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Date: May 11, 2026

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India

Re: Proposed initial public offering of equity shares of face value of ₹10 each ("Equity Shares") of Asset Reconstruction Company (India) Limited (the "Company", and such offering, the "Offer").

AND

Application seeking exemption from strict enforcement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") under Regulations 300(1)(c) of the SEBI ICDR Regulations, from disclosing Bombay Rayon Fashions Limited and SKS Ispat and Power Limited as members of the promoter group of the Company, in terms of Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations and including their information and confirmations in the red herring prospectus and the prospectus and other documents that may be filed in connection with the Offer ("Exemption Application").

Dear Sir/Madam,

1. Background

1.1. The Company was originally incorporated as "*Asset Reconstruction Company (India) Limited*" as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated February 11, 2002 and certificate of commencement of business dated May 7, 2003 issued by the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**"). Subsequently, the Company received the certificate of registration by the Reserve Bank of India to commence business of securitisation and asset reconstruction on August 29, 2003. Its registered and corporate office is situated at The Ruby, 10th Floor, 29 Senapati Bapat Marg, Dadar (West), Mumbai – 400 028, Maharashtra, India. The Company is an asset reconstruction company operating across India and is engaged in the business of acquiring stressed assets from banks and financial institutions and implementing resolution strategies aimed at maximizing recovery and optimizing the value of such stressed assets in order to generate revenue streams.

1.2. The Company is proposing to undertake an initial public offering of Equity Shares by way of an offer for sale of Equity Shares by certain existing shareholders of the Company subject to market conditions, applicable laws, receipt of requisite regulatory, corporate and other approvals/ consents, and other considerations as may be relevant. In this regard, the Company has filed the draft red herring prospectus dated August 1, 2025 (the "**DRHP**") with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", along with BSE, "**Stock Exchanges**"), in accordance with the provisions of the SEBI ICDR Regulations. The Company has received the final observation letter dated October 14, 2025 from the SEBI bearing reference number SEBI/HO/CFD/CFD-SEC-4/P/OW/2025/26674/1, and the in-principle approvals from the NSE by way of its letter bearing reference no. NSE/LIST/5800 dated September 19, 2025 and from BSE by way of its letter bearing reference no. LO\IPO\AG\IP\356\2025-26 dated September 19, 2025.

1.3. The Company has appointed IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*), IDBI Capital Markets & Securities Limited and JM Financial Limited as Book Running Lead Managers to the Offer (the "**BRLMs**").

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Identification of Promoter Group

1.4. In accordance with Regulation 2(1)(oo) of the SEBI ICDR Regulations, the Company has identified State Bank of India ("**SBI**") as one of the promoters of the Company, as disclosed in the DRHP. The shareholding pattern of the Company, as on the date the DRHP and as on the date of this Exemption Application, is provided as **Annexure A.**

1.5. SBI is a listed company, having its equity shares listed on NSE and BSE. It is registered with RBI as banking company under the Banking Regulation Act 1949, as amended. It provides a wide range of banking and financial services, including commercial banking and treasury operations.

1.6. In terms of Regulation 2(1)(pp)(iii)(B) of the SEBI ICDR Regulations, any body corporate in which a promoter holds 20% or more of the equity share capital should be considered as forming part of the promoter group. The list of entities in which one of our Promoters, SBI, holds more than 20% of the equity shareholding, as on the date of the DRHP and as on March 31, 2026, are provided as **Annexure B**. Further, there are no entities in which SBI holds 20% or more of the equity shareholding, other than as set out in **Annexure B**, as on the date of this Exemption Application.

1.7. In relation to SBI, the members forming part of its promoter group, as defined under Regulation (2)(1)(pp) of the SEBI ICDR Regulations and as disclosed in the section titled "*Our Promoters and Promoter Group – Promoter Group*" on page 235 of the DRHP, for whom the relevant information, confirmations and undertakings as required from them in terms of the applicable provisions of the SEBI ICDR Regulations, were suitably obtained and relevant disclosures were accordingly included in the DRHP.

1.8. As on the date of the DRHP and as on the date of this Exemption Application, SBI held and continues to hold 28.77% of the equity share capital in Bombay Rayon Fashions Limited ("**BRFL**") and 20.21% of the equity share capital in SKS Ispat and Power Limited ("**SIPL**", together with BRFL, "**Borrower Entities**"). Such shareholding has arisen solely pursuant to conversion of debt into equity in the ordinary course of SBI's banking operations, in the context of restructuring of credit facilities extended to the Borrower Entities. It is submitted that considering the nature and purpose of SBI's shareholding in the Borrower Entities, these were not identified as members of the promoter group of SBI in the DRHP.

1.9. It is clarified that as on the date of the DRHP and as on the date of this Exemption Application and for the last three financial years, none of the Borrower Entities hold or held any securities, directly or indirectly, in the Company. Further, neither the Company nor any of the Promoters (except SBI) have any shareholding in the Borrower Entities. The Borrower Entities are not a part of the SBI group and the equity shares issued to them by the Borrower Entities are temporarily held by SBI as a result of its banking operations in the ordinary course of business. Accordingly, considering that the Borrower Entities are not consolidated as part of the audited consolidated financial statements of SBI and such entities should not be considered to be part of the 'promoter group' of SBI.

