

NOTICE OF 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of Rare Asset Reconstruction Limited will be held on Saturday, September 30, 2023 at 03.00 p.m. (IST) at the registered office of the Company at 104-106, Gala Argos, Nr. Harikrupa Tower Gujarat College Road, Ellisbridge, Ahmedabad – 380 006 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditor's Report thereon.
2. To declare final dividend of Rs. 0.20 per Equity share i.e. (2%) for the financial year ended March 31, 2023.
3. To appoint a Director in the place of Mr. Sandeep Vrat (DIN: 07271783), who retires by rotation, and being eligible, offers himself for re-appointment as a director liable to retire by rotation.
4. To Re-appoint M/s. Mehta Lodha & Co., Chartered Accountants, (Firm Registration No. 106250W) as Statutory Auditor of the Company for second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM of the Company to be held in the Financial year 2027-28 and fixing their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. Mehta Lodha & Co., Chartered Accountants, (Firm Registration No. 106250W), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Eighth (8th) Annual General Meeting until the conclusion of 13th Annual General Meeting of the Company to be held for the financial year 2027-28, at such remuneration plus GST, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. **Appointment of Mr. Dilip Kumar Daga (DIN: 02918995) as a Non-Executive and Independent Director:**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Dilip Kumar Daga (DIN: 02918995), was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive and Independent Director) w.e.f March 24, 2023 and as per terms of Section 161 of the Act, holds office up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and who meets the

criteria for Independence as provided under section 149 (6) of the Act along with rules framed thereunder and he has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company not liable to retire by rotation for a term of 5 (Five) years w.e.f. 24th March, 2023 to 23rd March, 2028.

6. Re-appointment of Mr. Ramaswamy Venkatraman Iyer (DIN: 00561569), as a Non-Executive, Independent Director for a second term:

To consider and, if thought fit, to pass the following resolution as a Special resolution:

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Ramaswamy Venkatraman Iyer (DIN: 00561569) was re-appointed by the Board of Directors on March 24, 2023 for second term of five consecutive years with effect from March 31, 2023 and who is eligible for re-appointment and who meets the criteria for Independence as provided under section 149 (6) of the Act along with rules framed thereunder and he has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company not liable to retire by rotation for a second term five consecutive years w.e.f. 31st March, 2023 to 30th March, 2028.

7. Re-appointment of Mr. Anil Kumar Bhandari (DIN: 02718111) as Managing Director of the company for a period of five (5) years:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], provisions of the Article of Association of the Company, and subject to the approval of RBI, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anil Kumar Bhandari, Director (DIN: 02718111) as the Managing Director of the Company, for another term of Five (5) years with effect from June 20, 2023 upto June 19, 2028, liable to retire by rotation, on the existing terms and conditions of re-appointment including remuneration, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration as mentioned below in such manner as may be agreed between the Board and Mr. Anil Kumar Bhandari, be and is hereby re-appointed as a Managing Director of the Company.

Remuneration details: Salary (Rs. / Month): Rs. 9,00,000 per month, there is no change in existing remuneration of Mr. Bhandari. Perquisites:- There are no such perquisites provided to Mr. Bhandari, but if any, shall be evaluated as per Income Tax Rules and Schedule V of Companies Act, 2013. Other Benefits: The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the company.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Anil Kumar Bhandari, Managing Director of the Company, the Company has no profits or it's profits are inadequate, the Company will pay to him the remuneration as per Schedule V of the Companies Act, 2013 as minimum remuneration, subject to such statutory approvals, as may be applicable.

