



NOTICE

SHORTER NOTICE is hereby given that the 6th Extra-Ordinary General Meeting of the members of Suraksha Asset Reconstruction Private Limited ('the Company') will be held on Monday May 6, 2019 at 9.00 a.m. at the Registered Office of the Company at 20th Floor, 'A' Wing, Naman Midtown, Senapati Bapat Marg, Ephinstone Road, Mumbai - 400013 to transact the following business:

SPECIAL BUSINESS

Item no. 1:

To approve the borrowing limits under Section 180(1)(c) of Companies Act, 2013:

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

"RESOLVED THAT pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") to borrow any sum or sums of monies, from time to time, in any form including but not limited to bank/Institutional loans, commercial papers, debentures, inter corporate deposit(s) and credit facilities upon such terms and conditions including interest, repayment and security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free

Suraksha Asset Reconstruction Limited CIN : U74120MH2015PLC268857

(Erstwhile Suraksha Asset Reconstruction Private Limited)

Naman Midtown, 'A' Wing, 20th Floor, Senapati Bapat Marg, Prabhadevi, Mumbai - 400013

T : +91 22 4027 3679 F : +91 22 4027 3700 E: admin@surakshaarc.com W: www.surakshaarc.com



reserves and securities premium of the Company, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time (excluding any interest on such borrowings) a sum equivalent to Rs. 2000 crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to approve, finalise, modify, settle and execute such documents / deeds / writings / papers / agreements as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing(s) as aforesaid or in respect of any other related matter in this regard.

RESOLVED FURTHER THAT all acts done and decisions taken by the Board prior to conversion of the Company shall be valid and in order."

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Notes:-

- 1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HERSELF/HIMSELF AND 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.
- 2. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
- 3. Proxy Form is attached to this Notice.**
- 4. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of item no. 1.**

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

The Company converted from Private to a Public Limited w.e.f. May 3, 2019 and is required to comply with the provisions of Section 180(1)(c) of the Companies Act, 2013 which requires consent of the shareholders of the Company to borrow money in excess of the paid-up share capital, free reserves and securities premium.

As the business requirements of the Company are growing at a fast pace, to enable an active borrowing program by the Company and to access funds at the most competitive rates, the Company may consider undertaking different forms of borrowings including but not limited to term loans, working capital facilities, inter-corporate deposits, commercial papers, debentures, other non-convertible or convertible debt instruments and/or other fund based facilities whether on such terms as may be allowable to be mobilized by the Company.

It is proposed to seek approval of the members under Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution, to authorise the Board to borrow money in excess of the paid-up share capital and free reserves of the Company subject to the total amount borrowed not exceeding at any point of time a sum equivalent to Rs. 2000 crores (Rupees Two Thousand Crores Only), other than borrowings which are to be excluded in computing such limits pursuant to the provisions of the said section. Accordingly, all existing borrowings and proposed borrowings of the Company shall not exceed the aforesaid threshold.

The Directors recommend the passing of the resolution at Item No. 1 for approval by members.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set at Item No. 1.

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Date: 3.5.2019

By Order of the Board

Sd/-

Dipanjali Nagpal

Company Secretary

Place: Mumbai

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