



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 **Friday, 25th September, 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 a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 62(3) and other applicable provisions, if any, of the Companies Act, 2013, in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to such conditions or modifications which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any authorised Committee of the Board) consent of the shareholders of the Company be and is hereby accorded for the Company to create, issue, offer and allot its fully paid up Equity shares along with voting rights to each of the Lenders (as defined below) on such terms and conditions as set forth in the Rupee Facility Agreement and other financing documents to be executed pursuant to the Rupee Facility Agreement (“Financing Documents”) which shall be effective from the date of the Rupee Facility Agreement;

RESOLVED FURTHER THAT in accordance with the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to the terms and conditions contained in the Rupee Facility Agreement and other Financing Documents, on such terms and conditions to provide, *inter alia*, for an option to the Lenders, effective from the date of the Rupee Facility Agreement, to convert the whole or part of the outstanding portion of the Facility as given hereunder (“Facility”) of the Company (whether then due or payable or not) under the Rupee Facility Agreement into Equity shares of the Company at such valuation as may be done by the Lenders from an independent valuer of repute and in the manner specified in the notice in writing to be given by the Lenders to the Company (the “Notice of Conversion”) and in accordance with the following conditions:

- (i) the conversion right as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Facility on the happening of the event specified above after providing a notice of 10 (ten) days;
- (ii) on receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up Equity shares to the Lenders as from the date of conversion of the part of the Facility so converted;

(iii) the part of the Facility so converted shall cease to carry interest as from the date of conversion and the Facility shall stand correspondingly reduced. Upon such conversion, the Repayment Installments payable under the Facility after the date of conversion as per the Rupee Facility Agreement shall stand reduced proportionately by the amounts of the Facility so converted. The Equity shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said Equity shares shall rank pari passu with the existing Equity shares of the Company in all respects. The Company undertakes to increase its Authorised share capital from time to time as may be required by the Lenders in this respect;

DETAILS OF THE LENDER AND THE FACILITY

Sr. No.	Name of Lender and Lending Office	Facility (amount in Rupees Crores)
1	Axis Bank Limited Address: Corporate Banking Branch, 3rd Floor, AC Market Building, 1, Shakespeare Sarani, Kolkata-700 071 Attention: CBB Kolkata Branch Head Tel: +91-33-6701 4453	250

RESOLVED FURTHER THAT the Board be and are hereby authorized to issue and allot to Lenders, such number of Equity shares for conversion of the said portion of the Facility as may be desired by the Lenders;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Equity shares and the utilisation of the issue proceeds as per the terms with the Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may suo motu decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including to settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees, commission and incur expenses in relation thereto;

RESOLVED FURTHER THAT copies of the aforesaid resolutions, certified to be true, be furnished to the Lenders and the Lenders be requested to act thereon.”

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 23rd September, 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 the item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. 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.
4. 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.
5. 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.

6. 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.
7. The Notice of the Meeting is uploaded on the Company’s website at www.srei.com and may be accessed by the Members.

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



Ritu Bhojak
Company Secretary
FCS 8532

Dated: 12th September, 2020
Place: Kolkata

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company shall be availing a loan facility from Axis Bank Limited (Axis Bank) for an amount of Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) pursuant to the Rupee Facility Agreement (Agreement) and other Financing Documents. GuarantCo Ltd has, at the request of the Company, agreed to provide an unconditional and irrevocable guarantee to Axis Bank in connection with the Company's payment obligations of principal and interest under the Rupee Facility Agreement. The proposed loan amount is within the overall borrowing limits of Rs. 60,000 Crores (Rupees Sixty Thousand Crores only) of the Company as per the provisions of Section 180(1)(c) of the Companies Act, 2013 that has been approved earlier by the Members of the Company vide Special Resolution at the Extra-ordinary General Meeting (EGM) held on 20th January, 2018. Pursuant to availing this loan facility, the Company is required to pass a Special Resolution pursuant to Section 62(3) of the Companies Act, 2013 to enable Axis Bank (and its novatees, transferees and assigns) to convert outstanding loans availed by the Company into Equity shares of the Company upon an event of default by the Company in terms of the said Agreement.

Accordingly, the approval of the Members of the Company is being sought by way of passing a Special Resolution as per the provisions of Section 62(3) of the Companies Act, 2013 to enable Axis Bank (and its novatees, transferees and assigns), to convert the whole or part of the outstanding loan facility into Equity shares of the Company, at the option of the Lenders, on such terms and conditions as contained in the Rupee Facility Agreement, and at a price to be determined mutually between the Company and the Lenders.

The Directors, therefore, recommend the Resolution to be passed as a Special 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**



Ritu Bhojak
Company Secretary
FCS 8532

Dated: 12th September, 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 **Friday, 25th September, 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
Special Business			
1.	Approval for conversion of loan facility from Axis Bank Limited into Equity shares of the Company upon event of default		

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

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 Friday, 25th September, 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
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