RESOLVED FURTHER THAT the Board and the Company Secretary be and is are hereby authorized to take such steps as may be necessary for obtaining necessary statutory approvals or otherwise, in relation to the above and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. To approve further issuance of Equity Shares on Preferential Allotment basis:

To consider and, if thought fit, to pass the following resolution as a Special resolution:

“**RESOLVED THAT** pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (including any amendment to or re-enactment thereof) read with rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with the provisions contained in the Articles of Association of the Company and subject to the approval of the shareholders of the Company, subject to the approval of any statutory authority including Reserve Bank of India, as may be required, consent of the Board of the Company be and is hereby accorded to offer and issue 50,00,000 (Fifty Lakh) equity shares of Rs. 40/- (Rupees Forty Only) including premium of Rs. 30/- (Rupees Thirty Only) per share, aggregating of Rs. 20,00,00,000/- (Rupees Twenty Crores Only) to **Renaissance Fiscal Services Private Limited (RFSPL)**, existing shareholder of the Company, on a preferential allotment basis, in one or more tranches within one year of passing the special resolution on such terms and conditions, in such manner as the Board may think fit in its absolute discretion.


RESOLVED FURTHER THAT for the purpose of giving effect to issuance of equity shares, Mr. Anil Kumar Bhandari, Managing Director, Mr. Sandeep Vrat, Director & CEO and Ms. Deepika Agrawal, Company Secretary of the Company, be and are hereby severally authorized to sign, issue and circulate the Private Placement-cum-Preferential Allotment Offer Letter in form PAS-4 along with application form and to keep and maintain the records thereof in PAS-5 and to do all such acts, deeds, matters and things as may deem necessary and expedient and to sign all documents, deeds, papers, forms in regard to such issue of equity shares.

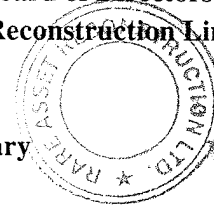
RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director/Company Secretary of the Company, may be furnished to any concerned person(s)/ authority(ies) as and when required.”

Registered Office:

104-106, Gala Argos,
Nr. Harikrupa Tower
Gujarat College Road,
Ellisbridge, Ahmedabad - 380 006
CIN: U74900GJ2015PLC084515
Phone no: 079 40092297/98
E-mail: cs@rarearc.com
Website: www.rarearc.com

**By order of the Board of Directors
For, Rare Asset Reconstruction Limited**


Deepika Agrawal
Company Secretary
ACS 55217



Date: September 04, 2023

Place: Ahmedabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Members holding more than 10% of the total share capital of the company carrying voting rights 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 before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the company a certified copy of resolution of its Board of Directors or other governing body, authorising their representative to attend and vote on their behalf at the meeting.
3. Members/ Proxies are requested to bring the attendance slips duly filled in.
4. Members are requested to notify immediately any change of address: (i) to their Depository Participants (DPs) in respect of their electronic share accounts; and (ii) to the Company and to its Share Transfer Agents in respect of their physical share folios, if any.
5. Electronic copy of the notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all members whose email IDs are registered with the Company/Depository Participant (DPs).
6. Members may also note that the physical copies of the aforesaid documents will also be available at the Company's Registered Office during business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of Annual General Meeting. Members are also entitled to receive such communication in physical form, upon making a request for the same.
7. The dividend on Equity Shares if approved at the meeting, will be credited/ dispatched to those members whose name shall appear on the Company's Register of Members on September 22, 2023; in respect of the shares held in dematerialized form, the dividend will be paid to the members whose names are furnished by the Depository as beneficial owners as on that date.
8. Route map to the venue of the meeting is annexed hereto.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 annexed to the Notice of 8th Annual General Meeting of the members of the Company:

Item No. 4:

The members be informed that the first term of existing Statutory Auditors M/s. Mehta Lodha and Co., Chartered Accountants will be expired at the ensuing Annual General Meeting of the Company. Therefore in pursuant to recommendation received from Audit Committee of the Company and consent received from the Statutory Auditors to act as Statutory Auditors of the Company, the Board of Directors of the Company has proposed to reappoint them as Statutory Auditors of the Company for second term of consecutive period of 5 years from the conclusion of this AGM upto the conclusion of 13th Annual General Meeting of the Company to be held in the financial year 2027-28.

