

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the members of S.I. Capital & Financial Services Limited ("the Company") will be held on Wednesday, September 30, 2020 at 3.00 P.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the report of the Directors and Auditors thereon.
2. To appoint Statutory Auditor and fix remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. AYYAR & CHERIAN, Chartered Accountants (Firm Registration No. 000284S), be and is hereby appointed as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) per annum plus applicable taxes, out of pocket expenses in connection with Statutory Audit of the Company and other related services.

"RESOLVED FURTHER THAT the board of the company be and is hereby authorised to revise the above mentioned remuneration on an yearly basis based on the recommendation of audit committee"

SPECIAL BUSINESS

3. **Appointment of Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072) as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072) who was appointed as an Additional Director of the Company with effect from October 31, 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a Notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

4. **Appointment of Mr. Ramanathan Anchery (DIN: 02415497) as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramanathan Anchery (DIN: 02415497) who was appointed as an Additional Director of the Company with effect from October 31, 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a Notice in writing from a Member, pursuant to the provisions of Section

160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

5. Appointment of Dr. Anil Menon (DIN: 02390719) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Anil Menon (DIN: 02390719) who was appointed as an Additional Director of the Company with effect from October 31, 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a Notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Sreeram Kamalpriya Sreedharan (DIN: 06811964) as a Non-Executive - Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Mr. Sreeram Kamalpriya Sreedharan (DIN: 06811964) who was appointed as an Additional Director in the Capacity of Independent Director in terms of Section 161 of the Act, be and is hereby appointed as Non-Executive – Independent Director of the Company, not liable to retire by rotation, for a tenure of 5 consecutive years with effect from July 22, 2020.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

7. Appointment of Mr. Rajesh Narayan Pillai (DIN: 07585805) as a Non-Executive - Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Mr. Rajesh Narayan Pillai (DIN: 07585805) who was appointed as an Additional Director in the Capacity of Independent Director in terms of Section 161 of the Act, be and is hereby appointed as Non-Executive – Independent Director of the Company, not liable to retire by rotation, for a tenure of 5 consecutive years with effect from July 22, 2020.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

8. Increase of Authorised Share Capital of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 3,50,00,000/- (Rupees Three Crores and Fifty Lakhs only) divided into 35,00,000 equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 25,00,000 (Twenty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

9. Alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association of the Company with the following Clause:

V. The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

10. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded to substitute Article 7 of the Articles of Association of the Company with the following Article:

Article 7: The Authorised Share Capital of the Company shall be in line with Clause V, i.e., Capital Clause, of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

11. Approval to borrow in excess of the paid-up share capital and free reserves and securities premium of the Company under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the Board which expression shall also include a Committee thereof), to borrow (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), in excess of the paid-up share capital, free reserves and securities premium account, including the monies already borrowed by the Company upto a limit of outstanding aggregate value which shall not exceed Rs. 42,00,00,000/-(Rupees Forty-Two Crores Only) at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

12. Approval to create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) 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, and the Articles of Association of the Company, the company hereby accords its consent to mortgage and/or charge in addition to the mortgages/ charges created/ to be created by the company in such form and manner and such ranking and at such time and on such terms as the Board may determine all or any of the movable and/or immovable properties of the company both present and future and/ or the whole or any part of the undertaking of the company in favour of the lender, agent, trustees for securing the borrowings of the company availed/to be availed by way of loan in foreign currency and/or in rupee currency and securities comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes, bonds or other debt instruments issued/ to be issued by the company from time to time in one or more tranches up to an aggregate limit of Rs. 42,00,00,000/-(Rupees Forty-Two Crores Only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest and in case of default accumulated interest, liquidated damages, commitment charges on pre-payment, remuneration of the agents and/or trustees, premium if any on redemption, all other costs, charges and expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other moneys payable by the company in terms of the respective loan agreement, debentures, trust deed or any other document entered into/to be entered into between the company and the lenders, investors, agents and/or trustees in respect of the said loans, borrowings, debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board of directors or any committees thereof and the lenders, agents and/or trustees.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalize the documents and such other agreements for creation of charge as aforesaid and to do

all such acts, deeds, matters and things as may be necessary and expedient and also to authorise/ delegate its directors/ officers for giving effect to the above resolution.”