1.10. Considering the aforesaid, it is submitted that the members of the promoter group of SBI included in the section titled "*Our Promoters and Promoter Group – Promoter Group – Entities forming part of the Promoter Group*" on page 235 and 236 of the DRHP, were based on certification and confirmations dated August 1, 2025, provided by the SBI group, which did not include the Borrower Entities, for the reasons mentioned in para 1.9 above. Accordingly, an application seeking exemption from classification of the Borrower Entities as members of the Promoter Group of SBI was inadvertently not made prior to the filing of the DRHP due to the understanding that temporary exposures in entities arising as a result of SBI's banking operations in the ordinary course of business may not necessitate classification as a member of the promoter group of SBI. Based on the confirmation letter as received by the Company and the BRLMs from SBI dated May 11, 2026 and annexed as **Annexure E**, the Company is making the present Exemption Application seeking exemption from classification of Borrower Entities as promoter group of SBI.

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1.11. Regulation 300(1)(c) of the SEBI ICDR Regulations empowers SEBI to relax the strict enforcement of the requirements under the SEBI ICDR Regulations, if SEBI is satisfied that non-compliance was caused due to factors beyond the control of the issuer. Accordingly, the Company is making this Exemption Application to SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations for relaxation to exclude the Borrower Entities from being identified as part of the promoter group of the Company and accordingly, to not include any confirmations required from a member of the promoter group under the SEBI ICDR Regulations in respect of Borrower Entities, respectively, in the Offer Documents.

2. Grounds for seeking exemption

SBI's equity shareholding in the Borrower Entities being solely due to debt restructuring operations:

2.1 It is submitted that SBI is a scheduled commercial bank with a diversified portfolio of exposures including equity shareholdings arising in the ordinary course of its lending and recovery operations. There are companies in which SBI holds 20% or more shareholding pursuant to debt restructuring schemes and frameworks issued by the RBI such as the corporate debt restructuring mechanism, strategic debt restructuring scheme and schemes for sustainable structuring of stressed assets. SBI has no control or other significant interest in such companies other than such shareholding, which arise pursuant to invocation of rights provided to SBI as a lender and are acquired not with any strategic intent of acting as a promoter of such entities.

2.2 Please see below the factual circumstances pursuant to which SBI acquired shareholding in the Borrower Entities:

Bombay Rayon Fashions Limited

BRFL had availed certain credit facilities from SBI in 2005. BRFL defaulted on the payment of such credit facilities and subsequently, in June 2016, SBI acquired 29,904,471 equity shares of BRFL pursuant to conversion of such debt under the corporate debt restructuring mechanism issued by the RBI. Thereafter, the joint lenders forum invoked the scheme for sustainable structuring of stressed assets ("**S4A**") with a reference date of November 25, 2016. As of November 25, 2016, while SBI held 7.31% of the equity share capital of BRFL, five associate banks of SBI, namely, State Bank of Patiala, State Bank of Mysore, State Bank of Hyderabad, State Bank of Travancore, and State Bank of Bikaner & Jaipur ("**Associate Banks**") collectively held 3.61% of the equity share capital of BRFL. Following the merger of the Associate Banks with SBI with effect from April 1, 2017, and upon implementation of the S4A on May 24, 2017, SBI's aggregate shareholding in BRFL rose to 29.28%, representing 92,954,532 equity shares. Between March 2020 and February 2021, SBI sold 1,602,445 equity shares of BRFL.

As on date of the DRHP and as on date of this Exemption Application, SBI holds 91,352,087 equity shares in BRFL, amounting to 28.77% of issued and paid-up equity shareholding capital of BRFL.

It is however submitted that on May 23, 2022, trading of the shares of BRFL was suspended on account of non-compliance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations").** BRFL is currently subject to liquidation proceedings before the National Company Law Tribunal. Upon completion of such proceedings, BRFL will stand liquidated and wound-up and, as a result, SBI's shareholding in BRFL shall extinguish. While the Indian Stock Exchanges have suspended trading in the securities of BRFL, please note that, SBI is not identified as a promoter of BRFL. Accordingly, the SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015 is not applicable in this regard.

The details in relation to certain regulatory actions taken by SEBI and the Stock Exchanges against BRFL, based on public searches, are set out as **Annexure C**.

SKS Ispat and Power Limited

SIPL had availed certain credit facilities from SBI in March 2005. SIPL defaulted on the payment of such credit facilities and subsequently, in 2016, as part of the corporate debt restructuring mechanism issued by RBI ("**CDR Scheme**"), the outstanding debt of SIPL was converted into compulsorily convertible cumulative preference shares ("**CCCPS**"). Pursuant to the CDR Scheme, SBI was issued 132,815,006 CCCPS, which were convertible into equity shares of SIPL at the option of the lenders including SBI. On October 12, 2022, 132,815,006 CCPS held by SBI were converted into 144,330,508 equity shares of SIPL. Please note that SBI is not identified as a promoter of SIPL.

As on date of the DRHP and as on date of this Exemption Application, SBI holds 144,330,508 equity shares of SIPL, amounting to 20.21% of issued and paid-up equity shareholding capital of SIPL.

The details in relation to certain criminal proceedings against SIPL, based on public searches, are set out as **Annexure D**.

2.3 It is further submitted that:

(i) the acquisition of shares in the Borrower Entities by SBI is limited to the nature of enforcement of security and/or collateral only and are not pursuant to investments or strategic acquisitions;

(ii) SBI is not involved in the promotion, the day-to-day operations or management of the Borrower Entities;

(iii) on account of the liquidation proceedings which BRFL is subject to, SBI's shareholding in BRFL cannot be disposed of until such liquidation proceedings are concluded;

The Borrower Entities not being a part of the SBI group

2.4 It is submitted that SBI was neither the promoter nor a member of the promoter group of the Borrower Entities as on the date of the DRHP, and as on date of this Exemption Application.

2.5 It is further submitted that the Borrower Entities do not form a part of the SBI group and are not consolidated as part of the audited consolidated financial statements of SBI.

