



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.sreiequipment.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 **Wednesday, 27th November, 2019 at 10.30 a.m. at the Registered Office of the Company 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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and rules framed thereunder, and upon the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of M/s. L. B. Jha & Co., Chartered Accountants, having Firm Registration No. 301088E allotted by The Institute of Chartered Accountants of India (ICAI), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. G. P. Agrawal & Co., Chartered Accountants, having Firm Registration No. 302082E allotted by ICAI;

RESOLVED FURTHER THAT M/s. L. B. Jha & Co., Chartered Accountants, having Firm Registration No. 301088E allotted by ICAI, be and is hereby appointed as the Statutory Auditors of the Company to hold office from 10th November, 2019 till the conclusion of the 14th (Fourteenth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Statutory Auditors and the Board of Directors or any Committee thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby 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 Director(s) or any Key Managerial Personnel (KMPs) of the Company.”

NOTES:

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('THE MEETING' OR 'EGM') 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 10.30 a.m. on Monday, 25th November, 2019. 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 each 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.sreiequipment.com and may be accessed by the Members.

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

Dated: 9th November, 2019
Place: Kolkata

Sd/-
Ritu Bhojak
Company Secretary
FCS 8532

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Members of the Company at the 13th Annual General Meeting held on 27th June, 2019 had approved the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants, having Firm Registration No. 302082E allotted by The Institute of Chartered Accountants of India (ICAI) as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of the 13th (Thirteenth) Annual General Meeting till the conclusion of the 18th (Eighteenth) Annual General Meeting of the Company.

In view of the Company entering into a Business Transfer Agreement dated 16th August, 2019 relating to transfer of the Lending Business, Interest Earning Business & Lease Business together with associated employees, assets and liabilities of Srei Infrastructure Finance Limited to the Company resulting in significant increase in the audit work requiring substantially higher manpower and partners' time for audit, M/s. G. P. Agrawal & Co., Chartered Accountants had tendered their resignation as the Statutory Auditors of the Company w.e.f. 10th November, 2019, since the strength of their audit team is not adequate to take up such increased work load. This had resulted in a casual vacancy in the office of the Auditors of the Company w.e.f. 10th November, 2019, as per Section 139(8) of the Companies, Act, 2013. The Audit Committee and the Board of Directors of the Company at their respective meetings held on 9th November, 2019 had accepted the resignation tendered by M/s. G. P. Agrawal & Co., Chartered Accountants. Intimation of the said resignation was made to the stock exchanges, i.e. BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) on 9th November, 2019.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board of Directors of the Company within a period of 30 (thirty) days and such appointment shall also be approved by the Members of the Company within 3 (three) months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and confirmation received from M/s. L. B. Jha & Co., Chartered Accountants, having Firm Registration No. 301088E allotted by ICAI, on their eligibility, the Board recommends to the Members for the appointment of M/s. L. B. Jha & Co., Chartered Accountants, as the Statutory Auditors of the Company w.e.f. 10th November, 2019 to fill the casual vacancy caused by the resignation of M/s. G. P. Agrawal & Co., Chartered Accountants, and to hold the office of the Statutory Auditors up to the conclusion of the 14th (Fourteenth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Statutory Auditors and the Board of Directors or any Committee thereof.

M/s. L. B. Jha & Co., Chartered Accountants was established in 1934 and it offers a wide range of professional services from 3 (three) offices in India. It has 7 (seven) partners and a team of over 23 (Twenty Three) Chartered Accountants, MBAs, Engineers, Company Secretaries and Cost Accountants with long experience. M/s. L. B. Jha & Co., Chartered Accountants has experience in the financial sector wherein they have been the Statutory Auditors of Peerless Fund Management

Company Limited, United Credit Limited, J Thomas Finance Private Limited and other various Non-Banking Financial Companies.

M/s. L. B. Jha & Co., Chartered Accountants meets the eligibility, qualifications and other requirements of the Auditors as specified in the Companies Act, 2013 and a certificate to this effect has also been furnished by them along with their consent to hold office as the Statutory Auditors of the Company. Further, M/s. L. B. Jha & Co., Chartered Accountants has also provided a certificate to the effect that their appointment as the Statutory Auditor of the Company, if made, would be within the limit prescribed under Section 141 of the Companies Act, 2013. M/s. L. B. Jha & Co., Chartered Accountants has also furnished the peer review certificate issued to them by The Institute of Chartered Accountants of India (ICAI).

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

None of the Directors or Key Managerial Personnel (KMPs) of the Company 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: 9th November, 2019
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 **Wednesday, 27th November, 2019 at 10.30 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 M/s L. B. Jha & Co., Chartered Accountants, having Firm Registration No. 301088E allotted by The Institute of Chartered Accountants of India (ICAI), as Statutory Auditors.		

Signed this day of 2019.

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.



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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 Wednesday, 27th November, 2019 at 10.30 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 Extra-ordinary General Meeting