The Board of Directors recommends passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item No. 4 of the Notice.

Item No.: 5

Mr. Dilip Kumar Daga (DIN: 02918995) was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from March 24, 2023. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Dilip Kumar Daga holds office upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director and he has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act at the time of his appointment. The Company also received the approval letter dated June 26, 2023 from Reserve Bank of India (RBI) conveying its approval on the said appointment.

Mr. Dilip Kumar Daga is eligible for appointment and the Company had received a notice from a member signifying his intention to propose him as a candidate for the office of Director at this Annual General Meeting of the Company.

Considering his expertise and rich experience in the Banking Audits, Statutory Audits, Internal Audits, Portfolio Management, Financial Advisory, Taxation, Capital Market Operations, etc., He is a Chartered Accountant by profession with managerial skills & knowledge of accounting. Also skilled in managing accounts for multi-asset portfolios, formulating investment advice, and conducting financial market research with a good analytical background. Details of the Directors seeking for appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013 has been provided in “Annexure-I”.

In terms of Section 149 and other applicable provisions of the Act, Mr. Daga is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mr. Daga as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director for a term of 5 years.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Daga as an Independent Director is now being placed before the Members in general meeting for their approval.

The Board of Directors recommends passing an Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

Except Mr. Dilip Kumar Daga, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item No. 5 of the Notice.

Item No.: 6

Mr. Ramaswamy V. Iyer was re-appointed as Non-Executive, Independent Director by the Board of Directors of the Company with on March 24, 2023. In accordance with the provisions of Section 161, 149, 150 and 152 of the Companies Act, 2013, Mr. Ramaswamy V. Iyer holds office till the expiry of his 1st tenure of five years on March 31, 2023. Further, he has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act at the time of his appointment. Details of the Directors seeking for re-appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013 has been provided in “Annexure-I”.

The Board of Directors is of the opinion that Mr. Ramaswamy V. Iyer possesses vast knowledge, background and experience, had been an important asset to the company and had provided valuable advice in the Board and all the Committees of the Board where he was a member. Mr. Ramaswamy V. Iyer has also provided his consent to act as Non-Executive and Independent Director of the Company for a second term of five consecutive years and the Company had received a notice from a member signifying his intention to propose him as a candidate for the office of Director at this Annual General Meeting of the Company.

In terms of Section 149 and other applicable provisions of the Act, Mr. Iyer is eligible to be re-appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mr. Iyer as an Independent Director was placed before the Nomination & Remuneration Committee, which recommends his re-appointment as Independent Director for second term of 5 years.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Iyer as Independent Director is now being placed before the Members in general meeting for their approval.

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

Except Mr. Ramaswamy V. Iyer, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item No. 6 of the Notice.

Item No.: 7

In accordance with the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, tenure of Mr. Anil Kumar Bhandari (DIN: 02718111), Managing Director of the Company, has been completed on June 20, 2023.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee and Board of Directors of the Company in its meeting held on June 19, 2023, re-appointed him as Managing Director of the Company for a further period of Five (5) years with effect from June 20, 2023 at the same remuneration and there was no change proposed in existing remuneration and other terms and conditions.

The Board of Directors has noted that Mr. Anil Bhandari is fully devoted to the Company; his day to day management of the Company's affairs is exemplary; with his vast knowledge, background and experience, he has been an important asset to the company. He maintains very high quality public relations which help in the Company's smooth operation irrespective of issues which arise from time to time, as can be expected in any business. He is pivotal to the Company's performance and has provided valuable advice in the Board and all the Committees of the Board where he is a member.

Where in any financial year during the currency of tenure of Mr. Anil Kumar Bhandari, Managing Director of the Company, the Company has no profits or if profits are inadequate, the remuneration determined as per Schedule V of the Companies Act, 2013 be considered as a minimum remuneration, subject to statutory approvals as may be applicable. Particulars which are required to be disclosed as per Section II, Part-II of Schedule V of the Companies Act, 2013 are mentioned below to this explanatory statement.