Rationale for non-identification of the Borrower Entities as members of the promoter group

2.6 In addition, we note that there are provisions under SEBI regulations which do not consider acquisition made pursuant to any regulatory/procedural requirements as material.

2.7 For instance, Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **("SEBI SAST Regulations")** stipulates that in the event an acquirer entity holding 25% of a target entity wishes to acquire more than 5% of shareholding in the target entity, the acquirer entity must first make a public announcement of an open offer for acquiring shares of such target company in accordance with the SEBI SAST Regulations. However:

(i) SEBI SAST Regulations provides an exemption to the open offer requirement for any acquisitions being in the ordinary course of business *"pursuant to a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016)" (Regulation 10(1)(da) of the SEBI SAST Regulations)*; and

(ii) SEBI SAST Regulations grants an exemption to any acquisitions being made as a result of, *inter alia,* invocation of pledge by Scheduled Commercial Banks or Public Financial Institutions as a pledgee *(Regulations 10(1)(b)(viii) of the SEBI SAST Regulations).*

2.8 The intention of the above regulations indicate that any acquisitions being made in the ordinary course of banking and finance business are excluded from the open offer requirement set out under the SEBI SAST

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Regulations.

2.9 Additionally, the proviso to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations provides that:

"Provided that a financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, <u>shall not be deemed to be promoter group merely by virtue of the fact twenty per cent. or more of the equity share capital of the promoter is held by such person or entity</u>... "

2.10 It is pertinent to note that the SEBI ICDR Regulations also account for certain categories of shareholders including scheduled commercial banks whose holdings in a promoter entity may be as a result of, amongst other things, their ordinary course of business, and accordingly are not intended to form a 'promoter group' relationship irrespective of such shareholding. The spirit of this relaxation may also be extended to the fact pattern with respect to the Borrower Entities as the underlying rationale remains the same. For instance:

(i) The nature of SBI's holding in the Borrower Entities is limited to the nature of enforcement of security and/or collateral only, and that SBI does not view the Borrower Entities as investments or strategic acquisitions.

(ii) SBI is not involved in the promotion, the day-to-day operations or management of the Borrower Entities.

(iii) BRFL is subject to liquidation proceedings as set out above, and as a result, SBI cannot dispose of their shareholding in BRFL until such proceedings are concluded.

(iv) There are no common directors on the boards of directors of SBI and the Borrower Entities.

(v) SBI has not appointed any nominee directors on the boards of directors of the Borrower Entities.

2.11 In addition to the above, please note that:

(i) The Company and the Borrower Entities neither have control nor economic interest nor are they otherwise involved in the day-to-day operations of each other;

(ii) The business operations of the Company and the Borrower Entities are fully independent from each other, and neither of them have any business or financial dependency over each other;

(iii) The Borrower Entities are not vendors or suppliers or customers or related parties of the Company; and

(iv) The Company and the Borrower Entities are not associated with each other in any manner, including by way of having common directors, key managerial personnel or senior management.

2.12 Given the transient nature of SBI's shareholding in the Borrower Entities and the nature of acquisition being a consequence of invocation/enforcement of securities in the ordinary course of banking operations of SBI, inclusion of the Borrower Entities as part of SBI's promoter group would be incorrect and misleading to the prospective investors.

<u>Due diligence by the Company</u>

2.13 We have reviewed the following documents to determine the interests of the Borrower Entities in the Company, as applicable:

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(i) the shareholding pattern of the Company as of March 31, 2025, March 31, 2024, March 31, 2023 and August 1, 2025, based on the beneficiary position statement as of the respective dates, and the shareholding pattern as on the date of this Exemption Application, which shows that none of the Borrower Entities hold any securities directly in the Company;

(ii) annual returns of the Company for Fiscals 2023, 2024 and 2025;

(iii) memorandum of association and articles of association of the Company; and

(iv) audited standalone and consolidated financial statements of the Company for Fiscals 2025, 2024 and 2023 and the schedule of related party disclosures included therein.

2.14 We have also undertaken the following public searches on the Borrower Entities on the websites of the following third-parties:

(i) Watchout Investors (https://www.watchoutinvestors.com/);

(ii) TransUnion CIBIL (https://suit.cibil.com/);

(iii) Crime check (https://www.cubictree.com/);

(iv) BSE Limited (list of debarred entities accessible at https://www.bseindia.com/investors/debent.aspx) on a 'name search' basis;

(v) National Stock Exchange of India Limited (accessible at https://www.nseindia.com/regulations/member-sebi-debarred-entities), on a 'name search' basis and;

(vi) Ministry of Corporate Affairs (https://www.mca.gov.in/content/mca/global/en/home.html).

2.15 Based on the information and documents available with us and the above-mentioned public searches, we confirm that none of the Borrower Entities:

(i) have or have had in the last three financial years any financial interest in the Company or its Subsidiaries nor have they had any transactions including related party transactions with the Company or its Subsidiaries in the last three financial years;

(ii) hold or have held in the last three years any equity shares or any other securities of the Company or its Subsidiaries;

(iii) have any special rights with respect to the Company or its securities through any shareholders' agreement or other formal or informal arrangements;

(iv) play a role in the ownership, management or operations of the Company; and

(v) have or have had any litigations with the Company or its Promoters.

2.16 Further, based on above mentioned public searches, we confirm that, in compliance with Regulation 5(1)(a) of the SEBI ICDR Regulations, the Borrower Entities are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/ court.

