

## Notice of the Extra-Ordinary General Meeting

To  
**The Members,  
Statutory Auditors,  
Directors,  
Debenture Trustees**

NOTICE is hereby given that the Extra-Ordinary General Meeting of FY 02/2023-2024 ("**Meeting**") of the members of Si Creva Capital Services Private Limited (the "**Company**") will be held at a shorter notice on Monday, May 22, 2023, at 02:30 p.m. (IST) at the registered office of the Company situated at 10th Floor, Tower 4, Equinox Park, LBS Marg, Kurla West Mumbai 400070, Maharashtra, India to transact the following special business:

### Item No: 1

**To approve the appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company for a period of 5 (five) years.**

To consider and, if thought fit, to pass, with or without modification, the following resolution unanimously:

### "RESOLVED THAT

#### A. pursuant to:

1. the provisions of sections 149, 152, Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India ("**Act**"),
2. regulations issued by the Reserve Bank of India ("**RBI**"),
3. the Memorandum and Articles of Association of the Company,
4. the declaration pertaining to the criteria of independence as provided under Section 149 of the Act, for a term of 5 (five) consecutive years w.e.f. from May 22, 2023, to May 21, 2028,
5. declaration and undertaking by Director and declaration of fit and proper under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016,
6. consent for appointment as director of the Company in the prescribed form DIR-2, declaration of disqualification in the prescribed form DIR-8 under section 164 of the Act, and declaration of interest in the prescribed form MBP-1 under section 184 of the Act, furnished by Mr. Mohindar Kumar (DIN: 08444706);
7. recommendation of the members of Nomination and Remuneration Committee at its meeting held on May 22, 2023, and
8. recommendation of the board of directors of the Company ("**Board**") at its meeting held on May 22, 2023, and

#### B. subject to regulatory approvals, if any;

the approval of the members of the Company be and is hereby accorded for appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided under Section 149 of the Act, for a term of 5 (five) consecutive years w.e.f. from May 22, 2023, to May 21, 2028.

**RESOLVED FURTHER THAT** Mr. Krishnan Vishwanathan, CEO & Managing Director of the Company,

#### Si Creva Capital Services Private Limited

Registered Office Address – 10th Floor, Tower 4, Equinox Park, LBS Marg, Kurla (West),  
Mumbai – 400070 Maharashtra, India

CIN – U65923MH2015PTC266425

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and Mr. Ranvir Singh, Director of the Company, be and are hereby severally authorized to sign, execute and do all necessary things to give effect to this resolution, and also authorized to affix the digital signature certificate, including but not limited to the filing of the necessary e-form DIR-12 with the Registrar of Companies, Mumbai and to modify the statutory registers of the Company.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

By the order of the Board  
**Si Creva Capital Services Private Limited**

**Krishnan Vishwanathan**  
**CEO & Managing Director**  
**DIN: 07191366**  
**A-24, Kalpataru Habitat CHS,**  
**Dr. S.S. Rao Road, Parel,**  
**Mumbai 400012, Maharashtra, India**

**Date: May 22, 2023**  
**Place: Mumbai**

**Notes:**

1. The Extra-Ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 (the “Act”) with the consent given in writing/by electronic mode by majority in number of members entitled to vote and who represent not less than 95 % (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at the Meeting. The members are requested to sign the enclosed consent for shorter notice to attend the Extra-Ordinary General Meeting and send it to the Company.
2. A MEMBER ENTITLED TO ATTEND THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF / HERSELF, AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION.
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) 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 a proxy for any other person or member.
4. The explanatory statement as required under Section 102(1) of the Act in respect of special business is annexed hereto and forms an integral part of the Notice.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company.
6. Route map and prominent landmark for easy location of the venue of the Extra-Ordinary General Meeting.



Prominent landmark: Equinox Business Park, LBS Road, Kurla West

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## EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

**Item No. 1 – To approve the appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company for a period of 5 (five) years.**

The Board of Directors of the Company at its meeting held on May 22, 2023, had recommended the appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company for a term of 5 (five) years commencing from May 22, 2023, to May 21, 2028, subject to the approval of the members of the Company.

In the opinion of the Board Mr. Mohindar Kumar (DIN: 08444706) fulfills the conditions specified in the Act for his appointment as an Independent Director of the Company and he is independent of the Management and is not disqualified to become Director under the Companies Act, 2013, read with the rules framed thereunder, including any amendments thereto (“Act”). The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board has recommended the appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director for a term of 5 (five) consecutive years commencing from May 22, 2023, to May 21, 2028.

