



NOTICE

NOTICE is hereby given that 7th Annual General Meeting of the members of Suraksha Asset Reconstruction Limited ('Company') will be held on Monday August 8, 2022 at 11.00 a.m. at ITI House, 36 Dr. R.K. Shirodhkar Road, Parel – East, Mumbai – 400012 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Director's Report and Auditor's Reports thereon;
2. To declare dividend @0.01% p.a. on 8,49,99,570 non-cumulative, non-participating, redeemable preference shares of INR. 10/- each for FY ended March 31, 2022;
3. To appoint a Director in the place of Mr. Sudhir Valia (DIN: 00005561), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment;

SPECIAL BUSINESS

4. To alter the Articles of Association of the Company:

To consider and if though fit, to pass with or without modification/s the following resolution/s as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions if any of the Companies Act, 2013 ("Act, 2013) read with Companies (Incorporation) Rules, 2014 and other applicable laws (including any statutory modifications or re-enactments thereof for the time being in force the approval of the Company be and is hereby given for effecting the following alterations in the existing Articles of Association of the Company:-

- a) The insert the following clauses in Part II – Share Capital and Variation of Rights and the changes in numbering of subsequent clauses:

13. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.



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(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

14. However, the issue of shares on preferential basis or by granting differential rights shall be subject to compliance with provisions of the Act and Rules thereunder

b) To insert the following clause in Part XIV – Voting rights:

61. Subject to the provisions of these Articles, the Act, the Company may issue equity shares with differential rights as to dividend, voting or otherwise by passing an ordinary resolution passed at a general meeting of the Shareholders.

c) To amend the existing clause 63 in Part XVI –Board of directors:

65. The number of Directors shall not be less than three, or until otherwise determined by the Company in General Meeting, more than fifteen.

d) To amend the existing clause 71 in Part XVI –Board of directors:

73. Any casual vacancy occurring on the Board of Directors may be filled up by the Directors, but the person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid or until the next general meeting.

e) To amend the existing clause 72 in Part XVII – Proceedings of the Board:

74. The Board of Directors shall meet for the conduct of business from time to time, and shall so meet atleast once in every quarter and atleast four such meetings shall be held in every year with a gap not exceeding 152 days.

f) To partly amend the existing clause 85 in Part XVIII – Power of Directors:

Without prejudice to the general powers conferred by these Articles and the other powers conferred by these presents and Section 179 of Companies Act, 2013 including any amendments thereto, it is hereby declared that unless otherwise determined by the directors, the directors shall have the following powers that is to say:

RESOLVED FURTHER THAT the Articles of Association incorporating the aforesaid alterations placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorised to do all such things, deeds and acts as may be required including taking all steps necessary for



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giving such direction as may be necessary or desirable and to settle any questions or difficulties as may arise in order to give effect to this resolution."

5. To approve the power to create charge on the assets of the Company pursuant to Section 180(1)(a) to secure borrowings within the limits under Section 180(1)(c) of Companies Act, 2013:

To consider and if though fit, to pass with or without modification/s the following resolution/s as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any of Companies Act, 2013 including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company approval of the Company be and is hereby given to the Board of Directors of the Company (herein after referred to as the "Board" which shall include any Committee of the Board constituted for the purpose) for creation of charge /security/ pledge/ hypothecation/ mortgage and to transfer, sell or dispose off all or part of the movable and/or immovable, tangible and/or intangible assets of the Company wherever situated, both present and/or in future as the case may be in such form and manner and on such terms as the Board may deem fit, in favour of financial institutions, banks or other lending institutions, investing agencies, agents and/or trustees for the holders of bonds/debentures and/or other instruments to secure the borrowings of the Company availed/ to be availed and securities or instruments issued/to be issued by the Company from time to time (in Indian or foreign currency) provided that the total amount of such loans/borrowings shall not exceed the limits approved under Section 180(1)(c) of Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable in order to give effect to the aforesaid resolution."

By order of the Board
For Suraksha Asset Reconstruction Limited



Dipanjali
Dipanjali Nagpal
Company Secretary
(ACS: 39288)

Place: Mumbai

Date: 14.07.2022



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NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts in respect of Item nos. 4 and 5 is annexed hereto and forms a part of this Notice.
2. 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, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
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. The relevant registers maintained under Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The Articles of Association of the company are bye laws governing its conduct. As per the provisions of Section 14 of the Companies Act, 2013 any alteration in the Articles of Association requires approval of the shareholders by way of special resolution.

The Board of Directors of the Company at their meeting held on 14.07.2022 approved the necessary changes in the existing Articles of Association of the Company to incorporate certain provisions for better governance and clarity and rectify the redundant provisions subject to approval of the shareholders.

Therefore, the resolutions as set out in Item no. 4 of this Notice are recommended by the Board for your approval.

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

Item no. 5

As per the provisions of Section 180 (1)(a) of the Companies Act, 2013, creation of a charge /security/ mortgage/ pledge/ hypothecation on all or any part of the movable and/or immovable assets of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a special resolution.

It is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding the the limits approved under Section 180(1)(c) of Companies Act, 2013.

Therefore, the resolutions as set out in Item no. 5 of this Notice are recommended by the Board for your approval.

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



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Inspection of documents:

All documents relating to the resolutions passed at the meeting are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 11:00 A.M. to 01:00 P.M. except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the meeting.

By order of the Board
For Suraksha Asset Reconstruction Limited



Dipanjali
Dipanjali Nagpal
Company Secretary
(ACS: 39288)

Place: Mumbai

Date: 14.07.2022



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ATTENDANCE SLIP

7th Annual General Meeting: Monday August 8, 2022

Folio No./ DP ID Client ID No.:
Name of First named Shareholder/ Proxy/Authorized Representative:
Name of Joint Shareholder(s), if any:
No. of Shares held:

I/we certify that I/we am/are unitholder(s)/ proxy for the shareholder(s) of the Suraksha Asset Reconstruction Limited.

I/we hereby record my/our presence at the 7th Annual General Meeting of the Suraksha Asset Reconstruction Limited being held on Monday, August 8, 2022, at 11:00 am at "ITI House, 36, Dr. R.K. Shirodhkar Road, Parel – East, Mumbai – 400012.

Signature of First holder /Proxy / Authorised Representative: _____

Signature of 1st Joint holder: _____

Signature of 2nd Joint holder: _____

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.



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PROXY FORM

Name of the Shareholder (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the Shareholder(s) of Units of the Suraksha Asset Reconstruction Limited, hereby appoint:

1. Name:..... EMAIL ID:
Address:.....
..... or failing him
2. Name: Email ID:
Address:.....
..... or failing him
3. Name: Email ID:
Address:.....
.....

and whose signature(s) are appended below as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Suraksha Asset Reconstruction Limited, to be held on Monday, August 8, 2022 at 11:00 a.m. at "ITI House, 36, Dr. R.K. Shirodhkar Road, Parel – East, Mumbai - 400012 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution	For	Against

Signed this day of 2022

Signature of Shareholder

Affix
Revenue

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a Shareholder of the Company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



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ROUTE MAP