2.17 Furthermore, as disclosed in **Annexure C** hereto, while the promoters, promoter group, and directors of BRFL were prohibited from buying, selling, or otherwise dealing in securities of BRFL, such prohibition has been revoked by SEBI as on the date of this Exemption Application. It is submitted that SBI was

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neither the promoter nor a member of the promoter group of BRFL in the past, nor is it a promoter or member of promoter group of BRFL as on the date of this Exemption Application.

2.18 Based on the public searches, please note that none of the Borrower Entities have been delisted in the past.

2.19 For the reasons stated above, it is humbly submitted that we seek your exemption to not identify the Borrower Entities as members of the Promoter Group of SBI for the purposes of disclosures in the updated draft red herring prospectus ("**Updated Draft Red Herring Prospectus**") red herring prospectus (the "**Red Herring Prospectus**") and the prospectus (the "**Prospectus**", (together with the DRHP, Updated Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, the "**Offer Documents**") proposed to be filed with the RoC, SEBI and the Stock Exchanges, as applicable.

3 Exemption sought

3.1 Regulation 300(l)(c) of the SEBI ICDR Regulations empowers SEBI to relax the strict enforcement of the requirements under the SEBI ICDR Regulations including the non-compliance was caused due to factors beyond the control of the issuer.

3.2 As indicated in paragraph 1 and 2 above, the Company hereby seeks relaxation from SEBI under Regulation 300(2) of the SEBI ICDR Regulations from disclosing the Borrower Entities as part of the promoter group of the Company and providing relevant confirmations in the Offer Documents under the SEBI ICDR Regulations. The Company confirms that except for the Borrower Entities, the details of all persons and entities forming part of the 'promoter group' within the meaning of Regulation 2(1)(pp) of the SEBI ICDR Regulations, will be disclosed in the manner required under the SEBI ICDR Regulations in the Offer Documents.

4 Payment of fees

4.1 The Company has made a non-refundable fee payment of ₹ 118,005.90 (Rupees One Lakh Eighteen Thousand and Five Rupees and Ninety Paise (Reference No. HDFCH00990982148) on May 11, 2026 in terms of Regulation 300(3) of the SEBI ICDR Regulations, through NEFT/RTGS credited to the bank account number no. BDSKDEF7SA11JR4CJ9 of SEBI, annexed as **Annexure F**.

Please feel free to contact the following official from the Company if you require any clarifications:

Ameet Ashok Kela
Tel: +91 9892773703
E-mail: cs@arcil.co.in
Website: www.arcil.co.in

We look forward to receiving your kind exemption in this matter. We request you to keep the contents of this Exemption Application confidential.

Sincerely,

For Asset Reconstruction Company (India) Limited

Authorized signatory
Name: Pramod Kumar Gupta
Designation: Chief Financial Officer

Asset Reconstruction Company (India) Ltd. Mumbai

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Annexure A

Shareholding pattern the Company as on the date of the DRHP and as on the date of this Exemption Application

Sr. No.	Name of Shareholders	No. of equity shares held equity	% of paid up equity share capital
1.	Avenue India Resurgence Pts. Ltd	226,566,265	69.73%
2.	State Bank of India	64,816,980	19.95%
3.	Lathe Investment Pte Ltd.	16,244,858	5.00%
4.	Karnataka Bank Ltd.	8,562,600	2.64%
5.	The South Indian Bank Ltd.	4,139,300	1.27%
6.	Federal Bank Ltd.	4,139,300	1.27%
7.	Others*	427,837	0.13%
Total Equity Shares		**324,897,140**	**100.00%**

** Others include shareholders having less than 1% paid up equity share capital.*

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Annexure B

List of entities in which SBI holds 20% or more of the equity share capital as on the date of the DRHP and as on March 31, 2026

Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
	Subsidiaries		
1	SBI Life Insurance Co. Ltd.	55.33%	55.37%
2	SBI Cards & Payment Services Ltd.	68.58%	68.59%
3	SBI General Insurance Co. Ltd.	73.87%	68.96%
4	SBI Funds Management Ltd. (SBIFML)	61.86%	61.89%
5	SBI Mutual Fund Trustee Co. Pvt. Ltd.	100.00%	100.00%
6	SBI CDMDF Trustee Pvt. Ltd.	100.00%	100.00%
7	SBI Ventures Ltd	100.00%	100.00%
8	SBI Capital Markets Ltd. (SBICAPS)	100.00%	100.00%
9	*(i) SBICAP Securities Ltd* *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBICAPS)*	Nil	Nil
10	*(ii) SBICAP Trustee Co. Ltd.* *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBICAPS)*	Nil	Nil
11	SBI Factors Ltd	100.00%	100.00%
12	SBI DFHI Ltd	69.04%	69.04%
13	SBI SG Global Securities Services Pvt Ltd.	65.00%	65.00%
14	SBI Pension Funds Pvt. Ltd.	80.00%	80.00%
15	SBI Payment Services Pvt. Ltd.	74.00%	74.00%
16	State Bank Operations Support Services Pvt. Ltd. (SBOSS)	100.00%	100.00%
17	SBI Foundation	99.72%	99.72%
18	SBI Infra Management Solutions Pvt. Ltd., (Under voluntary liquidation w.e.f.04.02.2022)	100.00%	100.00%
19	SBI Funds Management (International) Pvt. Ltd. *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBIFML)*	Nil	Nil
20	SBI Funds International (IFSC) Ltd *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBIFML)*	Nil	Nil
21	Commercial Indo Bank LLC, Moscow	100.00%	100.00%
22	SBI Canada Bank	100.00%	100.00%
23	State Bank of India (California)	100.00%	100.00%
24	State Bank of India (UK) Limited	100.00%	100.00%
25	State Bank of India Servicos Limtada	99.99%	99.99%
26	SBI (Mauritius) Ltd.	96.60%	96.60%
27	PT Bank SBI Indonesia	99.00%	99.00%
28	Nepal SBI Bank Ltd.	55.00%	55.00%
29	Nepal SBI Merchant Banking Ltd. *(SBI has no direct holding in the company. It is wholly owned subsidiary of Nepal SBI Bank Ltd)*	Nil	Nil
	Joint Ventures		
1	C-Edge Technologies Ltd	49.00%	49.00%
2	SBI Macquarie Infrastructure Management Pvt. Ltd.	45.00%	45.00%
3	SBI Macquarie Infrastructure Trustee Pvt. Ltd.	45.00%	45.00%
4	Macquarie SBI Infrastructure Management Pte. Ltd. (MSIMPL)	45.00%	45.00%
5	Oman India Joint Investment Fund – Management Company Pvt. Ltd.	50.00%	50.00%
6	Oman India Joint Investment Fund - Trustee Company Pvt. Ltd.	50.00%	50.00%
7	Macquarie SBI Infrastructure Trustee Ltd.	Nil	Nil

