

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of India SME Asset Reconstruction Company Limited will be held through Video Conference (VC) on Monday, September 29, 2025 at 02:30 p.m. to transact the business stated herein:

Ordinary Business:

Item No. 1:

Adoption of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby considered and adopted.”

Item No. 2:

Appointment of Mr. Vijay Tyagi (DIN: 10103631) who retires by rotation and being eligible, has offered himself for reappointment

To appoint a Director in place of Mr. Vijay Tyagi (DIN: 10103631) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the Articles 158 and 187 of Part A and Article 249.5.2 of Part B of the Articles of Association of the Company and provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Tyagi (DIN: 10103631), Director of the Company, who retires by rotation at this meeting and who being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Item No. 3:

Appointment of M/s. Desai Associates, Chartered Accountants, as the Statutory Auditor of the Company

To appoint M/s. Desai Associates, Chartered Accountants (FRN: 102286W) as the Statutory Auditor of the Company and in this regard, 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable rules made thereunder, including any statutory amendment(s), modification(s) thereto or re-

enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Desai Associates, Chartered Accountants, (FRN:102286W), who have confirmed their eligibility to be appointed in terms of Section 141 of the Act, as the Statutory Auditor of the Company, to hold office for first term of five consecutive years from the conclusion of the 17th Annual General Meeting of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2030, at a remuneration to be determined by the Board of Directors (including any Committee thereof) of the Company in addition to out-of-pocket expenses as may be incurred by them during the course of the audit.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors [which term shall include its duly empowered Committee(s)] to do all such acts, deeds, matters and things and to take all such steps as may be required and to execute all documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution or for the matters connected therewith or incidental thereto.”

Place: Mumbai

Date: September 04, 2025

**By order of the Board of Directors
India SME Asset Reconstruction Company Limited**

**S/d
Minal Jain
Company Secretary
Membership No. A64030**

Notes:-

1. An explanatory statement pursuant to Section 102(1) of the Act as set out in the Notice is annexed herewith.
2. As required under Secretarial Standard on General Meetings (the SS-2), additional information of Mr. Vijay Tyagi seeking appointment / re-appointment at the Annual General Meeting (AGM), is detailed as **Annexure A**
3. In accordance with the Ministry of Corporate Affairs (MCA), General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021; 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively (the MCA Circulars), the AGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC. In terms of the MCA circulars, the Members are requested to take note of the following:
 - a) Notice convening the AGM of the Company and the Annual Report for the financial year

2024-25, have been uploaded on the website of the Company, viz., www.isarc.in. Notice and annual report are being sent only by email to those Members who have registered their email address with the Company.

- b) 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.
- c) Pursuant to the relevant Circular, 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.
- d) Members are requested to send their queries, if any, on Annual Report, to the Company Secretary at the designated email address i.e. cs@isarc.in not less than 5 working days before the date of Meeting, so that the requisite information / explanations can be provided in time.
- e) Link for attending the AGM through VC will be shared with the members separately.
- f) 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.
- g) All the documents referred to in this Notice 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.
- h) Since the AGM is being held through VC, the route map for the AGM venue is not attached.
- i) Members may contact the Company to convey grievances, if any, relating to the conduct of the AGM, at the registered office address or at the designated email address i.e. cs@isarc.in.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
setting out all the material facts relating to the Business
as set out in Item No. 3 of this Notice.**

The following Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 (the Act), sets out all material facts relating to the business mentioned in the accompanying Notice dated September 04, 2025:

Item No.3:

Appointment of M/s. Desai Associates, Chartered Accountants as the Statutory Auditors of the Company

The Comptroller and Auditor General of India (CAG) vide its No./CA.V/COY/Central Government, ISARCL (1)/456 dated September 21, 2024 had appointed M/s. Desai Associates, Chartered Accountants, as the Statutory Auditors of the Company for the FY2024-25.

Subsequent to change in sponsor, the Company has ceased to be a Public Sector Undertaking. Consequently, the provisions relating to audit by the CAG are no longer applicable.

However, the new management has decided to continue with the services of M/s. Desai Associates, Chartered Accountants, as they are well versed with the system/procedure and books of accounts of the Company.

Accordingly, the Board at its meeting held on September 04, 2025 based on the recommendation of the Audit Committee, has approved and recommended to the Members, the appointment of M/s. Desai Associates, Chartered Accountants (Registration No. 102286W), as Statutory Auditors of the Company, for first term of five consecutive years from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in the year 2030 in accordance with sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder.

Established in 1981 by CA Suresh Paharia, a qualified chartered accountant since 1980, the firm is a leading provider of comprehensive professional services in Audit, Taxation, Internal Controls, and Regulatory Compliance. Over the past three decades, it has built a strong client base across Manufacturing, NBFCs, Services, and Banking sectors. The firm further expanded its capabilities with the merger of M/s. Mukadam and Associates on 30.12.2009. Known for its high-quality, value-driven approach, the firm blends professional expertise with a personal touch, fostering long-standing client relationships and continuous growth. Delivering personalized and high-standard services remains a core priority.

M/s. Desai Associates, Chartered Accountants have consented to their appointment as Auditors and have confirmed that their appointment, if made, will be in accordance with Section 139 and Section 141 of the Act and that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ('ICAI') and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

On the recommendation of the Audit Committee, the Board has approved and recommended to the Members, a fee of Rs. 4.21 lakh towards statutory audit, excluding applicable taxes and reimbursement of out of pocket expenses, for FY2026 and first quarter of FY 2026-2027. The remuneration for the subsequent period of their term shall be fixed by the Board of Directors on the recommendation of the Audit Committee.

After evaluating and considering various factors, including reputation and track record, industry experience, independence, expertise of audit team, audit approach and ability to handle audit of complex multi-entity, multi-geography entities, the Board, on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Annexure A

Additional Information on Directors seeking appointment / re-appointment at the AGM [Pursuant to the Secretarial Standard on General Meetings]

Name	Mr. Vijay Tyagi
DIN	10103631
Age	62 years
Qualification and Experience	Mr. Tyagi hold a Bachelor of Commerce degree with a specialization in Finance and Accountancy. He is a Certified Associate of the Indian Institute of Bankers (CAIIB) and a Certified Corporate Governance Professional (CCGP), awarded by the Indian Institute of Corporate Affairs under the Ministry of Corporate Affairs, Government of India. He has completed several professional certifications, including Blockchain: Understanding its uses and implications, and Introduction to Hyperledger Blockchain Technologies—both issued by The Linux Foundation. Additionally, he holds a Certificate in Risk Management and Credit Principles from the New York Institute of Finance, USA; a Certificate in Analytical Problem Solving and Design Thinking from Fullbridge, USA; and a Certificate in Fundamentals of Macroeconomics from Universidad Carlos III de Madrid. He has also completed a specialized program on Cybersecurity for Critical Urban Infrastructure from the Massachusetts Institute of Technology (MIT), USA. Furthermore, He was empanelled as a Non-Official Director (ID: 77683) with the Department of Public Enterprises, Ministry of Finance, Government of India.
Terms and conditions of appointment	Nominee Director on behalf of Authum Investment & Infrastructure Limited, liable to retire by rotation as per Articles of Association
Details of remuneration last drawn during the Financial Year 2024-25	Nil
Details of remuneration sought to be paid	Nil
Date of appointment on the Board	June 17, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board eligible to attend / attended during (FY 2024-25)	Nil
Other Directorships of other Board	<ul style="list-style-type: none"> - Lesol City Limited - IFCI Infrastructure Development Limited - Exato Technologies Limited - Xanadu Foods Limited