

NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the Members of **India SME Asset Reconstruction Company Limited** will be held through Video Conference on Wednesday, September 30, 2020 at 12.30 p.m. to transact the business stated herein, in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2020 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Manjit Singh Kochar (08298764), who retires by rotation and being eligible, has offered himself for reappointment.
3. To delegate the powers to Board of Directors to fix the remuneration of the Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable powers to fix the remuneration of Statutory Auditors appointed by Comptroller and Auditor General of India (C&AG) be delegated to the Board of Directors of the Company for the current Financial Year 2020-21 and for the subsequent financial years as and when the appointment of statutory auditors is made by C&AG.”

Special Business:

4. Appointment of Smt. Rachna Dikshit as an Independent Director of the Company
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(1) and other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, read with Schedule IV to the Companies Act, 2013, the Articles of Association of the Company and the approval and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Smt. Rachna Dikshit (DIN: 08759332), who was appointed as an Additional, Independent Director of the Company of the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years with effect from July 03, 2020 to July 02, 2023 and shall not be liable to retire by rotation.

India SME Asset Reconstruction Company Limited

CIN: U67190MH2008PLC181062

Registered Office:

Swavalamban Bhavan, C-11, 'G' Block, Bandra - Kurla Complex,

Bandra (E), Mumbai - 400051

Email: isarc@isarc.in website: www.isarc.in

Place: Mumbai

Date: September 07, 2020**By order of the Board of Directors****Sd/-****Prity Adwani****Company Secretary & Compliance Officer****M No. A42690****Notes:-**

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Item No.4 of this Notice, is annexed herewith.
2. In view of the prevailing lock down enforced across India, due to the outbreak of COVID-19 Pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 ("the relevant Circulars"), has permitted companies to hold annual general meetings through Video Conferencing ("VC") or other audio visual means ("OAVM"), during the calendar year 2020. In compliance with the relevant Circulars and other applicable provisions of the Act, the 12th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC.
3. In terms of the relevant Circulars, the Members are requested to take note of the following:
 - Notice convening the AGM of the Company and the Annual Report for the financial year 2019-20 are being sent only by email to those Members who have registered their email address with the Company and have also been uploaded on the website of the Company viz www.isarc.in
 - Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
 - Pursuant to the relevant Circulars, representatives of the Members may be appointed for the purpose of participation and voting in AGM. Corporate Members intending to authorize their representatives to attend the AGM are requested to email the same to cs@isarc.in, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
 - Members are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 2 days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
 - Details for attending the AGM through VC / OAVM will be shared with the members

separately.

- Attendance of Members at the AGM through VC shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
- 4. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company and deemed Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (CAG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine.
- 5. M/s U. G. Devi & Co., Chartered Accountants, Mumbai have been reappointed as the Statutory Auditors of the Company for the year 2020-21 by CAG through their letter August 18, 2020 Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the current Financial Year 2020-21 and for the subsequent financial years as and when the appointment of statutory auditors is made by C&AG..
- 6. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item no 1 and the Statutory Registers, will be made available for inspection by the Company and as such the Members are requested to send an email to cs@isarc.in.
- 7. In case a demand for poll is made by any member for any item to be discussed in Annual General Meeting, members may cast their vote at the designated email address i.e. cs@isarc.in.
- 8. Since the AGM is being held through VC, the route map for the AGM venue, is not attached.
- 9. Members may contact the Company for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

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Bandra (E), Mumbai - 400051

Email: isarc@isarc.in website: www.isarc.in

Place: Mumbai

By order of the Board of Directors

Date: September 07, 2020

Sd/-

Prity Adwani

Company Secretary & Compliance Officer

M No. A42690

Statements pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Business as set out in Items No. 4 of this Notice.

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with the provisions of the Articles of the Company, Smt. Rachna Dikshit was appointed as Additional Director of the Company by the Board at its meeting held on July 03, 2020 to hold office up to the date of this Annual General Meeting of the Company.

Brief Profile of Smt. Rachna Dikshit is given as Annexure A.

Smt. Dikshit possesses relevant expertise and experience for being appointed as an Independent Director of the Company and fulfils the conditions specified in the Act and the rules made thereunder and that she is independent of management. Smt. Dikshit has furnished to the Board the requisite declaration contemplated u/s 149(7) of the Act stating that she is qualified to be appointed as an Independent Director within the meaning of Section 149(6) of the Act.

In view of the above, approval of the Members is sought to appoint her as an Independent Director for the first term of three (3) years with effect from July 03, 2020 to July 02, 2023 and whose office shall not be liable to retire by rotation.

Smt. Dikshit as an Independent Director is required to abide by the code for Independent Directors specified in Schedule IV of the Act and be governed and guided by the provisions contained therein. Formal Letter of appointment will be issued to Smt. Dikshit upon his appointment. The terms and conditions of appointment shall be open for inspection at the registered office of the Company by any member during normal business hours and shall also be available on the Website of the Company i.e. www.isarc.in.

The Board is of opinion that it would be interest of the Company to appoint Smt. Dikshit as an Independent Director of the Company. Hence the provision of Section 160 for deposit of requisite amount for proposing candidature of person other than retiring Director will not be applicable.

Except Smt. Dikshit, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 4.

The Board of Directors accordingly recommends the ordinary resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

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By order of the Board of Directors

**Sd/-
Prity Adwani
Company Secretary & Compliance Officer
M No. A42690**

Annexure - A
Brief Profile of Directors seeking appointment/reappointment at the Annual General Meeting

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name	Shri Manjit Singh Kochar*
DIN	08298764
Age	58
Qualification and Expertise in specific functional areas	Shri Manjit Singh Kochar, Nominee Director nominated by United Bank of India (UBI) on the Board of the Company. Shri Kochar is Deputy General Manager & Chief Regional Manager, Mumbai with UBI (Currently Punjab National Bank). Shri Kochar holds Bachelor's in Science, CAIIB and DISA (IIBF).
Terms and conditions of appointment	Nominee Director.
Details of remuneration sought to be paid	Nil
Details of the remuneration last drawn ((FY 2019-20)	Nil
Date of first appointment on the Board	January 25, 2019
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during (FY 2019-20)	3/3
Other Directorships (excluding Axis Finance Limited)	NIL
Membership / Chairmanship of Committees of other Board	NIL

*Please note that Punjab National Bank has issued a letter No. GBMD/ISARC/2020-21 dated July 27, 2020 for appointment of Shri Rajneesh Karnatak as a Nominee Director in place of Shri Manjit Singh Kochar. Company is in process of getting the necessary approvals for appointment of Shri Karnatak. Shri Manjit Singh Kochar will be the Nominee Director of the Company till the appointment of Shri Rajneesh Karnatak on the Board of ISARC.

Name	Smt. Rachna Dikshit
DIN	08759332
Age	61
Qualification and Expertise in specific functional areas	Smt. Dikshit has done Bachelor of Arts from Lucknow, master's in political science from Allahabad University and she is also a Certified Associate Indian Institute of Bankers. She joined Reserve Bank of India and worked there as a Regional Director of Punjab, Haryana & UT Chandigarh regions. She also worked as General Manager, Financial Inclusion & Development Department, Chandigarh and New Delhi and as a General Manager and Deputy General Manager in the Department of Banking Regulation, Mumbai Central Office.
Terms and conditions of appointment	Independent Director not liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Details of the remuneration last drawn ((FY 2019-20)	NA
Date of first appointment on the Board	July 03, 2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during (FY 2019-20)	NA
Other Directorships (excluding Axis Finance Limited)	Nil
Membership / Chairmanship of Committees of other Board	Nil