

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the members of S.I. Capital & Financial Services Limited (“the Company”) will be held on **Friday, September 16, 2022 at 2.00 P.M.** (IST) through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”) to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022 and the report of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To appoint Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072) who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- To appoint Mrs. Jitha Chummar (DIN: 02582004) who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Jitha Chummar (DIN: 02582004), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

- Appointment of Mr. Unnikrishnan Anchery (DIN: 00007022) 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 Sections 149 and 152 of the Companies Act, 2013 (“Act”), 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 other applicable provisions, if any, Mr. Unnikrishnan Anchery (DIN: 00007022) who was appointed as an Additional Director of the Company with effect from December 28, 2021 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to 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.”

- Appointment of Mr. Anu Thomas Cheriyan (DIN: 06461786) 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 Sections 149 and 152 of the Companies Act, 2013 (“Act”), 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 other applicable provisions, if any, Mr. Anu Thomas Cheriyan (DIN: 06461786) who was appointed as an Additional Director of the Company with effect from June 13, 2022 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to 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. Abraham George (DIN: 09413342) 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 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable provisions, if any, Mr. Abraham George (DIN: 09413342) 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 December 28, 2021.

RESOLVED FURTHER THAT the Board of Directors 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. Habeeb Rahiman (DIN: 09413355) 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 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations) and other applicable provisions, if any, Mr. Habeeb Rahiman (DIN: 09413355) 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 December 28, 2021.

RESOLVED FURTHER THAT the Board of Directors 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. Appointment of Mr. Thomas Jacob (DIN: 08017693) 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 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations) and other applicable provisions, if any, Mr. Thomas Jacob (DIN: 08017693) 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 June 13, 2022.

RESOLVED FURTHER THAT the Board of Directors 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. Change in name of the Company and consequent change in Memorandum and Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13(2), 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of the Reserve Bank of India / Central Government / and such other approvals, permissions and sanctions of other regulatory and statutory authority, if any, required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from ‘S.I.Capital& Financial Services Limited’ to any of the following names, other than the names of Companies already in existence, as permitted by the concerned Registrar of Companies :

1. Sharewealth Capital and Financial Services Limited
2. Sharewealth Capital & Financial Services Limited
3. Any other name beginning with ‘Sharewealth’ or combination thereof.

RESOLVED FURTHER THAT upon receipt of fresh certificate of Incorporation from the Registrar of Companies consequent to the change in name of the Company, the Memorandum of Association of the Company, including Clause I thereof, be altered by substituting the existing name of the Company, wherever appearing therein, with the new name of the Company.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by substituting the existing name of the Company, wherever appearing therein, with the new name of the Company

RESOLVED FURTHER THAT Mr. Thandassery Balachandran Ramakrishnan (DIN: 01601072), Director, Mr. Sreeram Gopinathan Nair (DIN: 05143385), Managing Director, and/or Mrs. Anu Jaya (Mem No.A56122) Company Secretary be and are hereby severally or jointly authorised to make necessary application / appear before the Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Central Government, Registrar of Companies, Government departments and other regulatory authorities, if required, in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations / appointing attorneys or authorised representatives for and on behalf of the Company, and to delegate all or any of the powers conferred herein as they deem fit, from time to time.”

By order of the Board of Directors

19-08-2022

Thrissur

Anu J

Company Secretary(Mem No.A56122)

Notes:

1. In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA’) vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No.3/2022 dated May 05, 2022 (collectively referred to as ‘MCA Circulars’) and Circular no.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no.SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated May 13, 2022 issued by the Securities and Exchange Board of India (‘SEBI’) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting may be held through video conferencing or other audio visual means (“VC/OAVM”). In compliance with the

provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and MCA/ SEBI Circulars, the AGM of the Company is being held through VC/OAVM, hereinafter called as “e-AGM”. Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM.
6. 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
7. Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.sicapital.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
10. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Director(s) retiring by rotation/ seeking appointment at the AGM, forms part of this Notice.
11. 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.
12. 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.
13. 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. **Friday, September 16, 2022**. Members seeking to inspect such documents can send an email to info@sicapital.co.in

14. The Board has appointed CS Sreekrishna Kumar K, Company Secretary in Practice, as the Scrutinizer to scrutinize the process of e-voting. The Scrutinizer shall submit his report to the Chairman of the Company ('the Chairman') after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than One working day from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges within two working days from the conclusion of AGM. The result, along with the Scrutinizer's Report, will be placed on the Company's website and the same shall be communicated to BSE.