13. Ratification of Remuneration paid to Mr. Sreeram Gopinathan Nair, who has resigned from the position of Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of sections 196,197, 198 and other applicable provisions , if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of Companies Act, 2013 and subject to the provisions of Articles of Association of the Company, the remuneration of Rs. 3,00,000 (Rupees Three Lakhs Only) which was paid to Mr. Sreeram Gopinathan Nair who has resigned from the position of Managing Director of the Company be and is hereby ratified by the members of the Company.”

By order of the Board of Directors

Sd/-

T B Ramakrishnan

Chairman

DIN:01601072

29.08.2020
Chennai

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated May 12, 2020 permitted holding of the Annual General Meeting ('AGM') through VC facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC hereinafter called as 'e-AGM'.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available for the e-AGM.
3. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Numbers 3 – 13 are annexed hereto and forms part of this Notice.
4. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Statutory Auditors and Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Since the AGM is held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to info@sicapital.co.in.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2020. Members seeking to inspect such documents can send an email to info@sicapital.co.in.
9. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
10. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept and the loss of certificate, etc. can be avoided. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018 states that w.e.f. 5th December 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
11. In compliance with Section 108 of the Act, read with the corresponding Rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically

through the electronic voting (“e-voting”) facility provided by the Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed CS Satheesh.V, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. The e-voting period commences on Sunday, September 27, 2020 at 9:00 AM and ends on Tuesday, September 29, 2020 at 5:00 PM. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 23, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 23, 2020.
14. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at green@skdc-consultants.com or helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
15. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 26th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, S.K.D.C. Consultants Limited (e-mail: green@skdc-consultants.com) to receive copies of the Annual Report 2019-20 in electronic mode.
16. Members may also note that the Notice of the 26th AGM and the Annual Report 2019-20 will also be available on the Company’s website, www.sicapital.co.in, websites of BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.
17. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

18. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at the address mentioned at point 11 of the notice. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.
19. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website at www.sicapital.co.in.
20. For any query/grievance connected with the voting by electronic means kindly refer the FAQ portion in CDSL website and e-voting user manual for members is available at the downloads section of www.evotingindia.com or may contact CDSL at helpdesk.evoting@cdslindia.com and members may also contact CS Aneetta C Vilson, Compliance officer, e-mail: info@sicapital.co.in or Mr K. Jayakumar, SKDC Consultants Limited, Registrar and Transfer Agent, Ph: , E-mail:info@skdc-consultants.com
21. The Board has decided to change the Registrar & Share Transfer Agents of the Company from GNSA Infotech Private Limited to SKDC Consultants Limited at its meeting held on May 19, 2020.

THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 27th September 2020 9.00 AM and ends on 29th September 2020 5.00 PM.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 23rd September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <S.I.CAPITAL& FINANCIAL SERVICES LIMITED> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DDESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id. green@skdc-consultants.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id. green@skdc-consultants.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@sicapital.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@sicapital.co.in. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address info@sicapital.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.2

The Members of the Company at the Annual General Meeting (‘AGM’) held on September 28, 2015 approved the appointment of Mr. A M Thomas, Chartered Accountants, as the Statutory Auditor of the Company for a period of five years from the conclusion of the said AGM. Mr. A M Thomas will complete his present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration for conducting the audit for the financial year 2019-20 is Rs. 1,18,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred. The Board/ Audit Committee were authorized by the members to fix the remuneration of the Statutory Auditors.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s. Ayyar & Cherian, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 31st AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. Ayyar & Cherian as set out in the Resolution relating to their appointment.

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The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the NBFC segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Ayyar & Cherian to be best suited to Company.

M/s. Ayyar & Cherian, Chartered Accountants, established in 1975, is a full-service firm of providing various value added expertise with over 40 years of experience and spread across 9 offices in South-India.

M/s. Ayyar & Cherian has given its consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2.

The Board recommends this Resolution for your approval.

