NOTICE OF 5TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 5th Extra-Ordinary General Meeting of the Members of India SME Asset Reconstruction Company Limited will be held through Video Conference (VC) on Wednesday, May 14, 2025 at 11:00 a.m. (IST) to transact the business stated herein:

Special Business:

1. **To increase the Authorized Share Capital of the Company from Rs.100,00,00,000/- to Rs.250,00,00,000/-.**

   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 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.100,00,00,000/- (Indian Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of face value Rs.10/- (Indian Rupees Ten Only) each to Rs.250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of face value Rs.10/- (Indian Rupees Ten Only) each ranking pari passu in all respect with the existing shares of the Company.**"**

   "RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

   a) The Authorised Share Capital of the Company is Rs.250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crores Only) divided into 25,00,00,000 shares (Twenty-Five Crore) equity shares of face value Rs.10/- (Indian Rupees Ten Only) each.

   b) The paid-up capital of the Company shall be minimum of Rs.5,00,000/- (Indian Rupees Five Lakhs only).**"**

   RESOLVED FURTHER THAT MD&CEO/CFO/CS, be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.**"**

2. To approve the amended the Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 5 and 14 read with the Companies (Incorporation) Rules 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to adopt the amended Articles of Association of the Company, a near final draft of which is placed before the meeting and enclosed as **Annexure I**, duly initialed for the purpose of identification by Shri Amitabh Misra, Managing Director & CEO of the Company, to include the terms of Share Subscription and Purchase cum Shareholders' Agreement dated October 14, 2024 entered into between *inter alia* Authum Investment and Infrastructure Limited and the Company ("Share Subscription and Purchase cum Shareholders Agreement" or "SSPHA").

RESOLVED FURTHER THAT MD&CEO or CFO or CS of the Company be and are hereby severally authorized to file necessary e-forms with Ministry of Corporate Affairs and to do all such act, deed, things as may be necessary to give effect to aforesaid resolution.**"**

3. To approve the offer, issuance and allotment of 13,00,00,000 (Thirteen Crore) Equity shares to M/s. Authum Investment and Infrastructure Limited on private placement basis.

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

"RESOLVED THAT pursuant to Sections 23, 42, and 62(1)(c) and all other applicable provisions, if any, of the Companies Act 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof for time being in force), necessary approval/ permission received from Reserve Bank of India for Change in Sponsor, the relevant provisions of the memorandum and articles of association of the Company, the terms of the Share Subscription and Purchase cum Shareholders' Agreement and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority and subject to such consent(s), approval(s), permission(s) or sanction(s) as may be required under any legislation or rules and regulations for the time being in force, of the appropriate authorities, institutions or bodies, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of the concerned authorities or bodies while granting such consent(s), approval(s),

permission(s) or sanction(s), and as agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 13,00,00,000 (Thirteen Crore) equity shares of face value Rs.10/- (Indian Rupees Ten only) each ("**Equity Shares"**), at a price of Rs.14.86/- [Indian Rupees Fourteen and Eighty-Six Paise Only including a premium of Rs.4.86/- (Indian Rupees Four and Eighty-Six Paise Only) per Equity Share], aggregating up to Rs.193,18,00,000/- (Indian Rupees One Hundred Ninety Three Crores Eighteen Lakhs Only), through private placement to the following proposed investor:

Sr. No.	Name of Proposed Investor	Number of Equity Shares to be offered for Subscription	Issue Price of Equity Shares	Total Consideration [In INR]
1	M/s Authum Investment and Infrastructure Ltd.	130000000	14.86	193,18,00,000

RESOLVED FURTHER THAT the Equity Shares issued pursuant to this resolution shall rank pari-passu with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with applicable rules, thereof, consent of the members is hereby accorded for recording the name of the proposed investor for issue of invitation to subscribe to the equity shares in Form PAS-5 and issuance of the private placement offer cum application letter in Form No. PAS-4 as per the terms and conditions agreed upon.**"**

RESOLVED FURTHER THAT the subscription amount received by the Company from the proposed investor for application of the offer of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account operated by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, MD&CEO/CFO/CS, jointly and/or severally, be and are hereby authorized to take all such steps and to do all such other acts, deeds, matters and things as may be necessary in their absolute discretion, including but not limited to, accepting any alteration(s) or amendment(s) or correction (s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the 13,00,00,000 (Thirteen Crore) equity shares of face value Rs.10/- (Indian Rupees Ten only) each ("Equity Shares"), at a price of Rs.14.86/- (Indian Rupees Fourteen and Eighty-Six Paise Only including a premium of Rs.4.86/- [Indian Rupees Four and