The Board may increase, alter or vary the above referred terms of appointment, salary, commission, performance bonus and perquisites including minimum remuneration payable in such manner as the Board in its absolute discretion deems fit and agreed by Mr. Anil Kumar Bhandari provided that such alterations are within the limits specified in Schedule V of the Companies Act, 2013 or any amendments, modifications or re-enactments made thereof from time to time.

Mr. Anil Kumar Bhandari being eligible has given his consent to the Board to be re-appointed as Managing Director of the Company. Details of the Directors seeking for re-appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013 has been provided in "Annexure-I".

The Board of Directors recommends passing a Special Resolution as set out at Item No. 7 of the Notice for approval by the members.

Mr. Anil Kumar Bhandari and Mrs. Shikha Bhandari, is the spouse of Mr. Anil Kumar Bhandari, none of the other Directors and Key Managerial Personnels of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item No. 7 of the Notice.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

1. General Information: -

- i. Nature of Industry:** Rare ARC is a closely held public company, incorporated in September, 2015. Rare ARC obtained RBI Certificate of Registration as a Securitization Company / Reconstruction Company (i.e. ARC) on September 29, 2016. The Company is in the business of acquiring Non-Performing Assets (NPAs) and SMA-2 Standard Assets from banks,

financial institutions and eligible NBFCs, and resolving them through appropriate resolution strategies enunciated in the SARFAESI Act, 2002.

- ii. **Date or expected date of commencement of commercial production:-** September 29, 2016
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-** Not Applicable
- iv. **Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2022 and 31.03.2023:-**

(Rs. in lakh)

Particulars	FY 2022-23	FY 2021-22
Total Income	7,181.42	5,071.05
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	4557.74	4,591.04
Profit After Tax	749.14	977.06

- v. **Export Performance and net foreign exchange earned for the year ended on 31.03.2023:** Not Applicable
- vi. **Foreign investments or collaborations, if any:-** The Company does not have any direct foreign investments or collaborations.

2. **Information about the Appointee:-**

- i. **Background details:-** Mr. Bhandari is a professional (B.Sc., LLB), he has more than 30 years of experience including 13 years of experience in banking (legal & recovery, in IDBI Bank); 11 years in practicing and advising large and mid-corporates and 6 years as Director of Rare ARC. He offers wide series of services in finance and banking related cases with specialisation in debt restructuring and ARC related activities including resolution of Stress and NPA assets, Investment banking, legal / financial advisory services etc. Most of the above activities are done through Renaissance Fiscal Services Pvt. Ltd., where he is the key promoter. His focus areas include debt syndication, Resolution of stress cases, and raising of additional finance for borrower companies through structured arrangements to facilitate their revival
- ii. **Past remuneration:-** Rs. 9,00,000 per month
- iii. **Job profile and his suitability:-** Mr. Anil Bhandari, Managing Director has been looking after the overall affairs and operations of the Company guiding the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Bhandari.
- iv. **Remuneration proposed:-** Rs. 9,00,000 per month, same as exiting, there is no change in proposed remuneration of Mr. Bhandari.
- v. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):-** The remuneration as proposed of Mr. Anil Bhandari is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business. Moreover in his

position as Managing Director of the Company, Mr. Anil Bhandari devotes his substantial time in overseeing the operations of the Company.

- vi. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-** Besides the remuneration proposed, Mr. Anil Bhandari does not have any pecuniary relationship with the Company. Mr. Anil Bhandari is spouse of Mrs. Shikha Bhandari, who is Director of the Company. Mr. Anil Bhandari belongs to the Promoter Group and holds 33,40,000 equity shares in the share capital of the Company.

