



PROPECTUS CAPITAL PRIVATE LIMITED

(CIN: U65999MH2017PTC295967)

Registered office: B/17, Art Guild House, Behind Phoenix Marketcity Mall,
Kurla (West), Mumbai, 400070
Tel No: +91 22-4919 4400, Fax No.+91 22-4919 4455

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF PROPECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON MONDAY, 24TH AUGUST, 2020 AT 11.30 AM (IST) THROUGH VIDEO CONFERENCING FROM 403, THOSAR HOUSE CHSL HANUMAN CROSS ROAD NO.1, VILE PARLE EAST MUMBAI 400057 TO TRANSACT FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit to pass with or without modification(s) following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 149 and Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. Sudarshan Sampathkumar (DIN: 01875316), who was appointed as an Additional Independent Director by the Board and holds office upto this Annual General Meeting under Section 161 of the Companies Act, 2013 and who has given his consent, be and is hereby appointed as a Non-Executive Independent Director of the Company and whose term of office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file forms with the Registrar of Companies, Maharashtra and do all such acts, deeds and things as may be necessary to give effect to the said resolution."

BY THE ORDER OF THE BOARD OF DIRECTORS

for **PROFECTUS CAPITAL PRIVATE LIMITED**

NITIN PANGARKAR
COMPANY SECRETARY

ACS No. 23863

Date: 2nd August 2020

Place: Mumbai

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 with respect to Special Business provided in item no. 2, is annexed hereto and forms part of the Notice.
2. The Meeting will be conducted through Video Conferencing as per statutory requirement amid COVID-19 pandemic. The Meeting is being convened through Video Conferencing in terms of Ministry of Corporate Affairs' Circular no. 20/2020 dated May 5, 2020 read with framework provided in the Circular no. 14/2020 dated April 8, 2020 and Circular no. 17/2020 dated April 13, 2020 and accordingly, there is no requirement of providing an attendance slip and route map of venue of the meeting as part of the Notice and the Notice and Explanatory Statement have been prepared in accordance with the applicable provisions of the Companies Act, 2013 read with the aforesaid Circulars.
3. The shareholders, Directors, Auditors and other invitees to join the Meeting through video conferencing facility provided by Zoom by clicking on the link which would be sent to their registered email IDs before the meeting.
4. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and until 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, you may contact Mr. Nitin Pangarkar (+91 9619931810) before or during the Meeting.
5. Shareholders intending to inspect:

- a) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013;
- b) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder; and
- c) All documents referred to in the accompanying Notice;

shall write to the Company at nitin.pangarkar@profectuscapital.com and the same shall be made available for inspection up to the continuance of this Meeting.

- 6. Corporate shareholder intending to send its authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 is requested to send on the email ID of the Company, a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on its behalf at the meeting.
- 7. The details as required under the Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Mr. Sudarshan Sampathkumar, Director seeking appointment at this Annual General Meeting under Item No. 2 of the Notice, is annexed hereto.
- 8. Voting at the Meeting shall be conducted through show of hands.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item 2 of the accompanying Notice dated August 2, 2020.

ITEM NO. 2

Mr. Sudarshan Sampathkumar (DIN: 01875316) was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors on January 22, 2020. As per Section 161(1) of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting.

It is proposed to appoint Mr. Sudarshan as the non-executive Independent Director of the Company whose office shall not be liable to retirement by rotation. The details and brief profile of Mr. Sudarshan is provided in annexure to this notice.

Except Mr. Sudarshan, being an appointee, none of the Directors of the Company or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item 2 of the Notice.

Your Directors recommend the resolutions for your approval.

BY THE ORDER OF THE BOARD OF DIRECTORS

for **PROFECTUS CAPITAL PRIVATE LIMITED**

NITIN PANGARKAR
COMPANY SECRETARY

ACS No. 23863

Date: 2nd August 2020

Place: Mumbai

Annexure to the notice of Annual General meeting

Brief profile of directors being appointed:

Name of the Director	Mr. Sudarshan Sampathkumar
Age	58 years
Date of first Appointment on the Board	January 22, 2020
Qualifications	PGDM (MBA) from IIM, Ahmedabad and Bachelor of Electrical Engineering & Electronics from Indian Institute of Science, Bangalore
Experience	<p>Presently, Partner in The Bridgespan Group and also serves on the advisory board of Sneha Mumbai, a Non-profit Organization focused on women and children's health</p> <p>Prior to joining Bridgespan, spent over 10 years at Bain & Company as a partner. Prior to that, spent about 19 years at Accenture, and ran a private equity fund for several years.</p>
Shareholding in the Company	Nil
Relationship with other Directors / Managers / KMP	Not related with other directors/ KMP
No. of Board Meetings attended during the financial year 2019-20	1
Other Directorships	None
Membership / Chairmanship of Committees of other Boards	None