Eighty-Six Paise Only] per Equity Share), aggregating up to Rs.193,18,00,000/- (Indian Rupees One Hundred Ninety Three Crores Eighteen Lakhs Only), through private placement to the proposed investor, signing and issuance of the offer letter, letter of allotment, and such other papers/ documents as may be necessary in this regard to shareholders of the Company and to file the necessary forms with the registrar of companies and other relevant governmental authorities, and to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to these resolutions."

4. Appointment of Shri Mukesh Chand as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 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 pursuant to the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint Shri Mukesh Chand (DIN: 10791544), who was appointed as an Additional Director (Independent category) of the Company and who holds office upto the date of the General Meeting in terms of Section 161 of the Companies Act, 2013, and approval / no-objection received from Reserve Bank of India (RBI) 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 his candidature for the office of a Director of the Company, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and being eligible, as an Independent Director of the Company for a term of 3 (three) years commencing from December 11, 2024, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT MD & CEO/ CFO/ CS be and are hereby authorized to severally digitally sign and submit the necessary form(s) with the Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid resolution."

Place: Mumbai
Date: April 22, 2025

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

KETKI MITHILESH MUZUMDAR
Digitally signed by KETKI MITHILESH MUZUMDAR
Date: 2025.04.22 17:13:27 +05'30'

(Ketki Muzumdar)
Company Secretary, M No.A30638

Notes:-

1. An explanatory statement pursuant to Section 102(1) of the Act relating to special business set out in the Notice is annexed herewith.
2. 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 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, respectively (the MCA Circulars) the EGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the EGM through VC. In terms of the MCA circulars, the Members are requested to take note of the following:
   a) Notice convening the EGM of the Company has been uploaded on the website of the Company, viz., www.isarc.in. Notice is being sent only by email to those Members who have registered their email address with the Company.
   b) Since the EGM 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 EGM. Corporate Members intending to authorize their representatives to attend the EGM 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 EGM, on their behalf.
   d) Members are requested to send their queries, if any, on Notice, 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 EGM through VC will be shared with the members separately.
   f) Attendance of Members at the EGM 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 EGM is being held through VC, the route map for the EGM venue is not attached.
   i) Members may contact the Company to convey grievances, if any, relating to the conduct of the EGM, 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 Special Business as set out in Item No. 1 to 4 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 April 22, 2025:

Item No.1

To increase the authorised Share Capital of the Company from Rs.100,00,00,000/- to Rs.250,00,00,000/-.

The Board recommends the resolution as set out in Item No.1 of the Notice for approval by the Members of the Company.

Reserve Bank of India ("**RBI**") in October 2022 amended the regulatory framework for ARCs which included increase in minimum Net Owned Funds (NOF) to Rs.300 crore from existing limit of Rs.100 Crore. However, for all the ARCs existing as on October 11, 2022, the NOF as per RBI amended directive was to be increased in a phased manner i.e. increase in NOF to Rs.200 Crore by March 31, 2024 and Rs.300 crores by March 31, 2026.

To ensure the compliance with NOF requirement, the Company appointed a Merchant Banker for raising equity share capital through Private Placement. Based on the due diligence undertaken and report thereon by the Merchant Bankers, the Board identified Authum Investment and Infrastructure Limited ("Authum" or "Proposed Sponsor") as potential investor to infuse funds in the Company by way of share capital through private placement. As per the Master Directions of RBI titled "*Master Direction - Reserve Bank of India (Asset Reconstruction Companies) Directions, 2024*" dated April 24, 2024, as amended from time to time, the Company is required to take prior approval of RBI for Change in Sponsor. Accordingly, the application for Change in Sponsor and Appointment of Nominee Directors of the proposed sponsor was submitted to RBI on October 30, 2024.

In this respect, the Company through their application dated October 15, 2024 had sought extension of time from RBI for increase in NOF by March 31, 2025. RBI vide email dated October 24, 2024 has advised to comply with the NOF requirement of Rs.200 crore on or before March 31, 2025, subject to the condition that

(i) Company shall not undertake any fresh acquisition of assets until the NOF requirement as stated above is fulfilled

(ii) no further extension will be provided in the matter, and

(iii) subsequent non-compliance may warrant supervisory/regulatory action against the Company.

