

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 04/2023-2024 (“**Meeting**”) of the members of Si Creva Capital Services Private Limited (the “**Company**”) will be held at a shorter notice on Tuesday, August 22, 2023 at 7:30 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 1,500 (One Thousand Five Hundred) Unlisted, Secured and Redeemable Non-Convertible Debentures.

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

“RESOLVED THAT

a) pursuant to:

- (i) the provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read along 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**”);
- (ii) the Memorandum and Articles of Association of the Company; and
- (iii) the recommendation made by the board of directors of the Company (hereinafter referred to as the “**Board**” which shall deemed to include any committee thereof) at its meeting held on August 22, 2023;

consent of members of the Company be and is hereby accorded for the issue and offer of 1,500 (One Thousand Five Hundred) Unlisted, Secured and Redeemable 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) per Debenture, aggregating to INR 15,00,00,000 (Indian Rupees Fifteen Crores only) on a private placement basis to Alteria Capital Fund II – Scheme I (acting through its trustee, Orbis Trusteeship Services Private Limited) (referred to as “**Investor**”), as and in the manner set out below (“**Issue**”), by way of private placement through issue of private placement offer cum application letter recorded as Form PAS – 4 (“**Offer Letter**”) on such terms and conditions in accordance with the provisions of the Act.

Name	Address	Subscription Consideration (Amount in INR)	Debentures
Alteria Capital Fund II – Scheme I	1002A, 10th Floor, Tower 1, One International Center,	15,00,00,000	1500

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

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

RING | care@paywithring.com | <https://www.paywithring.com> | [022 41434302](tel:02241434302) / [022 68135496](tel:02268135496)

Kissht | care@kissht.com | <https://www.kissht.com> | [022 62820570](tel:02262820570) / [022 48914921](tel:02248914921)

(acting through its trustee, Orbis Trusteeship Services Private Limited)	Senapati Bapat Marg, Prabhadevi, Mumbai – 400013 and 1st floor 103, We work, DLF Cyber City, Phase 3, Sector 25A, Gurugram, HR - 122002		
Total		15,00,00,000	1500

RESOLVED FURTHER THAT the terms and conditions for issuance of Debentures and the particulars pursuant to the issuance of the Debentures are enclosed as **Annexure A1**.

RESOLVED FURTHER THAT, the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, tabled before the meeting, be and is hereby approved and the Offer Letter shall be circulated only after filing the shareholders' resolution approving the Issue, by way of private placement, with the Registrar of Companies ("**RoC**").

RESOLVED FURTHER THAT Mr. Krishnan Vishwanathan- Chief Executive Officer and Managing Director, Mr. Ranvir Singh - Director of the Company be and are hereby severally authorised to request **OnEMI Technology Solutions Private Limited** to extend corporate guarantees in favour of Alteria Capital Fund II – Scheme I (acting through its trustee, Orbis Trusteeship Services Private Limited) as a security for the Debentures.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-form PAS-3 with the RoC.

RESOLVED FURTHER THAT the Company do record the name of the Investor and maintain such record of private placement offer of the Debentures in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Company do hereby approve to secure the redemption amount of the Debentures by creating a charge on hypothecated properties of the Company.

RESOLVED FURTHER THAT monies received by the Company from the Investor as application monies to allot Debentures, pursuant to the Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with section 42 of the Act.

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."

Annexure A1

Terms of Debentures

TERMS OF DEBENTURES

Si Creva Capital Services Private Limited

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I. **Face Value**

Each Debenture shall be of INR 1,00,000 (Indian Rupees One Lakh only).

II. **Tenure**

The tenure of the Debenture shall be up to 1 March 2025.

III. **Voting Rights**

The Debentures shall not have any voting rights.

IV. **Security**

The Debentures shall be secured by the Security in the manner prescribed under the Debenture Subscription Agreement. The specific terms and conditions of the Security Interest created on the Hypothecated Properties in favor of the Debenture Trustee are set forth in the Security Documents.

V. **Coupon**

The Debentures shall be entitled to Coupon as per the Coupon Rate of 12 % (Twelve percent.) per annum. The Coupon shall be payable at monthly rests along with the principal repayments on the first day of each month.

VI. **Redemption of the Debentures**

The Company shall redeem the Debentures in accordance with the Redemption Schedule as set out in **Annexure 9**.

