



SURAKSHA ARC

NOTICE

SHORTER NOTICE is hereby given that 9th Extra Ordinary General Meeting of the members of Suraksha Asset Reconstruction Limited ('Company') will be held on Wednesday, March 30, 2022 at 9.00 a.m. at the registered office of the Company at ITI House, 36 Dr. R.K. Shirodhkar Road, Parel – East, Mumbai – 400012 to conduct the following business:-

SPECIAL BUSINESS

Item no. 1:

To increase the authorised share capital of the Company and alter Clause V of the MOA

To consider and if thought fit pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions if any of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments for the time being in force) consent of the members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from existing INR. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) equity shares of face value INR. 10/- each (Rupees Ten) to INR. 210,00,00,000/- (Rupees Two Hundred and Ten Crores) by creation of 8,50,00,000 (Eight Crores Fifty Lacs) preference shares of face value INR. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company is substituted with the following Clause V:-

V. The Authorised share capital of the company is INR. 210,00,00,000/- (Rupees Two Hundred and Ten Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) equity shares of face value INR. 10/- each (Rupees Ten) and 8,50,00,000 (Eight Crores Fifty Lacs) preference shares of face value INR. 10/- each.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds and things and to take all steps as



may be required in this connection and also give such directions and delegations as it may in its absolute discretion deem fit.

SPECIAL BUSINESS

Item no. 2:

To convert outstanding facility availed from Finquest Financial Solutions Private Limited into preference shares of the Company:

To consider and if thought fit pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 42, 55, 62 and other applicable provisions if any of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments for the time being in force) and in accordance with the Articles of Association of the Company, approval of the members be and is hereby given for conversion of outstanding facility of INR. 84,75,00,000 (Rupees Eighty Four Crores and Seventy Five Lacs) availed from Finquest Financial Solutions Private Limited into 8,49,99,570 (Eight Crores Forty Nine Lacs Ninety Nine Thousand Five Hundred and Seventy) Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares ("RPS") of face value INR. 10 (Rupees Ten) each aggregating to INR. 84,99,95,700/- (Rupees Eighty Four Crores Ninety Nine Lacs Ninety Five Thousand Seven Hundred) on the following terms:-

- i. The RPS shall have face value of INR. 10/- each and shall be issued at par;
- ii. The RPS shall carry a fixed non-cumulative dividend at a rate of 0.01% p.a. on the face value;
- iii. The RPS shall not be convertible into equity shares;
- iv. The RPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- v. The RPS shall be non-participating in the surplus assets/ funds and profits;
- vi. The RPS shall be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- vii. The RPS shall have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;
- viii. The RPS shall be redeemed at the completion of 20 years from the date of allotment;



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- ix. The RPS shall be redeemed on the expiry of the tenure together with premium if any equivalent to IRR derived by Suraksha ARC on its investment in respect of the resolution of financial asset of Yamuna Expressway Tolling Limited acquired by Yes Bank Limited in December, 2017;

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds and things and to take all steps as may be required in this connection and also give such directions and delegations as it may in its absolute discretion deem fit."

By order of the Board
For Suraksha Asset Reconstruction Limited

Dipanjali
Dipanjali Nagpal
Company Secretary
(ACS: 39288)

Place: Mumbai

Date: 29.3.2022



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NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Attendance slip, proxy form and route map to the venue are annexed hereto;
5. A statement pursuant to Section 102(1) of the Companies Act, 2013 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto;
6. All documents referred to in the notice are available for inspection by the members of the Company, at the registered office during office hours between 9:00 A.M. to 6:00 P.M. upto the date of the meeting and shall also be available at the venue of the meeting.



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EXPLANATORY STATEMENT

[Pursuant to Section 102 of Companies Act, 2013]

The following statements set out material facts relating to special business mentioned in the accompanying Notice:

ITEM NO. 1

In order to increase the capital base of the Company the Board at its meeting held on March 29, 2022 gave its approval to increase the Authorised Share Capital of the Company from INR. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) equity shares of face value INR. 10/- each (Rupees Ten) to INR. 210,00,00,000/- (Rupees Two Hundred and Ten Crores) by creation of 8,50,00,000 (Eight Crores Fifty Lacs) additional preference shares of face value INR. 10/- (Rupees Ten) subject to the approval of the shareholders at the general meeting.

Accordingly, the resolutions seek approval of the members to increase the Authorised Share Capital of the Company and to amend Clause V of the Memorandum of Association of the Company.

A copy of the altered Memorandum of Association is available for inspection by any member at the Registered office of the Company upto the date of passing of the above resolution and at the venue of the Meeting for the duration of the meeting.

The Board of directors recommends the Ordinary Resolution set out at Item No. 1 for the approval of the Members.

None of the directors and other Key Managerial Personnel of the Company or their relatives are in any ways deemed to be concerned or interested in the resolution.

ITEM NO. 2:

In order to build net worth and strengthen financial position of the Company the Board of directors of the Company at their meeting held on March 29, 2022 approved the revision in the terms of the



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outstanding facility of INR. 84.75 crores (Rupees Eighty Four Crores and Seventy Five Lacs) availed from Finquest Financial Solutions Private Limited for conversion into 8,49,99,570 (Eight Crores Forty Nine Lacs Ninety Nine Thousand Five Hundred and Seventy) Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares ("RPS") of face value INR. 10/- (Rupees Ten) each aggregating to INR. 84,99,95,700/- (Rupees Eighty Four Crores Ninety Nine Lacs Ninety Five Thousand Seven Hundred) subject to the approval of the shareholders at the general meeting.