Further, the Company through their application dated March 03, 2025 had sought further extension of time from RBI to meet the NOF requirement, as in case the approval is received

in the mid of March 2025, there would be less time to comply with all the remaining formalities and it may not be feasible for the Company to complete the capital raising process by March 31, 2025. RBI vide their email dated March 17, 2025 have granted the extension upto June 30, 2025.

RBI vide their letter dated March 25, 2025, received though email of even date, had granted their approval for Change in Sponsor and further vide letter dated March 26, 2025 had granted approval for appointment of two nominee Directors of the proposed sponsor on the Board of the Company (i.e Shri Vijay Tyagi and Shri Haridas Bhatt).

In view of the RBI approval received for Change in Sponsor, it is proposed to increase the Authorised Share Capital of the Company from Rs.100,00,00,000/- (Indian Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of face value Rs.10/- (Indian Rupees Ten Only) each to Rs.250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of face value Rs.10/- (Indian Rupees Ten Only) each. As per Article 4 of the Articles of Association of the Company, the Company is required to alter the Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

Item No.2
To approve the amended Articles of Association of the Company.

The Board in its 34th meeting held on August 03, 2015, based on the opinion of Practicing Company Secretary and subject to approval of members, had approved the amendment in Articles of Association of the Company to comply with certain provisions of the new Companies Act, 2013. Subsequently, the members in 7th Annual General Meeting held on September 23, 2015 had approved the said amendment.

The Board in its 45th meeting held on July 12, 2017, approved the amendment in the Articles with regard to designating the Chairperson of ISARC based on SIDBI's letter No. 2017MAR14/L00129821 dated March 14, 2017. The members in the 9th Annual General Meeting held on September 29, 2017 had approved the said amendment.

Subsequently, the Board in its 72nd meeting held on January 30, 2023, approved the revision in Article 138(ii)(c) of the Articles of Association of the Company with regard to the appointment of Chairman of the Company to comply with the revised regulatory framework of RBI issued vide its circular No. DoR.SIG.FIN.REC.75/26.03.001/2022-23 dated October 11, 2022. The members in the 4th Extra-Ordinary General Meeting held on February 27, 2023 had approved the said amendment.

In view of the terms of share subscription and purchase cum shareholders' agreement dated October 14, 2024 entered into *inter alia* between Authum Investment and Infrastructure Limited and the Company ("SSPHA"), Company proposes to adopt the amended Articles of Association, a near final draft of which is placed before the meeting and enclosed as **Annexure 1**, duly initialled for the purpose of identification by Shri Amitabh Misra, Managing Director & CEO of the Company.

The Board recommends the resolution as set out in Item No.2 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No.3:

To approve the offer, issuance and allotment of 13,00,00,000 (Thirteen Crore) Equity shares to M/s. Authum Investment and Infrastructure Limited on private placement basis.

To ensure the compliance with NOF requirement, the Company appointed a Merchant Banker for raising equity share capital through Private Placement. Based on the due diligence undertaken and report thereon by the Merchant Bankers, the Board identified Authum Investment and Infrastructure Limited ("Authum" or "Proposed Sponsor") as potential investor to infuse funds in the Company by way of share capital through Private Placement. The Share Subscription and Purchase cum Shareholders' Agreement ('SSPSHA') was approved by the Board on September 24, 2024 and subsequently by the shareholders at the Annual General Meeting held on September 25, 2024. The SSPSHA was executed on October 14, 2024.

As per the SSPSHA, the price for primary subscription (i.e. allotment of equity shares through private placement) is subject to floor price of Rs.13.60/-. The price for purchase of shares from the existing shareholders opting for simultaneous exit, is Rs.16.29 per share which has been arrived at based on the book value as on September 30, 2024 as per the price to book ratio approved by the Board and the price for purchase of shares from shareholders who opt for put option will be as per Schedule-9 of the SSPSHA. As per the latest valuation report of the registered valuer, shares of FV Rs.10 will be issued at Rs.14.86 per share. As per the provisions of Section 42 of the Act, the Company shall issue a private placement offer cum application letter to Authum, in Form PAS-4 and maintain the record in Form PAS-5 and ensure other compliances with the provisions of the Act.

The material facts and information concerned with and relevant to the issue of said Equity Shares to enable the shareholders understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration.

