

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 03/2023-2024 ("**Meeting**") of the members of Si Creva Capital Services Private Limited (the "**Company**") will be held at a shorter notice on Thursday, June 29, 2023 at 07:30 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 issue, offer and allotment of up to 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures by way of private placement.

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **special resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), or any other regulatory authority in India, and in accordance with the Memorandum and Articles of Association of the Company and pursuant to recommendation of the board of directors of the Company ("**Board**") at its meeting held on June 29, 2023, and the approvals, consents, sanctions, permissions as may be required from any appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the **Board**, the approval of the members be and is hereby accorded for (a) issue and allotment of upto 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures ("**NCDs/Debentures**") at par, denominated in Indian Rupees ("**INR**") each, having a face value of INR 1,00,000 (Indian Rupees One Lakh only) aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crores only) in one or more tranches, at the interest rate of 13.40 % (Thirteen point four zero percent) per annum or such other rate as may be agreed, payable quarterly or at such frequency as may be agreed, and for a period of 24 (Twenty Four) months, with principal payment to be made quarterly, on a private placement basis to Unifi AIF (being the identified person for the purposes of Section 42 of the Act) ("**Investor**") for raising debt for the ongoing business purposes of the Company, and (b) collateralize the amounts to be raised pursuant to the issue of Debentures together with all interest and other charges thereon to be secured (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of certain identified loans/book debts (and/or other assets) of the Company, (ii) guarantee to be provided by OnEMI Technology Solutions Private Limited ("**Guarantor/ Holding Company**"), and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures (the "**Security/Collateral**").

RESOLVED FURTHER THAT any one signatory out of Mr. Krishnan Vishwanathan-CEO and Managing Director of the Company, Mr. Ranvir Singh- Director of the Company, Ms. Shraddha

Si Creva Capital Services Private Limited

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CIN - U65923MH2015PTC266425

Si Creva Capital Services Private Limited | info@sicrevacapital.com | <https://sicrevacapital.com> | [022 48913669](tel:02248913669)

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Patangia-Company Secretary of the Company, Ms. Satya Rishishwar, Senior Manager Legal of the Company, Mr. Sanjay Shamnani- Head of Treasury, Mr. Sooraj Pandey Head of Accounts and Finance, and Mr. Siva Kumar M- State Head Collection (collectively, the "**Authorised Officers**") be and are hereby severally authorised to do such acts, deeds and things as they deem necessary or desirable in connection with the issue, offer and allotment of the Debentures, including, without limitation the following:

- (a) to do all such acts, deeds and things as the Authorised Officers may deem necessary or desirable in connection with the issue, offer and allotment of the Debentures;
- (b) to seek, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- (c) negotiate, approve of and decide the terms of the issue of Debentures and all other related matters;
- (d) approving the debt disclosure document/private placement offer cum application letter (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (e) finalizing the terms and conditions of the appointment of an arranger, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository and such other intermediaries as may be required including their successors and their agents;
- (f) entering into arrangements with the depository in connection with issue of Debentures in dematerialised form;
- (g) creating and perfecting the Security/Collateral as required in accordance with the terms of the Transaction Documents (as defined below) and other form filing required under applicable regulations in relation to the issue, offer and allotment of the Debentures;
- (h) request the Guarantor to provide the guarantee in accordance with the terms of the Transaction Documents;
- (i) finalize the date of allocation and the deemed date of allotment of the Debentures;
- (j) negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures including but not limited to the RBI, SEBI (if so required), the registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest (if applicable) , the Ministry of Corporate Affairs, or any depository, and such other authorities as may be required;
- (k) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures;
- (l) to execute all documents, file forms with the registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest (if applicable), the Ministry of Corporate

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Affairs, or any depository;

- (m) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents;
- (n) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalize, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
 - (i) debt disclosure document/private placement offer cum application letter for the issue, offer and allotment of the Debentures (the "**Disclosure Document**");
 - (ii) debenture certificate for the Debentures (if issued in physical form);
 - (iii) debenture trust deed, debenture trustee agreement, deed of hypothecation, power of attorney, and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures (including any powers of attorney in connection thereto), the guarantee, any payment undertaking, and any other document in relation thereto (collectively, the "**Transaction Documents**");
 - (iv) any other documents required for the purposes of the issue, offer and allotment of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
 - (v) any other document designated as a Transaction Document by the debenture trustee;
- (o) do all acts necessary for the issue, offer and allotment of the Debentures in accordance with the terms set out in the Disclosure Document and the Transaction Documents; and
- (p) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (a) to (q) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures.

RESOLVED FURTHER THAT the Authorized Officers be and are hereby severally authorized to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms with the registrar of companies, the Central Registry of Securitisation Asset Reconstruction and Security Interest (if applicable), the Ministry of Corporate Affairs, or any depository, and other relevant governmental authorities.

