



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

The Reserve Bank of India (RBI) vide Press Release dated October 04, 2021, in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India Act, 1934 (RBI Act) had superseded the Board of Directors of Srei Equipment Finance Limited with immediate effect, owing to governance concerns and defaults by your Company in meeting various payment obligations. The RBI appointed Mr. Rajneesh Sharma as the Administrator of your Company under Section 45-IE (2) of the RBI Act. Thereafter, RBI vide its Press Release dated October 4, 2021, in exercise of the powers conferred under Section 45-IE 5(a) of the RBI Act, constituted a 3 (three) member Advisory Committee to assist the Administrator in discharge of his duties and to advise the Administrator in the operations of your Company during the Corporate Insolvency Resolution Process (CIRP). As per the framework of the Advisory Committee as approved by RBI, primary responsibility of the Advisory Committee is to guide the Administrator to undertake all steps that will maximize the value for all stakeholders of your Company through a successful resolution. Since the Administrator has also taken over the responsibility of the Board of Directors of your Company, the Advisory Committee has supported the Administrator in fulfilment of his role and responsibilities. The Members of the erstwhile Advisory Committee were Shri Venkat Nageshwar Chalasani, former Deputy Managing Director, State Bank of India, Shri T T Srinivasaraghavan, former Managing Director, Sundaram Finance Limited and Shri V Ramachandra, former Chief General Manager, Canara Bank.

On October 08, 2021, the RBI filed a Petition before the Hon'ble National Company Law Tribunal, Kolkata Bench (Hon'ble NCLT/ Adjudicating Authority) under Section 227 read with Section 239(2)(zk) of the Insolvency and Bankruptcy Code, 2016 (IBC / IBC Code / Code) read with Rules 5 and 6 of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 (FSP Rules), to initiate CIRP against your Company. Accordingly, in terms of Rule 5(b)(i) of the FSP Rules, an interim moratorium came into effect on the date of filing of the application to initiate CIRP. Thereafter, CIRP was initiated against your Company by an Order dated October 08, 2021 of the Hon'ble NCLT. The Hon'ble NCLT, vide the said Order, confirmed the appointment of Mr. Rajneesh Sharma as the Administrator of Srei Equipment Finance Limited directing him to carry out his functions as contemplated by Sections 15, 17, 18, 19 & 20 of the Code. The said order also directed commencement of moratorium in terms of Section 14 of the Code in respect of Srei Equipment Finance Limited.

The Administrator has been appointed under Rule 5(a)(iii) of the FSP Rules under the Insolvency and Bankruptcy Code, 2016. The affairs, business and property of Srei Equipment Finance Limited are being managed by the Administrator, Shri Rajneesh Sharma, who acts as an agent of the Company only and without any personal liability.

The Members of the Committee of Creditors (CoC) approved the resolution plan provided by National Asset Reconstruction Company Limited (NARCL) and the same was filed with the Reserve Bank of India (RBI) and National Company Law Tribunal (NCLT) for their approval. The NCLT vide its Order dated August 11, 2023 approved the Resolution Plan of the Company and revival of your Company has come into force with immediate effect.

In accordance with the terms of the Approved Resolution Plan, an Implementation and Monitoring Committee (IMC) have been constituted for conducting the affairs of your Company and supervising the implementation of the Resolution Plan until all the steps and actions contemplated therein have been completed.

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting (AGM) of the Members of Srei Equipment Finance Limited (the Company) will be held at a shorter notice on **Thursday, September 28, 2023 at 11:45 A.M. (IST) at the Head Office of the Company at “Srei Tower,” Plot No. Y-10, Block EP, Sector V, Salt Lake City, Kolkata – 700 091**, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Board’s Report (Report of Implementation and Monitoring Committee) and Auditors thereon.

2. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Reserve Bank of India (RBI) Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Implementation and Monitoring Committee (IMC), J Kala & Associates, Chartered Accountants, partnership firm having Firm Registration No. 118769W allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to hold office for a period of 1 (One) year from the conclusion of the 17th (Seventeenth) Annual General Meeting till the conclusion of the 18th (Eighteenth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Statutory Auditor and the IMC, with the power of the IMC/ Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditor, in such manner and to such extent as may be mutually agreed with the Statutory Auditor;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Rajneesh Sharma, Administrator (Acting as a member of the IMC pursuant to Hon'ble NCLT order dated 11th August 2023), Mr. Yogesh Kajaria, Chief Financial Officer and Mr. Sumit Kumar Surana, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Officer (s) of the Company.”

3. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Reserve Bank of India (RBI) Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Implementation and Monitoring Committee (IMC), Dass Gupta & Associates, Chartered Accountants, having Firm Registration No. 000112N allotted by The Institute of Chartered

Accountants of India (ICAI), be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to hold office for a period of 1 (One) year from the conclusion of the 17th (Seventeenth) Annual General Meeting till the conclusion of the 18th (Eighteenth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Statutory Auditor and the IMC, with the power of the IMC/ Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Rajneesh Sharma, Administrator (Acting as a member of the IMC pursuant to Hon'ble NCLT order dated 11th August 2023), Mr. Yogesh Kajaria, Chief Financial Officer and Mr. Sumit Kumar Surana, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Officer (s) of the Company.”

For Srei Equipment Finance Limited

**Sd/-
Sumit Kumar Surana
Company Secretary**

Date: September 26, 2023

Place: Kolkata

NOTES:

1. PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 11:30 a.m. on September 26, 2023. 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) day 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.

2. 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 AGM.
3. If any resolution at the AGM is put to vote on a poll, each Member shall be entitled to one vote for every equity share held.
4. 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 AGM 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 AGM.
5. A Route Map showing directions to reach the venue of the AGM 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 Institute of Engineering & Management, College More Campus.

6. The Notice of the Meeting and Annual Report of the Company for the year ended March 31, 2023 is uploaded on the Company’s website at www.srei.com and may be accessed by the Members.

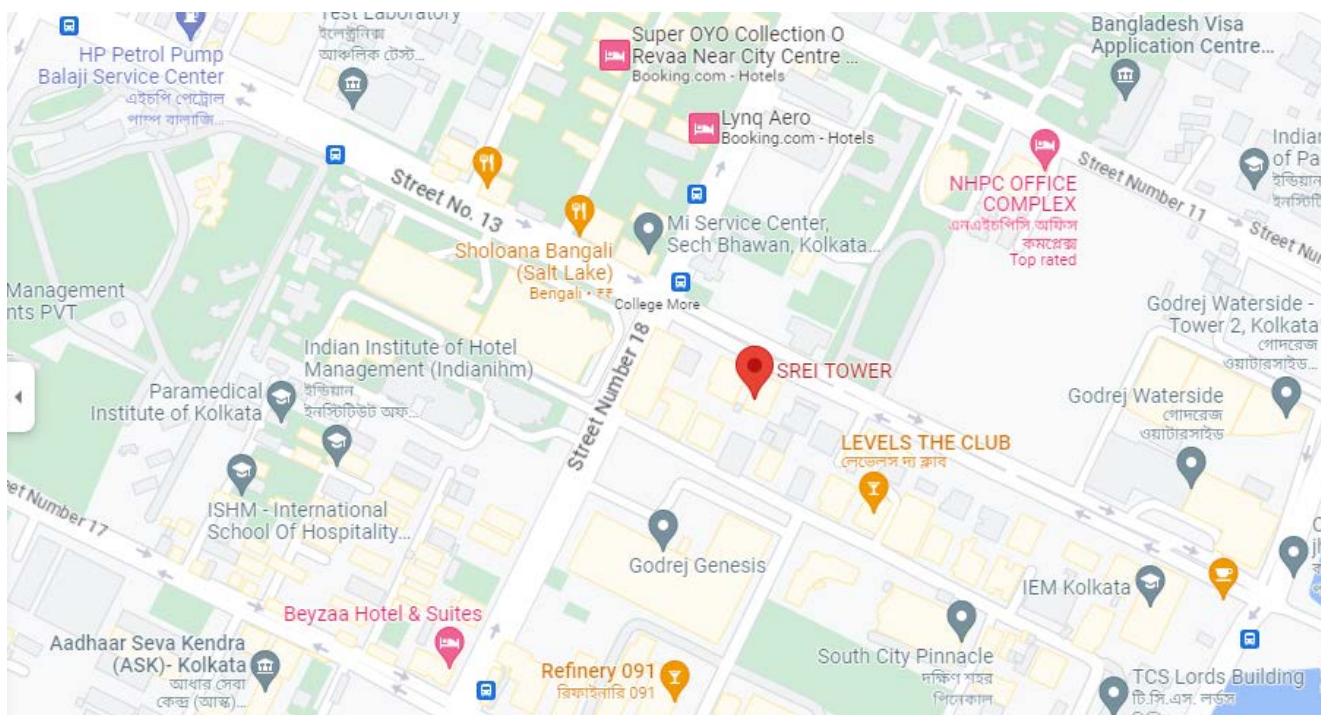
For Srei Equipment Finance Limited

**Sd/-
Sumit Kumar Surana
Company Secretary**

Date: September 26, 2023

Place: Kolkata

Route Map to the venue of the 17th Annual General Meeting



Address: Srei Tower, Plot No. Y-10, Block EP, Sector V, Salt Lake City, Kolkata – 700091
Ph: +9133 6639 4700

Landmark: Institute of Engineering & Management, College More Campus – 60 meters from College More Crossing.



