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## ***Si Capital & Financial Services Limited***

*Where Forex standards are set, not Just met*

CIN : L67190TN1994PLC029151

01.09.2021

To  
The General Manager - DCS  
Listing Operations – Corporate Service Dept.  
BSE Ltd.

**Scrip Code: 530907**

Dear Sir/ Madam,

### **Sub: Intimation of 27<sup>th</sup> Annual General Meeting & AGM Notice of the Company**

We hereby inform you that the Twenty-Seventh Annual General Meeting (AGM) of members of the Company for the Financial Year 2020-21 will be held on Friday, September 24, 2021 at 02:00 PM IST through Video Conferencing/ Other Audio Visual Means to transact the business as detailed in the enclosed 27<sup>th</sup> AGM Notice.

27<sup>th</sup> AGM Notice and the Annual Report of the Company may be accessed through the Company's website at [www.sicapital.co.in/Annual%20Report%202020-21\\_SI%20Capital.pdf](http://www.sicapital.co.in/Annual%20Report%202020-21_SI%20Capital.pdf).

Kindly take the same on record.

Thank You

For **S.I. Capital & Financial Services Limited**

**ANEETTA C VILSON**  
Company Secretary

*Encl: As above*

## NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the members of S.I. Capital & Financial Services Limited ("the Company") will be held on **Friday, September 24, 2021 at 02:00 PM (IST)** through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2021 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, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Dr. Anil Menon (DIN: 02390719) 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, Dr. Anil Menon (DIN: 02390719), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

**SPECIAL BUSINESS**

3. **Appointment of Mrs. Jitha Chummar (DIN: 02582004) 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, Mrs. Jitha Chummar (DIN: 02582004) who was appointed as an Additional Director of the Company with effect from October 20, 2020 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 herself 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 her 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. Vinod Manazhy (DIN: 08986929) 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.

Vinod Manazhy (DIN: 08986929) 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 10, 2020.

**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.”

**5. Appointment of Mr. Vadukkoot Mathayi Xaviour (DIN: 08984734) 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. Vadukkoot Mathayi Xaviour (DIN: 08984734) 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 10, 2020.

**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.”

**6. Appointment of Mr. Sreeram Gopinathan Nair (DIN: 05143385) as the Managing 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for the appointment of Mr. Sreeram Gopinathan Nair (DIN: 05143385) as Managing Director of the Company for a five years commencing from December 17, 2020, upon the terms and conditions set out in the explanatory statement annexed to the Notice for convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act, with liberty to the Board of Directors to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as agreed between the Board of Directors and Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to revise the

remuneration of Managing Director from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto and any other applicable provisions.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**By order of the Board of Directors**

**20.08.2021**  
**Thrissur**

**Aneetta C Vilson**  
**Company Secretary**

**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/ P/ 2021/11 dated January 15, 2021 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 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".
2. 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.
3. 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.
4. 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.
5. 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 at least 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.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. Generally, 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.
8. 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](mailto:info@sicapital.co.in).
9. Members may also note that the Notice of the 27th AGM and the Annual Report 2020-21 will also be available on the Company's website, [www.sicapital.co.in](http://www.sicapital.co.in), websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CSDL [www.evotingindia.com](http://www.evotingindia.com).
10. 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.
11. 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 24, 2021. Members seeking to inspect such documents can send an email to [info@sicapital.co.in](mailto:info@sicapital.co.in).
12. 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 exchange 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.

### **13. Instructions for Remote E-Voting/ E-Voting during AGM**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), 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. 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.
- ii. The voting period begins on Tuesday, September 21, 2021 at 09.00 AM and ends on Thursday, September 23, 2021 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, September 17, 2021 (Record Date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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

iv. Login method for E-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL. Click on CDSL name to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeA S "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 CDSL's name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. 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 CDSL's name and you will be redirected to CDSL's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

- v. 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vi. **Login method for E-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input checked="" type="checkbox"/> 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 <b>OR</b> 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. <input checked="" type="checkbox"/> 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).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. 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.



**vii. Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- ☒ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ☒ 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 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](mailto:info@sicapital.co.in), if they have voted from individual tab & not uploaded same in the CDSL’s evoting system for the scrutinizer to verify the same.