3. Other Information:-

- i. **Reasons of loss or inadequate profits:-** The Company's performance has reasonably and satisfactory achieved milestone which are sufficient to pay Managerial remuneration. The Company is passing a Special Resolution for the item no. 7, pursuant to the Section 197 and schedule V of the Companies Act, 2013.
- ii. **Steps taken or proposed to be taken for improvement:-** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the resolution of accounts and increase profits.
- iii. **Expected increase in productivity and profits in measurable terms:-** The Company has explored various business opportunity and for the said reason the business has improved. The Company has taken various initiatives to improve financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

4. Other disclosures:- Not Applicable

Item No.: 8

In order to meet the minimum Net Owned Funds obligations of Rare ARC for the year ended March 31, 2024 and Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing equity shares on a preferential basis through private placement to the existing member Renaissance Fiscal Services Private Limited (RFSPL), which has been recommended by the Board of Directors of the Company at its meeting held on September 04, 2023.

Approval of the members by way of Special Resolution is sought in terms of Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof) read with rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

In terms of the above provisions and rules, for issue and allot 50,00,000 equity shares of face value Rs. 10/- each at price of Rs. 40/- each, including a premium of Rs. 30/- each for total consideration of R. 20,00,00,000/- on Preferential Allotment basis.

The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing equity shares.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1.	Purpose	<ul style="list-style-type: none"> • For meeting minimum Net Owned Funds obligations of Rare ARC for the year ended March 31, 2024 (Rs 200 cr stipulated in RBI Circular No. RBI/2022-23/128, DoR.SIG. FIN.REC.75/26.03.001/2022-23 dated October 11, 2022 • For acquisition of debt/Investment into Security Receipts (SRs) and repayment/prepayment of existing loans.
2.	Particular of the offer including date of passing of Board resolution	The Board of Directors of the Company has decided in its meeting held on 4 th September, 2023 to issue 50,00,000 equity shares of Face Value of Rs. 10/- (Rupees ten only) each at a premium of Rs. 30/- (Rupees Thirty only) each.
3.	No. of shares to be issued	50,00,000 (Fifty Lakh) equity shares, in one or multiple tranches, as may be applicable
4.	The price at which the allotment is proposed	Rs. 40/- (Rupees Forty Only)
5.	Basis on which the price has been arrived at along with report of the registered valuer	For calculation of fair value of shares, the Discounted cash flow method which is one of the internationally accepted methods for valuation of share has been taken into consideration. The Share Valuation report dated August 25, 2023 was obtained by the Company from CA Prashant Ghorela, Registered Valuer (Reg No_ IBBI/RV/06/2021/14003)
6.	Name and address of valuer who performed valuation:	CA Prashant Ghorela, Registered Valuer (Reg No_ IBBI/RV/06/2021/14003) Address : B2-203, Sheth Midori, Ashokvan, Dahisar East, Mumbai – 400068
7.	Amount which the Company intends to raise by way of such securities	Company intends to raise by way of further addition in Equity share capital of Rs. 20 Crores (Rupees Twenty Crores Only).
8.	Relevant date with reference to which the price has been arrived at	June 30, 2023
9.	The class(s) of persons to whom the allotment is proposed to be made	-Renaissance Fiscal Services Private Limited is a Promoter of Rare Asset Reconstruction Limited -Rare Asset Reconstruction Limited is an Associate Company of Renaissance Fiscal Services Private Limited
10.	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	The Equity Shares shall be offered to the Proposed allottee only. None of the other promoters and Directors or Key Managerial Personnel intend to subscribe to the offer on Preferential basis
11.	Proposed time within which the allotment shall be completed;	60 days of the receipt of the application money, the Company shall complete the allotment of equity shares on or before the expiry of 12 months from the date of passing the special resolution by shareholders for preferential issue.
12.	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Renaissance Fiscal Services Private Limited; holding 44.64% post preferential offer
13.	Change in control, if any, in the company that would occur consequent to the preferential offer;	There shall be no change in management or control of the Company consequent to the preferential offer.