15. Instructions for Remote E-Voting/ E-Voting during AGM

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, **September 11, 2022 at 9.00 A.M.** and ends on Thursday, **September 15, 2022 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, **September 09, 2022** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 viz, 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 latest by **10.00 A.M. on Monday, September 12, 2022** mentioning their name, demat account number/folio number, email id, mobile number at (to info@sicapital.co.in) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by **10.00 A.M. on Monday, September 12, 2022** mentioning their name,

demat account number/folio number, email id, mobile number to info@sicapital.co.in These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 the RTA at green@skdc-consultants.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

ANNEXURE TO THE NOTICE

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

Item No. 4

Appointment of Mr. Unnikrishnan Anchery (DIN: 00007022) as a Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Unnikrishnan Anchery (DIN: 00007022) as an Additional Director at their meeting held on December 28, 2021 pursuant to Section 161 of the Companies Act, 2013 (“Act”) to hold office up to the date of this AGM.

A notice under Section 160 of the Act has been received from a member proposing his candidature as a Director.

Mr. Unnikrishnan Anchery is a Chartered Accountant based on Mumbai having more than 3 decades of experience in Audit and Taxation. He holds Bachelor's Degree in Science from the University of Calicut. Being a Practicing professional, he is playing advisory roles in several Listed and Unlisted entities.

Additional information in respect of Mr. Unnikrishnan 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.

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 via an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Unnikrishnan Anchery to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item no. 4 of accompanying notice.

Item No. 5

Appointment of Mr. Anu Thomas Cheriyan (DIN: 06461786) as a Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Anu Thomas Cheriyan (DIN: 06461786) as an Additional Director subject to RBI approval, at their meeting held on June 13, 2022, pursuant to Section 161 of the Companies Act, 2013 ('Act'), to hold office up to the date of this AGM.

A notice under Section 160 of the Act has been received from a member proposing his candidature as a Director.

Mr. Anu Thomas Cheriyan is a graduate with extensive experience in financing business. Additional information in respect of Mr. Anu Thomas Cheriyan 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 commends the said resolution for approval by members via an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Anu Thomas Cheriyan to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item no. 5 of accompanying notice.

Item No. 6

Appointment of Mr. Abraham George (DIN: 09413342) as a Non-Executive - Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Abraham George (DIN: 09413342) as an Additional and Independent Director at their meeting held on December 28, 2021 for a tenure of 5 years w.e.f. December 28, 2021, subject to the approval of the members of the Company at this AGM.

The Company has received a declaration from Mr. Abraham George 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. Abraham George 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. Abraham George, an LLB Holder, is having an experience of 31 years in Life Insurance Corporation of India. He started his career as a Development Officer in LIC and retired therefrom as a Manager. He is experienced in marketing, recruitment, training of insurance agents 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. December 28, 2021.

Copy of letter of appointment of Mr. Abraham George 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. Abraham George, 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. 6 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members via an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Abraham Georgeto whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item no. 6 of accompanying notice.

Item No. 7

Appointment of Dr. Habeeb Rahiman (DIN: 09413355) as a Non-Executive - Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Dr. Habeeb Rahiman (DIN: 09413355) as an Additional and Independent Director at their meeting held on December 28, 2021 for a tenure of 5 years w.e.f. December 28, 2021, subject to the approval of the members of the Company at this AGM.

The Company has received a declaration from Dr. Habeeb Rahiman 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 consent from Dr. Habeeb Rahiman, 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.

Dr. Habeeb Rahiman is a PhD Holder in Finance (Banking) and an experienced academic professional having around 15 years of experience as full time Professor/ HoD/ Director in MBA Colleges affiliated to MG University and approved by AICTE (All India Council for Technical Education). He started his career at Bank of Baroda and has held various positions of Branch Manager, Senior Manager and Senior Branch Manager. He has also completed CAIIB in the year of 1982. Presently, he is a visiting Professor in Jain University. 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. December 28, 2021.

