

## NOTICE

**SHORTER NOTICE** is hereby given that **13<sup>th</sup> Extra Ordinary General Meeting (EOGM)** at of the members of Suraksha Asset Reconstruction Limited ('Company') will be held on Friday, November 14, 2025, at 11:00 a.m. at the registered office of the Company situated at ITI House, 36 Dr. R.K. Shirodkar Road, Parel – East, Mumbai – 400012 to transact the following business: -

### SPECIAL BUSINESS:

#### ITEM NO. 1:

### TO CONSIDER AND APPROVE THE CANCELLATION OF UNISSUED SHARES OF ONE CLASS AND INCREASE IN SHARES OF ANOTHER CLASS AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company and in order to comply with the Reserve Bank of India (RBI) Master Directions for Asset Reconstruction Companies (ARCs) regarding the minimum Net Owned Fund (NOF) requirements, the consent of the members of the Company, be and is hereby accorded to reclassify the Authorised Share Capital of the Company by cancelling the existing Authorised preference share capital and increasing in existing Authorised Equity share capital of the Company without altering the total Authorised Capital of the Company, in the following manner:

Particulars	Existing Authorised Share Capital	Proposed Authorised Share Capital
Equity Share Capital	₹135,00,00,000, divided into 13,50,00,000 Equity Shares of ₹ 10 each	₹ 220,00,00,000 divided into 22,00,00,000 Equity Shares of ₹ 10 each
Preference Share Capital	₹ 85,00,00,000 divided into 8,50,00,000 Preference Shares of ₹ 10 each	Nil

Suraksha Asset Reconstruction Limited | CIN: U74120MH2015PLC268857

[www.surakshaarc.com](http://www.surakshaarc.com)

Registered Office: ITI House, 36, Dr. R.K. Shirodkar Road, Parel East, Mumbai – 400012, Maharashtra

Grievance Redressal Officer: Purva Gaikwad | ✉: [grievanceredressal@surakshaarc.com](mailto:grievanceredressal@surakshaarc.com) | ☎+ 022 69093633

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<b>Total Authorised Capital</b>	<b>220,00,00,000</b>	<b>220,00,00,000</b>
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“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause – V of the Memorandum of Association of the Company, be and is hereby substituted by the following new Clause – V:

*Clause V: The Authorised Share Capital of the Company is INR 220,00,00,000/- (Rupees Two Hundred Twenty Crore) divided into 22,00,00,000 equity shares of INR 10/- (Rupees Ten) each.*

“RESOLVED FURTHER THAT any Director of the Company and the Company Secretary and Compliance Officer and the Chief Finance officer of the Company be and is hereby authorized to file e-Form SH-7 with the Registrar of Companies, and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.

**By order of the Board of Directors**

**Sherebanu Dungarpur**  
**Company Secretary**

**Date: 13.11.2025**

**Place: Mumbai**

## **NOTES:**

1. A Member Entitled to Attend and Votes is entitled to appoint a Proxy to Attend and Vote on Poll on his/her behalf and the Proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed as **ANNEXURE I** to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. A member entitled to vote at a meeting of the Company, or any resolution to be moved there at, shall be entitled to inspect the proxies lodged at any time during business hours in a period beginning 24 hours before the time fixed for commencement of meeting and ending with the conclusion of meeting, a Shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company from 10:00 a.m. (IST) to 6:00 p.m. (IST).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting in respect of **ITEM 1** is annexed hereto and forms part of the EOGM notice.
4. Corporate members intending to attend the EOGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to [compliance@surakshaarc.com](mailto:compliance@surakshaarc.com)
5. Shareholder(s) / Proxy(ies) / Authorised Representative(s) should bring the duly filled Attendance Slip enclosed in the notice of the EOGM as **ANNEXURE II**.

