

NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY.

NOTICE IS HEREBY GIVEN THAT 1ST EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2026-27 OF THE SHAREHOLDERS OF “CFM ASSET RECONSTRUCTION PRIVATE LIMITED” WILL BE HELD ON WEDNESDAY ON APRIL 01, 2026 AT 12.30 PM AT 1ST FLOOR, WAKEFIELD HOUSE, SPROTT ROAD, BALLARD ESTATE, MUMBAI 400001, INDIA AND THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) , TO TRANSACT THE FOLLOWING BUSINESS:

Item No.1

To consider and approve the Borrowing Limits for FY 26-27.

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

“**RESOLVED THAT** pursuant 42, 71, 179 and applicable provisions of the Companies Act, 2013 read along with the rules framed thereunder including any statutory modifications, amendments thereto or re-enactment thereof and as recommended by the Audit Committee at its meeting held on March 23,2026 and approved by the Board at its meeting held on March 25, 2026, consent of the members be and is hereby accorded to approve the following Borrowing limits for the FY 26-27, without any further reference to the Members for approval and unless repropose with revision:

Category of Borrowing	Borrowing Limits for FY 26-27
Bank and Other Borrowings including from Related Parties	INR 1000 Crores
Non-convertible Debentures	INR 750 Crores
Total	INR 1750 Crores

RESOLVED FURTHER THAT the issuance of Non-Convertible Debentures may include but not be limited to Secured/ Unsecured, Rated/ Unrated, Listed/ Unlisted within the overall limit of INR 750 crores as proposed above.

RESOLVED FURTHER THAT any Director/MD&CEO/Company Secretary of the Company, be and are hereby severally authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the foregoing resolution, including but not limited to filing and signing of e-forms with the ROC for reporting the particulars of the above said borrowings within the overall approved limits.”

Item No.2

To consider & approve the authority to the Executive Committee of Board to offer, issue and allot the Non-Convertible Debentures.

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

“RESOLVED THAT the consent of the Members be and is hereby accorded to authorise Executive Committee of Board to offer, issue and allot Non-Convertible Debentures including but not limited to Secured/Unsecured, Rated/Unrated, Listed/Unlisted within the Board approved Broad Limits of INR 750 Crores, in one or more tranches/ series on such terms and condition deemed appropriate by Executive Committee Board with a coupon rate up to 18% p.a;

RESOLVED FURTHER THAT any Director/MD&CEO/Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters, and things as may be deemed necessary, proper and desirable and to sign, and execute all necessary documents, applications, forms for the purpose of giving effect to the aforesaid resolution.”

For CFM ASSET RECONSTRUCTION PRIVATE LIMITED

SANTANU SEN
Managing Director & CEO
DIN: 09130460
1st Floor, Wakefield House,
Sprott Road, Ballard Estate,
Mumbai 400 001,

Place: Mumbai

Date:27.03.2026

NOTE:

1. The Government of India Ministry of Corporate Affairs has allowed conducting Extra-ordinary General Meeting (“EGM / Meeting”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal presence of the Members at the meeting. Pursuant to the General Circular No. 03/2025 issued by Ministry of Corporate Affairs (MCA) on 22.09.2025 which is in continuation to the Ministry’s General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023, and pursuant to General Circular No. 03/2025 dated 22.09.2025, (collectively, the “said Circulars”) companies are permitted to convene Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), till further orders, in accordance with the requirements laid down in the aforesaid circulars. In view of this, Members may attend and participate in the EGM through VC/OAVM facility. The instructions for joining the meeting are provided in the Notice.

2. Members may attend the meeting by clicking on the following video conferencing link Meeting ID:

Join: <https://teams.microsoft.com/join/49991919565912?p=GuPeg5sYiSm7xxFOWD>

Meeting ID: 499 919 195 659 12

Passcode: PH2xa38R

3. An Explanatory Statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the item No. 1 & 2 covered under special business of the notice is annexed hereto.

4. For the members attending the meeting in person: In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxy form duly completed and signed should reach the company’s registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. For the members attending the meeting through VC/OAVM: With respect to Ministry’s General Circular No. 14/2020 dated 08.04.2020, “a proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meetings under this framework will be held through VC or OAVM, where physical attendance of members has been dispensed with, there is no requirement of appointment of proxies.” Accordingly, the facility for appointment of proxies by members will not be available for such meetings who are intending to attend the meeting through VC/OAVM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting held through VC or OAVM.

6. If a poll is ordered to be taken by the Chairman or demanded on any item in accordance with section 109 of the Companies Act, 2013, Members may email their votes only from their registered email address to company’s designated email address to Company Secretary of the Company on secretarial@cfmarc.in. For any members who require assistance with using the technology before or

during the meeting may contact Company Secretary of the Company on +91- 22 47831222 or secretarial@cfmarc.in.

7. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such schedule time.

8. The video conferencing facility allows two-way conferencing, and members can post questions concurrently during the meeting.

