



**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 **Thursday, 16th April, 2020 at 11:00 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 **Special 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 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, 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. Shyamalendu Chatterjee (holding DIN 00048249), who was appointed as an Additional Director (Category – Independent Director) of the Company with effect from 2nd April, 2020 and who holds office upto the date of 14th Annual 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 second term of 5 (five) consecutive years w.e.f. 2nd April, 2020;

**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. Shyamalendu Chatterjee 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 14th April, 2020. 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.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. Shyamalendu Chatterjee (DIN 00048249) is being proposed to be appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 2nd April, 2020. 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. Shyamalendu Chatterjee (DIN: 00048249)</b>
Date of Birth	24.12.1946 (73 Years)
Date of Appointment	02.04.2020  (Additional Director)  (Category: Independent)  Mr. Shyamalendu Chatterjee was earlier appointed as an Independent Director of the Company and his first tenure as an Independent Director completed on 17th May, 2019.
Expertise in specific functional areas	Mr. Shyamalendu Chatterjee is a seasoned professional, he has over 45 years of experience in retail, commercial, investment banking and NBFC. Associated with the State Bank of India for 26 years, he has had extensive exposure in international banking at SBI, London as well as the Chief Representative in Washington DC, having worked closely with IFC, World Bank and IMF. He was the Executive Director with Axis Bank (formerly UTI Bank) wherein he was instrumental in developing the bank's business model and strong business processes, enabling it to evolve into a leading player in the industry. He has been associated with Srei in various capacities for developing business, audit, compliance, HR & IT processes as well as risk management. In addition, he has also served as a Member of the Board of Directors of Nabil Bank, Nepal. Mr. Shyamalendu Chatterjee is presently an Independent Director on the Board of Directors of the holding Company namely, Srei Infrastructure Finance Limited.
Qualification	B. A (Hons.) (Arts)
List of outside Directorships held	<ul style="list-style-type: none"> <li>• Emami Paper Mills</li> <li>• Srei Infrastructure Finance Limited</li> <li>• Srei Capital Markets Limited</li> </ul>
Chairman/Member of the Committees of Board of Directors of the Company	Nil
Chairman/Member of the Committees of Board of Directors of other Indian Public Limited Companies	

Name of Director	Mr. Shyamalendu Chatterjee (DIN: 00048249)
in which he is a Director –  a) Audit Committee  b) Stakeholders’ Relationship Committee  c) Nomination and Remuneration Committee  d) Corporate Social Responsibility Committee	2 (Chairman – 1) <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited (Chairman)</li> <li>• Emami Paper Mills Limited</li> </ul> 1 (Chairman – 1) <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited (Chairman)</li> </ul> 1 (Chairman – 1) <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited (Chairman)</li> </ul> 1 (Chairman – Nil) <ul style="list-style-type: none"> <li>• Srei Infrastructure Finance Limited</li> </ul>
Shareholding in the Company	Nil
Relationship with other Directors, Managers and KMPs	Nil
No. of Board Meetings attended during Financial Year 2019-20 [out of 8 (eight) held]	1 (one) (attended during his first tenure as Independent Director)
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	

Name of Director	Mr. Shyamalendu Chatterjee (DIN: 00048249)
last drawn ➤ FY 2018-19 ➤ FY 2019-20	Rs. 15,10,000 (Rupees Fifteen Lacs Ten Thousand only) (Sitting Fees) Rs. 2,05,000 (Rupees Two Lacs Five Thousand only) (Sitting Fees)  (The aforesaid remuneration was paid during his first tenure as Independent Director and disclosed in Annual Report)  Mr. Shyamalendu Chatterjee 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**

Dated: 2nd April, 2020  
Place: Kolkata

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

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

### **Item No. 1**

Mr. Shyamalendu Chatterjee is a seasoned professional, he has over 45 years of experience in retail, commercial, investment banking and NBFC. Associated with the State Bank of India for 26 years, he has had extensive exposure in international banking at SBI, London as well as the Chief Representative in Washington DC, having worked closely with IFC, World Bank and IMF. He was the Executive Director with Axis Bank (formerly UTI Bank) wherein he was instrumental in developing the bank's business model and strong business processes, enabling it to evolve into a leading player in the industry. He has been associated with Srei in various capacities for developing business, audit, compliance, HR & IT processes as well as risk management. In addition, he has also served as a Member of the Board of Directors of Nabil Bank, Nepal. Mr. Shyamalendu Chatterjee is presently an Independent Director on the Board of Directors of the holding Company namely, Srei Infrastructure Finance Limited.

Mr. Shyamalendu Chatterjee was appointed as an Additional Director (Category: Independent Director) of the Company w.e.f. 2nd April, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds office as such upto the date of the forthcoming Annual General Meeting of the Company. Mr. Shyamalendu Chatterjee had earlier been associated with the Company as an Independent Director during the period till 17th May, 2020.

Accordingly, in view of the extensive & rich experience of Mr. Shyamalendu Chatterjee, and considering the best interests of the Company, it is proposed to appoint him as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 2nd April, 2020.

The Company has received from Mr. Shyamalendu Chatterjee (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-202002-007531, 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. Shyamalendu Chatterjee 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. Shyamalendu Chatterjee as an Independent Director setting out the terms and conditions would be 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. Shyamalendu Chatterjee 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 (the Act) proposing the candidature of Mr. Shyamalendu Chatterjee for appointment as an Independent Director of the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

Mr. Shyamalendu Chatterjee 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. Shyamalendu Chatterjee are given at Note 10 of this EGM Notice.

None of the Directors or Key Managerial Personnel (KMPs) of the Company, except Mr. Shyamalendu Chatterjee, 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: 2nd April, 2020  
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 **Thursday, 16th April, 2020 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. Shyamalendu Chatterjee (holding DIN 00048249) as an Independent Director of the Company.		

Signed this ..... day of ..... 2020.

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

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

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

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

Affix Revenue Stamp
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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 Thursday, 16th April, 2020 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