Item No. 3

The Board of Directors has appointed Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072) as an Additional Director at its meeting held on October 31, 2019 subsequent to the takeover of the Company by Sharewealth Securities Limited pursuant to Section 161 of the Companies Act, 2013 ("Act").

In terms of the Section 161 of the Act, Mr. Thandassery Balachandran Ramakrishnan holds office only upto the date of this AGM and shall be appointed as a Director by the members. A notice under Section 160 of the Act has been received from a member proposing his candidature as a Director.

Mr. Thandassery Balachandran Ramakrishnan has expertise in stock broking field in handling Margin/ IPO funding etc. The Board of Directors believe that he has exceptional leadership skill to lead the company in the coming years.

Additional information in respect of Mr. Thandassery Balachandran Ramakrishnan, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Board considers the business in Item No. 3 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members by passing an Ordinary Resolution.

No Director, Key Managerial Personnel or their relatives except Mr. Thandassery Balachandran Ramakrishnan, to whom the resolution relates, in any way, is concerned or interested, financially or otherwise, in this Resolution.

Item No. 4

The Board of Directors has appointed Mr. Ramanathan Anchery (DIN: 02415497) as an Additional Director at its meeting held on October 31, 2019 subsequent to the takeover of the Company by Sharewealth Securities Limited pursuant to Section 161 of the Companies Act, 2013 ("Act").

In terms of the Section 161 of the Act, Mr. Ramanathan Anchery holds office only upto the date of this AGM and shall be appointed as a Director by the members. A notice under Section 160 of the Act has been received from a member proposing his candidature as a Director.

Mr. Ramanathan Anchery has expertise in specific functional areas and is an eminent personality in his respective fields. The Board considers that the continued association would be of immense benefit to the Company.

Additional information in respect of Mr. Ramanathan Anchery, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

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The Board considers the business in Item No. 4 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members by passing an Ordinary Resolution.

No Director, Key Managerial Personnel or their relatives except Mr. Ramanathan Anchery, to whom the resolution relates, in any way, is concerned or interested, financially or otherwise, in this Resolution.

Item No. 5

The Board of Directors has appointed Dr. Anil Menon (DIN: 02390719) as an Additional Director at its meeting held on October 31, 2019 subsequent to the takeover of the Company by Sharewealth Securities Limited pursuant to Section 161 of the Companies Act, 2013 ("the Act").

In terms of the Section 161 of the Act, Dr. Anil Menon holds office only upto the date of this AGM and shall be appointed as a Director by the members. A notice under Section 160 of the Act has been received from a member proposing his candidature as a Director.

Dr. Anil Menon has developed sharp business acumen especially in stock broking in addition to his career as a Doctor. The Board believes that his multi tasking and experience of over a decade would be beneficial to the Company in the coming years.

Additional information in respect of Dr. Anil Menon, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Board considers the business in Item No. 5 as unavoidable to be considered at the e-AGM and recommends the said resolution for approval by members by passing an Ordinary Resolution.

No Director, Key Managerial Personnel or their relatives except Dr. Anil Menon, to whom the resolution relates, in any way, is concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Sreeram Kamalpriya Sreedharan (DIN: 06811964) as an Additional Director in the capacity of an Independent Director at its meeting held on July 22, 2020 for a tenure of 5 years w.e.f. July 22, 2020, subject to the approval of the members of the Company. He was appointed in place of Mr. Chintan Bharath Shah as he stepped down from the office of Independent Director with effect from May 27, 2020.

In terms of the Section 161 of the Act, Mr. Sreeram Kamalpriya Sreedharan holds office only upto the date of this AGM and shall be appointed as a Director by the members.

The Company has received a declaration from Mr. Sreeram Kamalpriya Sreedharan confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Sreeram Kamalpriya Sreedharan's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Sreeram Kamalpriya Sreedharan is a Company Secretary having experience of more than 10 years. The Board is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 years w.e.f. July 22, 2020.

Copy of letter of appointment of Mr. Sreeram Kamalpriya Sreedharan setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of Mr. Sreeram Kamalpriya Sreedharan, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

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The Board considers the business in Item No. 6 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members by passing an Ordinary Resolution.