14.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	The Company has not issued any securities on preferential basis during the current year.			
15.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Consideration in Cash only.			
16.	The pre-issue and post issue shareholding pattern of the company is as follows:				
Sr. No.	Category	Pre-issue		Pre-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter				
1.	Indian:				
	Individual	33,49,000	2.44%	33,49,000	2.35%
	Bodies corporate	5,86,86,362	42.63%	6,36,86,362	44.64%
	Sub-total	6,20,35,362	45.07%	6,70,35,362	46.99%
2.	Foreign promoters	2,60,57,220	18.93%	2,60,57,220	18.27%
	sub-total (A)	8,80,92,582	64.00%	9,30,92,582	65.26%
B.	Non-promoters' holding				
1.	Institutional investors				
2.	Non-institution:				
	Private corporate bodies	10,50,000	0.77%	10,50,000	0.74%
	Directors and relatives	0	0.00%	0	0.00%
	Others (including NRIs)	4,85,13,974	35.23%	4,85,13,974	34.01%
	Sub-total (B)	4,95,63,974	36.00%	4,95,63,974	34.74%
Grand Total		13,76,56,556	100%	14,26,56,556	100%

Since proposed issuance of equity shares is on preferential allotment basis, this required to be approved by members as a special Resolution in terms of afore-mentioned provisions Companies Act, 2013 and rules thereunder.

The Board of Directors recommends passing Special Resolution as set out at Item No. 8 of the Notice for approval by the members.

Except Mr. Anil Kumar Bhandari and Mrs. Shikha Bhandari, none of the Directors/ Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolutions set out in Item No. 8 of the Notice.

Registered Office:

104-106, Gala Argos,
Nr. Harikrupa Tower
Gujarat College Road,
Ellisbridge, Ahmedabad - 380 006
CIN: U74900GJ2015PLC084515
Phone no: 079 40092297/98
E-mail: cs@rarearc.com
Website: www.rarearc.com

**By order of the Board of Directors
For, Rare Asset Reconstruction Limited**

Deepika Agrawal
Deepika Agrawal
Company Secretary

ACS 55217

Date: September 04, 2023

Place: Ahmedabad

Annexure-I

1. Details of the Directors seeking for re-appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013:

Particulars	Details
Name of Director	Mr. Sandeep Vrat
Director Identification Number (DIN)	07271783
Date of Birth	December 30, 1962
Age	60 years
Date of Appointment	September 16, 2015
Qualifications	B.Sc., LLB.
Experience:	<ul style="list-style-type: none">- Overall experience of 34 years including 19 years in Banking and 9 years in Reliance ARC and 6 years in Rare ARC with exposure to Venture Capital, SME, Mid & Large Corporate lending, recovery including restructuring/OTS/ CDR/ BIFR/ Legal recovery;- Also have an exposure of handling Acquisition comprising retail, SME, mid and large corporate (both cash and SR deals), Resolution, Budgeting, Dealing with Rating Agencies, Auditors.
Directorships held in other companies	1) Prasan Corporate Advisors (OPC) Private Limited
Memberships/ Chairmanships of Committees of other Public Companies	None
Chairman/ Member of the Committee(s) of the Board of the Company	-*Corporate Social Responsibility Committee- Chairman * appointed as Chairman w.e.f March 24, 2023
Number of shares held in the Company	None
Number of Board Meetings attended during the year	Five Board Meetings attended during the financial year
Relationships between directors inter-se, Manager and other Key Managerial Personnel	None
Terms and Conditions of appointment/ reappointment along with remuneration to be paid and last drawn	Re-appointment as an Executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Act. Last remuneration drawn Rs. 60,00,000/-

2. Details of the Directors seeking for appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013:

Particulars	Details
Name of Director	Mr. Dilip Kumar Daga
Director Identification Number (DIN)	02918995
Date of Birth	June 27, 1959
Age	64 years
Date of Appointment	March 24, 2023
Qualifications	B.Com Hon's, M.Com, from Jodhpur University and