**14. Instructions to attend AGM through VC/OAVM & E-Voting during the meeting**

- i. The procedure for attending meeting & E-Voting on the day of the AGM are same as the instructions mentioned above for Remote e-voting.
- ii. 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 Remote e-voting.
- iii. 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.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. 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 at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@sicapital.co.in](mailto:info@sicapital.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@sicapital.co.in](mailto:info@sicapital.co.in). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. 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.

**15. Process for those Shareholders whose E-Mail Addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting**

i. 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 e-mail to RTA viz., [green@skdc-consultants.com](mailto:green@skdc-consultants.com).

ii. 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 viz., [green@skdc-consultants.com](mailto:green@skdc-consultants.com).

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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### **Item No. 3**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mrs. Jitha Chummar (DIN: 02582004) as an Additional Director at its meeting held on October 20, 2020 pursuant to Section 161 of the Companies Act, 2013 ("Act") and approval of Reserve Bank of India

In terms of the Section 161 of the Act, Mrs. Jitha Chummar holds office only up to 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 her candidature as a Director.

Mrs. Jitha Chummar has more than 8 years of experience in Financial Services industry particularly engaged in stock broking business. The Board believes that her expertise will reward the Company in future years.

Additional information in respect of Mrs. Jitha Chummar, 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 Mrs. Jitha Chummar, 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, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Vinod Manazhy (DIN: 08986929) as an Additional Director in the capacity of an Independent

Director at its meeting held on December 10, 2020 for a tenure of 5 years w.e.f. December 10, 2020, subject to the approval of the members of the Company.

In terms of the Section 161 of the Act, Mr. Vinod Manazhy holds office only up to the date of this AGM and shall be appointed as a Director by the members.

The Company has received a declaration from Mr. Vinod Manazhy 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. Vinod Manazhy'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. Vinod Manazhy was a banker having more than 2 decades of experience in the financial services sector. He started his career with Federal Bank and gained experience and exposure over the years from the position of Assistant Manager till the level of head of Corporate Relationship Banking. Meanwhile, he got opportunities to deal with several NBFCs. 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 10, 2020.

Copy of letter of appointment of Mr. Vinod Manazhy 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. Vinod Manazhy, 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 by passing an Ordinary Resolution.

Except Mr. Vinod Manazhy, 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. 4.

#### **Item No. 5**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Vadukkoot Mathayi Xaviour (DIN: 08984734) as an Additional Director in the capacity of an Independent Director at its meeting held on December 10, 2020 for a tenure of 5 years w.e.f. Dec 10, 2020, subject to the approval of the members of the Company.

In terms of the Section 161 of the Act, Mr. Vadukkoot Mathayi Xaviour 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. Vadukkoot Mathayi Xaviour 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. Vadukkoot Mathayi Xaviour'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. Vadukkoot Mathayi Xaviour has started his career in banking sector. He was a resource person for Securities & Exchange Board of India, Khadi & Village Industries Commission and MSMED. In addition to his teaching profession of 30 plus years, he has served multiple roles as Additional Co-ordinator, Guest faculty etc throughout his career. 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 10, 2020.

Copy of letter of appointment of Mr. Vadukkoot Mathayi Xaviour 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. Vadukkoot Mathayi Xaviour, 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 by passing an Ordinary Resolution.

Except Mr. Vadukkoot Mathayi Xaviour, 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. 5.

**Item No. 6**

Mr. Sreeram Gopinathan Nair was appointed as the Managing Director of the Company with effect from October 31, 2019 post takeover of the Company. He was paid Rs. 3,00,000/- (Rupees Three Lakhs only) as remuneration. Later on, he resigned on June 09, 2020 to pursue an appointment in banking sector.

After completion of the said assignment in the banking sector, the Board of Directors of the Company at its meeting held on December 10, 2020 has appointed him as the Managing Director of the Company with effect from December 17, 2020 subject to the approval of members in the ensuing General Meeting. Thus, the same needs to be approved by the members by passing an Ordinary Resolution under Section 196 read with Section 197 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto.

