

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 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the Members of **Reliance Asset Reconstruction Company Limited ("the AGM")** will be held on Wednesday, September 29, 2021 at 11.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the report of the Board and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 together with the report of the Auditors' thereon.
- 2. To declare dividend on Equity shares.
- To appoint a Director in place of Shri Sudarshan Bhat (DIN: 08476726), who retires by rotation under the provisions of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Shri Prakash Chandra Sharma (DIN: 02775423), nominated by Indian Bank, as Director To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Shareholder's Agreement dated May 13, 2008, the provisions of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (including any modification or re-enactment thereof), the Securitisation Companies and Reconstruction Companies (Reserve Bank) Guidelines and Directions, 2003 (as amended from time to time), Shri Prakash Chandra Sharma (DIN: 02775423), nominated by Indian Bank, who was appointed by the Board of Directors of the Company as an Additional Director w.e.f. December 28, 2020 in terms of Section 161 of the Act and pursuant to an approval received from the Reserve Bank of India, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Shri Aman Gudral (DIN: 08822974), nominated by Reliance Capital Limited, as Director

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

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Shareholder's Agreement dated May 13, 2008, the provisions of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (including any modification or re-enactment thereof), the Securitisation Companies and Reconstruction Companies (Reserve Bank) Guidelines and Directions, 2003 (as amended from time to time), Shri Aman Gudral (DIN: 08822974), nominated by Reliance Capital Limited, who was appointed by the Board of Directors of the Company as an Additional Director w.e.f. April 7, 2021 in terms of Section 161 of the Act and pursuant to an approval received from the Reserve Bank of India, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. Issue on Non-Convertible Debentures and / or other Debt Securities by the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and relevant provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and any other applicable guidelines, rules, regulations, circulars and directors as may be issued by the Reserve Bank of India and the Securities and Exchange Board of India and subject to the necessary approval, consent, permission, exemption and / or sanction of the appropriate authorities, institutions or bodies and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the

Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, issue, offer and allot Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs). Structured Products and any other form of NCDs ("the Debentures") including but not limited to subordinated Debentures, bond, and / or other debt securities, on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, to individuals, mutual funds, banks, venture capital funds, state industrial development corporations, insurance companies, provident funds, pension funds, development financial institutions, foreign portfolio investors, foreign institutional investors, companies, trusts, body corporate, alternative investment funds, private or public or other entities, authorities and to such other eligible persons, as the Board may in its absolute discretion decide including conversion of loan availed by the Company from any Banks, Financial Institutions, companies, private or public or other entities, authorities and persons in to the Debentures;

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

For and on behalf of the Board of Directors For Reliance Asset Reconstruction Company Ltd.

> Rajesh Gandhi Company Secretary & Compliance Officer

Date: September 7, 2021 Place: Mumbai

NOTES:

- 1. CONDUCT OF THE AGM, VOTING AND ATTENDANCE
 - a. In view of the COVID 19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 5. 2020 read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021 and any other Circular issued by the MCA from time to time (collectively known as "MCA Circulars") has permitted the holding of annual general meetings through Video conferencing facility ("VC") / other audio visual means ("OAVM") without physical presence of the members at the common venue. Accordingly, the AGM of the Company is being held through VC / OAVM using Webex platform.
 - b. Since the AGM /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 AGM and hence the proxy form, attendance slip and route map are not annexed to this notice. However, in pursuance of section 113 of the Companies Act, 2013, 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 Companies Act, 2013 for such representation to the Company through email to Rajesh.gandhi@relianceada.com before the commencement of the meeting.
 - c. The deemed venue for the AGM shall be the Registered Office of the Company.
 - d. The Company Secretary shall send a meeting invite to the registered email addresses of the persons entitled to attend the AGM separately. Members are requested to follow

instructions as stated in this notice for participating in the AGM through Webex.