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6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Act will be available for inspection in electronic mode. Members can inspect the same by sending an email to [compliance@surakshaarc.com](mailto:compliance@surakshaarc.com).
7. All documents in connection with the accompanying Notice are available for inspection at the Registered Office of the Company from 10:00 a.m. (IST) to 6:00 p.m. (IST) on all days except Saturdays, Sundays and Public Holidays, up to the date of the EOGM.
8. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Companies (Accounts) Rules 2014 and Companies (Management & Administration) Rules 2014 and other applicable provisions, if any, the company can send documents to its shareholders through electronic transmission. Accordingly, the Company proposes giving an option to its shareholders to receive documents like General Meeting Notices (including EOGM) Annual Report and other documents in electronic form on their email addresses registered with the Company. If the shareholders desire to receive such communications/documents in electronic mode, please register/update the email address by providing the requisite details like Shareholder's name, number of shares held and folio number to [compliance@surakshaarc.com](mailto:compliance@surakshaarc.com) In case the Company does not receive any communication from the shareholders giving their consent to receive e-copies from the Company, the Company shall be forwarding hard copies.
9. Members may please note that this Notice will also be available on the Company's website at <https://www.surakshaarc.com/Governance>
10. Members who have received the Notice of EOGM, Attendance Slip, Route Map for the EOGM Venue and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EOGM Venue. Members are requested to furnish the printed Attendance Slip along with a valid identity proof such as PAN Card, Passport, Aadhaar Card or Driving License while entering the EOGM Hall.
11. In case of any queries regarding the EOGM, the Members may write to [compliance@surakshaarc.com](mailto:compliance@surakshaarc.com) in to receive an email response.

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12. In line with the MCA Circulars, the notice of the 13<sup>th</sup> EOGM along with the explanatory statements are being sent only by electronic mode/ hand delivery to those Members whose registered address/ e-mail addresses are registered with the Company/Depositories.
13. The resolution shall be deemed to be passed on the date of EOGM, subject to the receipt of sufficient votes.
14. As the 13<sup>th</sup> EOGM is being held through Physical mode, the route map is annexed to this Notice as **ANNEXURE III**.

**By order of the Board of Directors**

**Sherebanu Dungarpur  
Company Secretary**

**Date: 13.11.2025**

**Place: Mumbai**

## **Explanatory statement**

*{Pursuant to section 102(2) of the Companies Act, 2013}*

### **Item No 1:**

The Company, Suraksha Asset Reconstruction is required to comply with the RBI's Master Direction, which came into effect in April 2024, established a "glide path" for existing ARCs to meet the new capital requirements i.e., Minimum NOF of ₹300 crore by March 31, 2026. In order to meet this requirement, the Company has planned to reach the required limit by infusion of the capital in the company.

In view of the same, the Board of directors of the Company in their Board Meeting held on 12<sup>th</sup> November, 2025 has provided their approval for Canceling the unissued shares of one class [8,50,00,000 (Eight Lakh Fifty Crore Only) Preference shares of the face value of INR 10/- (Rupees Ten) each] and increase in shares of another class [8,50,00,000 (Eight Lakh Fifty Crore Only) Equity Shares of face value of INR 10/- (Rupees Ten) each].

Such reclassification will have a consequent effect on the share capital clause mentioned in the Memorandum of Association and thus Clause V of the Memorandum of Association i.e. capital clause is proposed to be suitably amended by replacing it with new clause.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for reclassification of the authorised share capital and thereby amending the capital clause of the Memorandum of Association of the Company.

None of the directors of the Company is, in any way, concerned or interested in this resolution. The Board of Directors accordingly recommends the resolution for your approval.

**By order of the Board of Directors**

**Sherebanu Dungarpur**

**Company Secretary**

**Place: Mumbai,**

**Date: 13.11.2025**

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**ANNEXURE: I**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of the Member(s):</b>	
<b>Registered address:</b>	
<b>Folio No./Client Id:</b>	
<b>DP ID:</b>	
<b>E-mail Id:</b>	

I /We, being the member(s) of..... Shares of the Suraksha Asset Reconstruction Limited. hereby appoint:

<b>Name:</b>	
<b>Address</b>	
<b>Email - id</b>	
<b>Signature:</b>	

as my/our proxy to attend and vote for me/us and on my/our behalf at the 13<sup>th</sup> Extra Ordinary General Meeting of the Company to be held on Friday, 12<sup>th</sup> November, 2025 at 11:00 a.m. at the registered office of the Company situated at ITI House, 36, Dr. R.K. Shirodkar Road, Parel East, Mumbai – 400012, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No. and Brief Description of Item	Type of Business	(For)	(Against)
To consider and approve the cancellation of unissued shares of one class and increase in shares of another class and consequent alteration in Memorandum of Association:	Special Business		

Signed this \_\_\_\_ day of \_\_\_\_ 2025



**Signature of the Shareholder Note:** The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the company.

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**ANNEXURE: II**

**ATTENDANCE SLIP**

**SURAKSHA ASSET RECONSTRUCTION LIMITED**

Regd. Folio/DP ID & ClientID	
Name and Address of the Shareholder(s)	
Joint Holder 1/	
Joint Holder 2	

I hereby record my presence at the 13<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING of the Company being held on Friday, 12<sup>th</sup> November 2025, at 11:00 a.m. at the registered office of the Company situated at ITI House, 36, Dr. R.K. Shirodkar Road, Parel East, Mumbai – 400012, Maharashtra.