**Statement Pursuant to Section II of Schedule V of Companies Act, 2013**

<b>i. General Information:</b>		
1	Nature of Industry	NBFC
2	Date or Expected Date of Commercial Production	Existing Company in operation since 1994
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 2020-21:  Revenue from Operations: 35.58 Lakhs Net Loss after taxes: 39.99 Lakhs EPS(Basic): -1.33
5.	Foreign Investments or Collaborations, if any	Not Applicable
<b>ii. Information about the appointee:</b>		

1	Background details	Mr. Sreeram Gopinathan Nair is an Engineering graduate with post graduate diploma in personnel Management and CAIIB. He has 4 decades of experience in all facets of banking including overseas assignment. He started his career with Canara Bank as Technical Officer and worked Pan India in various managerial/ top executive positions acquiring skills in commercial/ retail/ corporate & MSME lending, foreign exchange, marketing as well as Human Resoure Management. He elevated to the position of Chief General Manager in Canara Bank before moving as MD & CEO of Dhanlaxmi Bank Ltd. for a period of 3 years.
2.	Past remuneration	Rs. 3,00,000/- was paid during his tenure from October 31, 2019 till June 09, 2020.
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	Remuneration – Nil Travelling allowance - Rs. 5,000/- per month Sitting fees - within the limits prescribed under the Companies Act, 2013
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person is not required as no remuneration is paid except travelling allowance and sitting fees as mentioned above.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Sreeram Gopinathan Nair is not related to any of the Directors and the key managerial personnel, directly or indirectly.
<b>iii. Other Information</b>		
1.	Reasons of loss or inadequate profits	The Company has started its operations through various verticals and branches after takeover. However, Covid-19 pandemic highly impacted the profitability of the Company during 2020-21.
2	Steps taken or proposed to be taken for improvement	It is proposed to improve performance in terms of growth and profitability by opening new branches and introducing new products/ verticals.
3	Expected increase in productivity and profits in measurable terms	The company is expecting more than 50% growth in business and profits during this financial year.



Additional information in respect of Mr. Sreeram Gopinathan Nair, 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 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. 6.

**By order of the Board of Directors**

**20.08.2021**  
**Thrissur**

**Aneetta C Vilson**  
**Company Secretary**

Registered Office:  
64, Montieth Road, Egmore,  
Chennai – 600008, Tamil Nadu  
CIN: L67190TN1994PLC029151  
Website: [www.sicapital.co.in](http://www.sicapital.co.in)  
E-mail ID: [info@sicapital.co.in](mailto:info@sicapital.co.in)

**Brief note on Director(s) retire by rotation or seeking Appointment****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	9
Directorships held in other Companies	Non-Executive Director of Sharewealth Securities Limited
Memberships/ Chairmanships of committees across other Companies	Nil

**Mrs. Jitha Chummar (DIN: 02582004)**

Date of Birth	14.03.1985						
Age	36 Years						
Experience	More than 8 years of experience in stock broking						
Qualifications	MBA – Finance						
Terms and Conditions of Appointment	Appointed as Additional Director of the Company						
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	20.10.2020						
Shareholding in the Company	225 Equity Shares						
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil						
No. of meetings of the Board attended during the year	6						
Directorships held in other Companies	Director in Sharewealth Securities Limited and Sharewealth Commodities Private Limited						
Memberships/ Chairmanships of committees across other Companies	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Role</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Role			
Name of the Company	Name of the Committee	Role					

	Sharewealth Securities Limited	Nomination & Remuneration Committee	Chairperson
		Stakeholders Relationship Committee	Member

**Mr. Vinod Manazhy (DIN: 08986929)**

Date of Birth	30.04.1970
Age	51 Years
Experience	More than 25 years of experience in finance sector
Qualifications	B. Tech (Civil)
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. December 10, 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	10.12.2020
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	3
Directorships held in other Companies	Nil
Memberships/ Chairmanships of committees across other Companies	Nil

**Mr. Vadukkoot Mathayi Xaviour (DIN: 08984734)**

Date of Birth	28.11.1954
Age	66 Years
Experience	More than 30 years of experience
Qualifications	Doctor of Philosophy
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. December 10, 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	10.12.2020
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	3
Directorships held in other Companies	Nil

Memberships/ Chairmanships of committees across other Companies	Nil
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**Mr. Sreeram Gopinathan Nair (DIN: 05143385)**

Date of Birth	20.03.1957
Age	64 Years
Experience	More than 35 years of experience in banking sector inclusive of overseas experience
Qualifications	B. Sc. (Engg) PGDPM (IR & PM) CAIIB – Indian Institute of Banking & Finance
Terms and Conditions of Appointment	Appointed as Managing Director of the Company for a period of 5 years with effect from December 17, 2020
Details of remuneration sought to be paid and the remuneration last drawn	Travelling Allowance of Rs. 5,000/- per month 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	4
Directorships held in other Companies	Nil
Memberships/ Chairmanships of committees across other Companies	Nil