- e. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f. In Compliance with the MCA Circulars and applicable provisions of the Companies Act, 2013 and rules made thereunder, the Members will have facility to vote on the proposed agenda matters of the Notice convening the AGM, through "Show of Hands", unless a demand for poll is made by any Member in accordance with Section 109 of the Companies Act, 2013.
- g. In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, Members can cast their vote during the AGM by sending an email to <u>Rajesh.gandhi@relianceada.com</u> from their registered email addresses.
- h. Facility of joining the AGM through Webex shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves by writing to us at Rajesh.Gandhi@relianceada.com. The Members who do not wish to speak at the AGM may also send their queries / questions advance by writing to us in at Rajesh.gandhi@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 AGM.
- Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

j. Members who need technical assistance before or during the AGM, can contact the undersigned on +91 8425807313 or at <u>Rajesh.Gandhi@relianceada.com</u> or Ms. Nadia Daredia on +91 7666901663 or at <u>Nadia.Daredia@relianceada.com</u>.

2. ANNEXURE TO NOTICE, INSPECTION OF DOCUMENTS ETC.

- a. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the AGM, as set out in the Notice, is enclosed hereto and forms part of the Notice.
- b. At the ensuing AGM, Shri Sudarshan Bhat retires by rotation and being eligible, offer himself for re-appointment. Additionally, Shri Prakash Chandra Sharma and Shri Aman Gudral are proposed to be appointed as Director at the ensuring AGM. Details of Directors seeking appointment and reappointment at the AGM are given as Annexure to the Notice in pursuance of provisions of the Companies Act, 2013.
- c. Notes given in the Notice to the extent applicable also forms part of the Explanatory Statement.
- Relevant documents referred to in the accompanying Notice are available for inspection electronically upto the date of AGM. Members are requested to send their requests via e-mail to Rajesh.gandhi@relianceada.com.
- e. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM, are requested to write to the Company on or before September 22, 2021 through email on <u>Rajesh.gandhi@relianceada.com</u>. The same will be replied by the Company suitably.

3. **DIVIDEND**

- The dividend on Equity shares, as recommended by the Board of Directors, if declared at the AGM, will be paid after the AGM.
- b. Members may please note that for shares held in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or mandates their bank to Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
- c. Shareholders may note that the Income Tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders	10% (plus applicable
having valid	surcharge and cess) or as
PAN	notified by the Government
	of India
Shareholders	20% (plus applicable
not having	surcharge and cess) or as
PAN / valid	notified by the Government
PAN	of India

Particulars		Rate of Documents required		
		tion		
Insurance companies: LIC & Other	Nil		A declaration that it has a full beneficial	
Insurance Companies such as GIC/United			interest with respect to the shares owned by	
Insurance Co/Oriental Insurance Co/New			it along with PAN.	
India Assurance Co as provided under				
Second Proviso to Section 194 of Income				
Tax Act, 1961.				
Govt of India, Corporation established by or			Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt	
under a Central Act which is,				
under any law for the time being				
in force, exempt from income tax		under the provisions of Income Tax Act,		
on its income (Section 196)		1961 along with PAN and registration		
			certificate.	
Mutual Funds			Self-declaration that they are specified and	
			covered under section 10(23D) of the	
			Income Tax Act, 1961 along with PAN and	
			registration certificate.	
			-	
		6 In case of mutual funds not covered under		
		section 10(23D) of the Income Tax A		
			1961.	

d. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the individual during Financial Year 2021-22 does not exceed Rs. 5,000/- and also in cases where shareholders provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Registered shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for shareholders providing Form 15G / Form 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, nonresident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("**DTAA**") between India and the country of tax residence of the member if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the Shareholder
- Copy of Tax Residency Certificate ("TRC") for the 2021-22 obtained from the revenue authorities of the country of tax residence
- Duly attested by member Selfdeclaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty and Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

- e. In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).
- The aforementioned documents are required f. to be e-mailed to the Company by quoting vour Folio number / DPID & Client ID, number of shares and PAN details at E-mail address Rajesh.Gandhi@relianceada.com on or before September 29, 2021, 6:00 PM (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax. No communication regarding the tax withholding matters would be entertained after September 29, 2021 6:00 PM (IST). The Company shall arrange to email a soft copy of the TDS certificate to the concerned Shareholders at their registered email address in due course.

