NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of CFM Asset Reconstruction Private Limited will be held at 1st floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai 400038, on Thursday, March 7, 2024 at 4.00 P.M to transact the following businesses:

1. **Issue of Equity Shares on Private Placement Basis**

To consider and if thought fit, to pass with or without modification(s), the following special resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c) read with section 42 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and the provisions of Memorandum and Articles of Association of the Company, and pursuant to the consent of all other concerned authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and as agreed by the Board of Directors of the Company, consent of member of the Company be and is hereby accorded to the Board of Directors to create, issue and allot upto 1,00,00,000 Equity Shares at face value of Re. 1/- @ Issue price of Rs. 3.15 per share including premium of Rs. 2.15 per share, aggregating to an amount not exceeding Rs. 3,15,00,000/- (Rupees Three Crores Fifteen Lakhs Only). The details of the allotment are as follows:

Type of security	Name and Address of Allottee	No. of Securities to be offered
Equity Shares	Truevalue Projects Private Limited Office no II-B, Mezzanine Floor, 289, EMCA House Shahid Bhagat Singh Road, Fort Mumbai - 400001	1,00,00,000 Equity Shares

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue the Private Placement Offer cum Application Letter (PPOAL) to the proposed investor pursuant to the provisions of the Section 42 read with sections 62 of the Act and to do all such acts effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required in the terms and conditions of the said PPOAL required from time to time;

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to enter into all such agreements as it may in its absolute discretion deem necessary, proper or desirable and to give such directions as may be necessary to settle any question or difficulty that may arise in relation thereto."

For & On behalf of Board of Directors
CFM Asset Reconstruction Private Limited

Sakshi Poddar
Sakshi Poddar
Company Secretary

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Date: 14th February, 2024
Place: Mumbai

NOTES:

1. **A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Member of the Company.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of all the business under Items of the Notice, is annexed hereto.
3. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days, except Saturdays and holidays, up to the date of the EoGM.
4. The route map showing directions to reach the venue of Extraordinary General Meeting is annexed.

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company:

Item No. 1

The Company intends to raise funds by issue of Equity Shares to support the business operations of the company for acquisition of non-performing assets from banks and financial institutions. It is proposed to issue 1,00,00,000 number of equity shares at face value of Re. 1/- and having premium of Rs. 2.15 per share, aggregating to an amount not exceeding Rs. 3,15,00,000/- (Rupees Three Crores Fifteen Lakhs Only).

In terms of the provisions of Section 42 read with section 62 of the Companies Act, 2013 read with the rules provided for private placement of securities, the Company is required to pass a special resolution to invite, issue and allot Equity Shares on Private Placement basis. The Special Resolution which will be valid for a period of 12 (Twelve) months from the date of passing thereof.

In order to authorise the Board for taking further action in relation to the private placement of the Equity Shares, it is necessary to pass the said special resolution for private placement of shares as set out in Item No. 1 of the notice.

As required under the provisions of Section 42 read with section 62 read along with the rules prescribed thereof, the following are the details of private placement:

Sr. No.	*Particulars*	*Remarks*
1.	Authority for issue of Shares	*Article No. 4 of the Articles of Association of the Company authorizes the issue of shares through private placement.* *Further, the Board of Directors in their meeting held on 06.02.2024 authorized the issue of said Equity Shares through private placement.*
2.	The objects of the issue:	*The Company shall utilize the proceeds from the Private Placement to support the business operations of the company for acquisition of non-performing assets from banks and financial institutions.*
3.	Particulars of the offer including date of passing of Board resolution	*The Company proposes to Issue 1,00,00,000 Equity Shares having a face value of Rs. 1/- (Rupees One Only) each at a premium of Rs. 2.15 (Rupees Two and Fifteen Paise only) on Private Placement Basis* *Date of Passing Board Resolution: 06.02.2024*
4.	Kinds of securities offered and the	*1,00,00,000 Equity Shares having a face value of Rs. 1/-*

