

Reliance Asset Reconstruction Company Limited
11th Floor, R-Tech Park, Nirlon Compound,
Next to HUB Mall, Opp. Western Express Highway,
Goregaon (E), Mumbai - 400063.

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Reliance Asset Reconstruction Company Limited ("the Company") will be held on **Monday, November 03, 2025 at 12 noon** through Video Conferencing ("VC") to transact the following business: -

SPECIAL BUSINESS:

1. To approve the amendment of the Shareholders Agreement

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

"RESOLVED THAT the approval of the Shareholders of the Company be and is hereby accorded to amend the Shareholders' Agreement dated May 13, 2008 as set out in the draft document titled "Amendment to Shareholders' Agreement" as annexed to the Notice of Extra Ordinary General Meeting.

RESOLVED FURTHER THAT Mr. Mehul Gandhi, Executive Director & CEO, and Mr. Rakesh Panjwani, Chief Financial Officer, be and is hereby authorized to finalize, approve, and execute the said amendment on behalf of the Company, together with any other documents or agreements necessary or desirable to give effect to the amendment.

RESOLVED FURTHER THAT The amendment to the Shareholders' Agreement shall take effect from the date of the Extraordinary General Meeting, or such later date as agreed among the parties."

**For and on behalf of the Board of Directors
For Reliance Asset Reconstruction Company Limited**

sd/-
Sujata Mukherjee
Company Secretary
Membership No.: 51990

Date: October 10, 2025

Place: Mumbai

NOTES:
1. CONDUCT OF THE EGM, VOTING AND ATTENDANCE

- a. The Ministry of Corporate Affairs, Government of India (“**MCA**”) had allowed companies to conduct Extraordinary General Meetings (“**EGM**”) through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) during the calendar year 2022, without physical presence of Members, which has been further extended up to September 30, 2025 vide General Circular No. 09/2024 dated September 19, 2024.
- b. This EGM is being convened in compliance with applicable provisions of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder; the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020, General circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023. (“**MCA Circulars**”).
- c. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, and revised on April 01, 2024 the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- d. Since the EGM is being held through VC / OAVM, **the physical presence of the Members has been dispensed with**. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this notice. However, in pursuance of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to jui.masurkar@relianceada.com before the commencement of the meeting.
- e. The Company shall send a meeting invite to the registered email addresses of the Members entitled to attend the EGM separately. Members are requested to follow instructions as stated in this notice for participating in the EGM through Webex platform.
- f. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- g. In Compliance with the MCA Circulars and applicable provisions of the Act and rules made thereunder, the Members will have facility to vote on the proposed agenda matters of the Notice convening the EGM, through “Show of Hands”, unless a demand for poll is made by any Member in accordance with Section 109 of the Act.
- h. In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Act, Members can cast their vote during the EGM by sending an email to jui.masurkar@relianceada.com from their registered email addresses.
- i. Facility of joining the EGM through Webex shall open 15 minutes before the time scheduled for the EGM and Members who may like to express their views or ask questions during the EGM may register themselves by writing to us at jui.masurkar@relianceada.com. The Members who do not wish to speak at the EGM may also send their queries / questions in advance by writing to us at jui.masurkar@relianceada.com. Members may raise questions during the meeting as well. However, the Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

- j. Facility of joining EGM will be closed on expiry of 15 minutes from the schedule time of the EGM.
- k. Members who need technical assistance before or during the EGM, can contact Ms. Jui Masurkar on +91-9892049863 or at Jui.Masurkar@relianceada.com.

2. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH WEBEX

- a. A meeting invite shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Webex application.
- b. Click on '**Join meeting**' in the meeting invite sent to you on your email address / calendar.
- c. You will be directed to the website of Webex. Enter your first name, last name and email address (of your choice) and click on 'Join Meeting'.
- d. For better experiencing the proceedings of the EGM, Members are requested to download the Webex application.
- e. For downloading the Webex application on desktops/laptops click on <https://www.webex.com/downloads.html/>.
- f. The application can also be downloaded on smartphones by visiting the 'Google play store' for android users and 'App Store' for iOS users.

In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Jui Masurkar, Assistant Manager – Secretarial on +91-9892049863 or Shri Prashant Bhosle, Company's IT Helpdesk on +91 9930390537.

ANNEXURE TO THE NOTICE

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

Item No. 1

The amendment of the Shareholders Agreement

The Shareholders are hereby appraised that Reliance Capital Limited ("RCL"), holding 4,90,00,000 fully paid-up Equity Shares having face value of INR 10/- each representing 49% of the total paid-up share capital of the Company, is in the process of transferring its entire shareholding to Cosmea Investments Private Limited ("CIPL").

Consequent to the transfer, the existing Shareholders Agreement is required to be amended. The proposed changes are detailed in the document titled "Amendment to Shareholders' Agreement" as annexed to the Notice.

The approval of shareholders of the Company is sought by way of Special Resolution. The Board of Directors of the Company at the Meeting held on September 29, 2025, recommended the passing of the resolution in Item No. 1 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are concerned or interested in the said Resolution.

**For and on behalf of the Board of Directors
For Reliance Asset Reconstruction Company Limited**

sd/-
**Sujata Mukherjee
Company Secretary
Membership No.: 51990**

Date: October 10, 2025

Place: Mumbai