	Chartered Accountant from ICAI
Experience	Mr. Dilip Kumar Daga has more than 33 years' experience in Banking Audits, Statutory Audits, Internal Audits, Portfolio Management, Financial Advisory, Taxation, Capital Market Operations, etc. He also has an exposure of managing accounts for multi-asset portfolios, formulating investment advice, and conducting financial market research with a good analytical background.
Directorships held in other companies	None
Memberships/ Chairmanships of Committees of other Public Companies	None
Number of shares held in the Company	None
Number of Meetings attended during the year	Mr. Dilip Kumar Daga was appointed in the Board Meeting held on March 24, 2023. Hence, he has not attended any meeting.
Relationships between directors inter-se, Manager and other Key Managerial Personnel	None
Terms and Conditions of appointment/ reappointment along with remuneration to be paid and last drawn	Sitting Fees No Sitting fee was paid during the FY 2022-23

3. Details of the Directors seeking for re-appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013:

Particulars	Details
Name of Director	Mr. Ramaswamy V. Iyer
Director Identification Number (DIN)	00561569
Date of Birth	June 04, 1955
Age	68 Years
Date of Original Appointment (as a Director)	March 31, 2018
Date of Appointment at current designation	September 28, 2018
Qualifications	B. Sc., from Mumbai University
Experience	Mr. Iyer has more than 37 years' experience in various fields of Banking, in a Public Sector Bank, with exposure to Corporate Financing, Refinancing, Raising and Servicing of Domestic and International Resources, Audit, Corporate Strategy and Communication, Human resources etc.
Expertise in specific functional areas	Mr. Iyer handled large exposure stressed loan portfolios, as head of Focused Assets Management Group. Through intensive monitoring, he could successfully curb slippage of these loans to NPA, leading to improved recovery through timely and need based restructuring packages, both through CDR and non CDR routes. He has also attended 3 month exclusive Executive Management Programme from IIM-Ahmedabad.
Directorships held in other companies	None
Memberships/Chairmanships of committees of other public companies	None
Chairman/ Member of the Committee(s) of the	- Audit Committee- Member

Board of the Company	- Nomination and Remuneration Committee- Chairman -*Corporate Social Responsibility Committee- Chairman - Acquisition Committee- Member - Resolution Committee- Member * ceased as Chairman & Member from CSR committee w.e.f March 24, 2023
Number of shares held in the Company	None
Number of Meetings during the year	Five Board Meetings attended during the financial year
Relationships between directors inter-se, Manager and other Key Managerial Personnel	None
Terms and Conditions of appointment/ reappointment along with remuneration to be paid and last drawn	Sitting Fees paid Rs. 2,35,000/-

4. Details of the Directors seeking for re-appointment at the ensuing Annual General Meeting in pursuance to Secretarial Standard – 2 on General Meetings and applicable provisions of Companies Act, 2013:

Particulars	Details
Name of Director	Mr. Anil Kumar Bhandari
Director Identification Number (DIN)	02718111
Date of Birth	February 24, 1968
Age	55 years
Date of Appointment (as a Director)	September 16, 2015
Date of Appointment at current designation	June 21, 2018
Qualifications	B.Sc., LLB.
Experience	More than 30 years of experience practicing and advising Large and Mid-Corporates and Asset Reconstruction and Securitisation (ARC) Business
Expertise in specific functional areas	Specialisation in debt restructuring and ARC related activities including resolution of Stress and NPA assets, Investment banking, legal/ financial advisory services etc. His focus areas include debt syndication, raising of additional finance for borrower companies through structured arrangements to facilitate their revival.
Directorships held in other companies	1) Recreation Production House Pvt. Ltd. 2) Renaissance Fiscal Services Pvt. Ltd.
Memberships/Chairmanships of committees of other public companies	-
Chairman/ Member of the Committee(s) of the Board of the Company	-*Audit Committee- Member -Corporate Social Responsibility Committee- Member - Acquisition Committee- Member - Resolution Committee- Member *ceased as Member from Audit committee w.e.f March 24, 2023
Number of shares held in the Company	33,40,000 Equity Shares
Number of Meetings (including Committee Meetings) attended during the year	Five Board Meetings attended during the financial year
Relationships between directors inter-se, Manager and other Key Managerial Personnel	Spouse of Mrs. Shikha Bhandari, Director of Rare Asset Reconstruction Limited
Terms and Conditions of appointment/ reappointment along with remuneration to be paid and last drawn	Terms and condition of re-appointment shall remain the same including the remuneration to be paid as recommended by the Nomination and Remuneration Committee and the Board of Directors in their meetings