The Company has received the following documents from Mr. Mohindar Kumar (DIN: 08444706);

- i. Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164(1) or 164(2) and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;
- iii. Declaration that he meets the criteria of independence as provided under section 149 of the Act.

The brief profile of Mr. Mohindar Kumar (DIN: 08444706) pursuant to the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is given in Annexure 1 to the Notice of extra-ordinary general meeting.

The terms & conditions of his appointment and documents mentioned in points (i), (ii) and (iii) hereinabove, shall be open for inspection by the members of the Company at the registered office of the Company from the time of dispatch of this Notice until the time of commencement of this extra-ordinary general meeting of the Company.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board at its meeting held on May 22, 2023, has approved the aforesaid business item and recommends the adoption of the resolution as set out in item no. 1 of the Notice with unanimous consent.

## Annexure 1

Details as required to be furnished under the Secretarial Standard-2, para 1.2.5

<b>Name of the Director</b>	Mrs. Mohindar Kumar		
DIN	08444706		
Date of Birth	02/04/1955		
Age	68 years		
Qualifications	B. Com., CAIIB		
Nationality	Indian		
Experience	He had a career spanning over 32+ years in 6 offices of RBI, of which he worked in financial system for 25 years with leadership role for 19 years in all the segments of financial system with very rich experience in regulation, supervision and on-site inspections of Commercial Banks and Non-Banking Finance Companies (NBFCs).		
Terms and conditions of appointment /re-appointment	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years.		
Date of first appointment on the Board	May 22, 2023		
Shareholding in the Company	Nil		
List of Directorships held in other Companies	Director in two NBFCs: 1. Crest Ventures Limited 2. Crest Capital and Investment Private Limited		
Committee chairmanship/ membership in other Companies	<b>Nature of Committee</b>	<b>Chairman/ Member</b>	<b>Name of the Companies</b>
	Audit Committee	Member	Crest Ventures Ltd.
	Nomination and Remuneration Committee	Member	Crest Ventures Ltd.
	Stakeholders' Relationship Committee	Member	Crest Ventures Ltd.
	Corporate Social Responsibility Committee	Member	Crest Ventures Ltd.
	Management Committee	Member	Crest Ventures Ltd.
	Risk Management Committee	Chairman	Crest Ventures Ltd.

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	Asset Liability Management Committee	Member	Crest Ventures Ltd.
	Debenture Fund Raising Committee	Member	Crest Ventures Ltd.

By the order of the Board  
**Si Creva Capital Services Private Limited**

**Krishnan Vishwanathan**  
**CEO & Managing Director**  
**DIN: 07191366**  
**A-24, Kalpataru Habitat CHS,**  
**Dr. S.S. Rao Road, Parel,**  
**Mumbai 400012, Maharashtra, India**  
**Date: May 22, 2023**  
**Place: Mumbai**

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**FORM NO. MGT - 11  
PROXY FORM**

**(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the  
Companies (Management and Administration) Rules, 2014)**

<b>Name of the Members</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No. /DP ID &amp; Client ID*</b>	

\*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of Si Creva Capital Services Private Limited, hereby appoint:

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	

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	Signature: _____
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as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the FY 02/2023-2024 Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Monday, May 22, 2023, at 02:30 p.m. (IST) at the registered office of the Company situated at 10th Floor, Tower 4, Equinox Park, LBS Marg, Kurla West Mumbai 400070, Maharashtra, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
<b>Special Business.</b>			
1	To approve the appointment of Mr. Mohindar Kumar (DIN: 08444706) as an Independent Director of the Company for a period of 5 (five) years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix  
Revenue  
Stamp

**Note:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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**ATTENDANCE SLIP**

Extra-Ordinary General Meeting of the Company of FY 02/2023-2024 to be held at a shorter notice on Monday, May 22, 2023, at 02:30 p.m. (IST) at the registered office of the Company situated at the 10<sup>th</sup> Floor, Tower 4, Equinox Park, LBS Marg, Kurla West Mumbai 400070, Maharashtra, India

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra-Ordinary General Meeting of the Company of 02/2023-2024 to be held on Monday, May 22, 2023, at 02:30 p.m. (IST) at the registered office of the Company situated at the 10th Floor, Tower 4, Equinox Park, LBS Marg, Kurla West Mumbai 400070, Maharashtra, India

Member's / Authorized Representative \_\_\_\_\_

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint member(s) may obtain additional attendance slip at the venue of the Meeting.

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