

Before the National Company Law Tribunal
Kolkata Bench
Company Application (CAA) No.1492/KB/2020

In the Matter of the Companies Act, 2013 - Section 230(1)
And

In the Matter of:

Srei Equipment Finance Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U70101WB2006PLC109898 and its registered office at Vishwakarma, 86C, Topsia Road, Kolkata 700 046.

. Applicant Company

NOTICE CONVENING MEETING OF PDI HOLDERS OF SREI EQUIPMENT FINANCE LIMITED COVERED UNDER THE PROPOSED SCHEME OF ARRANGEMENT

To,
The PDI Holders of Srei Equipment Finance Limited

Srei Equipment Finance Limited, the Applicant Company abovenamed ("**SEFL**") has proposed a Scheme of Arrangement with its Creditors under Section 230 and other applicable provisions of the Companies Act, 2013 ("**Scheme**" or "**Scheme of Arrangement**"). The said Scheme contemplates arrangement with Creditors of SEFL covered under and as defined in Part II of the Scheme including the Secured Debenture Holders, the Unsecured Debenture Holders, the Secured ECB Lenders, Unsecured ECB Lenders, PDI Holders and Individual Debenture Holders. The said Scheme is a natural consequence of the First Scheme (as defined under Part II of the Scheme) that SEFL has proposed with its banks and financial institutions.

NOTICE is hereby given that by an Order dated 30th December 2020, the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**") has directed inter alia, a meeting of the PDI Holders of SEFL (whose names are appearing in Schedule V of the Scheme) to be held for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme. The names of the PDI Holders of SEFL who are covered under Part III of the proposed Scheme of Arrangement and who are eligible to attend and vote at the meeting will appear from Schedule V of the said Scheme of Arrangement enclosed here with this Notice convening Meeting.

In view of the ongoing COVID-19 pandemic and related social distancing norms and in pursuance of the said order, and as directed therein, **further notice** is hereby given that a meeting of the PDI Holders of SEFL (whose names are appearing in Schedule V of the Scheme) will be held virtually through Video conferencing or other Audio-visual means ("**VC/OAVM**") at "The Westin", International Financial Hub, CBD/II Action Area II, New Town, Kolkata 700 156 on Saturday, 10th July, 2021 at 11:30 AM to consider, and, if thought fit, to pass the following resolution for approval of the Scheme by requisite majority as prescribed under the provisions of the Companies Act, 2013:-

"RESOLVED THAT pursuant to the provisions of Section 230 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the sanction of the Kolkata Bench of the Hon'ble National Company Law Tribunal ("**Tribunal**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the Scheme of Arrangement of Srei Equipment Finance Limited ("**SEFL**") contemplated with its PDI Holders covered under Part III of the Scheme presented in Company Application (CAA) No.1492/KB/2020 filed by SEFL before the Hon'ble Tribunal, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of SEFL (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper.”

In terms of the said Order dated 30th December 2020 of the Hon’ble Tribunal and in accordance with Section 230(4) of the Companies Act, 2013 read with the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and the Companies (Management and Administration) Rules, 2014, the PDI Holders of SEFL shall have the facility of voting on the resolution for approval of the Scheme by casting their votes through Online Poll/e-voting facility available at the said meeting held virtually through VC/OAVM on Saturday, 10th July 2021 at 11:30 AM. In case of a Body Corporate, being a PDI Holder of the Applicant Company, opting to attend and vote at the meeting, as aforesaid, through its authorised representative, such Body Corporate may do so provided a certified copy of the resolution of its Board of Directors or other governing body authorising such representative to attend and vote at the meeting on its behalf along with the specimen signature of such representative is emailed to the Applicant Company, not later than 48 (forty eight) hours before the time for holding the meeting at secretarial@srei.com. No proxies shall be allowed since meeting shall be attended virtually by the PDI Holders.

TAKE FURTHER NOTICE that you shall have the facility of voting on the resolution for approval of the Scheme by casting your votes through Online Poll/e-voting facility available at the said meeting on 10th July 2021 at 11:30 AM upon voting being announced by the Chairperson appointed for the said meeting by the Hon’ble Tribunal.

Take note that in case PDI Holders cast votes by both, Online Poll and e-voting modes, then voting done through Online Poll shall prevail and voting done by e-voting will be treated as invalid. The Applicant Company has appointed Karvy FinTech Private Limited (<https://evoting.karvy.com>) to provide the e-voting facility to the PDI Holders, as aforesaid.

