



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, 10th May, 2021 at 11:00 a.m. at the Registered Office of the Company situated at 'Vishwakarma,' 86C Topsia Road (South), Kolkata – 700 046** at a 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. Deepak Verma (DIN: 07489985), who was appointed as an Additional Director (Category – Independent Director) of the Company with effect from 23rd April, 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. 23rd April, 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. Deepak Verma (DIN: 07489985) 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 8th May, 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 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. Deepak Verma (DIN: 07489985) is being proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 23rd April, 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:

Name of Director	Mr. Deepak Verma (DIN: 07489985)
Date of Birth	28.08.1947 (73 Years)
Date of Appointment	23.04.2021 (Additional Director, Category: Independent)
Expertise in specific functional areas	Mr. Deepak Verma's career in law spans over four decades and combines extensive practice at the bar and distinguished service in Indian judiciary. In the year 2012, he retired as Judge of the Hon'ble Supreme Court of India and now acts as an independent mediator and arbitrator in domestic and international disputes as well as an expert on matters of Indian law before foreign courts and international tribunals. His legal opinion is regularly sought by leading national and international law firms and global corporations on complex legal situations relating to various areas of law such as arbitration, banking and finance, constitutional law, corporate law and governance, criminal law including extradition laws, insolvency, insurance, securities law, trusts and taxation etc. He has also acted as the inquiry authority and overseen internal investigations for several multinational corporations and banking and financial institutions. He was appointed as the Administrative Judge of the High Court of Madhya Pradesh in 2005. During this period, he also served as the Welfare Commissioner for the victims of the Bhopal Gas Tragedy. In 2008., he was transferred to the High Court of Karnataka as the senior most judge on the bench and served as the Acting Chief Justice until his appointment as the Chief Justice of Rajasthan High Court. Thereafter, from 2009 to 2012, he served as Judge of the Hon'ble Supreme Court of India.
Qualification	Bachelor's degree in Law and Humanities
List of outside Directorships held	<ul style="list-style-type: none"> • 63 Moons Technologies Ltd.
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> • Risk Committee
Chairman/Member of the Committees of Board of Directors of other Indian Public Limited Companies	

Name of Director	Mr. Deepak Verma (DIN: 07489985)
in which he is a Director –	
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
c) Nomination and Remuneration Committee	Nil
d) Corporate Social Responsibility Committee	Nil
Shareholding in the Company	Nil Further, he does not hold any securities in the Holding Company
Relationship with other Directors, Managers and KMPs	Nil
No. of Board Meetings attended during Financial Year 2021-22 [out of (2) held]	1 (One)
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	
➤ FY 2020-21	Not Applicable

Name of Director	Mr. Deepak Verma (DIN: 07489985)
➤ FY 2021-22	Mr. Deepak Verma 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: 23rd April, 2021
Place: Kolkata

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Deepak Verma's career in law spans over four decades and combines extensive practice at the bar and distinguished service in Indian judiciary. In the year 2012, he retired as Judge of the Hon'ble Supreme Court of India and now acts as an independent mediator and arbitrator in domestic and international disputes as well as an expert on matters of Indian law before foreign courts and international tribunals. His legal opinion is regularly sought by leading national and international law firms and global corporations on complex legal situations relating to various areas of law such as arbitration, banking and finance, constitutional law, corporate law and governance, criminal law including extradition laws, insolvency, insurance, securities law, trusts and taxation etc. He has also acted as the inquiry authority and overseen internal investigations for several multinational corporations and banking and financial institutions.

After completing his bachelor's degree in law and humanities, he was admitted to the bar in the year 1972 and started practicing predominantly before the High Court of Madhya Pradesh under the tutelage and mentorship of his father late Shri R.P. Verma, who was a distinguished lawyer of his time. As a lead counsel, he was often instructed by renowned law firms in complex and challenging disputes before the trial and appellate courts. He practiced as an advocate until his elevation as a Judge of the High Court of Madhya Pradesh in the year 1994. He was appointed as the Administrative Judge of the High Court of Madhya Pradesh in 2005. During this period, he also served as the Welfare Commissioner for the victims of the Bhopal Gas Tragedy. In 2008, he was transferred to the High Court of Karnataka as the senior most judge on the bench and served as the Acting Chief Justice until his appointment as the Chief Justice of Rajasthan High Court. Thereafter, from 2009 to 2012, he served as Judge of the Hon'ble Supreme Court of India.