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Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
	(SBI has no direct holding in the company. It is wholly owned subsidiary of SBI Macquarie Infrastructure Trustee Pvt. Ltd.)		
	Associates		
1	Arunachal Pradesh Rural Bank	35.00%	35.00%
2	Chhattisgarh Gramin Bank	35.00%	35.00%
3	Jharkhand Gramin Bank	35.00%	35.00%
4	Meghalaya Rural Bank	35.00%	35.00%
5	Mizoram Rural Bank	35.00%	35.00%
6	Nagaland Rural Bank	35.00%	35.00%
7	Rajasthan Marudhara Gramin Bank	35.00%	35.00%
8	Telangana Grameena Bank	35.00%	35.00%
9	Uttarakhand Gramin Bank	35.00%	35.00%
10	Bank of Bhutan	20.00%	20.00%
11	Central Warehouse Corporation	21.75%	21.75%
12	Yes Bank Limited	10.78%	23.97%
13	Ellaquai Dehati Bank*	Nil	35.00%
14	Indian Digital Payment Intelligence Corporation (IDPIC)	50.00%	-

** As on the date of the DRHP. SBI was in the process of diluting its stake in Ellaquai Dehati Bank pursuant to the gazette DFS Gazette Notification No.CG-DL-E 07042025-262329 dated 07th April 2025 under the "One State One RRB" concept.*

Holding of equity capital solely on account of restructuring of debt operations of SBI:

Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
1	Bombay Rayon Fashions Limited	28.77%	28.77%
2	SKS Ispat and Power Limited	20.21%	20.21%

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Annexure C

Sr. No.	Authority	Non-Compliance	Action Taken	Status as on the date of this exemption application
1.	SEBI	Non-compliance of minimum promoter shareholding	SEBI issued an order dated June 4, 2013 ("**Interim Order**") against BRFL for non-compliance with the minimum public shareholding requirement (**"MPS Requirement"**) under Rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957. The Interim Order directed (i) freezing of voting rights and corporate benefits like dividend, rights, bonus shares, split, etc. with respect to excess of proportionate promoter/ promoter group shareholding; (ii) prohibition on promoters, promoter group, and directors from buying, selling, or otherwise dealing in securities of BRFL, either directly or indirectly, except for the purpose of complying with the MPS Requirement, (iii) restraint on promoter/ promoter group shareholders from holding any new position as a director in any listed company until compliance with the MPS Requirement; and (iv) restrain the directors from holding any new position as a director in any listed company until compliance with the MPS Requirement. Subsequently, SEBI, *vide* its order dated December 11, 2015 (the "**Confirmatory Order**"), and confirmed the directions issued in the Interim Order, clarifying that such directions would not affect the rights of lenders in any manner. The CDR empowered group approved the conversion of the working capital term loan of ₹7,126.70 million; and funded interest term loan of ₹2,215.80 million, aggregating ₹9,342.60 million, into equity in favour of lenders of BRFL on February 3, 2016. Thereafter, SEBI approved such debt-to-equity conversion through preferential allotment, pursuant to the letter dated March 21, 2016. as a method for achieving compliance with the MPS Requirement in terms of Clause 2(vii) of SEBI circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015. Pursuant to the in-principle approval letters granted by BSE and NSE, dated June 1, 2016, and May 24, 2016, respectively, BRFL made preferential allotments of 48,402,272 shares to 13 lenders in June 2016 in three tranches.	Following the increase in public shareholding to 31.66% on June 15, 2016, BRFL became compliant with the MPS Requirement. Pursuant to such compliance, SEBI *vide* its order dated March 9, 2017 read with the Confirmatory Order, revoked the directions issued by way of the Interim Order against BRFL, its promoters and promoter group, and its directors.
2.	Indian Stock Exchanges	Non-compliance with board composition requirements under Regulation 17(1) of the SEBI Listing Regulations	BSE and NSE, in terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018, issued notices each December 11, 2019 for suspension of trading in the securities of BRFL with effect from January 2, 2020, on account of non-compliance with Regulation 17(1) of the SEBI Listing Regulations for consecutive quarters, *i.e.*, June 30, 2019 and September 30, 2019 and/ or not paid the fine amount. Pursuant to the circular, the entire shareholding of the promoter and promoter group in BRFL, as well as all other securities held in	The Indian Stock Exchanges have suspended trading in the securities of BRFL

