

## 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 (1/2023-24) OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 5<sup>TH</sup> APRIL 2023 AT 2.30 PM (IST) THROUGH VIDEO CONFERENCING, AT A SHORTER NOTICE, TO TRANSACT THE FOLLOWING BUSINESS**

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#### **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) (the **“Act”**) 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 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) 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 Rs. 200 Crore (Indian Rupees Two Hundred Crores) in one or more tranches / issues, having such face value as may be prescribed by the Securities Exchange Board of India 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 (including the Committee thereof) 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, tenor, amount, security, coupon / interest rate(s), yield, finalise/modify/issue the private placement offer cum application letter/disclosure document in Form PAS-4, utilisation of issue proceeds, allotment, appointment of debenture trustee, registrar and share transfer agents, other intermediaries and decide upon such other terms and conditions of the Issue as they may deem necessary and to sign and execute deeds,

applications, documents, agreements and writings that may be required, on behalf of the Company, in relation to the Issue and to take decisions on all matters concerning the same.”

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

“**RESOLVED FURTHER 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: April 4, 2023

Place: Mumbai

**NOTES:**

1. The Meeting will be conducted through Video Conferencing as per statutory requirement amid COVID 19 Pandemic.
2. The shareholders, Directors, Auditors and other invitees to join the Meeting through video conferencing facility provided by Microsoft Teams by clicking on the link which would be sent to their registered email IDs before the meeting.
3. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting until 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, the Member shall contact on Mr. Nitin Pangarkar (+91 9619931810) for any query before or during the Meeting.
4. Corporate/ Non-corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution/ Letter of representation to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Voting at the Meeting shall be conducted through show of hands.

**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 of the Company, the borrowing committee of the Company ("**Committee**") at its meeting held on May 10, 2022, has approved raising of funds through issuance of non-convertible debentures / 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.

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 / or any other debt instruments (including without limitation debt instruments which are (i) listed or unlisted; (ii) senior secured; or (iii) senior unsecured; or, (iv) unsecured; or, (v) subordinated; and/or, (vi) any other type of debt instruments (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 NCDs (including market linked NCDs)) shall be decided from time to time. 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>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<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</p>

	yield determined, based on market conditions prevailing at the time of the respective issue.
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	The NCDs 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/Committee or required under applicable laws.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the NCDs proposed to be issued are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer / issue of NCDs shall be decided from time to time provided that the amounts of all such NCDs at any time issued shall not exceed the limit specified in the aforementioned shareholders resolution.
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	The specific terms of each offer / issue of NCDs shall be decided from time to time in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter/placement memorandum/disclosure document for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board / Committee to issue such NCDs on private placement basis up to Rs. 200 Crore (Indian Rupees Two Hundred Crores) as stipulated above, in one or more issues / 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: April 4, 2023  
Place: Mumbai