

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting (AGM) of **GROUPE SEB INDIA PRIVATE LIMITED** will be held on the 27th May 2025 at the Corporate Office of the Company situated at 215-220, Vipul Plaza, Suncity, Golf Course Road, Sector-54, Gurugram, Haryana, India, 122011 at 10:00 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Balance Sheet as at 31st December 2024 and Statement of Profit and Loss for the period from 1st April 2024 to 31st December 2024 together with the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

1. Appointment of Mr. Xavier Philippe H Desmoutier as a Director

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof for the time being in force, Mr. Xavier Philippe H Desmoutier (DIN: 0715281) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 24th September 2024, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

Place: Gurgaon
Date: 2nd May 2025

By Order of the Board

Ayush Goyal
Company Secretary
ICSI Mem no. F8190

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself only at poll and the Proxy need not be a member of the Company.
2. The instrument appointing a proxy, duly filled, signed and stamped must be deposited with the Company at the registered office of the Company not less than 48 hours before the time for holding the meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is attached to the Notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send certified true copy of board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to bring in their attendance slip to the meeting.

Place: Gurgaon
Date: 2nd May 2025

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Company Secretary
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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to special business mentioned in the accompanying Notice:

ITEM NO. 1

Appointment of Director:

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

Mr. Xavier Philippe H Desmoutier was appointed as Additional Director with effect from 24th September 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Xavier Philippe H Desmoutier on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 1 for approval by the members of the Company. None of the Directors, Key Managerial Personnel and their relatives are in anyway concerned, interested in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Place: Gurgaon
Date: 2nd May 2025

By Order of the Board

Ayush Goyal
Company Secretary
ICSI Mem no. F8190

ROUTE MAP TO CORPORATE OFFICE (VENUE OF THE AGM) OF THE COMPANY

(2nd floor, Vipul Plaza)