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	price at which security is being offered	*(Rupees One Only) each at a premium of Rs. 2.15 (Rupees Two and Fifteen Paise only)*
5.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	*Issue Price of Rs. 3.15 (Rupees Three and Fifteen paise Only) for issue of Equity Shares has been arrived on the basis of Net Asset Value Method recorded in Valuation Report dated 27th January, 2024 issued by Subodh Kumar, IBBI Registered Valuer.*
6.	Name and address of valuer who performed valuation	*Subodh Kumar, (Registered Valuer & Cost Accountant)* *(IBBI Regn- IBBI/RV/05/2019/11705)* *First Floor, 12/14, Dhakka,* *Near Kingsway Camp,* *Delhi – 110009.*
	Relevant date with reference to which the price has been arrived at;	*The relevant dates based on which issue price has been arrived at is 31st December, 2023*
7.	Amount which the company intends to raise by way of such securities	*Rs. 3,15,00,000/- (Rupees Three Crores Fifteen Lakhs Only)*
8.	The class or classes of persons to whom the allotment is proposed to be made;	*Non-promoter-Body Corporates*
9.	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	*None of the promoters, directors or key managerial personnel to subscribe to the offer. However, the proposed allotment is to be made to Truevalue Projects Private Limited in which Mr. Omprakash Porwal, Director and his relatives are shareholders in Truevalue Projects Private Limited*
10	The proposed time within which the allotment shall be completed;	*The allotment will be made within period of 60 Days from the date of receipt of the subscription amount.*
11	The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them;	***Truevalue Projects Private Limited ("TPPL")**, Post allotment holding of the **TPPL** will be* *2.06%-of equity share capital; and* *9.29% of the total share capital.*
12	The change in control, if any, in the Company that would occur consequent to the preferential offer;	*The Director do not envisage any changes in the control of the company after the proposed allotment of shares. However, the Control of existing shareholders shall get diluted to the above said extent.*
13	The 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 made any allotment on a preferential basis during the year.***
14	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	*N.A.*

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15	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	➢ *Material terms of raising such securities-* ***New Equity Shares issued shall rank pari passu with existing equity shares*** ➢ *Proposed time schedule- The offer shall be valid for 30(Thirty) days from the Date of Circulation of Private Placement Offer cum Application Letter (PPOAL). Further, the allotment shall be made within period of 60 Days from the date of receipt of the payment subscription amount.* ➢ *Purposes or objects of offer- The Company shall utilize the proceeds from the Private Placement to support the business operations of the company for acquisition of non-performing assets from banks and financial institutions.* ➢ *Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects-* ***None However, the proposed allotment is to be made to Truevalue Projects Private Limited in which Director (Mr. Omprakash Porwal) is a shareholder in Chartered Projects Private Limited*** ➢ *Principle terms of assets charged as securities-* ***Not Applicable***

The pre issue and post issue Equity Share Capital shareholding pattern of the Company in the following format-

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	**Promoters' holding :**				
1	Indian :				
	Individual	207,55,500	4.36	207,55,500	4.27
	Bodies Corporate	-	-	-	-
	Sub Total	**207,55,500**	**4.36**	**207,55,500**	**4.27**
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	**207,55,500**	**4.36**	**207,55,500**	**4.27**
B	**Non-Promoters' holding :**				
1.	Institutional Investors				
2.	Non-Institution :				
	Private Corporate Bodies	26,21,40,000	55.12	27,21,40,000	56.04
	Directors and Relatives	6,05,14,500	12.72	6,05,14,500	12.46
	Indian Public	6,51,90,000	13.71	6,51,90,000	13.42
	Others (Including NRIs)	6,70,00,000	14.09	6,70,00,000	13.80
	Sub Total(B)	**45,48,44,500**	**95.64**	**46,48,44,500**	**95.72**
	Grand Total (A+B)	**47,56,00,000**	**100**	**48,56,00,000**	**100**

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Note: The Conversion price of issued CCPSs are not determined as on date of Notice to the Members, the number of Equity Shares on Conversion of CCPS proposed to be issued, does not form part of the Post-allotment Equity Shareholding.

The pre issue and post issue Preference Share Capital shareholding pattern of the Company in the following format-

Sr. No.	Category	**Pre Issue**		**Post Issue**	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	**Promoters' holding :**				
1	Indian :				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total				
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	**Non-Promoters' holding :**				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution :				
	Private Corporate Bodies	80,30,00,000	95.71	80,30,00,000	95.71
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	3,60,00,000	4.29	3,60,00,000	4.29
	Sub Total(B)	**83,90,00,000**	**100**	**83,90,00,000**	**100**
	Grand Total (A+B)	**83,90,00,000**	**100**	**83,90,00,000**	**100**

Application Money: 100% payable on application.