Signature of the Shareholder/Proxy Present

\_\_\_\_\_

Shareholders/Proxy holders wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

***Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING***

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Suraksha Asset Reconstruction Limited | CIN: U74120MH2015PLC268857

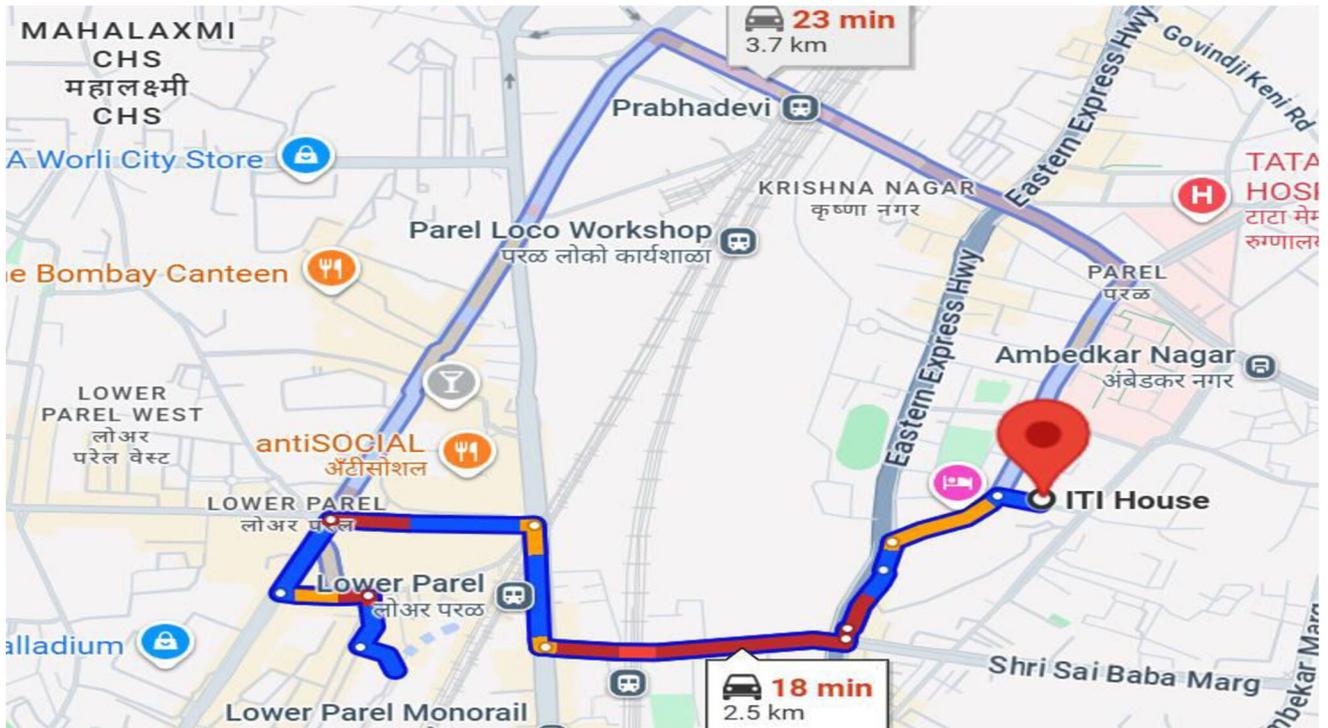
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## ANNEXURE-III

### ROUTE MAP

ROUTE MAP TO THE VENUE OF THE 13TH EXTRA ORDINARY GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, 12TH NOVEMBER 2025, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ITI HOUSE, 36, DR. R.K. SHIRODKAR ROAD, PAREL EAST, MUMBAI – 400012, MAHARASHTRA.



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