Except Mr. Sreeram Kamalpriya Sreedharan, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Rajesh Narayan Pillai (DIN: 07585805) as an Additional Director in the capacity of an Independent Director at its meeting held on July 22, 2020 for a tenure of 5 years w.e.f. July 22, 2020, subject to the approval of the members of the Company. He was appointed in place of Mr. Shanmugam Ramesh as he stepped down from the office of Independent Director with effect from May 27, 2020.

In terms of the Section 161 of the Act, Mr. Rajesh Narayan Pillai holds office only upto the date of this AGM and shall be appointed as a Director by the members.

The Company has received a declaration from Mr. Rajesh Narayan Pillai confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Rajesh Narayan Pillai's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Rajesh Narayan Pillai has experience of more than two decades in banking sector. His professional expertise ranges from acquisition of quality profiles, long lasting customer relations, customer profile mapping, launching of new products etc. The Board is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 years w.e.f. July 22, 2020.

Copy of letter of appointment of Mr. Rajesh Narayan Pillai setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of Mr. Rajesh Narayan Pillai, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Board considers the business in Item No. 7 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members by passing an Ordinary Resolution.

Except Mr. Rajesh Narayan Pillai, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item No. 8 & 9

The existing Authorised Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores and Fifty Lakhs only) divided into 35,00,000 equity shares of Rs. 10/- (Rupees Ten only) each.

In order to avoid unwarranted delay in raising fund on account of breach of Authorised Share Capital, the Board proposed to increase the limit up to which the Company can issue further Shares by enhancing the Authorised Share Capital to Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

According to Section 61 of the Companies Act, 2013, the proposed increase of the Authorised Share Capital requires approval of members by way of passing Ordinary Resolution.

In order to reflect the increase of Authorised Share Capital and to conform to the requirements of the Companies Act, 2013, Clause V, i.e., Capital Clause, of Memorandum of Association shall be altered.

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As per Section 13 read with Section 61 of the Companies Act, 2013, the alteration of Memorandum of Association of the Company shall require approval of the members by way of passing Ordinary Resolution.

A copy of altered Memorandum of Association is being made available for inspection by the members through electronic mode.

The Board considers the business in Item Nos. 8 & 9 as unavoidable to be considered at the e-AGM and commends the said resolutions for approval by members by passing an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 & 9.

Item No. 10

The existing Article 7 of the Articles of Association with respect to the Authorised Share Capital of the Company states as follows:

Article 7: The Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Three Crores only) divided into 30,00,000 (Thirty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

As per Section 61, authority under Articles of Association is also required to alter the Share Capital of the Company. Thus, the Board proposed to alter Article 7 of the Articles of Association of the Company in terms of Section 14 read with Section 61 of the Companies Act, 2013 by way of passing Special Resolution. A copy of altered Articles of Association is being made available for inspection by the members through electronic mode.

The Board considers the business in Item No. 10 as unavoidable to be considered at the e-AGM and recommends the said resolution for approval by members by passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 10.

Item Nos. 11 & 12

The Company may need additional funds to meet its prospective financial needs directing towards its growth and expansion. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, the free reserves and Securities Premium of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs. 42,00,00,000/-(Rupees Forty-Two Crores Only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and Securities Premium at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board considers the business in Item Nos. 11 & 12 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members by passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 11 & 12.

Item No.13

Mr. Sreeram Gopinathan Nair was appointed as the Managing Director of the Company by the Board of Directors on 31.10.2019 and his remuneration was fixed at Rs.1,00,000 per month. The Company had paid Rs.3,00,000(Rupees Three Lakhs) to him as remuneration so far and the same needs to be ratified by the members by passing an Ordinary Resolution under sections 196,197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013.