9. The attendance of the Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. (*vide MCA said Circulars*).

10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

11. Members are requested to kindly notify the Company of any change in their addresses/e-mail address to enable the Company to address future communication to their correct addresses

12. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting. Attendance Slip and Proxy Form are annexed hereto the Notice. This shall not be applicable to the members who are intending to attend the meeting through VC/OAVM.

13. The relevant records and documents connected with the businesses, including Memorandum and Articles of Association and other documents as referred to in the Notice will be available for inspection by the Members electronically or at the Registered office/Corporate office of the Company during the business hours from (10:00 am to 06:00 pm) prior to the date of the meeting and will also be made available for inspection at the meeting.

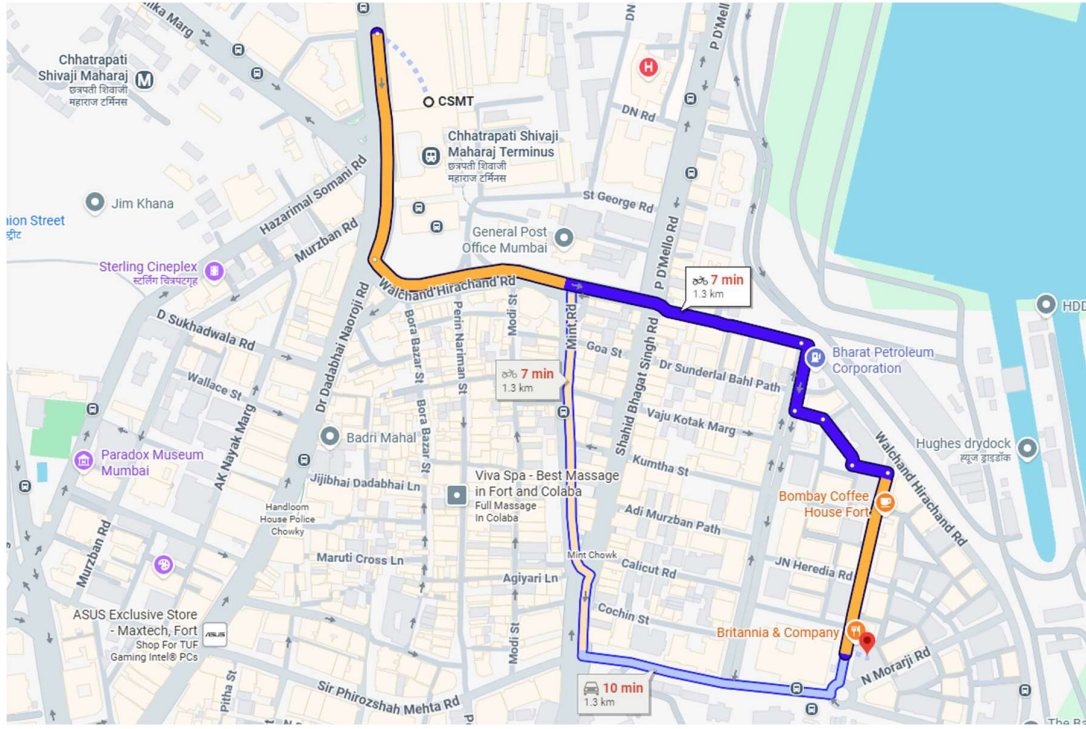
14. Members may also note that the Notice of EGM will be made available on the Company's website: <https://www.cfmarc.in/>

15. The Statutory Registers and other documents required to be kept open for inspection under the Act read with rules made there under at the EGM of the Company, will be available for inspection by the members at the EGM.

16. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

17. Pursuant to the provisions of Section 103 of the Companies Act, 2013, the quorum for a general meeting is required to be constituted by "members personally present". Accordingly, proxies appointed under Section 105 of the Act, not being members, shall not be counted for the purpose of quorum. However, members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning quorum in accordance with the applicable MCA said Circulars.

Route Map to the EGM Venue



Corporate Office: 1st Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai - 400 038

Registered Office: Block no. A/1003, West Gate, Near YMCA Club, Sur No. 835/1+3, S. G. Highway, Makarba, Ahmedabad-380051

www.cfmarc.in | info@cfmarc.in | +91- 22 49703233 | CIN: U67100GJ2015PTC083994

EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS
{Pursuant to the Section 102 of the Companies Act, 2013}

Business to be transacted at Item No. 1

To approve the Borrowing Limits for FY 26-27.

The Members are apprised that Audit Committee at its meeting held on March 23, 2026 has reviewed and the Board at its meeting held on March 25, 2026 has approved and recommended the proposed increase in borrowing limits for the FY 26-27.

The Members are further apprised that, in line with the Company's projected growth trajectory, funding requirements, it is now proposed to review and enhance the borrowing limits to ensure adequate financial flexibility for operational and strategic needs.

