

# Notice

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED (THE COMPANY) WILL BE HELD ON TUESDAY, JULY 17, 2018 AT 5.15 P.M. AT 7<sup>TH</sup> FLOOR, CNERGY, APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI 400 025 TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pulkit Sekhsaria (DIN 00046409), who retires by rotation at this AGM and being eligible offers himself for re-appointment.
3. To ratify the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of the Eleventh Annual General Meeting until the conclusion of the Twelfth Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

## SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. Adi Patel (DIN: 02307863), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 5, 2017, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article 132 of the Articles of Association of the Company and who holds office up to the date of the Eleventh Annual General Meeting, be and is hereby appointed as a Director of the Company."

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members of the Company at their Extraordinary General Meeting held on February 23, 2018 and pursuant to the provisions of Sections 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and pursuant to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended

from time to time, and the regulations, circulars and clarifications issued by the Reserve Bank of India from time to time to the extent applicable to the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any of the Committee thereof) to offer, issue and allot secured/unsecured, listed/unlisted, redeemable Non-convertible Debentures, in one or more series/tranches aggregating up to ₹ 7,000 Crore (Rupees Seven Thousand Crore only), on private placement basis, on such terms and conditions as the Board may, from time to time, determine in the best interests of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

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

**"RESOLVED THAT** pursuant to Section 14 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with rules framed thereunder and other applicable laws, the consent of the Company be and is hereby accorded for the amendments in Articles of the Articles of Association of the Company, as set out under the explanatory statement annexed to the notice convening this Annual General meeting and as per the draft of the Articles of Association placed before the Annual General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

By Order of the Board

Nikhil Bhandary  
Company Secretary

Date: April 27, 2018

### Registered Office:

7th Floor, Cnergy,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai – 400 025  
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## Notice (Contd.)

### NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

1. The relevant Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. A person can act as proxy on behalf of Members holding in aggregate not more than ten percent of the total issued and paid up share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
3. Bodies Corporate, who are Members of the Company, are requested to send a certified copy of the board resolution authorising their representatives to attend and vote at the AGM.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the AGM. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
5. During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
6. Any document in connection with any of the items to be transacted in the Notice are open for inspection at the registered office of the Company on any working day (Monday to Friday) between 2.00 p.m. and 4:00 p.m. up to the date of the AGM and at the venue of the AGM.
7. Members are requested to register their email ID's with their respective depository participant and/or the Company in case the same is still not registered. Members are also requested to notify any change in their email ID or address to their respective depository participant and/or the Company.

# Annexure to Notice

## STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 4

Mr. Adi Patel was appointed as an Additional Director by the Board of Directors of the Company, at its meeting held on July 21, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article 132 of the Articles of Association of the Company. The Reserve Bank of India has given its approval for the appointment of Mr. Adi Patel as a Director with effect from December 5, 2017. Accordingly, Mr. Adi Patel holds the office as an Additional Director from December 5, 2017 up to the date of the Eleventh Annual General Meeting of the Company.

Brief profile of Mr. Adi Patel and the disclosures required under Clause 1.2.5 of Secretarial Standards on General Meetings are given as information about the director, which forms part of the Notice, thereby approving the regularisation of directorship of Mr. Adi Patel.

The Board of Directors is of the view that the Company would benefit immensely from the rich and varied experience of Mr. Adi Patel and accordingly commends the passing of the ordinary resolution proposed at item no. 4 of the Notice.

None of the other Directors/Key Managerial Personnel of the Company or their relatives, except Mr. Adi Patel, is in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 4 of the Notice.

### Item no. 5

Pursuant to Section 42 of the Companies Act, 2013 (the Act) read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of a company by special resolution. In case of any offer or invitation to subscribe for Non-convertible Debentures (NCDs), it shall be sufficient if such

company passes a special resolution only once in a year for all such offers or invitations during the year.

The Members of the Company at their Extraordinary General Meeting held on February 23, 2018 had approved raising of funds of up to ₹ 7000 Crore (Rupees Seven Thousand Crore only) by way of issue of NCDs, in one or more tranches. Keeping in mind the further requirement of funds and the requirement of passing an enabling special resolution once in year in accordance with the Act, it is now proposed to seek another enabling approval of the Members to issue NCDs aggregating up to ₹ 7,000 Crore by passing the Special Resolution set out at item no. 5 of the Notice. This resolution will enable the Board of Directors to raise monies through the issue of NCDs from time to time, upto the expiry of one year of passing this special resolution, on such terms and conditions as may be determined by it.

The amount proposed to be raised through the issue of NCDs may be used, inter alia, for acquisition of new financial assets, refinancing existing borrowings, augmenting the working capital requirements and for general corporate purposes.

Accordingly, the consent of the Members is sought for passing the enabling Special Resolution as set out at item no. 5 of the Notice. The Board commends passing of the Special Resolution set out at item no. 5 of the Notice.

None of the other Directors/Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise (except to the extent of the NCDs that may be offered to, and/or taken up by them), in the Special Resolution set out at item no. 5 of the Notice.

### Item no. 6

In terms of the Companies (Amendment) Act, 2015, use of common seal has now become optional for companies. Accordingly, it is proposed to alter the existing Articles of Association (AOA) of the Company by removing common seal related clauses in the AOA.