RESOLVED FURTHER THAT any one of the Authorized Officers be and are hereby severally authorised to record the name of the holders of the Debentures in the register of debenture holders and to undertake such other acts, deeds and acts as may be required to give effect to the issuance and allotment of the Debentures.

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank or banks in India as may be required in connection with the issue, offer and allotment of the Debentures and that any one of Authorised Officers, be and are hereby severally authorised to sign and execute the application form and other documents required for opening the said account(s),

to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid Authorised Officers on behalf of the Company.

RESOLVED FURTHER THAT the Authorized Officers be and are hereby severally authorized to pay all stamp duty required to be paid for the issue, offer and allotment of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant governmental authorities.

RESOLVED FURTHER THAT any of the Authorized Officers be and are hereby severally authorized to approve and finalize, sign, execute and deliver the Transaction Documents and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Authorized Officers be and hereby severally authorized to or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or governmental authority competent in that behalf.

RESOLVED FURTHER THAT the Authorized Officers be and are hereby severally authorized to delegate the powers as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to the issue of the Debentures.

RESOLVED FURTHER THAT the copies of this resolution certified to be true copies by any director of the Company or Ms. Shraddha Patangia-Company Secretary of the Company be furnished to such persons as may be deemed necessary."

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



Krishnan Vishwanathan
CEO & Managing Director
DIN: 07191366
B207, Kalpataru Habitat CHS, Dr S S Roa Road,
Near Gandhi Hospital, Parel-400012,
Mumbai, Maharashtra, India
Date: June 29, 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 issue, offer and allotment of up to 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures by way of private placement.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Company shall obtain prior approval of its members ("**Members**") by means of a special resolution.

In order to raise debt to meet the funding requirements of the Company and diversifying the funding sources of the Company, the Company proposes to issue, offer and allot up to 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures ("**NCDs/ Debentures**") at par, denominated in Indian Rupees ("**INR**") each, having a face value of INR 1,00,000 (Indian Rupees One Lakh only) aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crores only) in one or more tranches, at the interest rate of 13.40 % (Thirteen point four zero percent) per annum or such other rate as may be agreed, payable quarterly or at such frequency as may be agreed, and for a period of 24 (Twenty Four) months, with principal payment to be made quarterly, on a private placement basis to Unifi AIF (being the identified person for the purposes of Section 42 of the Act) ("**Investor**") for raising debt for the ongoing business purposes of the Company.

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Issue and allotment of 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures, at par, denominated in Indian Rupees each having a face value of INR 1,00,000 (Indian Rupees One Lakh only) aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crores only) in one or more tranches, at the interest rate of 13.40 % (Thirteen point four zero percent) per annum or such other rate as may be agreed, payable quarterly or at such frequency as may be agreed, and for a period of 24 (Twenty Four), with principal payment to be made quarterly, on a private placement basis to Unifi AIF (being the identified person for the purposes of Section 42 of the Act) ("Investor") for raising debt for the ongoing business purposes of the Company.</p> <p>In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned in the private placement offer and application letter for the offer/issue of NCDs.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures, at par, each with a face value of 1,00,000/- (Indian Rupees One Lakh only) aggregating to INR 30,00,00,000/- (Indian Rupees Thirty Crores only).</p>

BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the NCDs proposed to be issued are non-convertible debt instruments which will be issued at face value.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the NCDs proposed to be issued are non-convertible debt instruments which will be issued at face value.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Up to INR 30,00,00,000 (Indian Rupees Thirty Crores only).
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	<p>Material terms for issue of NCDs shall be placed at the meeting.</p> <p>The NCDs will be issued for a period of 24 (Twenty Four) months of deemed allotment date. Principal repayment to be made on a quarterly basis.</p> <p>No contribution is proposed to be made by the promoters of the Company.</p> <p>Specific assets of the Company are being charged in lieu of issue of the NCDs, details whereof are mentioned in the transaction documents executed between the Company and the Investor.</p>

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs as stipulated above.

None of the directors and key managerial personnel of the Company and their relatives are 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 June 29, 2023, has approved the aforesaid business item and recommends the adoption of the resolution as set out in item no. 1 of the Notice as a special resolution.

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



Krishnan Vishwanathan
CEO & Managing Director
DIN: 07191366
B207, Kalpataru Habitat CHS, Dr S S Roa Road,
Near Gandhi Hospital, Parel-400012,
Mumbai, Maharashtra, India
Date: June 29, 2023
Place: Mumbai

**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: _____
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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 03/2023-2024 Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Thursday, June 29, 2023 at 07:30 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
Special Business.			
1	To approve issue, offer and allotment of up to 3,000 (Three Thousand) Rated, Senior, Secured, Unlisted, Redeemable, Transferable Non-Convertible Debentures by way of private placement.		

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 03/2023-2024 to be held at a shorter notice on Thursday, June 29, 2023 at 07:30 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

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 03/2023-2024 to be held on Thursday, June 29, 2023 at 07:30 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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