Given below are terms of issue of preference shares and statement of disclosures as required as per the relevant provisions of Companies Act, 2013:-

Date of passing the board resolution	29.3.2022
Name of the proposed allottee	Finquest Financial Solutions Private Limited
The class or classes of persons to whom the allotment is proposed to be made	As per Table-A
The size of the issue and number of preference shares to be issued and nominal value of each share	8,49,99,570 (Eight Crores Forty Nine Lacs Ninety Nine Thousand Five Hundred and Seventy) Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares ("RPS") of face value INR. 10 (Rupees Ten) each aggregating to INR. 84,99,95,700/- (Rupees Eighty Four Crores Ninety Nine Lacs Ninety Five Thousand Seven Hundred)
The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non Cumulative, Non-Participating, Non-Convertible;
The objectives of the issue	To convert outstanding facility into preference shares;
The manner of issue of shares	Conversion of outstanding facility of INR. 84.75 crores (Rupees Eighty Four Crores Seventy Five Lacs) availed from Finquest Financial Solutions Private Limited into 8,49,99,570 (Eight Crores Forty Nine Lacs Ninety Nine Thousand Five Hundred and Seventy) Non-Cumulative, Non-



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	Participating, Non-Convertible Redeemable Preference Shares ("RPS") of face value INR. 10 (Rupees Ten) each
The price at which such shares are proposed to be issued	INR. 10/- (Rupees Ten each)
The basis on which the price has been arrived at	As per valuation done by CA Pradeep Vinod Sethia, Registered Valuer (capradeepsethia2020@gmail.com)
Relevant date with reference to which the price has been arrived at	31.3.2022
The terms of issue, including terms and rate of dividend on each share, etc.	<ol style="list-style-type: none"> The RPS shall carry a fixed non-cumulative dividend at a rate of 0.01% p.a. on the face value; The RPS shall not be convertible into equity shares; The RPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital; The RPS shall be non participating in the surplus assets/ funds and profits; The RPS shall be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid; The RPS shall have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference share are convertible, the terms of conversion;	The RPS shall be redeemed at the completion of 20 years from the date of allotment;
Redemption	The RPS shall be repaid on the expiry of the



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	tenure together with premium if any equivalent to IRR derived by Suraksha ARC on its investment in respect of the resolution of financial asset of Yamuna Expressway Tolling Limited acquired by Yes Bank Limited in December, 2017 in accordance with the provisions of Companies Act, 2013.						
The current shareholding pattern of the Company	<p>Equity shareholding pattern of the Company as on 01.03.2022:-</p> <table border="1"> <thead> <tr> <th>Category</th><th>% Equity Capital</th></tr> </thead> <tbody> <tr> <td>Individuals</td><td>92%</td></tr> <tr> <td>Body corporate</td><td>8%</td></tr> </tbody> </table>	Category	% Equity Capital	Individuals	92%	Body corporate	8%
Category	% Equity Capital						
Individuals	92%						
Body corporate	8%						
The expected dilution in equity share capital upon conversion of preference shares	NIL, since preference shares are non-convertible;						
Contribution being made by the promoters or directors either as a part of the offer or separately in furtherance of objects	N/A						
Principle terms of assets charged as security, if any	N/A						
Any change in control, in the Company, if any, that would occur consequent to the preference offer	No						
The number of persons to whom allotment on preferential basis has been made during the year	NIL						
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the valuer	The proposed allotment is towards conversion of outstanding facility of INR. 84.75 crores (Rupees Eighty Four Crores Seventy Five Lacs) availed from Finquest Financial Solutions Private Limited						



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The Names of the proposed allottees and the percentage of post issue share capital that may be held by them is as follows:-

Name of the allottee	% post issue share capital (equity and preference)
Finquest Financial Solutions Private Limited	40.47

The pre and post issue shareholding pattern of the Company is given herein below:-

Table-A

S.no	Category	Pre-issue		Post-issue	
(1)	Equity capital (face value = INR. 10/- per share)	No. of shares	% shareholding	No. of shares	% shareholding
A	Promoter's holding				
	Indian				
	Individuals	114,999,995	92	114,999,995	92
	Bodies corporate	-	-	-	-
	Sub-total	114,999,995	92	114,999,995	92
B	Non promoter's holding				
	Indian				
	Individuals	5	0	5	0
	Body corporate	1,00,00,000	8	1,00,00,000	8
	Others	-	-	-	-
	SUB-TOTAL (1)	12,50,00,000	100	12,50,00,000	100
(2)	Preference capital (face value = INR. 10/- per share)	No. of shares	% shareholding	No. of shares	% shareholding
A.	Promoter's holding				
	Indian	-	-	-	-
	Individuals	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
B.	Non promoter's holding				
	Individuals	-	-	-	-
	Body corporate	8,49,99,570	100	8,49,99,570	100



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Others	-	-	-	-
SUB-TOTAL (2)	8,49,99,570	100	8,49,99,570	100

The Board of directors recommends the Special Resolution set out at Item No. 2 for the approval of the Members.

The company has not issued preference shares before hence there is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on preference shares issued by the Company.

A copy of the revised terms and valuation report are available for inspection by any member at the Registered office of the Company upto the date of passing of the above resolution and at the venue of the Meeting for the duration of the meeting.

None of the directors and other Key Managerial Personnel of the Company or their relatives are in any ways deemed to be concerned or interested in the resolution.

By order of the Board
For Suraksha Asset Reconstruction Limited

Dipanjali
Dipanjali Nagpal
Company Secretary
(ACS: 39288)

Place: Mumbai

Date: 29.3.2022



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ROUTE MAP TO THE VENUE

