



**SREI EQUIPMENT FINANCE LIMITED**

CIN: U70101WB2006PLC109898

Registered Office: 'Vishwakarma'

86C, Topsia Road (South), Kolkata - 700 046

Tel No. 033 – 6160 7734, Fax No. 033 – 2285 7542

Website: www.srei.com, Email: investor.sefl@srei.com

**NOTICE**

**NOTICE** is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of Srei Equipment Finance Limited ('the Company') will be held on **Monday, 15th March, 2021 at 11:00 a.m. at the Registered Office of the Company situated at 'Vishwakarma,' 86C Topsia Road (South), Kolkata – 700 046** at shorter notice to transact the following business:

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Articles of Association of the Company, Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, Srei Equipment Finance Limited Nomination and Remuneration Policy, Policy on Board Diversity, Policy on “Fit and Proper” Criteria of the Directors of the Company, and upon the recommendation of Nomination and Remuneration Committee, Mr. Malay Mukherjee (DIN: 02272425), who was appointed as an Additional Director (Category – Independent Director) of the Company with effect from 6th March, 2021 and who holds office upto the date of ensuing General Meeting of the Company and in respect of whom Notice has been received from a Member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 6th March, 2021;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Malay Mukherjee be paid such fees, remuneration and profit linked commission, if any, as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

**NOTES:**

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent 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 Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the Meeting. A Proxy form is enclosed/ attached with this Notice. No Proxy Form shall be considered as valid on its receipt after 11:00 a.m. on 13th March, 2021. Proxies submitted on behalf of companies, etc. must be supported by an appropriate resolution / authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged with the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

The Proxy-holder shall prove his identity at the time of attending the Meeting. Proxies are requested to carry photo identification to the venue of the Meeting. Further, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.

In case of joint holders attending the Meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. Physical copies of the Notice of the aforesaid Extra-ordinary General Meeting (EGM) of the Company along with Attendance Slip and Proxy Form are being sent.
4. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the EGM.
5. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
6. If any resolution at the EGM is put to vote on a poll, each Member shall be entitled to one vote for every equity share held.
7. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the EGM and the same will also be available for inspection at the Meeting. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under

Section 170 of Companies Act, 2013 and the Register of Contract or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the EGM.

8. A Route Map showing directions to reach the venue of the EGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard – 2 on “General Meetings” issued by The Institute of Company Secretaries of India (ICSI). The prominent landmark near the Venue is Topsia More.
9. The Notice of the Meeting is uploaded on the Company’s website at [www.srei.com](http://www.srei.com) and may be accessed by the Members.
10. **Information of Directors pursuant to Secretarial Standard – 2 on General Meetings:**  
At the ensuing Meeting of the Company, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Malay Mukherjee (DIN: 02272425) is being proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 6th March, 2021. Pursuant to Para 1.2.5 of the Secretarial Standards – 2 on General Meetings, the particulars of the said Director seeking appointment at the EGM are given below:

|  |  |
|--|--|
| <b>Name of Director</b>                | <b>Mr. Malay Mukherjee<br/>(DIN: 02272425)</b>   |
| Date of Birth                          | 26.07.1955<br>(65 Years)   |
| Date of Appointment                    | 06.03.2021<br><br>(Additional Director, Category: Independent)   |
| Expertise in specific functional areas | <p>Mr. Malay Mukherjee has over 41 years of experience in the field of Banking and NBFC including Venture Funding, Factoring and Broking. He was the Chief Executive Officer and Managing Director of IFCI Limited and was responsible for the growth and development of the business of IFCI. He also held the position of Chairman in various group Companies of IFCI Limited. As an Executive Director at the Central Bank of India, he looked after portfolios such as Credit, HR, General Administration, IT, Corporate Communications, Publicity, Marketing, Client coverage and New Initiatives.</p> <p>Further, being associated with Indian Bank for 36 years he accrued wide field exposure, having worked in various branches, regions and zones including Assam, Bihar, West Bengal, Karnataka, Maharashtra, Gujarat and New Delhi. He has been the past Chairman of Board of Governors of Management Development Institute (MDI) and Chairman of Institute of Leadership Development, Jaipur. Additionally, he was also a member of the Governing Body of Entrepreneurship Development Institute of India (EDII), Ahmedabad. Presently, he is on the Board of NBFC, other companies in India and also Director of NABIL Bank, Nepal. Further, he is presently an Independent Director of Srei Infrastructure Finance Limited, the holding company of the Company.</p> |
| Qualification                          | Master of Science (Physics), CAIIB (Part - I) - Indian Institute of Banking and Finance  |
| List of outside Directorships held     | <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited</li> <li>• Dilip Buildcon Limited</li> <li>• Chartered Finance Management Limited</li> <li>• Engenrin Energy Private Limited</li> <li>• Capital India Finance Limited</li> <li>• EQARO Surety Private Limited</li> <li>• NABIL Bank Limited, Nepal</li> </ul>   |