Accordingly, the borrowing limits proposed before the Members for approval are as follows:

Category of Borrowing	Proposed Limits for FY 26-27
Bank and Other Borrowings including from Related Parties	INR 1000 Crores
Non-convertible Debentures	INR 750 Crores
Total	INR 1750 Crores

The Members are further apprised that the Non-Convertible Debentures may include but not be limited to Secured/ Unsecured, Rated/ Unrated, Listed/ Unlisted within the overall limits of INR 750 crores as proposed above. It is also apprised that suitable amendments have been carried out in the Authority Matrix of the Company and the Terms of Reference of the committees of the Board, which have been duly reviewed and approved by the Board.

Accordingly, the Members are requested to consider and approve the proposed limits of Borrowings for the year 26 – 27 and the pass the resolution in favour of the proposal with special Majority.

None of the directors, key managerial personnel of the Company and the relatives of such Directors and key managerial personnel, are in any way concerned or interested in the said resolution.

Business to be Transacted at Item No. 2

To consider & approve the authority to the Executive Committee of Board to offer, issue and allot the Non-Convertible Debentures.

In accordance with the applicable provisions of Companies Act, 2013, the Board approved Terms of References of the Committees and Authority Matrix of the Company, the Members are requested to consider and approve the authority of the Executive Committee of Board to offer, create, issue and allot Non-convertible Debentures, including but not limited to Listed/ Unlisted, Rated/Unrated, Secured/ Unsecured Non-Convertible Debentures within the Board approved Broad Limit of INR 750 Crore in one or more tranches on such terms and conditions as may be deemed appropriate by Executive Committee Board with a coupon rate up to 18% p.a.

The Members are apprised that in order to facilitate efficient and timely fund-raising, including but not limited to business expansion, working capital needs and general corporate purposes, in line with the financial strategy and operational requirements, the Company proposes to authorize the Executive Committee of the Board to offer, create, issue, and allot Non-Convertible Debentures (NCDs) within the approved limit of INR 750 Crore.

This will enable the Company to mobilize funds as and when required to meet business needs, including working capital requirements and other general corporate purposes, without requiring frequent Board and shareholder approvals.

The Executive Committee shall have the discretion to determine:

- The mode of issuance (Private Placement/Public Issuance).
- Tranche-wise structuring within the overall limit of INR 750 Crore.
- The tenure, repayment structure, and security terms for the NCDs.
- The interest rate (coupon), which shall be up to 18% p.a., based on prevailing market conditions.

This delegation will allow the Company to respond to funding requirements swiftly & dynamically while ensuring compliance with applicable regulatory guidelines and statutory requirements.

The Board therefore recommends passing the proposed resolution as a Special Resolution under Sections 42, 71, 179 and other applicable provisions of the Companies Act, 2013 along with the relevant rules framed thereunder, If any including any amendments or re-enactments thereof, and the laws, regulations or rules, as may be applicable and in force, for authorizing the Executive Committee to undertake the issuance and allotment of NCDs within the prescribed limits.

The shareholders, if deemed appropriate, are requested to pass the resolution in favour of the proposal with special majority.

None of the directors, key managerial personnel of the Company and the relatives of such Directors and key managerial personnel, are in any way concerned or interested in the said resolution.

For CFM ASSET RECONSTRUCTION PRIVATE LIMITED

SANTANU SEN
Managing Director & CEO
DIN: 09130460
1st Floor, Wakefield House,
Sprott Road, Ballard Estate,
Mumbai 400 001

Date: 27.03.2026

Place: Mumbai

(only applicable for the members attending the meeting in-person)

**Form No. MGT-11
Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN: U67100GJ2015PTC083994

Name of the Company: CFM ASSET RECONSTRUCTION PRIVATE LIMITED

Registered office: Block No. A/1003, West Gate, Near YMCA Club, Sur No. 835/13, S.G. Highway, Makarba, Ahmedabad, Gujarat, India, 380051

Name of the Member(s): Registered address: E-mail Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of members of the Company, to be held on _____ at _____ at 1st Floor, Wakefield House, Spratt Road, Ballard Estate, Mumbai 400001, India and through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") and at any adjournment thereof in respect of such resolutions as are indicated below Resolutions:-

1. To Approve Borrowing Limits of the Company
2. To consider & approve the authority to the Executive Committee of Board to offer, issue and allot the Non-Convertible Debentures.

Signed this day of.....

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: 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.

(only applicable for the members attending the meeting in-person)

ATTENDANCE SLIP

—Extra Ordinary General Meeting —_____

Name of the Member/Proxy/Authorized Representative in Block Letters:	_____
Regd. Folio No.:	_____
No. of shares held:	_____

I certify that I am a registered shareholder/proxy for the registered shareholder of the company and hereby record my presence at the Extra- Ordinary General Meeting of the company held on _____ at _____ at 1st Floor, Wakefield House, Spratt Road, Ballard Estate, Mumbai 400001, India and through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”).

Member’s/Proxy’s Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.