Particulars	Remarks
the full name, address, permanent Account Number and E-mail ID of such security holder;	Authum Investment and Infrastructure Limited, 707, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400021 PAN No.: AADCS2471H Email id: info@authum.com
the class of security held;	Equity Shares
the date of allotment of security;	Allotment shall be completed within 30 days from the date of EGM
the number of securities held, nominal value and amount paid on such securities; and particulars of consideration received.	13,00,00,000 (Thirteen Crore) equity shares of face value of Rs.10/- (Indian Rupees Ten only) each ("Equity Shares"), at a price of Rs.14.86/- (Indian Rupees Fourteen and Eighty-Six Paise Only including a premium of Rs.4.86/- [Indian Rupees Four and Eighty-Six Paise Only] per Equity Share), aggregating up to Rs.193,18,00,000/- (Indian Rupees One Hundred Ninety Three Crores Eighteen Lakhs Only), through private placement

As per Sections 23, 42 & 62(1)(c) and other applicable provision of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014, prior approval of the shareholders is required for issuing of the shares through a preferential offer / private placement.

The additional information and disclosures for private placement of Equity Shares as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 is as follows:

Sr. No.	Particulars	Remarks
i	The objects of the issue;	To comply with the RBI regulatory framework for ARCs which included increase in minimum Net Owned Funds (NOF) to Rs.300 crore from existing limit of Rs.100 Crore.
ii	The total number of shares or other securities to be issued;	The Company proposes to offer, issue and allot upto 13,00,00,000 (Thirteen Crores) Equity Shares. The Equity Shares shall rank pari-passu with the existing Equity Shares of the Company.
iii	The price or price band at/within which the allotment is proposed;	Rs.14.86/- (including a premium of Rs.4.86/-) per Equity Share
iv	Basis on which the price has been arrived at along with report of the registered valuer;	Valuation Report issued by the Registered Valuer, having registration number IBBI/RV/07/2019/12246 dated April 17,

		2025 a copy of which enclosed as **Annexure II**
v	Relevant date with reference to which the price has been arrived at;	The Relevant Date for the determination of the issue price of the Equity Shares pursuant to the aforesaid Private Placement is fixed as March 31, 2025
vi	The class or classes of persons to whom the allotment is proposed to be made;	Authum Investment & Infrastructure Limited is listed on the National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange Limited. It is registered with Reserve Bank of India as a Middle Layer NBFC vide Registration No. B-13.02327 granted on March 13, 2019.
vii	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	There is no intention of the sponsors/promoters, directors or the key managerial personnel to subscribe to the offer.
viii	The proposed time within which the allotment shall be completed;	Allotment shall be completed within 30 days from the date of EGM
ix	The names of the proposed allottees and the percentage of post private placement/preferential offer capital that may be held by them;	Authum Investment & Infrastructure Limited (Authum). Post Private placement / preferential offer, Authum will hold 56.52%of shares. On sale of shares simultaneously by some of the existing shareholders, as per the terms of Share Subscription and Purchase cum Shareholders' Agreement (SSPSHA), Authum will hold 79.28% of the shares in the Company.
x	The change in control, if any, in the company that would occur consequent to the private placement/preferential offer;	As per SSPSHA, existing nominee directors except the one appointed by Punjab National Bank would stand withdrawn and new nominee directors of the Proposed Sponsor would be appointed as approved by RBI. (Shri Vijay Tyagi and Shri Haridas Bhat).
xi	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	Nil
xii	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable

xiii. The pre issue and post issue shareholding pattern of the company in the following format

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares	% of Shareholding	No. of Shares held	% of Shareholding
A.	**Promoters' Holding:**				
1.	Indian:				
	Individual	--	--	--	--
	Body Corporates	60900000	60.9	130000000	56.52
	Sub Total	60900000	60.9	130000000	56.52
2	Foreign Promoters	--	--	--	--
	Total (A)	**60900000**	**60.90**	**130000000**	**56.52**
B.	**Non-Promoters' holding:**				
1.	Institutional Investors	9000000	9.00	9000000	3.91
2.	Non-Institution				
	Private Corporate Bodies	650000	0.65	650000	0.28
	Directors and Relatives				
	Indian Public				
	Others- Banks and State Finance Corporations [*Including Non-Resident Indians (NRIs)]*	29450000	29.45	90350000	39.29
	Sub Total (B)	**39100000**	**39.10**	**47650000**	**43.48**
	Grand Total	**100000000**	**100.00**	**230000000**	**100.00**