Disclaimer: This Communication is not to be treated as a tax advice from the Company or KFIN Technologies Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

6. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH WEBEX

- The Company Secretary shall send a meeting invite 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 then see the homepage of Webex meeting. Enter your first name, last name and email address (of your choice) and click on 'Join Event'. If you are not able to join the meeting and are getting an error that password is incorrect, please clear your browsing cache or cookies and try again.

- You will be prompted to join through browser or join through the 'Cisco Webex Meetings application' ('Webex application').
- e. For better experiencing the proceedings of the 15th AGM of the Company, Members are requested to download the Webex application.
- f. For downloading the Webex application on desktops/laptops click on <u>https://www.webex.com/downloads.html/</u>.
- g. The application can also be downloaded on smartphones by visiting the 'Google play store' for android users and 'App Store' for iOS users.
- h. If you have not installed the Webex application, a new tab will open wherein you will need to select either 'add Webex to Chrome' or 'Run a temporary application'. Click on 'Run a temporary application' an exe file will be downloaded. Click on this file which will run the application and join the meeting by clicking on 'Join event'.

In case any member requires assistance for using the link before or during the meeting, you may contact Shri Rajesh Gandhi, Company Secretary on +91 8425807313 or Ms. Nadia Daredia, Deputy Manager – Secretarial on +91 7666901663 or Shri Prashant Bhosle, our IT Helpdesk on +91 9930390537.

i. OTHER INSTRUCTIONS / INFORMATION

a. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website www.rarcl.com.

b. Change of Address:

- (i) Members holding shares in physical form are requested to advise immediately change in their address, and also inform their valid E-mail ID, if any, quoting their Folio number(s), to the Registrar and Transfer Agent at their address given in the Annual Report.
- (ii) Members holding shares in dematerialised form are requested to

advise immediately change in address and register their valid E-mail ID, if any, quoting their respective Client ID / DP ID Nos., to their respective Depository Participants only and not to the Registrar and Transfer Agent or to the Company.

In case of any Member requires any clarification or further information, the Member may contact Mr. Rajesh Gandhi, Company Secretary of the Company on +91 8425807313 or at Rajesh.Gandhi@relianceada.com.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

Appointment of Shri Prakash Chandra Sharma (DIN: 02775423), nominated by Indian Bank, as Director

Shri Prakash Chandra Sharma having DIN: 02775423, nominated by Indian Bank, was appointed as an Additional Director by the Board of Directors of the Company w.e.f. December 28, 2020 in accordance with the provisions of the Act and Rules framed thereunder, the Shareholder's Agreement dated May 13, 2008, the provisions of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the Securitisation Companies and Reconstruction Companies (Reserve Bank) Guidelines and Directions, 2003 and pursuant to an approval received from the Reserve Bank of India.

Shri Prakash Chandra Sharma shall office as Director only upto the date of the ensuing AGM.

The brief profile of Shri Prakash Chandra Sharma is as under:

Prakash Chandra Sharma is nominated by Indian Bank on the Board of the Company. He started his career in Allahabad Bank in the year 1984 as Probationary Officer. His qualifications include M.Sc. (Chemistry), CAIIB and MBA (Banking & Finance). He has experience of over 36 years in Corporate Banking, Retail Banking, Rural Banking and Integrated Treasury Management. He is also having experience in International Banking and Forex. He has worked in Forex Branches for more than 15 years and 3 years as Forex Dealer. He also served in Allahabad Bank's only overseas branch at Hong Kong as CEO from 2012 to 2015.

After amalgamation of Allahabad Bank into Indian Bank, he is presently working as General Manager - Treasury & International Banking at Mumbai.