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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 **17th Annual General Meeting** of the Company, to be held on **Thursday, 28th September, 2023 at 11:45 A.M.** at the **Head Office of the Company at ‘Srei Tower,’ Plot No. Y-10, Block EP, Sector V, Salt Lake City, Kolkata – 700 091** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Vote (Optional) | |
|------------------------------|--|-----------------|---------|
| | | For | Against |
| Ordinary Business(es) | | | |
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, and the Board’s Report (Report of Implementation and Monitoring Committee) and Auditors thereon. | | |
| 2. | Appointment of J Kala & Associates, Chartered Accountants as Joint Statutory Auditors of the Company for a period of 1 (one) year from the conclusion of 17 th Annual General Meeting (AGM) till the conclusion of 18 th AGM of the Company. | | |
| 3. | Appointment of Dass Gupta & Associates, Chartered Accountants as Joint Statutory Auditors of the Company for a period of 1 (one) year from the conclusion of 17 th Annual General Meeting (AGM) till the conclusion of 18 th AGM of the Company. | | |

Signed this day of 2023.

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 Corporate 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.



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CIN : U70101WB2006PLC109898

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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 | |

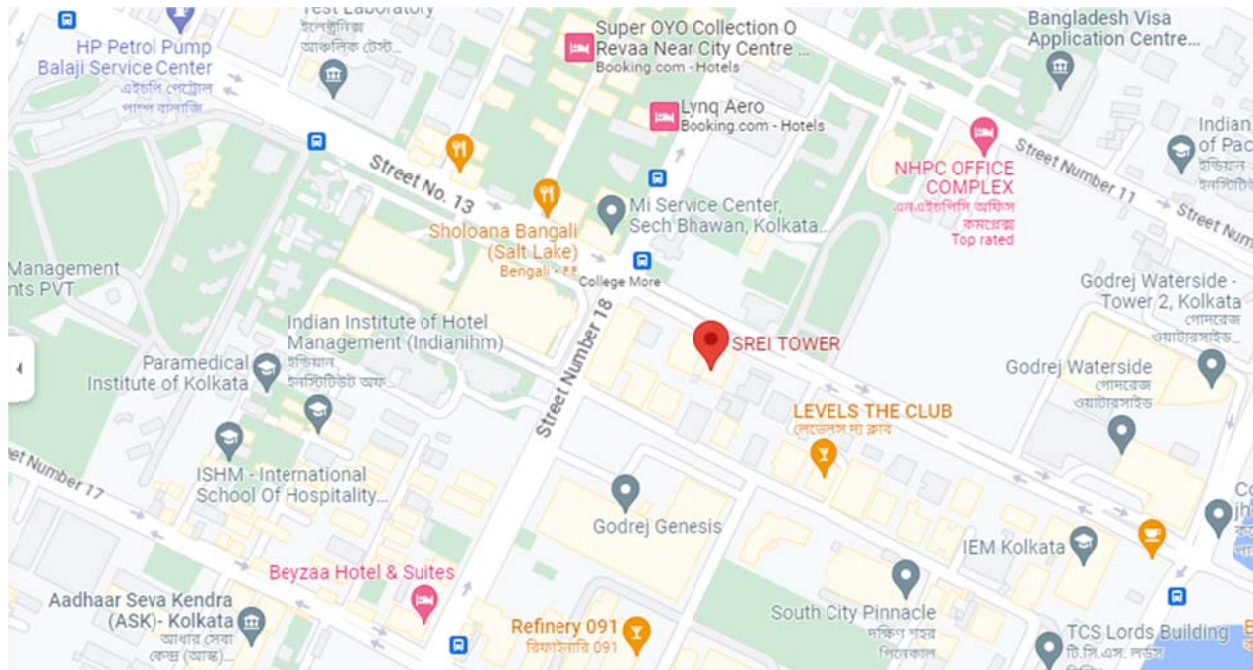
*Applicable for shares held in electronic form.

I hereby record my presence at the **17th Annual General Meeting** of the Company on **Thursday, 28th September, 2023 at 11:45 A.M.** at the **Head Office of the Company at “Srei Tower,” Plot No. Y-10, Block EP, Sector V, Salt Lake City, Kolkata – 700 091**

Full name of Shareholder/Proxy _____
(IN BLOCK LETTERS)

Signature of the Shareholder/Proxy

Route Map to the venue of the 17th Annual General Meeting



Address: Srei Tower, Plot No. Y-10, Block EP, Sector V, Salt Lake City, Kolkata – 700091
Ph: +9133 6639 4700

Landmark: Institute of Engineering & Management, College More Campus – 60 meters from College More Crossing.