



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 02/2024-2025 ("**Meeting**") of the members of Si Creva Capital Services Private Limited (the "**Company**") will be held at a shorter notice on Friday, May 31, 2024, at 02:00 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 Dr. Deepali Pant Joshi (DIN: 07139051) 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 as a **special resolution**:

"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**") and in accordance with the Memorandum and Articles of Association of the Company;
3. recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company ("**Board**") and of the Board at its respective meetings held on May 31, 2024;
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 31, 2024 to May 30, 2029;
5. declaration and undertaking by Director and declaration of fit and proper under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023,
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 Dr. Deepali Pant Joshi and placed before the meeting, duly initialed by the Chairman for purpose of identification:

B. subject to regulatory approvals, if any;

consent of the members of the Company, be and is hereby accorded to the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company for a period of 5 (five) years, with effect from May 31, 2024 to May 30, 2029.

RESOLVED FURTHER THAT Mr. Krishnan Vishwanathan, CEO & Managing Director of the Company, and Mr. Ranvir Singh, Whole-time 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

Si Creva Capital Services Private Limited

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Mumbai – 400070 Maharashtra, India

CIN – U65923MH2015PTC266425

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e-form DIR-12 with the Registrar of Companies, Mumbai and to modify the statutory registers of the Company.

RESOLVED FURTHER THAT Mr. Krishnan Vishwanathan, CEO & Managing Director of the Company, and Mr. Ranvir Singh, Whole-time Director 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

Ranvir Singh
Whole-time Director
DIN: 06673951

10th Floor, Tower 4, Equinox Park, LBS Marg,
Kurla West Mumbai 400070, Maharashtra, India

Date: May 31, 2024

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.

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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 Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company for a period of 5 (five) years.

The Nomination and Remuneration Committee of the Board of Directors of the Company (“Board”) and the Board at its respective meetings held on May 31, 2024, had recommended the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company for a term of 5 (five) years commencing from May 31, 2024, to May 30, 2029, subject to the approval of the members of the Company.

In the opinion of the Board, Dr. Deepali Pant Joshi (DIN: 07139051) fulfills the conditions specified in the Act for her appointment as an Independent Director of the Company and she 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 her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board has recommended the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director for a term of 5 (five) consecutive years commencing from May 31, 2024, to May 30, 2029.

The Company has received the following documents from Dr. Deepali Pant Joshi (DIN: 07139051);

- 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) and 164(2) and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified to become a Director under the Act;
- iii. Declaration that she meets the criteria of independence as provided under section 149 of the Act.

The brief profile of Dr. Deepali Pant Joshi (DIN: 07139051) 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 her 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 31, 2024, 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

Name of the Director	Dr. Deepali Pant Joshi		
DIN	07139051		
Date of Birth	12/12/1957		
Age	66 years		
Qualifications	Ph.D. in Finance & Economics		
Nationality	Indian		
Experience	She is a retired Executive Director of the Reserve Bank of India (RBI), a renowned development economist, and an accomplished writer on economic subjects. Having joined the RBI in 1981, she brings over 40 years of rich experience. She also served as the RBI nominee on the Governing Council of the Institute of Banking Personnel Selection (IBPS) and as a Director on the Board of Bharatiya Reserve Bank Note Mudran Private Limited (BRBNMPL).		
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 31, 2024		
Shareholding in the Company	Nil		
List of Directorships held in other Companies	<ol style="list-style-type: none"> 1. Aurobindo Pharma Limited 2. TVS Motor Company Limited 3. Ambadi Enterprises Limited 4. Coromandel International Limited 5. Pahal Financial Services Private Limited 6. Kan And More Private Limited 7. Satya Micro Capital Limited 		
Committee chairmanship/ membership in other Companies	Nature of Committee	Chairman/ Member	Name of the Companies
	Audit Committee	Member	Satya Micro Capital Limited
	Nomination and Remuneration Committee	Member	Satya Micro Capital Limited
	Risk Management Committee	Member	Satya Micro Capital Limited
	Audit Committee	Member	Ambadi Enterprises Limited
	Nomination and Remuneration Committee	Member	Ambadi Enterprises Limited
	Risk Management Committee	Member	Ambadi Enterprises Limited

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	Audit Committee	Member	TVS Motor Company Limited
	Nomination and Remuneration Committee	Member	TVS Motor Company Limited
	Nomination and Remuneration Committee	Member	Aurobindo Pharma Limited
	Corporate Social Responsibility Committee	Member	Aurobindo Pharma Limited
	Audit Committee	Chairman	Coromandel International Limited
	Nomination and Remuneration Committee	Chairman	Coromandel International Limited
	Nomination and Remuneration Committee	Chairman	Pahal Financial Services Private Limited
	Corporate Social Responsibility Committee	Chairman	Pahal Financial Services Private Limited

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

Ranvir Singh
Whole-time Director
DIN: 06673951
10th Floor, Tower 4, Equinox Park, LBS Marg,
Kurla West Mumbai 400070, Maharashtra, India
Date: May 31, 2024
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)**

Name of the Members	
Registered address	
E-mail ID	
Folio No. /DP ID & Client ID*	

*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:

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	

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Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the FY 02/2024-2025 Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Friday, May 31, 2024, at 02:00 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
Special Business.			
1	To approve the appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company for a period of 5 (five) years.		

Signed this _____ day of _____ 2024

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 02/2024-2025 to be held at a shorter notice on Friday, May 31, 2024, at 02:00 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

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 02/2024-2025 to be held on Friday, May 31, 2024, at 02:00 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.