Considering his experience and expertise in the banking sector, the Board recommends passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members. Except Shri Prakash Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

Item No. 5

Appointment of Shri Aman Gudral (DIN: 08822974), nominated by Reliance Capital Limited, as Director

Shri Aman Gudral having DIN: 08822974, nominated by Reliance Capital Limited, was appointed as an Additional Director by the Board of Directors of the Company w.e.f. April 7, 2021 in accordance with the provisions of the Act and Rules framed thereunder, the Shareholder's Agreement dated May 13, 2008, the provisions of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the Securitisation Companies and Reconstruction Companies (Reserve Bank) Guidelines and Directions, 2003 and pursuant to an approval received from the Reserve Bank of India.

Shri Aman Gudral shall office as Director only upto the date of the ensuing AGM.

The brief profile of Shri Aman is as under:

Aman Gudral is nominee of Reliance Capital Limited on the Board of the Company. Shri Aman Gudral, holds a master's degree in management from JBIMS, Mumbai and bachelor's degree in engineering from PEC, Chandigarh. He is a CFA Charter holder and has over 10 years of work experience. He has been with Reliance Capital group for the last 5 years and headed Treasury and Finance functions. He has worked with KPMG and Indiabulls Housing Finance Limited in the past.

Considering his experience and expertise in the financial services sector, the Board recommends passing an Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

Except Shri Amal Gudral, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

Item No. 6.

Issue on Non-Convertible Debentures and / or other Debt Securities by the Company

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution.

Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

NCDs, including subordinated debentures, bonds, and / or other debt securities, issued on a private placement basis constitute a significant source of borrowings for the Company to meet the ongoing funding requirements for its business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company. It is proposed to obtain an enabling approval of the Members to offer or

invite subscriptions for NCDs including subordinated debentures, bonds, and / or other debt securities, on private placement basis at appropriate time, in one or more tranches / series, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Act.

The Board recommends passing the Special Resolution as set out at Item No. 6 of the Notice for the approval by members.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

For and on behalf of the Board of Directors For Reliance Asset Reconstruction Company Ltd.

> Rajesh Gandhi Company Secretary & Compliance Officer

Date: September 7, 2021 Place: Mumbai Details of Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to the Secretarial Standard on General Meetings (SS-2):

Item No.	3	4	5		
Name of the Director	Sudarshan Bhat	Prakash Chandra Sharma	Aman Gudral		
DIN	08476726	02775423	08822974		
Age	56 years	60 years	35 years		
Date of first appointment on the Board	20/08/2019	28/12/2020	07/04/2021		
Qualification	M. Com., Certified Associate of Indian Institute of Bankers (CAIIB), ACS (Intermediate), Diploma in Financial Services	Post graduate, a Certified Associate of Indian Institute of Bankers (CAIIB), CS (inter) and holds a Diploma in Financial Services.	Master's degree in management from JBIMS, Mumbai, Bachelor's degree in Engineering from PEC, Chandigarh and CFA Charter holder		
Experience (including expertise in specific functional area) / Brief Resume	Over 30 years of experience in banking and has handled / worked in functions like treasury, credit, corporate banking etc. He is currently heading the Treasury & Investment Operations of Union Bank of India. He started his banking career in 1986 and rose to become General Manager.	For details, please refer to the Explanatory statement to the AGM Notice.	For details, please refer to the Explanatory statement to the AGM Notice.		
Terms and Conditions of appointment / re-appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation		
Other Companies in which he is a Director	UBI Services Limited	UT LTD	 Grover Zampa Vineyards Limited Unlimit IOT Private Limited Square Dotcom Private Limited People's Electoral Trust Reliance Securities Limited BLR Logistiks (I) Limited 		
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of other companies	NIL	NIL	NIL		
Number of Board Meetings attended during the year	6	2	-		
Shareholding in the Company as on March 31, 2021	Nil	Nil	Nil		
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None	None		
Remuneration last drawn (FY 2020-21) Remuneration proposed	For details, please refer to the Annual Return on the website of the Company www.rarcl.com. Remuneration, in the form of sitting fees, shall be paid as approved by the Board from				
to be paid	time to time.				