opportunities), Contracts, Project Management, Operations and Maintenance functions for the group pursuing organic (bidding) and inorganic (acquisition) opportunities in highways. He later did a brief stint with Apco infrastructure looking after construction of HAM projects as well as supporting Apco on divestment of completed BOT projects portfolio and contract management strategies for the group.</p> <p>Mr. Chitkara is a Civil Engineering graduate from Thapar Institute of Engineering and Technology, Patiala and has done his Masters in Construction Management from NICMAR</p>
Terms and conditions of appointment including remuneration	<p>Appointed as an additional Director w.e.f. November 01, 2021.</p> <p>Remuneration: Refer Item no. 6 of the Explanatory statement</p>	<p>Appointed as an additional Director w.e.f. November 01, 2021.</p> <p>Remuneration: Refer Item no. 7 of the Explanatory statement</p>

Date of first appointment on the Board	November 01, 2021	November 01, 2021
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
The number of meetings of the Board attended during the year	1 of 1	0 of 1
Other Directorships	<ul style="list-style-type: none"> • Sekura Energy Private Limited • Solairepro Urja Private Limited • Solaire Surya Urja Private Limited 	<ul style="list-style-type: none"> • Epic Concesiones Private Limited • Sekura Roads Private Limited
Membership/ chairmanship of committees of other boards	Nil	Nil

Sekura India Management Limited

CIN: U74999MH2021PLC362906

 Registered Office: Plot 294/3, Edelweiss House, Off
 CST Road, Kalina, Santacruz East

Mumbai 400 098

Tel No.: +91 22 4009 4400

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

Folio No./Depository A/c / BO Id. No. _____

 We, _____, being the Member of Sekura India Management Limited (the “**Company**”) holding _____ Equity Shares of the Company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature or failing him	Signature , or failing him	Signature

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the Company, to be held on Thursday, September 29, 2022 at 3:00 PM at the Registered Office situated at Plot 294/3, Edelweiss House, Off CST Road, Kalina, Santacruz East, Mumbai 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:-

**I wish my above Proxy to vote in the manner as indicated in the box below:-

Sr. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the period ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.		

2.	To appoint M/s. NGS & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company		
Special Business			
3.	To consider and approve appointment of Mr. Hemal Mehta (DIN: 07805471), as a Director of the Company		
4.	To consider and approve appointment of Mr. Harish Agarwal (DIN: 09462066), as the Director of the Company		
5.	To consider and approve appointment of Mr. Vinit Agrawal (DIN: 03311191), as the Director of the Company		
6.	To confirm appointment and the remuneration of Mr. Avinash Rao (DIN: 08249182), as the Whole Time Director of the Company		
7.	To confirm appointment and the remuneration of Mr. Manish Chitkara (DIN: 07746947), as the Whole Time Director of the Company		

** This is only optional. Please put a '√' 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.

Signed this..... day of 2022.

Signature of Shareholder: _____

Please affix the
Revenue
Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Note: 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.