| <b>Name of Director</b>   | <b>Mr. Malay Mukherjee<br/>(DIN: 02272425)</b>  |
|---|---|
| Chairman/Member of the Committees of Board of Directors of the Company  | Mr. Malay Mukherjee has been inducted as a Member in the following Committees w.e.f. 6th March, 2021: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Asset Liability Management (ALM) Committee</li> <li>• Risk Committee</li> <li>• IT Strategy Committee (Chairman)</li> <li>• Strategy Committee</li> </ul>   |
| Chairman/Member of the Committees of Board of Directors of other Indian Public Limited Companies in which he is a Director –<br>a) Audit Committee<br><br>b) Stakeholders' Relationship Committee<br><br>c) Nomination and Remuneration Committee<br><br>d) Corporate Social Responsibility Committee | <p>1 (Chairman – 1)</p> <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited (Chairman)</li> </ul> <p>2 (Chairman – Nil)</p> <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited</li> <li>• Capital India Finance Limited</li> </ul> <p>1 (Chairman – Nil)</p> <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited</li> </ul> <p>1 (Chairman – Nil)</p> <ul style="list-style-type: none"> <li>• Capital India Finance Limited</li> </ul> |
| Shareholding in the Company   | Nil<br>Further, he does not hold any securities in the Holding Company  |
| Relationship with other Directors, Managers and KMPs  | Nil   |

|   |  |
|---|--|
| <b>Name of Director</b>   | <b>Mr. Malay Mukherjee<br/>(DIN: 02272425)</b>   |
| No. of Board Meetings attended during Financial Year 2020-21 [out of (7) held]  | Not Applicable   |
| Terms and conditions of Appointment or Re-appointment   | Not liable to retirement by rotation.  |
| Details of Remuneration (Salary, Sitting Fees and Commission) sought to be paid and the Remuneration last drawn<br>➤ FY 2019-20<br>➤ FY 2020-21 | Not Applicable<br>Mr. Malay Mukherjee shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and annual commission, if any, on net profits, if any, as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time. |

By Order of the Board of Directors  
For **Srei Equipment Finance Limited**

Sd/-  
**Ritu Bhojak**  
Company Secretary  
FCS 8532

Dated: 6th March, 2021  
Place: Kolkata

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Mr. Malay Mukherjee has over 41 years of experience in the field of Banking and NBFC including Venture Funding, Factoring and Broking. He was the Chief Executive Officer and Managing Director of IFCI Limited and was responsible for the growth and development of the business of IFCI. He also held the position of Chairman in various group Companies of IFCI Limited. As an Executive Director at the Central Bank of India, he looked after portfolios such as Credit, HR, General Administration, IT, Corporate Communications, Publicity, Marketing, Client coverage and New Initiatives.

Further, being associated with Indian Bank for 36 years he accrued wide field exposure, having worked in various branches, regions and zones including Assam, Bihar, West Bengal, Karnataka, Maharashtra, Gujarat and New Delhi. He has been the past Chairman of Board of Governors of Management Development Institute (MDI) and Chairman of Institute of Leadership Development, Jaipur. Additionally, he was also a member of the Governing Body of Entrepreneurship Development Institute of India (EDII), Ahmedabad. Presently, he is on the Board of NBFC, other companies in India and also Director of NABIL Bank, Nepal. Further, he is also an Independent Director of Srei Infrastructure Finance Limited, the Holding Company of the Company.

Mr. Malay Mukherjee was appointed as an Additional Director (Category: Independent Director) of the Company w.e.f. 6th March, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds office as such upto the date of the ensuing General Meeting of the Company.

Accordingly, in view of the extensive & rich experience of Mr. Malay Mukherjee, and considering the best interests of the Company, it is proposed to appoint him as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 6th March, 2021.