As an appellate court judge from 1994 to 2012, he was involved in several hundred judgements both as a judge in three different High Courts and the Hon'ble Supreme Court of India in matters concerning administrative law, arbitration law, criminal law, constitutional law, insurance law, family law, company law, service law, taxation etc.

Post retirement, he has acted as an arbitrator and an expert witness in over 200 domestic and international arbitrations seated in India, Singapore, London and Paris under both ad hoc (UNCITRAL, Indian Arbitration & Conciliation Act, 1996) and institutional arbitration rules (ICC, LCIA, SIAC, ICA, DIAC, ICADR, etc.). As an arbitrator, he has rendered award in over hundred complex arbitrations under Indian law, English law, Singapore law etc. with claims in dispute valued in several billion dollars. He has considerable experience in disputes pertaining to Airports & Aviation, Construction & Projects, Energy (Natural Resources, Renewable and Non-Renewable), Oil & Gas, Real Estate, Infrastructure, Insurance & Reinsurance, International Trade and Commerce, Maritime/Shipping, Joint Ventures & Shareholders Agreements etc.

He has rendered expert opinions on multiple occasions before International Tribunals, Courts in New York and Washington D.C., Senior Courts of England & Wales, INTERPOL, and also before the Permanent Court of Arbitration at The Hague on behalf of a European State in an inter-state arbitration under Annex VII of the United Nations Convention on the Law of the Sea (UNCLOS). He has also acted as Mediator & Conciliator in several high-stake commercial disputes.

Mr. Deepak Verma was appointed as an Additional Director (Category: Independent Director) of the Company w.e.f. 23rd April, 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. Deepak Verma, 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. 23rd April, 2021.

The Company has received from Mr. Deepak Verma (i) consent in writing to act as Director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 (Act) read with Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) disclosure of interest in Form MBP-1 pursuant to Section 184(1) of the Act read with Rule 9 of the Companies (Meeting of Board and its Powers) Rules, 2014, (iii) intimation in Form DIR-8 pursuant to Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment and that he is not disqualified from being appointed as Director under Section 164 of the Act, (iv) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, (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-202002-006808. He has also qualified in the Self Assessment Test/ Proficiency Test conducted by the Indian Institute of Corporate Affairs, (vi) 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, (vii) disclosure in Form B pursuant to Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Srei Equipment Finance Limited Code of Conduct for Prohibition of Insider Trading (SEFL Insider Code), (viii) declaration of Information on the Management as per the format prescribed by the Reserve Bank of India (RBI), and (ix) 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. Deepak Verma 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. Deepak Verma 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.

Under the Companies Act, 2013 and the Rules framed thereunder, Independent Directors can receive sitting fees and profit linked commission, if any, as may be approved by the Members. Further, if a company has no profits or its profits are inadequate, an Independent Director may receive remuneration, exclusive of any fees payable under sub-section (5) of section 197, in accordance with the provisions of Schedule V of the Companies Act, 2013. 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. Deepak Verma 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. Deepak Verma 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. Deepak Verma and his relatives may be deemed to be concerned or interested in the proposed Resolution.

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

None of the Directors or Key Managerial Personnel (KMPs) of the Company, except Mr. Deepak Verma, 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**

Dated: 23rd April, 2021
Place: Kolkata

Sd/-
Ritu Bhojak
Company Secretary
FCS 8532



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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, 10th May, 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
Special Business			
1.	Appointment of Mr. Deepak Verma (DIN: 07489985) 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 Revenue 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

CIN : U70101WB2006PLC109898

Registered Office : ‘Vishwakarma’

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

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, 10th May, 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