Copy of letter of appointment of Dr. Habeeb Rahiman 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 Dr. Habeeb Rahiman, 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 via an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Dr. Habeeb Rahiman to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item no. 7 of accompanying notice.

Item No. 8

Appointment of Mr. Thomas Jacob (DIN: 08017693) as a Non-Executive - Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Thomas Jacob (DIN: 08017693) as an Additional and Independent Director at their meeting held on June 13, 2022, for a tenure of 5 years w.e.f. June 13, 2022, subject to the approval of the members of the Company at this AGM.

The Company has received a declaration from Mr. Thomas Jacob 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 consent from Mr. Thomas Jacob, 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. Thomas Jacob is a Diploma holder in Engineering based in Kayamkulam, He has over 20 years of varied experience in Operations, Marketing, Construction Contracting and Trading in various domestic and foreign entities based in UAE & Kuwait. He was one of the founder-director of Indian Badminton Association, Kuwait and a Certified National Grade 1 Umpire under World Badminton Federation. He is the first president of World Malayalee Federation, Kuwait National Council. 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. June 13, 2022.

Copy of letter of appointment of Mr. Thomas Jacob 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. Thomas Jacob, 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. 8 as unavoidable to be considered at the e-AGM and commends the said resolution for approval by members via an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Thomas Jacob to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item no. 8 of accompanying notice.

Item No. 9

Change in name of the Company and consequent change in Memorandum and Articles of Association

The Company is promoted by & a subsidiary of Sharewealth Securities Limited. In order to take advantage of the positive brand equity of the holding Company, the Company proposes to change its name to any name beginning with 'Sharewealth' or a combination thereof. The Board of Directors, at their meeting held on August 02, 2022 has decided to obtain the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of Section 4(5) of the Companies Act, 2013.

The Company is a Non-Systemically important Non-Deposit taking NBFC and intends to continue the same line of activity under the proposed new name. Compliance Certificate under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) is enclosed as **Annexure 3**.

The provisions of Section 13(2) of the Companies Act, 2013, inter-alia, requires the approval of the shareholders by means of special resolutions for change of name and consequential amendment in Memorandum and Articles of Association of the Company, therefore the Board of Directors has recommended the resolution to be passed by the shareholders in the interest of the Company.

The promoter Sharewealth Securities Limited is interested in the resolution. None of the directors except Mr. T B Ramakrishnan, Mr. Anil Menon, Mrs. Jitha Chummar, Mr. Unnikrishnan Anchery and Mr. Anu Thomas Cheriyan are concerned or interested in the resolution. None of the key managerial personnel or relatives are concerned or interested in the resolution.

By order of the Board of Directors

19-08-2022

Thrissur

Anu J

Company Secretary

Registered Office:

64, Montieth Road, Egmore,
Chennai – 600008, Tamil Nadu
CIN: L67190TN1994PLC029151
Website: www.sicapital.co.in
E-mail ID: info@sicapital.co.in

BRIEF NOTE ON DIRECTOR(S) SEEKING APPOINTMENT OR RE-APPOINTMENT
(Pursuant to Regulation 36(3) SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name & DIN	Mr. Unnikrishnan Anchery (DIN: 00007022)	Anu Thomas Cheriyan (DIN: 06461786)
Date of Birth	19/01/1956	03/05/1976
Age	66 Years	46 Years
Experience	Mr. Unnikrishnan Anchery is a Chartered Accountant based on Mumbai having more than 3 decades of experience in Audit and Taxation and been playing advisory roles in several Listed and Unlisted entities.	Mr. Anu Thomas Cheriyan has over three decades of experience in financing business and is the founder of Ettutharayil Group.
Qualifications	Chartered Accountant	Graduate
Terms and Conditions of Appointment	Non-Executive Non-Independent Director, liable to retire by rotation	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	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	December 28, 2021	June 13, 2022
Shareholding / Beneficial ownership in the Company	Nil	200000 Equity shares of Face Value Rs.10/- each 200000 Warrants convertible into equal no. of Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director / Manager / Key Managerial Personnel except for his membership and directorship held in Sharewealth Securities Limited, the holding Company	Not related to any Director / Manager / Key Managerial Personnel except for his membership in the Company and shareholding and / or directorship in Ettutharayil Nidhi Limited /Ettutharayil Chits Private Limited / Sharewealth Securities Limited
No. of meetings of the Board attended during the year	1	Nil (Appointed with effect from June 13, 2022)
Directorships held in other Companies	Amalfi Properties Private Limited AmdoshiWangani Services Private Limited Hathway Investments Private Limited Siena Traders Private Limited Outlook Publishing (India) Private Limited Fantasia Enterprises Private Limited Gstaad Estates Private Limited Kanyakumari Investment And Finance Pvt Ltd Gstaad Trading Company Pvt Ltd Rajan Estates and Finance Pvt Ltd Kaveri Construction Pvt Ltd Fortune Films Private Limited	Ettutharayil Nidhi Limited Ettutharayil Chits Private Limited
Memberships/ Chairmanships of committees across other Companies	Nil	Nil
Listed entities from which the proposed director has resigned in the past three years	Nil	Nil