			the demat account(s) of the promoter and promoter group, with effect from December 11, 2019, until further notice.	
			Further, BSE and NSE, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, issued notices each dated April 21, 2022 for suspension of trading in the securities of BRFL with effect from May 23, 2022, on account of non-compliance with Regulation 17 of the SEBI Listing Regulations for consecutive quarters, i.e., September 30, 2021 and December 31, 2021. BSE further directed that the entire shareholding of BRFL's promoter in BRFL, as well as all other securities held in the demat account(s) of such promoter, shall remain frozen during the period of suspension.	
		Non-payment of annual listing fee	Pursuant to Regulation 14 of the SEBI Listing Regulations, listed entities are required to pay annual listing fees to the Indian Stock Exchanges. The Indian Stock Exchanges jointly issued a circular dated June 25, 2021 ("**Exchange Circular**"), advising listed entities including BRFL to make payment of listing fees and informing them of the actions to be initiated against such companies for non-payment of outstanding annual listing fees. Pursuant to the Exchange Circular, NSE and BSE pursuant to notices, each dated April 25, 2024, noted that BRFL was already suspended in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	

Arcil
Premier ARC

Annexure D

1. The Central Bureau of Investigation ("**CBI**") filed a chargesheet dated August 31, 2016, against SIPL, its director Deepak Gupta and others (collectively, "**Accused**") alleging that the Accused had made false and misleading claims in the application and feedback forms regarding SIPL's financial net worth, production capacity, land in its possession and environmental clearances, with the intention of wrongful allocation of the Rawanwara North Coal Block. Subsequently, the CBI court, New Delhi ("**CBI Court**") on January 12, 2026, convicted the Accused and sentenced Deepak Gupta to rigorous imprisonment of three years with a fine of ₹ 1,000,000 and has also imposed a fine of ₹5,000,000 on SIPL.

2. On May 26, 2017, the Central Bureau of Investigation ("**CBI**") filed a case against SIPL, its director Deepak Gupta and others (collectively, "**Accused**"), before the Special Judge (PC Act) (CBI), Rouse Avenue Court Complex, New Delhi, under section 120B and 420 of the Indian Penal Code in relation to coal block allocation. The disclosure included herein is based on the information available on the E-courts service website. The matter is currently pending.

3. The Directorate of Enforcement ("**ED**") initiated investigations pursuant to a first information report filed by the Central Bureau of Investigation against Cethar Limited in relation to a bank fraud case. The ED alleged that *inter alia* the director of Cethar Limited colluded with the chairman and managing director of SIPL with criminal intent to siphon off assets worth ₹7,930 million from the books of Cethar Limited, which turned insolvent and resulted in liquidation under the IBC. Consequently, on June 28, 2023, the ED provisionally attached assets in the form of land, building, plant and machinery along with roads and railway siding worth ₹5,178.10 million of SIPL under the provisions of the Prevention of Money Laundering Act, 2002.

Annexure - E

SBI

The banker to every इंडियन

May 11, 2026

To,

The Board of Directors,
Asset Reconstruction Company (India) Limited
The Ruby, 10th Floor
29, Senapati Bapat Marg,
Dadar (West), Mumbai - 400 028
Maharashtra, India

IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)*
24th floor, One Lodha Place,
Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400 013
Maharashtra, India

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower,
WTC Complex,
Cuffe Parade, Mumbai- 400 005
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

(IIFL Capital Services Limited (formerly known as IIFL Securities Limited), IDBI Capital Markets & Securities Limited, JM financial Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**")

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 ("Equity Shares") each of Asset Reconstruction Company (India) Limited (the "Company" and such offering, the "Offer")

Re: Application seeking exemption from strict enforcement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") under Regulations 300(1)(1)(c) of the SEBI ICDR Regulations, from disclosing Bombay Rayon Fashions Limited and SKS Ispat and Power Limited as members of the promoter group of the Company, in terms of Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations and including their information and confirmations in the red herring prospectus and the prospectus and other documents that may be filed in connection with the Offer ("Exemption Application").

This is with respect to the Exemption Application proposed to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), in connection with the Offer.

We confirm that all the information set out in **Schedule A** is true and correct. Further, the list of entities in which we hold 20% or more of the equity share capital, as on March 31, 2026, is set out in **Schedule B** hereto. We confirm that there are no entities in which we hold 20% or more of the equity shareholding, other than as set out in Schedule B, as on the date of the Exemption Application.

This letter may be relied upon by the Company and the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers appointed in respect of the Offer.

We request the Company to proceed with the filing of the Exemption Application with SEBI accordingly.

Further, we consent to the submission of this letter as may be necessary to the SEBI and any other regulatory or statutory authority and/ or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used in this letter and not specifically defined herein shall have the meanings assigned to such terms in the Exemption Application.

Yours faithfully,

For **State Bank of India**

Name: Satish Chandra Gupta
Designation: Deputy General Manager (PE)
Date: May 11, 2026

Cc:

Legal Counsel to the Company

Trilegal
One World Centre 10th Floor
Tower 2A & 2B, Senapati Bapat Marg,
Lower Parel (West), Mumbai- 400 013
Maharashtra, India

Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai - 400 013
Maharashtra, India

International Legal Counsel to the Book Running Lead Managers

Hogan Lovells
19th Floor, Al Fattan Currency Tower,
Dubai International Financial Centre,
PO Box 506602
Dubai, UAE

SCHEDULE A

State Bank of India ("**SBI**") is scheduled commercial bank with a diversified portfolio of of exposures including equity shareholdings arising in the ordinary course of its lending and recovery operations. SBI is registered with RBI as banking company under the Banking Regulation Act 1949, as amended. SBI provides a wide range of banking and financial services, including commercial banking and treasury operations. There are companies in which SBI holds 20% or more shareholding pursuant to debt restructuring schemes and frameworks issued by the RBI such as the corporate debt restructuring mechanism, strategic debt restructuring scheme and schemes for sustainable structuring of stressed assets. SBI has no control or other significant interest in such companies other than such shareholding, which arise pursuant to invocation of rights provided to SBI as a lender and are acquired not with any strategic intent of acting as a promoter of such entities.

