

October 14, 2024

To,
**Department of Corporate Relationship
BSE Ltd.**
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001.
Scrip Code: 539177

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
NSE Symbol – AII

The Calcutta Stock Exchange Limited
7, Lyons Range, Murgighata, Dalhousie,
Kolkata, West Bengal - 700 001.
Scrip Code: 011262

Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir / Madam,

With reference to the above subject, we wish to inform that today the Company has entered into a binding Share Subscription and Purchase Cum Shareholders' Agreement dated October 14, 2024 ("**Agreement**") with *inter alia* India SME Asset Reconstruction Company Limited ("**ISARC**") and certain existing shareholders of ISARC, recording the terms and conditions for:

- (i) ISARC issuing and offering and the Company subscribing to 13,00,00,000 (Thirteen Crore) equity shares of ISARC, representing 56.52% (Fifty Six Point Five Two Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis, and
- (ii) the Company purchasing from certain existing shareholders of ISARC, and certain existing shareholders of ISARC selling to the Company, 5,23,50,000 (Five Crore Twenty Three Lakh Fifty Thousand) equity shares of ISARC, representing 22.76% (Twenty Two Point Seven Six Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis,

in aggregate, constituting 79.28% (Seventy Nine Point Two Eight Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis.

The consummation of the transactions contemplated the Agreement is subject to satisfactory fulfilment of certain conditions precedent recorded in the Agreement, including receipt of the necessary consent / approval of the Reserve Bank of India.

Upon consummation of the transactions contemplated the Agreement, the Company will hold 79.28% (Seventy Nine Point Two Eight Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis and ISARC will become a subsidiary of the Company.

Registered Office : 707, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021.

Ph.: (022) 6747 2117 ✦ **E-mail:** info@authum.com ✦ **Website :** www.authum.com

Corporate Office: The Ruby, 11th Floor, North- West Wing, Plot No. 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028.

T +91 22 6838 8100 ✦ Customer Service: T +91 22 4741 5800 ✦ E-mail: customercare@reliancecommercialfinance.com



AUTHUM INVESTMENT & INFRASTRUCTURE LTD.

CIN : L51109MH1982PLC319008

Further, the details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are provided in **Annexure A**.

Kindly take the same on your records.

Thanking you,
For **Authum Investment & Infrastructure Limited**

Amit Dangi
Whole Time Director
DIN: 06527044

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Annexure A

Disclosure of information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Name of the target entity, details in brief such as size, turnover etc.;	India SME Asset Reconstruction Company Limited (“ISARC”), an asset reconstruction company registered under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. Net Worth of ISARC (as of March 31, 2024): Rs. 129.68 Crore Turnover of ISARC (as of March 31, 2024): Rs. 2.47 Crores
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired. If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No
Industry to which the entity being acquired belongs;	ISARC is an asset reconstruction company registered under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, engaged in the business of <i>inter alia</i> securitization / asset reconstruction as per the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	This acquisition aligns with our long-term strategy of building a diversified credit business, wherein the Asset Reconstruction Company (ARC) has been an identified adjacency to be built. The ARC will be a focused platform for acquisition and turnaround of distressed assets; this platform would create an opportunity to provide differentiated strategy in this space suitably backed by our capital as well as turnaround capabilities.
Brief details of any governmental or regulatory approvals required for the acquisition;	All approvals as required under the Share Subscription and Purchase Cum Shareholders Agreement dated October 14, 2024 (“ Agreement ”), including receipt of the necessary consent / approval of the Reserve Bank of India.

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Indicative time period for completion of the acquisition;	Subject to completion of conditions precedent as detailed in the Agreement, the acquisition contemplated under the Agreement is expected to be completed by March 31, 2025.
Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration
Cost of acquisition and/or the price at which the shares are acquired;	<ol style="list-style-type: none"> 1. Primary Infusion (subscription of equity shares) of Rs. 1,76,80,00,000 (Rupees One Hundred and Seventy-Six Crore and Eighty Lakh) to subscribe to 13,00,00,000 (Thirteen Crore) equity shares of ISARC at a price of Rs. 13.60 (Rupees Thirteen and Sixty Paise) per equity share; 2. Purchase Consideration of Rs. 85,27,81,500 (Rupees Eighty-Five Crore Twenty-Seven Lakh Eighty-One Thousand Five Hundred) for purchase of 5,23,50,000 (Five Crore Twenty Three Lakh Fifty Thousand) equity shares from the existing shareholders of the Target Company at a price of Rs. 16.29 (Rupees Sixteen and Twenty Nine Paise) per equity share.
Percentage of shareholding / control acquired and / or number of shares acquired;	<p>(i) Subscription to 13,00,00,000 (Thirteen Crore) equity shares of ISARC, representing 56.52% (Fifty Six Point Five Two Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis, and</p> <p>(ii) Purchase of 5,23,50,000 (Five Crore Twenty Three Lakh Fifty Thousand) equity shares of ISARC, representing 22.76% (Twenty Two Point Seven Six Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis,</p> <p>in aggregate, 18,23,50,000 (Eighteen Crore Twenty Three Lakh Fifty Thousand) equity shares of ISARC, constituting 79.28% (Seventy Nine Point Two Eight Per Cent) of the expanded share capital of ISARC, as determined on a fully diluted basis.</p>
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief Background</p> <p>ISARC is an Asset Reconstruction Company incorporated in 2009 under Section 3 of Securitization and Reconstruction of Financial Assets & Enforcement of Security Interest Act</p>

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	<p>(SARFAESI) 2002.</p> <p>The sponsors shareholders are SIDBI, SIDBI Venture Capital Ltd., PNB and BOB. Majority of the Directors are also Working and / Retired Bankers with 50% being Independent Directors.</p> <p>ISARC vision is to become the leading Asset Reconstruction Company which would unlock the idle NPAs lying in the Financial Sector, including Banks/FIs, with a focus on the NPAs in the MSME sector, for their productive use by resorting to innovative resolution mechanisms of NPAs.</p> <p>Line of Business To carry on business of Securitization and/or Asset Reconstruction as permitted by the RBI.</p> <p>Date of Incorporation: 11/04/2008</p> <p>Turnover of last 3 years FY 21-22: Rs. 10.17 Crores FY 22-23: Rs. 5.78 Crores FY 23-24: Rs. 2.47 Crores</p> <p>Country in which the acquired entity has presence: India</p>
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