



PROFECTUS 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 SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON FRIDAY, 23RD AUGUST, 2019 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT B-17, 4TH FLOOR, ART GUILD HOUSE, PHOENIX MARKET CITY, KURLA WEST, MUMBAI 400070, MAHARASHTRA TO TRANSACT THE 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, 2019, 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. Vikram Sud (DIN: 01853732), who was appointed as an Additional 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 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**

Sd/-

NITIN PANGARKAR
COMPANY SECRETARY

ACS No. 23863

Date: 1st August 2019

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy, as annexed herewith, in order to be valid must be duly filled in all respects and should be deposited at the registered office of the Company at B-17, 4th Floor, Art Guild House, Phoenix Market City, Kurla West, Mumbai 400070, Maharashtra before the commencement of the meeting. The proxy form shall be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
3. In terms of Section 105 of the Companies Act, 2013, the proxy so appointed shall not have right to speak at the meeting and shall not be entitled to vote except on a poll.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided notice in writing of the intention so to inspect is given to the Company.
6. Corporate Members intending to send their authorized representatives are requested to send, to the Company, a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

7. All documents referred to in the accompanying Notice and Explanatory Statement, are available for inspection at the registered office of the Company upto the Annual General meeting.
8. Shareholders seeking information with regard to accounts or any items of the business of this meeting are requested to write to the Company before the meeting do as to enable the management to keep the information ready.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Brief profile of Mr. Vikram Sud, who is being appointed as directors, is annexed with the notice.
11. Map of venue of the meeting is annexed with the notice.

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 June 26, 2019.

ITEM NO. 2

Mr. Vikram Sud (DIN: 01853732) was appointed as an Additional Non-Executive Director of the Company by the Board of Directors on November 27, 2018. 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. Vikram Sud as the non-executive Director of the Company whose office shall not be liable to retirement by rotation. The details and brief profile of Mr. Sud is provided in annexure to this notice.

Except Mr. Vikram Sud, 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**

Sd/-

NITIN PANGARKAR
COMPANY SECRETARY

ACS No. 23863

Date: 1st August 2019

Place: Mumbai

Annexure to the notice of Annual General meeting

Brief profile of directors being appointed:

Name of the Director	Mr. Vikram Sud
Age	57 years
Date of first Appointment on the Board	November 27, 2018
Qualifications	B. Com (Hons.), PGDBM XLRI
Experience	Group COO- Kotak Mahindra Bank (2006-11). Regional COO- Citigroup Asia Pacific (2011-15), Consultant, Advisor, FinTech Investor
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 2018-19	2
Other Directorships	1. FSN E-Commerce Ventures Private Limited 2. Epimoney Private Limited 3. Seynse Technologies Private Limited 4. Baroda Global Shared Services Limited 5. DBS Bank India Limited
Membership / Chairmanship of Committees of other Boards	None

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ATTENDANCE SLIP

Registered Folio / DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I / We hereby record my / our presence at the Second Annual General Meeting of the Company on Friday, 23rd August, 2019, at 11:00 am at the Board Room, B/17, Art Guild House, Behind Phoenix Marketcity Mall, Lal Bahadur Shastri Marg, Kurla (West), Mumbai, 400070.

Member's Folio / DP ID- Client ID No.	Member's / Proxy's name in Block Letters	Member's / Proxy's Signature

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PROXY FORM

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

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./ Client ID No.:

DP ID :

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

1. Name: Address:.....

E-mail Id: Signature: or failing him:

2. 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 the Second Annual General Meeting of the Company, to be held on Friday, 23rd August, 2019, at 11:00 a.m, at the Board Room, B/17, Art Guild House, Behind Phoenix Marketcity Mall, Kurla (West), Mumbai, 400070 and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Business
Ordinary Business	
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, together with the Reports of the Board of Directors and the Auditors thereon
Special Business	
2.	Appointment of Mr. Vikram Sud (DIN: 01853732) as Non-Executive Director of the Company.

Signed this day of 2019

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, B-17, 4th Floor, Art Guild House, Phoenix Market City, Kurla West, Mumbai 400070 not less than FORTY-EIGHT HOURS (48 hrs) before the commencement of the Meeting.

For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

THE ROUTE MAP FOR THE VENUE OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY IS GIVEN BELOW:

Venue: B-17, 4th Floor, Art Guild House, Phoenix Market City, Kurla West, Mumbai 400070, Maharashtra



Office

B-17 4th Floor, Art Guild House, Phoenix Market City, Kurla (W), Mumbai - 400070

