

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

NOTICE is hereby given that an Extraordinary General Meeting (1/2022-23) of the Members of Profectus Capital Private Limited will be held on Thursday, 2nd June 2022 at 2.00 p.m. at the Registered Office of the Company at B-17, 4th Floor, Art Guild House, Phoenix Marketcity Mall, Kurla (West), Mumbai- 400070 at a shorter notice and to allow shareholders to participate through Video Conferencing/ Other Audio-Visual mode to transact the following business.

SPECIAL BUSINESS:

Private Placement of Non-Convertible Debentures

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read along with the Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed under the Companies Act, 2013, (including statutory modification(s), amendment(s) or re-enactment thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the memorandum of association and articles of association of the Company, and subject to such other approvals, consents, sanctions, permissions, as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to issue, make offers, invite to subscribe and allot such number of rated / unrated, listed / unlisted, secured / unsecured, redeemable, non-convertible debentures for an aggregate amount of Rs.200 Crore (Indian Rupees Two Hundred Crores), having face value of INR 10,00,000 (Indian Rupees Ten Lakh only) each if listed or having such face value as may be determined by the Board if unlisted, on a private placement basis, (**“Debentures”**) in dematerialised form, in compliance of applicable laws (**“Issue”**) to certain specific investors (**“Debenture Holders”**).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the determination of face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilisation of issue proceeds, allotment, appointment of debenture trustee, registrar and share transfer agents and decide upon such other terms and conditions of the Issue as they may deem necessary.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to sub-delegate all or any of the above authorisations in favour of a Committee of the Board of Directors or any of its Directors or other authorised signatories of the Company, subject to such conditions as it may deem fit”

“RESOLVED FUTHER THAT a copy of the above resolution be certified as true by any Director or Company Secretary of the Company and issued to be concerned and they be requested to act thereon.”

BY THE ORDER OF THE BOARD OF DIRECTORS
for **PROFECTUS CAPITAL PRIVATE LIMITED**

Sd/-

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: May 31, 2022
Place: Mumbai

NOTES:
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 Extra-Ordinary 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. Map of venue of the meeting is annexed with the notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING

In view of the funding requirements as per the business plan, the Board of Directors of the Company at its meeting held on May 10, 2022, has approved raising of funds through issuance of Non-Convertible Debenture/ other similar instruments.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures/ other similar instruments ("**NCDs**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution (or Board Committee, as the case may be) shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
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KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the above mentioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.</p>
MATERIAL TERMS OF RAISING OF 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	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the above mentioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to Rs. 200 Crore (Indian Rupees Two Hundred Crores) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

None of the Promoters, Directors, key managerial personnel, and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the Notice.

BY THE ORDER OF THE BOARD OF DIRECTORS
for **PROFECTUS CAPITAL PRIVATE LIMITED**

Sd/-

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: May 31, 2022
Place: Mumbai

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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 Extra-Ordinary General Meeting of the Company on Thursday, 2nd June 2022 at 2.00 p.m. at the Registered Office of the Company at B-17, 4th Floor, Art Guild House, Phoenix Marketcity Mall, 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 Extra-Ordinary General Meeting of the Company, to be held on Thursday, 2nd June 2022 at 2.00 p.m. at the Registered Office of the Company at B-17, 4th Floor, Art Guild House, 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
Special Business	
1.	Authorise Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other instruments

Signed this day of 2019

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

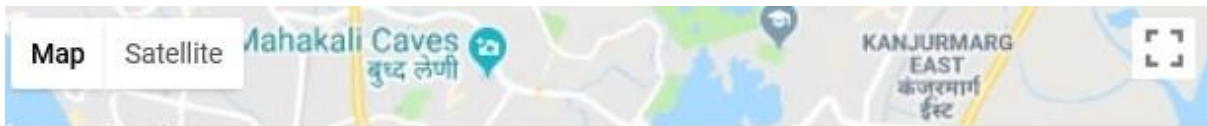
NOTE:

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 Extra-Ordinary General Meeting.

**THE ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY 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