As on the date of the DRHP and as on the date of the Exemption Application, SBI held and continues to hold 28.77% of the equity share capital in Bombay Rayon Fashions Limited ("**BRFL**") and 20.21% of the equity share capital in SKS Ispat and Power Limited ("**SIPL**", together with BRFL, "**Borrower Entities**").

The Borrower Entities are not part of the SBI group and are not consolidated as part of the consolidated audited financial statements of SBI, and (ii) the equity shares of the Borrower Entities have been allotted to and are being held by SBI pursuant to restructuring of the credit facilities availed by the Borrower Entities, as a result of SBI's banking operations in the ordinary course of business.

Bombay Rayon Fashions Limited

BRFL had availed certain credit facilities from SBI in 2005. BRFL defaulted on the payment of such credit facilities and subsequently, in June 2016, SBI acquired 29,904,471 equity shares of BRFL pursuant to conversion of such debt under the corporate debt restructuring mechanism issued by the RBI. Thereafter, the joint lenders forum invoked the scheme for sustainable structuring of stressed assets ("**S4A**") with a reference date of November 25, 2016. As of November 25, 2016, while SBI held 7.31% of the equity share capital of BRFL, five associate banks of SBI, namely, State Bank of Patiala, State Bank of Mysore, State Bank of Hyderabad, State Bank of Travancore, and State Bank of Bikaner & Jaipur ("**Associate Banks**") collectively held 3.61% of the equity share capital of BRFL. Following the merger of the Associate Banks with SBI with effect from April 1, 2017, and upon implementation of the S4A on May 24, 2017, SBI's aggregate shareholding in BRFL rose to 29.28%, representing 92,954,532 equity shares.

Between March 2020 and February 2021, SBI sold 1,602,445 equity shares of BRFL. As on date of the DRHP and as on date of the Exemption Application, SBI holds 91,352,087 equity shares in BRFL, amounting to 28.77% of issued and paid-up equity shareholding capital of BRFL.

SBI was neither the promoter nor a member of the promoter group of BRFL in the past, nor is it a promoter or member of promoter group of BRFL as on date of the DRHP and as on date of the Exemption Application.

SKS Ispat and Power Limited

SIPL had availed certain credit facilities from SBI in March 2005. SIPL defaulted on the payment of such credit facilities and subsequently, in 2016, as part of the corporate debt restructuring mechanism issued by RBI ("**CDR Scheme**"), the outstanding debt of SIPL was converted into compulsorily convertible cumulative preference shares ("**CCCPS**"). Pursuant to the CDR Scheme, SBI was issued 132,815,006 CCCPS, which were convertible into equity shares of SIPL at the option of the lenders including SBI. On October 12, 2022, 132,815,006 CCPS held by SBI were converted into 144,330,508 equity shares of SIPL. As on date of the DRHP and as on date of the Exemption Application, SBI holds 144,330,508 equity shares of SIPL, amounting to 20.21% of issued and paid-up equity shareholding capital of SIPL. Further, SBI is not identified as a promoter of SIPL.

It is pertinent to note that: (i) acquisitions of shares in the Borrower Entities by SBI is limited to the nature of enforcement of security and/or collateral only and are not pursuant to investments or strategic acquisitions; (ii) SBI is not involved in the promotion, the day-to-day operations or management of the Borrower Entities; (iii) on account of the liquidation proceedings which BRFL is subject to, SBI's shareholding in BRFL cannot be disposed of until such liquidation proceedings are concluded; (iv) there are no common directors on the boards of directors of SBI and the Borrower Entities; and (v) SBI has not appointed any nominee directors on the boards of directors of the Borrower Entities.

SBI was neither the promoter nor a member of the promoter group of SIPL in the past, nor is it a promoter or member of promoter group of BRFL as on date of the DRHP and as on date of the Exemption Application.

Schedule B

List of entities in which SBI holds 20% or more of the equity share capital as on the date of the DRHP and as on March 31, 2026

Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
	Subsidiaries		
1	SBI Life Insurance Co. Ltd.	55.33%	55.37%
2	SBI Cards & Payment Services Ltd.	68.58%	68.59%
3	SBI General Insurance Co. Ltd.	73.87%	68.96%
4	SBI Funds Management Ltd. (SBIFML)	61.86%	61.89%
5	SBI Mutual Fund Trustee Co. Pvt. Ltd.	100.00%	100.00%
6	SBI CDMDF Trustee Pvt. Ltd.	100.00%	100.00%
7	SBI Ventures Ltd	100.00%	100.00%
8	SBI Capital Markets Ltd. (SBICAPS)	100.00%	100.00%
9	*(i) SBICAP Securities Ltd* *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBICAPS)*	Nil	Nil
10	*(ii) SBICAP Trustee Co. Ltd.* *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBICAPS)*	Nil	Nil
11	SBI Factors Ltd	100.00%	100.00%
12	SBI DFHI Ltd	69.04%	69.04%
13	SBI SG Global Securities Services Pvt Ltd.	65.00%	65.00%
14	SBI Pension Funds Pvt. Ltd.	80.00%	80.00%
15	SBI Payment Services Pvt. Ltd.	74.00%	74.00%
16	State Bank Operations Support Services Pvt. Ltd. (SBOSS)	100.00%	100.00%
17	SBI Foundation	99.72%	99.72%
18	SBI Infra Management Solutions Pvt. Ltd., (Under voluntary liquidation w.e.f.04.02.2022)	100.00%	100.00%
19	SBI Funds Management (International) Pvt. Ltd. *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBIFML)*	Nil	Nil
20	SBI Funds International (IFSC) Ltd *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBIFML)*	Nil	Nil
21	Commercial Indo Bank LLC, Moscow	100.00%	100.00%
22	SBI Canada Bank	100.00%	100.00%
23	State Bank of India (California)	100.00%	100.00%
24	State Bank of India (UK) Limited	100.00%	100.00%
25	State Bank of India Servicos Limtada	99.99%	99.99%
26	SBI (Mauritius) Ltd.	96.60%	96.60%
27	PT Bank SBI Indonesia	99.00%	99.00%
28	Nepal SBI Bank Ltd.	55.00%	55.00%
29	Nepal SBI Merchant Banking Ltd. *(SBI has no direct holding in the company. It is wholly owned subsidiary of Nepal SBI Bank Ltd)*	Nil	Nil
	Joint Ventures		
1	C-Edge Technologies Ltd	49.00%	49.00%
2	SBI Macquarie Infrastructure Management Pvt. Ltd.	45.00%	45.00%
3	SBI Macquarie Infrastructure Trustee Pvt. Ltd.	45.00%	45.00%
4	Macquarie SBI Infrastructure Management Pte. Ltd. (MSIMPL)	45.00%	45.00%
5	Oman India Joint Investment Fund – Management Company Pvt. Ltd.	50.00%	50.00%
6	Oman India Joint Investment Fund - Trustee Company Pvt. Ltd.	50.00%	50.00%
7	Macquarie SBI Infrastructure Trustee Ltd. *(SBI has no direct holding in the company. It is wholly owned subsidiary of SBI Macquarie Infrastructure Trustee Pvt. Ltd.)*	Nil	Nil

Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
	Associates		
1	Arunachal Pradesh Rural Bank	35.00%	35.00%
2	Chhattisgarh Gramin Bank	35.00%	35.00%
3	Jharkhand Gramin Bank	35.00%	35.00%
4	Meghalaya Rural Bank	35.00%	35.00%
5	Mizoram Rural Bank	35.00%	35.00%
6	Nagaland Rural Bank	35.00%	35.00%
7	Rajasthan Marudhara Gramin Bank	35.00%	35.00%
8	Telangana Grameena Bank	35.00%	35.00%
9	Uttarakhand Gramin Bank	35.00%	35.00%
10	Bank of Bhutan	20.00%	20.00%
11	Central Warehouse Corporation	21.75%	21.75%
12	Yes Bank Limited	10.78%	23.97%
13	Ellaquai Dehati Bank*	Nil	35.00%
14	Indian Digital Payment Intelligence Corporation (IDPIC)	50.00%	-

** As on the date of the DRHP, SBI was in the process of diluting its stake in Ellaquai Dehati Bank pursuant to the gazette DFS Gazette Notification No.CG-DL-E 07042025-262329 dated 07th April 2025 under the "One State One RRB" concept.*

Holding of equity capital solely on account of restructuring of debt operations of SBI:

Sr. No	Nam e of the Entity	% of shareholding of SBI as on March 31, 2026	% of shareholding of SBI as on the date of the DRHP
1	Bombay Rayon Fashions Limited	28.77%	28.77%
2	SKS Ispat and Power Limited	20.21%	20.21%

Annexure - F

Securities and Exchange Board of
India SEBI

(Scan QR Code with QR Reader to know the transaction status)

NEFT/RTGS Detail

Beneficiary Name:	**Securities and Exchange Board of India SEBI Online EFT**
NEFT/RTGS Amount:	**118005.90** (Do not round off amount)
Beneficiary A/C No:	**BDSKDEF7SA11JR4CJ9** (Applicable only for this transaction. Above characters are a combination of alphabets and numbers. Carefully enter exactly as printed above)
Beneficiary IFSC:	**CITI0100000** (5th character is zero)
Beneficiary Bank:	**CITIBANK** D.N. Road, Fort, Mumbai

Challan Details

Challan Creation Date: 11/05/2026

Recommended transfer within: 2 days of challan creation

I/We (sender) have read, understood and accepted the following terms & conditions:

1.I/We will execute NEFT/RTGS from my/our bank within 2 days of creating this slip, post which funds may be refunded and required service may not be rendered.

2.Beneficiary Account Number mentioned in this Challan slip is applicable for current transaction only.For any other or new transaction, kindly initiate a new transaction workflow from merchant's website only.

3.**NEFT/RTGS should be initiated by using person to person bank account transfer only [R41 mode only].**In case you are requesting your bank branch to initiate NEFT/RTGS on your behalf,it must be specifically using R41 mode only.Using any other mode for transfer of funds will be treated as invalid and required services will not be rendered.

4.NEFT/RTGS transfer amount should be an exact match with transaction amount mentioned on this slip (including paisa).Do not round off the transfer amount even for the second decimal place.

5.I/We will not initiate multiple NEFT/RTGS by breaking the amount in more than one part. Such EFTs will be treated as invalid transactions and required service will not be delivered.

6.NEFT/RTGS should be initiated from the sender's bank account only as any refund/reversal will be credited in the same bank account.

7.It is sender's responsibility to ensure that the bank account is enabled for incoming NEFT/RTGS in case of refunds.

8.A nominal amount may be charged to the sender towards refund processing for invalid transactions Refunds.