Separate Bank Account: Monies received on such application shall be kept in a separate bank account and shall not be utilized for any purpose other than for adjustment against allotment of securities or for the repayment of monies where the company is unable to allot securities.

In order to authorize to the Board for taking further action. It is necessary to pass the said special resolution for preferential issue of shares as set out in the Item No. 1 of the notice.

The nature of concern or interest, financial or otherwise in respect of proposed Resolution of:

a) **Directors:** Mr. Omprakash Porwal

b) Other Key Managerial Personnel: Nil

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c) **Relatives of Directors and Key Managerial Personnel**: Relatives of Mr. Omprakash Porwal

For & On behalf of Board of Directors
CFM Asset Reconstruction Private Limited

Sakshi Poddar
Company Secretary

Date: 14th February, 2024
Place: Mumbai

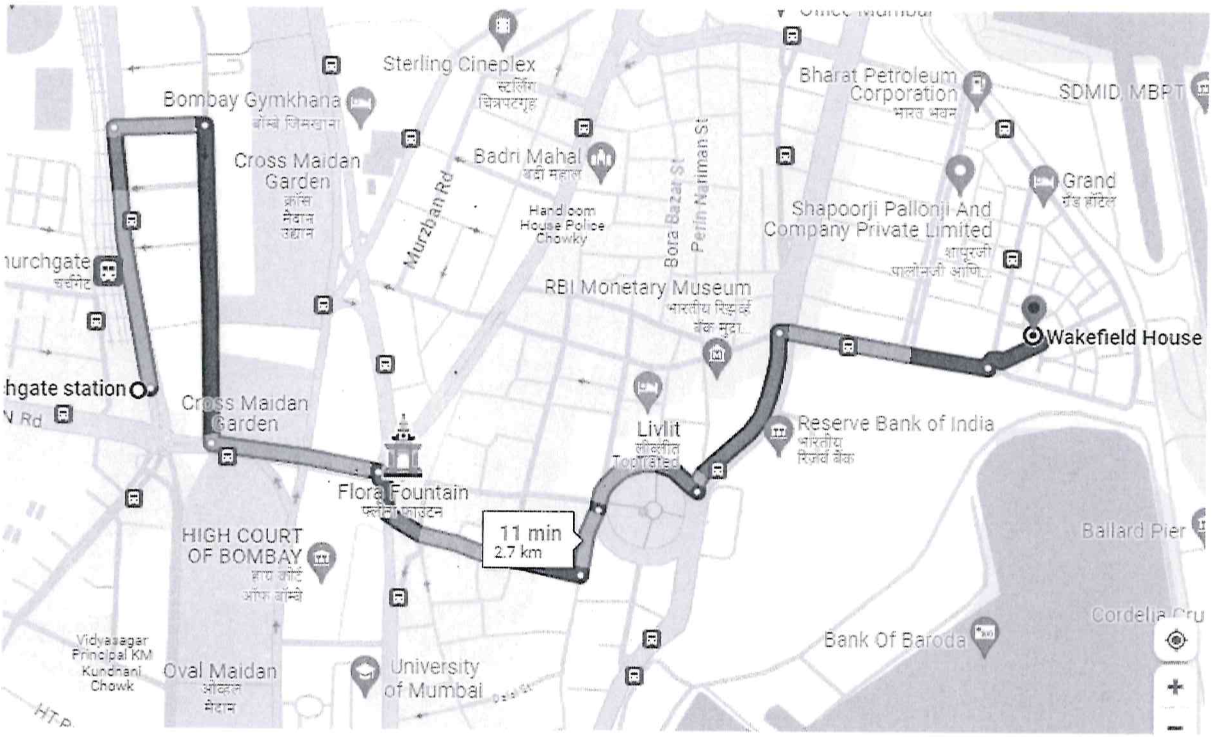
ROUTE MAP OF THE VENUE OF THE
EXTRA-ORIDNARY GENERAL MEETING OF THE COMPANY

EGM Venue:

1st floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai 400038.

Prominent Landmark:

Ballard Estate



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