held on June 19, 2023. Further there is no change in existing terms & conditions as agreed earlier.
Last remuneration drawn Rs. 1,08,00,000/-

Rare Asset Reconstruction Limited

Reg. Office: 104-106 Gala Argos, Nr. Harikrupa Tower,
Gujarat College Road, Ellisbridge, Ahmedabad - 380 006
CIN: U74900GJ2015PLC084515

Proxy Form

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

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio no. / Client Id:	
DP Id:	

I/We, being the member(s) of _____ equity shares of Rare Asset Reconstruction Ltd., hereby appoint;

1. Name: _____ E-mail: _____ Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail: _____ Address: _____

Signature: _____ or failing him

3. Name: _____ E-mail: _____ Address: _____

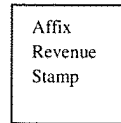
Signature: _____

as my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf in 8th Annual General Meeting of the Company to be held on Saturday, September 30, 2023 at 03.00 p.m. (IST) at the registered office of the Company at 104-106 Gala Argos, Nr. Harikrupa Tower, Gujarat College Road, Ellisbridge, Ahmedabad – 380 006 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
ORDINARY BUSINESS:	
1	To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2023
2	To declare final dividend of Rs. 0.20 per Equity share for the financial year ended March 31, 2023.
3	To appoint a Director in the place of Mr. Sandeep Vrat (DIN: 07271783), who retires by rotation, and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

4	To Re-appoint M/s. Mehta Lodha & Co., Chartered Accountants, (Firm Registration No. 106250W) as Statutory Auditor of the Company for second term of five consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM of the Company to be held in the Financial year 2028-29 and fixing their remuneration.
SPECIAL BUSINESS:	
5	Appointment of Mr. Dilip Kumar Daga (DIN: 02918995) as Non-Executive and Independent Director
6	Re-appointment of Mr. Ramaswamy Venkatraman Iyer (DIN: 00561569) as Non-Executive, Independent Director for second term
7	Re-appointment of Mr. Anil Kumar Bhandari (DIN: 02718111) as Managing Director of the company for a period of five (5) years
8	To approve further issuance of Equity Shares on Preferential Allotment basis

Signed this _____ day of _____, 2023



Signature of the shareholder

(Please sign across the Stamp)

Instructions:

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. Please fill all the details in BLOCK LETTERS in English.

Rare Asset Reconstruction Limited
Reg. Office: 104-106 Gala Argos, Nr. Harikrupa Tower,
Gujarat College Road, Ellisbridge, Ahmedabad - 380 006
CIN: U74900GJ2015PLC084515

Attendance Slip
Annual General Meeting

I/ We hereby record my/ our presence at 8th Annual General Meeting of the Company held from Registered Office at 104-106, Gala Argos, Nr. Harikrupa Tower, Gujarat College Road, Ellisbridge, Ahmedabad - 380 006 Saturday, September 30, 2023 at 03.00 p.m. (IST).

Name of the Shareholder/
Proxy (In BLOCK LETTER)

Signature of the Shareholder/ Proxy

Folio No. _____
Client Id.# _____
DP ID _____
No. of shares held _____

(Applicable for shareholders holding shares in dematerialized form)

Route map for venue of AGM