Name & DIN	Mr. Abraham George (DIN: 09413342)	Dr. Habeeb Rahiman (DIN: 09413355)	Mr. Thomas Jacob (DIN: 08017693)
Date of Birth	07/07/1961	20/09/1954	20/05/1968
Age	61 years	67 Years	54 years
Experience	Mr. Abraham George is an LLB holder with 31 years of experience in Life Insurance Corporation of India. He started his career as a Development Officer in LIC and retired therefrom as a manager. He is experienced in marketing, recruitment & training of insurance agents.	Dr.Habeeb Rahiman is a PhD Holder in Finance (Banking) and an experienced academic professional having around 15 years of experience as full time Professor/ HoD/ Director in MBA Colleges affiliated to MG University. He started his career at Bank of Baroda and held various positions like Branch Manager, Senior Manager / Senior Branch Manager. He completed CAIIB in the year of 1982.	Mr. Thomas Jacob is a Diploma Holder in Engineering and has over 20 years of experience in Business Operations in domestic and foreign entities. He was the first president of World Malayalee Federation, Kuwait National Council.
Qualifications	LLB	PhD	Diploma in Engineering
Terms and Conditions of Appointment	Non-Executive Independent Director for a period of 5 years w.e.f December 28, 2021, subject to approval by members.	Non-Executive Independent Director for a period of 5 years w.e.f December 28, 2021, subject to approval by members.	Non-Executive Independent Director for a period of 5 years w.e.f June 13, 2022, subject to approval by members.
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	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013	Sitting fees for attending meetings of Board within the limit specified under the Companies Act, 2013
Date of first appointment on Board	December 28, 2021	December 28, 2021	June 13, 2022
Shareholding / Beneficial ownership in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Mr. Thomas Jacob has no other relationship with directors of the Company, apart from holding directorship of Ettutharayil Nidhi Limited for the period from 01-08-2018 to 07-10-2019.
No. of meetings of the Board attended during the year	2	1	Nil (Appointed w.e.f. June 13, 2022)
Directorships held in other Companies	Nil	Nil	Nil
Memberships/ Chairmanships of committees across other Companies	Nil	Nil	Nil
Listed entities from which the proposed director has resigned in the past three years	Nil	Nil	Nil
Skills and capabilities	Professional Industry knowledge and experience Leadership Ethics	Professional Industry knowledge and experience Leadership Ethics	Professional Industry knowledge and experience Leadership Ethics
Summary of performance evaluation report [in case of re-appointment of Independent Directors]	N.A.	N.A.	N.A.

Ayyar & Cherian
Chartered Accountants
No.101, Santhi Arcade
K C Joseph Road
Panampilly Nagar
Ernakulam, Kerala 682036

Phone : +91 484 4022118
Mobile : +91 8281725317
Email : dijo.mathew@ayyarcherian.com

Certificate

This is to certify than **M/s SI Capital & Financial Services Limited** having business at 64, Montieth Road. Egmore, Chennai - 600 008, Tamil Nadu has complied with conditions contained in Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) and ;

- (i) Has not changed its name in the past one year
- (ii) Is a Non-Sytemically important non-Deposit taking NBFC and intends to carry on the same line of activity under the proposed new name

for Ayyar & Cherian
Chartered Accountants
Firm's Registration Number : 000284S

Dijo Philip Mathew
Partner
Membership No.224930
UDIN : 22224930APEPKF7778

Place : Ernakulam
Date : 02-08-2022