## Annexure to Notice (Contd.)

Accordingly, the Board has suggested to make the following changes/alterations in the existing AOA of the Company:

Article No. in AOA	Existing clause of AOA	Proposed change
Article 2 : Interpretation clause "Definition of Seal"	"Seal" means the Common Seal for the time being of the Company.	To delete the definition of "Seal"
Article 20(b) : "Share Certificates"	Every Member or allottee of shares shall be entitled without payment to receive one certificate specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment, save in cases of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate <i>shall be issued under the seal of the Company and</i> shall specify the Shares to which it relates and the amount paid-up thereon, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a power of attorney and the Company Secretary or some other person appointed by the Board for the purpose, and two Directors or their attorneys and the Secretary or other person shall sign the share certificates, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing Director or a Whole time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.	To delete the words " <b>shall be issued under the seal of the Company and</b> "
Article 117 : "Appointment of Proxy"	Every proxy (whether a Member or not) shall be appointed by an instrument in writing signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, <i>be under its seal or</i> be signed by an officer or an attorney duly authorized by it, and any guardian, legal representative or attorney may appoint such proxy. The proxy so appointed shall not have a right to speak in the meeting.	To delete the words " <b>be under its seal or</b> "
Article 171(v) : "Certain Powers of the Board"	At any time and from time to time by power of attorney executed <i>under the Seal of the Company</i> appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointment may (if the Board thinks fit) be made in favour of the Members or in favour of any company, or the Members, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of persons dealing with such Attorneys, as the Board may think fit; and may contain powers enabling any such delegates all or any of <u>the powers, authorities and discretions for the time being vested in them.</u>	To delete the words " <b>under the Seal of the Company</b> "
Article 180 : "Seal"	The Board shall provide a Seal for the purpose of the Company and shall have power, from time to time, to destroy the same and substitute a new Seal, in lieu thereof. The Board shall provide for the safe custody of the Seal and the Seal, except as otherwise empowered under the Act, shall never be used except under the authority of the Board or a Committee of the Board previously given. Every instrument to which the Seal is required to be affixed shall be signed by either by a Director or by the Key Managerial Personnel or by any person(s) authorised by the Board of Directors or by the Committees thereof and that the Seal shall be affixed in the presence of any one of the above persons described in this Article.	To delete the entire Article 180

The consent of the Members is sought for passing the Special Resolution as set out at item no. 6 of the Notice. The Board commends passing of the Special Resolution set out at item no. 6 of the Notice.

None of the other Directors/Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 6 of the Notice.

By Order of the Board

**Nikhil Bhandary**  
Company Secretary

Date: April 27, 2018

**Registered Office:**

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## Annexure to Notice (Contd.)

### ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT AT THE ELEVENTH ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON MARCH 31, 2018).

<b>Name of the Director</b>	Mr. Pulkit Sekhsaria		
<b>Age</b>	46		
<b>Date of Original appointment on the Board</b>	June 27, 2014		
<b>Qualifications</b>	B.com, Management courses from Wharton, Indian School of Business, London Business School and INSEAD		
<b>Experience</b>	<ul style="list-style-type: none"> <li>Mr. Pulkit Sekhsaria was instrumental in execution and management of three terminals at Mumbai, Surat and Muldwarka (import and export terminal) and the Shipping Division of Ambuja Cements Limited.</li> <li>Mr. Pulkit Sekhsaria is actively involved in the investments of family wealth in various fields.</li> </ul>		
<b>Terms and conditions of appointment</b>	Re-appointment as a Non-executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013		
<b>Shareholding in the Company</b>	NIL		
<b>Relationship with other Directors, Manager or KMPs</b>	Mr. Pulkit Sekhsaria, is son of Mr. Narotam Sekhsaria, the Sponsor shareholder and the Non-Executive Director of the Company.		
<b>No. of meetings of the Board attended during the year</b>	Mr. Pulkit Sekhsaria has attended 3 (three) Board meetings held during the financial year 2017-18.		
<b>Directorships in other companies</b>	<ul style="list-style-type: none"> <li>Satyanarayan Sekhsaria Private Limited</li> <li>Indus Securities Private Limited</li> </ul>		
<b>Membership of Committees in other companies (Only the memberships of the Audit and Stakeholders' Relationship Committee shown)</b>	<b>Name of the Company</b>	<b>Audit Committee</b>	<b>Stakeholders' Relationship Committee</b>
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<b>Name of the Director</b>	Mr. Adi Patel		
<b>Age</b>	49		
<b>Date of Original appointment on the Board</b>	July 21, 2017		
<b>Qualifications</b>	Chartered Accountant		
<b>Experience</b>	<ul style="list-style-type: none"> <li>Mr. Adi Patel is associated with the JM Financial Group for over 24 years and has been instrumental in implementing the financial transactions for some of the leading business houses in India.</li> <li>Over the last 15 years, he has developed strong relationships with leading Indian and global clients across various industry segments and has advised them on numerous financial, strategic, mergers, acquisitions &amp; restructuring transactions.</li> </ul>		
<b>Terms and conditions of appointment</b>	Appointment as a Non-executive Director of the Company		
<b>Shareholding in the Company</b>	NIL		
<b>Relationship with other Directors, Manager or KMPs</b>	Not Applicable		
<b>No. of meetings of the Board attended during the year</b>	Mr. Adi Patel has attended 1 (one) Board meeting held during the financial year 2017-18.		
<b>Directorships in other companies</b>	None		
<b>Membership of Committees in other companies (Only the memberships of the Audit and Stakeholders' Relationship Committee shown)</b>	<b>Name of the Company</b>	<b>Audit Committee</b>	<b>Stakeholders' Relationship Committee</b>
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### Route Map for Annual General Meeting Venue