The Hon’ble Tribunal has appointed Mr. Samik Kanti Chakraborty, Advocate, to be the Chairperson of the said meeting of the PDI Holders of SEFL and Ms. Madhuri Pandey, ACS, Practicing Company Secretary (Membership Number: ACS 55836/Certificate of Practice No. 20723), to be the Scrutinizer for the said meeting.

A copy each of the said Scheme of Arrangement; attendance slip; Online Poll Paper; Explanatory Statement pursuant to Section 230(3) of the Companies Act, 2013 along with all annexures to such statement are enclosed herewith.

The votes cast by the PDI Holders (whose names are appearing in Schedule V of the Scheme) shall be reckoned with reference to 30th November, 2020 (“**Relevant Date**”).

The Chairperson shall declare results of the meeting after submission of the report of the Scrutiniser to him upon conclusion of the meeting and submit his report on the meeting before the Hon’ble Tribunal accordingly.

The abovementioned Scheme of Arrangement, if approved at the aforesaid meeting, will be subject to the subsequent sanction of the Hon’ble Tribunal.

Dated: 9th June 2021

Sd/-
Samik Kanti Chakraborty
Advocate
Chairperson appointed for the Meeting of the
PDI Holders of SEFL

Drawn on behalf of Applicant by
Srei Equipment Finance Limited
Vishwakarma, 86C, Topsia Road, Kolkata 700 046

NOTES FOR MEETING OF THE PDI HOLDERS OF SREI EQUIPMENT FINANCE LIMITED ("SEFL")

1. Only PDI Holders whose names appear in Schedule V of the proposed Scheme may attend through their authorised representative at the said meeting of the PDI Holders. This notice is being despatched to the PDI Holders (whose names are appearing in Schedule V of the Scheme) only. Kindly refer to Schedule V of the Scheme enclosed herewith to confirm eligibility of the PDI Holders to attend and vote.
2. Where a body corporate authorises any person to act as its representative at a meeting, a copy of the resolution of the Board of Directors or other governing body of such body corporate authorising such person to act as its representative at such meeting and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be emailed to SEFL at secretarial.sefl@srei.com.
3. PDI Holders attending the meeting either personally or through authorized representative are requested to complete and email the attendance slip to the Company at secretarial.sefl@srei.com at the time of joining the link for attending the meeting virtually.
4. Since, the meeting is being held through VC/OAVM, **physical attendance of the PDI Holders at the venue of the meeting is dispensed with.**
5. Since the Meeting will be held virtually through VC/OAVM, as aforesaid, route map is not attached to this Notice and the deemed venue of the Meeting shall be deemed to be "The Westin", International Financial Hub, CBD/II Action Area II, New Town, Kolkata 700 156.
6. It is hereby clarified that it is mandatory for PDI Holders to vote using the Online Poll/e-voting facility only, subject to compliance with the instructions for Online Poll/e-voting.
7. In case of any queries relating to the meeting, the PDI Holders can send a request to SEFL at secretarial.sefl@srei.com.
8. Upon the link being created for the meeting and login credentials being generated by Karvy FinTech Private Limited, voting instructions shall be intimated to the PDI Holders separately by way of a separate email at least 5 (five) days before the date of meeting.
9. While exercising votes through Online poll, upon voting process being announced by the Chairperson on 10th July 2021 at 11:30 AM, the PDI Holders are required to fill up the details as provided in the attached Online Poll paper and email the same to the Scrutiniser at pandey.madhu4@gmail.com.
10. In case the PDI Holders cast their votes by both online poll and remote e-voting, then voting done through online poll shall prevail and voting done by remote e-voting will be treated as invalid.
11. Voting through online poll by PDI Holders for the meeting shall be considered only upon submission of the attached Online Poll paper (in PDF version) at aforesaid email address pandey.madhu4@gmail.com before conclusion of the meeting
12. The Chairperson shall declare results of the meeting after submission of the report of the Scrutiniser to him upon conclusion of the meeting to the Hon'ble Tribunal and submit his report on the meeting before the Hon'ble Tribunal accordingly. The result shall be posted on the website of SEFL at www.srei.com.
13. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the PDI Holders at the registered office of SEFL as mentioned in the Explanatory Statement.