VII. **Penalty**

In the event of occurrence of an Event of Default, the Company shall be liable to pay the Penalty computed from the date of occurrence of such Event of Default till the date it is cured and/or until the Amounts Due have been fully discharged by the Company.

VIII. **Prepayment**

The Company shall not have a right to prepay the Debentures at any time, during the Term.

IX. **General Covenant**

The Company covenants with the Subscriber that it shall pay to the Debenture Holders the Principal Amount due on the scheduled Principal Payment Date, Coupon, Penalty (if

applicable), other interest payable and liquidated damages (if applicable) on the Debentures as stipulated and in accordance with the terms of the Debenture Subscription Agreement and other Transaction Documents.

X **Business Day Convention**

On each Due Date, the Company shall pay, without any notice or demand from the Debenture Holders / Debenture Trustee, the Amount Due, including the Principal Amounts, Coupon, Penalty, other interest payable and liquidated damages (if applicable) on the Debentures which is due and payable on such Due Date. If the Due Date in respect of any Amount Due payable on the Debentures under the Debenture Subscription Agreement falls on a day which is not a Business Day, the immediately preceding Business Day shall be considered as the Due Date for such payment.

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

Krishnan Vishwanathan
CEO & Managing Director
DIN: 07191366

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

Mumbai, Maharashtra, India

Date: August 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 – Issue, offer and allotment of up to 1,500 (One Thousand Five Hundred) Unlisted, Secured and Redeemable Non-Convertible Debentures.

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 offer, issue, and allot up to 1,500 (One Thousand Five Hundred) Unlisted, Secured and Redeemable 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) per Debenture, aggregating to INR 15,00,00,000 (Indian Rupees Fifteen Crores only) on a private placement basis to Alteria Capital Fund II – Scheme I (acting through its trustee, Orbis Trusteeship Services Private Limited) for raising debt for the ongoing business purposes of the Company.

Name	Address	Subscription Consideration (Amount in INR)	Debentures
Alteria Capital Fund II – Scheme I (acting through its trustee, Orbis Trusteeship Services Private Limited)	1002A, 10th Floor, Tower 1, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai – 400013 and 1st floor 103, We work, DLF Cyber City, Phase 3, Sector 25A, Gurugram, HR - 122002	15,00,00,000	1500
Total		15,00,00,000	1500

The Company was incorporated on 08/07/2015, under the provisions of the Companies Act, 2013. As on today Company has a paid up capital of INR 7,94,29,350 (Indian Rupees Seven Crores Ninety Four Lakhs Twenty-Nine Thousand Three Hundred and Fifty only). The Company proposes to issue Subscription Securities to the Alteria by way of private placement.

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

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PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	INR 15,00,00,000 (Indian Rupees Fifteen Crores only) is being raised by way of issue of 1500 (One Thousand Five Hundred) Debentures; for raising debt for the general corporate purposes of the Company. Date of passing of Board Resolution: August 22, 2023
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	1500 (One Thousand Five Hundred) unlisted, secured, redeemable non-convertible debentures (“NCDs/Debentures”) having face value of INR 1,00,000 (Indian Rupees One Lakh only) per Debenture.
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	
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Up to INR 15,00,00,000 (Indian Rupees Fifteen 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 are mentioned in Annexure A1 above</p> <p>The issuance shall be completed within 15 days from the issue of the private placement offer letter cum application form to the Alteria.</p> <p>The purpose of issuance is mentioned in point no. 1 hereinabove.</p> <p>No contribution is proposed to be made by the promoter or director of the Company.</p> <p>Hypothecated properties of the Company are being charged in lieu of issue of the NCDs, details whereof are mentioned in the transaction documents to be executed between the Company and the Investor, drafts whereof have been approved by the Board at its meeting held on August 22, 2023.</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. The Board at its meeting held on August 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 as a special resolution.

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The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities by way of private placement.

The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board at its meeting held on August 22, 2023, had approved the aforesaid issue and offer (including its terms) by way of private placement 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

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

Date: August 22, 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 04/2023-2024 Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Tuesday, August 22, 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 1,500 (One Thousand Five Hundred) Unlisted, Secured and Redeemable Non-Convertible Debentures.		

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 Tuesday, August 22, 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 04/2023-2024 to be held on Tuesday, August 22, 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.