The Company has received from Mr. Malay Mukherjee (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, (iv) Declaration and Undertaking as well as Deed of Covenant as prescribed under Non-Banking Financial Companies – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, (v) Declaration to the effect that he has registered with the data bank maintained by the Indian Institute of Corporate Affairs (IICA) as per Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and that his Registration No. is IDDB-DI-202002-007872 and has also qualified in the Self Assessment/ Proficiency Test conducted by the IICA, and (vi) Declaration pursuant to circular LIST/COMP/14/2018-19 issued by BSE Ltd on 20th June, 2018 and circular NSE/CML/2018/24 issued by National Stock Exchange of India Limited on 20th June, 2018, confirming that he is not debarred from holding the office of Director by virtue of any Order of Securities and Exchange Board of India (SEBI) or any other such authority.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Malay Mukherjee fulfils the conditions specified in the Companies Act, 2013 & rules made thereunder, for his appointment as a Non-Executive and Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Malay Mukherjee as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office & Corporate Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m.

and 1.00 p.m. upto the date of the EGM and can also be viewed on the website of the Company [www.srei.com](http://www.srei.com).

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can only receive sitting fees and profit linked commission, if any, as may be approved by the Members. Accordingly, approval of the Members is also being sought for the purposes of payment of sitting fees and profit linked commission, if any, which amount may be decided by the Board / Committee of the Company from time to time, subject to the limits prescribed under the Companies Act, 2013.

The Board of Directors is of the opinion that the professional expertise and vast experience of Mr. Malay Mukherjee will be of significant value to the Company.

The Company has also received notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Malay Mukherjee for appointment as an Independent Director of the Company.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Malay Mukherjee and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars for Mr. Malay Mukherjee are given at Note 10 of this EGM Notice.

None of the Directors or Key Managerial Personnel (KMPs) of the Company, except Mr. Malay Mukherjee, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
For **Srei Equipment Finance Limited**

**Sd/-**  
**Ritu Bhojak**  
**Company Secretary**  
**FCS 8532**

Dated: 6th March, 2021  
Place: Kolkata





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**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 :                   | U70101WB2006PLC109898                                      |         |  |
| Name of the Company :   | Srei Equipment Finance Limited                             |         |  |
| Registered Office :     | 'Vishwakarma', 86C, Topsia Road (South), Kolkata – 700 046 |         |  |
| Name of the Member(s) : |  |         |  |
| Registered address :    |  |         |  |
| E-mail 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 |  |  |
|    | or failing him |           |  |  |
| 2. | Name           |           |  |  |
|    | Address        |           |  |  |
|    | E-mail ID      | Signature |  |  |
|    | or failing him |           |  |  |
| 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 **Monday, 15th March, 2021 at 11:00 a.m.** at the Registered Office of the Company at 'Vishwakarma,' 86C Topsia Road (South), Kolkata – 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.          | Resolution  | Vote (Optional) |         |
|-------------------------|---|-----------------|---------|
|                         |   | For             | Against |
| <b>Special Business</b> |   |                 |         |
| 1.                      | Appointment of Mr. Malay Mukherjee (holding DIN: 02272425) as an Independent Director of the Company. |                 |         |

Signed this ..... day of ..... 2021.

Signature of Shareholder : \_\_\_\_\_

Signature of 1st Proxy holder: \_\_\_\_\_

Signature of 2nd Proxy holder: \_\_\_\_\_

Signature of 3rd Proxy holder: \_\_\_\_\_

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

Note:

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.
2. The Proxy-holder shall prove his identity at the time of attending the Meeting. Proxies are requested to carry photo identification to the venue of the Meeting.
3. When a Member appoints a Proxy and both the Member and Proxy attend the meeting, the Proxy stands automatically revoked.
4. If appointed for more than 50 (fifty) Members, the Proxy shall choose any 50 (fifty) Members and confirm the same to the Company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the Company shall consider only the first 50 (fifty) proxies received as valid.
5. Any alteration or correction made to this Proxy form must be initialled by the signatory/signatories.
6. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked “**For**”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “**Against**”. If no direction is given, your Proxy may vote or abstain as he/she thinks fit.



**SREI EQUIPMENT FINANCE LIMITED**

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**ATTENDANCE SLIP**

|                |  |                      |  |
|----------------|--|----------------------|--|
| DP ID No.*     |  | Regd. Folio No.      |  |
| Client ID No.* |  | No. of Share(s) held |  |

\*Applicable for shares held in electronic form.

I hereby record my presence at the **Extra-ordinary General Meeting** of the Company on Monday, 15th March, 2021 at 11:00 a.m. at the Registered Office of the Company situated at ‘Vishwakarma,’ 86C, Topsia Road (South), Kolkata – 700 046.

Full name of Shareholder/Proxy \_\_\_\_\_  
(IN BLOCK LETTERS)

\_\_\_\_\_  
**Signature of the Shareholder/Proxy**

## Route map to the venue of the Extraordinary General Meeting (EGM)



For queries contact us:  
☎ +91 33 61607734  
✉ investor.sefl@srei.com

**Vishwakarma Building**  
86C, Topsia Road (South), Kolkata - 700 046

