TRANSCRIPT OF THE PROCEEDINGS OF THE 19TH ANNUAL GNERAL MEETING (AGM) OF THE MEMBERS OF SREI EQUIPMENT FINANCE LIMITED HELD ON THURSDAY 14TH AUGUST, 2025 AT 11:30 A.M. THROUGH VIDEO-CONFERENCING / OTHER AUDIO VIDEO MEANS.

<u>Ms. Samta Agarwal: Company Secretary</u>

Good Morning and greetings of the day to all present,

I, Samta Agarwal Company Secretary of your Company welcome you to the 19th Annual General Meeting of the Company.

I would like to inform you that the Directors other than Mr. Avinash Kulkarni (Nominee Director), Mr. P. Santhosh (Nominee Director), Ms. Neeta Mukerji (Independent Director), and Mr. N. Sivaraman (Independent Director) have joined the meeting through audio visual means.

It is now 11:30 A.M. and our Holding Company, M/s. Srei Infrastructure Finance Limited (SIFL) is being represented by Mr. Manoj Kumar and nominee shareholders appointed by SIFL are present, since the requisite quorum is present, we may start this meeting.

In accordance with the provisions of Section 104 of the Companies Act, 2013 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, I request Mr. SharadKumar Bhatia to chair this Annual General Meeting.

<u>Mr. SharadKumar Bhatia: Chairman and Independent Director</u>

"Thank you, Ms. Agarwal, I consent to Chair this AGM."

"Good morning members."

"I have great pleasure in welcoming you at the 19th Annual General Meeting of Srei Equipment Finance Limited and hereby declare the meeting open as the requisite quorum

pursuant to Section 103 of the Companies Act, 2013 is present as confirmed by Ms. Agarwal. I thank all the members for joining us today."

"Before we initiate the AGM proceedings may I take this opportunity to introduce my colleagues on the Board of Directors of your Company who have joined the meeting through audio visual means."

"Mr. Hardayal Prasad, Director of the Company.

Mr. Avinash Kulkarni Nominee Director, Mr. P Santhosh Nominee Director, Ms. Neeta Mukerji Independent Director, and Mr. N. Sivaraman Independent Director of the Company will not be able to join due to pre-occupancies."

Members to note that Ms. Neeta Mukerji, Chairman of Nomination and Remuneration Committee has authorized me to attend this meeting on her behalf.

"May I also take the opportunity of acknowledging the presence of Mr. Sandeep Sawaria, Partner, of M/s. R Gopal & Associates, Chartered Accountants, Joint Statutory Auditor of the Company and Ms. Kumkum Rathi, Secretarial Auditor of the Company.

Members to note that Mr. Subroto Roy, Partner, of M/s. Ray & Co., Chartered Accountants, Joint Statutory Auditor of the Company is unable to join due to pre-occupancies.

"Your Company has received 1(One) valid Authorised Representations under Section 113 of the Companies Act, 2013, from the Body Corporate representing 99.99% (SREI Infrastructure Finance Limited) of the Shareholding of the Company.

"All the requisite Statutory Registers including the Register of Members, Register of Directors and KMP, and other documents as referred in the Notice for the Annual General Meeting are available for inspection by the members during the AGM."

"Ladies and Gentlemen, in compliance with the applicable provision of Companies Act, 2013 and Rules made thereunder, the Annual Report of your Company for the Financial Year 2024-25 along with the Notice convening this Annual General Meeting dated 14th August, 2025 has been sent to all the members, I seek your permission to take them as read."

With the permission of the Members, I will take the Auditor's Report & Secretarial Audit report as read.

Resolution No. 1: <u>For adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Board's Report and Report of the Statutory Auditors thereon.</u>

The Audited Financial statements of the Company for the Financial year ended March 31, 2025 together with the Board's Report, Statutory Auditors report has been placed for approval of the Members as an Ordinary Resolutions.

"May I request Members present to propose and second the resolution as an Ordinary Resolution."

<u>Mr. Manoj Kumar: Authorised representative of SIFL</u>

I Manoj Kumar, authorized representative of SIFL propose the ordinary business agenda number 01.

<u>Mr. Syed Faisal Aquil: Member</u>

I Syed Faisal Aquil, member, second the proposal

<u>Mr. SharadKumar Bhatia: Chairman & Independent Director</u>

Thank You. Now I request the members to conduct the vote, please.

All the members have voted in favour and the resolution is passed unanimously.

Resolution No. 2:<u>Re-appointment of Mr. Hardayal Prasad (DIN: 08024303), as Director of the Company liable to retire by rotation:</u>

With your permission, I now move Resolution No. 2 of the notice with respect to Re-appointment of Mr. Hardayal Prasad (DIN: 08024303), as Director of the Company liable to retire by rotation for approval as an Ordinary Resolution.

*"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Hardayal Prasad (DIN: 08024303), as a Director of the Company, liable to retire by rotation."*

"May I request Members present to propose and second the resolution as an Ordinary Resolution."

<u>Ms. Samita Lahiri : Member</u>

I Samita Lahiri, member, propose the ordinary business agenda number 02

<u>Mr. Gajendra Singh: Member</u>

I Gajendra Singh, member, second the proposal

<u>Mr. SharadKumar Bhatia: Chairman & Independent Director</u>

Thank You. Now I request the members to conduct the vote, please.
All the members have voted in favour and the resolution is passed unanimously.

Resolution No. 3: **<u>Appointment of Mr. Kapil Kalra as the Chief Executive Officer ("CEO") and Manager of the Company and fixation of his remuneration:</u>**

With your permission, I now move Resolution No. 3 of the notice namely Appointment of Mr. Kapil Kalra as the Chief Executive Officer ("CEO") and Manager of the Company and fixation of his remuneration for approval as a Special Resolution.

*"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("**the Act**"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other consents and permission(s), if any as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Kapil Kalra, as Chief Executive Officer ("CEO") and Manager of the Company for the period of 3 years with effect from 15th September' 2025 on such remuneration and terms and conditions, which is set out in explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Kapil Kalra.*

***RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deed and things and take such steps as may be necessary, proper or expedient to give effect to this resolution including filing of necessary forms / returns with the Registrar of Companies, Kolkata, West Bengal."*

"May I request Members present to propose and second the resolution as an Special Resolution."

Mr. Manoj Kumar: Authorised representative of SIFL

I Manoj Kumar, authorized representative of SIFL propose the special business agenda number 03.

Mr. Subir Roy Chowdhury: Members

I Subir Roy Chowdhury, member, second the proposal

Mr. SharadKumar Bhatia: Chairman & Independent Director

Thank You. Now I request the members to conduct the vote, please.

All the members have voted in favour and the resolution is passed unanimously.

Since there is no other business to transact, I declare the meeting closed.

I thank you personally and on behalf of your Board of Directors for sparing your valuable time to attend this meeting.

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