Statement Pursuant to clause iv of section ii of Schedule V of Companies Act 2013

i. General Information:		
1	Nature of Industry	NBFC
2	Date or Expected Date of Commercial Production	Not Applicable
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable
4	Financial Performance based on given indicators	Performance for 2019-20: Revenue from Operations:33.92 Lakhs Net Loss after taxes: -6.09 Lakhs EPS(Basic):(0.20)
5.	Foreign Investments or Collaborations, if any	Not Applicable
ii. Information about the appointee:		
1	Background details	Mr. Sreeram Gopinathan Nair has several years of experience in banking operations. Prior to this appointment, he was the MD & CEO of Dhanalakshmi Bank Limited
2.	Past remuneration	Not Applicable
3	Recognition or awards	NA
4	Job profile and his suitability	He is an eminent personality in his areas of expertise with experience of handling the responsibilities of Managing Director.
5.	Remuneration proposed	Rs,1,00,000/- per month. An amount Rs. 3,00,000/- had already been paid to the appointee by the company so far.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Proposed remuneration is commensurate with industry standards and board level positions held in similar sized and similarly positioned businesses
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NA

iii. Other Information

1.	Reasons of loss or inadequate profits	Since the company is taken over by a new promoter and the business activities are yet to start in full swing
2	Steps taken or proposed to be taken for improvement	The Company had already started business operations through its various branches and by doing this, the company is expected to improve performance in terms of growth and profitability.
3	Expected increase in productivity and profits in measurable terms	The company is expecting 50% growth in business and profits during this financial year.

The Board considers the business in Item No. 13 as unavoidable to be considered at the e-AGM and recommends the said resolution for approval by members by passing an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 13.

By order of the Board of Directors

Sd/-

T B Ramakrishnan

Chairman

DIN:01601072

29.08.2020

Chennai

Annexure – A

Additional Information of directors seeking appointment / re-appointment as director at the 26th Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2

Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072)

Date of Birth	07/05/1963
Age	57 Years
Experience	30 years of experience in stock broking business
Qualifications	BSC / NISM Certifications
Terms and Conditions of Appointment	Appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	31/10/2019
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of meetings of the Board attended during the year	2
Directorships held in other Companies	Managing Director of Sharewealth Securities Limited
Memberships/ Chairmanships of committees across other Companies	Nil

Mr. Ramanathan Anchery (DIN: 02415497)

Date of Birth	20/08/1948
Age	72 Years
Experience	More than 35 years of experience in stock broking business
Qualifications	BE – Mechanical Engineering
Terms and Conditions of Appointment	Appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	31/10/2019
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of meetings of the Board attended during the year	1

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Directorships held in other Companies	Non-Executive Director of Sharewealth Securities Limited
Memberships/ Chairmanships of committees across other Companies	Nil

Dr. Anil Menon (DIN: 02390719)

Date of Birth	01/03/1962
Age	58 Years
Experience	More than 10 years of experience in stock broking business
Qualifications	MBBS
Terms and Conditions of Appointment	Appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	31/10/2019
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of meetings of the Board attended during the year	1
Directorships held in other Companies	Non-Executive Director of Sharewealth Securities Limited
Memberships/ Chairmanships of committees across other Companies	Nil

Mr. Sreeram Kamalpriya Sreedharan (DIN: 06811964)

Date of Birth	18/07/1986
Age	34 Years
Experience	10 Years of experience in the field of Corporate Affairs
Qualifications	Company Secretaryship
Terms and Conditions of Appointment	Appointed as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 years w.e.f. July 22, 2020
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	22/07/2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil

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No. of meetings of the Board attended during the year	Not applicable
Directorships held in other Companies	Nil
Memberships/ Chairmanships of committees across other Companies	Nil

Mr. Rajesh Narayan Pillai (DIN: 07585805)

Date of Birth	20/10/1973		
Age	47 Years		
Experience	Experience of more than 20 years in Banking Sector		
Qualifications	MBA (Marketing)		
Terms and Conditions of Appointment	Appointed as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 years w.e.f. July 22, 2020		
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013		
Date of first appointment on Board	22/07/2020		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil		
No. of meetings of the Board attended during the year	Not applicable		
Directorships held in other Companies	Non-Executive Director of Sungold Capital Limited		
Memberships/ Chairmanships of committees across other Companies	Name of the Company	Name of the Committee	Role
	Sungold Capital Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Stakeholder Relationship Committee	Chairman