The additional information and disclosures for private placement of Equity Shares as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as follows:

Sr. No.	Particulars	Remarks
A	Particulars of the offer including date of passing of Board resolution;	The Board of the Company at their meeting held on April 17, 2025, had, subject to approval of the members of the Company and such other approvals as may be required, approved issuance of 13,00,00,000 (Thirteen Crore) equity shares of face value of Rs.10/- (Indian Rupees Ten only) each ("Equity Shares"), at a price of Rs.14.86/- (Indian Rupees Fourteen and Eighty-Six Paise Only including a premium of Rs.4.86/- [Indian Rupees Four and Eighty-Six Paise Only] per Equity Share), aggregating up to

		Rs.193,18,00,000/- (Indian Rupees One Hundred Ninety Three Crores Eighteen Lakhs Only), through private placement.
b	Kinds of securities offered and the price at which security is being offered:	Equity Shares ranking pari passu with the existing Equity Shares are offered at a price of Rs.14.86/- (including a premium of Rs.4.86/-) per Equity Share.
c	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The price of the Equity Shares has been determined based on valuation report dated April 17, 2025, obtained by the Company from the Registered Valuer.
d	Name and address of valuer who performed valuation;	Ms. Sayali Deshkar Chartered Accountant Membership Number 132663 Registered Valuer - (Securities or Financial Assets) Reg. No. IBBI/RV/07/2019/12246
e	Amount which the company intends to raise by way of such securities;	The Company proposes to raise upto Rs.193,18,00,000/- from the issue of Equity Shares.
f	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	As mentioned above and as per the terms and conditions of SSPSHA.

The Board recommends the resolution as set out in Item No.3 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No.4

Appointment of Shri Mukesh Chand as an Independent Director

The Board in its meeting held on September 24, 2024, pursuant to the recommendation of Nomination and Remuneration Committee has approved the appointment of Shri Mukesh Chand as Additional Director (Independent Category), in accordance with the provisions of Section 161 of the Companies Act, 2013 and subject to an approval by the Reserve Bank of India. RBI approval is received on December 11, 2024. As per the provisions of Section 161(1) of the Act, Shri Mukesh Chand holds office of Director upto to the date of general meeting with effect from December 11, 2024 i.e. the date of approval by the Reserve Bank of India and being eligible, has offered himself for appointment as an Independent Director.

Shri Mukesh Chand is a seasoned expert in the fields of banking, finance, restructuring, and insolvency law. With an extensive background and deep understanding of financial regulations in India, Mukesh has established himself as a leading authority in these domains. His practice spans a broad range of services, including handling complex insolvency cases, financial restructurings, and advising both creditors and debtors in high-profile insolvency proceedings. He is the Chairman of Executive Committee and member of the Audit Committee and Risk Management Committee of the Board of Directors of the Company.

Considering the rich experience and vast knowledge of Shri Mukesh Chand, his presence on the Board will be valuable to the Company.

Pursuant to the Secretarial Standard on General Meetings, Additional Information on Directors seeking appointment at the EGM is as under:

Name	Shri Mukesh Chand
DIN	10791544
Age	66 years
Qualification and Expertise in specific functional areas	Shri Mukesh Chand is a seasoned expert in the fields of banking, finance, restructuring, and insolvency law. With an extensive background and deep understanding of financial regulations in India, Mukesh has established himself as a leading authority in these domains. His practice spans a broad range of services, including handling complex insolvency cases, financial restructurings, and advising both creditors and debtors in high-profile insolvency proceedings.
Terms and conditions of appointment	Independent Director not liable to retire by rotation
Details of remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn (FY 2024-25)	Nil
Date of first appointment on the Board	December 11, 2024
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 2024-25) (Number of Meeting attended / Number of meetings eligible to attend)	2/2

Other Directorships (excluding India SME Asset Reconstruction Company Limited)	Nil
Membership / Chairmanship of Committees of other Board	He is the Chairman of Executive Committee and member of the Audit Committee and Risk Management Committee of the Board of Directors of the Company.

The Board recommends the resolution as set out at Item No.4 of the accompanying Notice for approval by the Members of the Company.

Shri Mukesh Chand is interested in the Resolution set out at Item No.4 with respect to his appointment.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the proposed Special Resolution.