

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

Email: compliance@profectuscapital.com Website: www.profectuscapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT (2/2023-24) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON THURSDAY, 8TH JUNE 2023 AT 11.30 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKETCITY MALL, KURLA (WEST), MUMBAI, 400070 AT SHORTER NOTICE, TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

1. 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 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. 500 Crore (Indian Rupees Five 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."

2. Alteration of Articles of Association

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 section 14 and any other provisions of Companies Act, 2013 read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by addition of Articles 64 (iii) & (iv) as under:

"64.

(iii) Subject to the Companies Act, 2013 and notwithstanding anything to the contrary contained in this Articles, any bank/ Financial Institution/ Financial body corporate or insurance corporation (hereinafter referred as 'Financial Body') shall have a right to appoint, remove, reappoint, replace its nominee as a Director on the Board of the Company, so long as any moneys remain owing to them or any of them of the Company, out of any Financial Assistance granted by them or any of them to the Company by way of loan and/or by holding debentures and/or shares in the Company and / or as a result of underwriting or direct subscription and/or any liability of the Company arising out of the guarantee furnished by the Financial Body on behalf of the Company remains outstanding

(iv) Subject to applicable Law, the Debenture Trustee shall have a right to appoint a nominee Director on the Board of Directors of the Company in accordance with the provisions of the SEBI (Debenture Trustee) Regulations, 1993 and under the relevant provisions under the Companies Act, 2013 in such event(s) as prescribed in relevant rules and regulations".

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to sign and file all the requisite e-forms including MGT-14 along with such other documents as may be required with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

3. Alteration of Memorandum of Association

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 Section 13 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for amending Clause III(A)- Main object Clause of the Memorandum of Association of the Company in following manner:

That after existing Clause III(A)(4), the following new Clause be inserted:

"5. To carry on the business as corporate agent to solicit insurance business through existing insurance companies by obtaining certificate of registration from IRDA and such other approvals as may be required under the extant rules and regulations, to act as consultant, advisor or otherwise to conduct insurance business and to undertake such other activities as are incidental or ancillary thereto"

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to sign and file all the requisite e-forms including MGT-14 along with such other documents as may be required with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be ancillary incidental or expedient for the purpose of giving effect to this resolution."

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

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: May 22, 2023
Place: Mumbai

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and to vote on poll on their behalf and the Proxy need not be a Member of the Company.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Meeting.
6. The format for the consent to hold the EGM at a shorter notice is attached herewith. Members are requested to share copy of signed consent before the meeting time.

7. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
8. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the Extraordinary General Meeting. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days at any time during the business hours of the company upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
10. Route-map to the venue of the Meeting is provided at the end of the Notice.

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

ITEM NO.1

In view of the funding requirements as per the business plan of the Company, the Board of Directors of the Company ("**Board**") at its meeting held on May 22, 2023, 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>
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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>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.</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the NCDs proposed to be issued 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 provided that the amounts of all such NCDs at any time issued shall not exceed the limit specified in the aforementioned shareholders resolution.</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 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.</p> <p>The purpose/object for offer is to raise fund for on-lending by the Company, repayment / refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc.</p>

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. 500 Crore (Indian Rupees Five Hundred Crore) as stipulated above, in one or more issues / tranches.

None of the promoters, 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 of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the Notice as special resolution

ITEM NO.2

It is proposed to amend the Articles of Association of the Company to incorporate provisions relating to the appointment of nominee directors of Banks/ Financial Institution / Debenture Trustee etc.

In terms of the SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/028 dated February 09, 2023, every debt listed company requires to amend its Articles of Association to include provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the debenture trustee in terms of clause(e) of sub-regulation(1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Accordingly, after Article 64 (ii), new Articles 64 (iii) & (iv) be added in the Articles of Association of the Company, as under:

"64.

- (iii) Subject to the Companies Act, 2013 and notwithstanding anything to the contrary contained in this Articles, any bank/ Financial Institution/ Financial body corporate or insurance corporation (hereinafter referred as 'Financial Body') shall have a right to appoint, remove, reappoint, replace its nominee as a Director on the Board of the Company, so long as any moneys remain owing to them or any of them of the Company, out of any Financial Assistance granted by them or any of them to the Company by way of loan and/or by holding debentures and/or shares in the Company and / or as a result of underwriting or direct subscription and/or any liability of the Company arising out of the guarantee furnished by the Financial Body on behalf of the Company remains outstanding*
- (iv) Subject to applicable Law, the Debenture Trustee shall have a right to appoint a nominee Director on the Board of Directors of the Company in accordance with the provisions of the SEBI (Debenture Trustee) Regulations, 1993 and under the relevant provisions under the Companies Act, 2013 in such event(s) as prescribed in relevant rules and regulations".*

None of the promoters, 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 of Directors of the Company recommends passing of the resolution as set out at item no. 2 of the Notice as special resolution.

ITEM NO.3

It is proposed to register the Company as corporate agent with Insurance Regulatory and Development Authority of India (IRDA) to solicit insurance business through existing insurance companies accordingly it is proposed to amend the Clause III (A)(4)- Main object Clause of the Company, as under:

That after existing Clause III(A)(4), the following new Clause be inserted:

"5. To carry on the business as corporate agent to solicit insurance business through existing insurance companies by obtaining certificate of registration from IRDA and such other approvals as may be required

under the extant rules and regulations, to act as consultant, advisor or otherwise to conduct insurance business and to undertake such other activities as are incidental or ancillary thereto"

None of the promoters, 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 of Directors of the Company recommends passing of the resolution as set out at item no. 3 of the Notice as special resolution.

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

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: May 22, 2023
Place: Mumbai

PROFECTUS CAPITAL PRIVATE LIMITED

(CIN: U65999MH2017PTC295967)

Registered office: B/17, Art Guild House, Behind Phoenix Marketcity Mall,
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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 (2/2023-24) Extra-Ordinary General Meeting) of the Company on Thursday, 8th June 2023 at 11.30 a.m. at the Registered Office of the Company at B-17, 4th Floor, Art Guild House, Phoenix Marketcity Mall, Kurla (West), Mumbai- 400070 at shorter notice.

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 (02/2023-24) Extra-Ordinary General Meeting of the Company, to be held on Thursday, 8th June 2023 at 11.30 a.m. at the Registered Office of the Company at B-17, 4th Floor, Art Guild House, Phoenix Marketcity Mall, Kurla (West), Mumbai- 400070 at Shorter Notice and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Business
Special Business	
1.	Approve Private Placement of Non-Convertible Debentures
2.	Approve Alteration of Articles of Association
3.	Approve Alteration of Memorandum of Association

Signed this day of 2023

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.
2. The Instrument of proxy will stand invalid were it is not been duly stamped pursuant to the provisions of the Companies Act, 2013

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

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[pursuant to section 101(1)]

Date -

To,
The Board of Directors,
Profectus Capital Private Limited
B/17, Art Guild House,
Behind Phoenix Marketcity Mall,
Kurla (West), Mumbai, 400070

I, -----, holding ----- equity shares of Rs.10/- each in the Company, constituting _____ of paid-up equity share capital of the Company, hereby give consent pursuant to section 101(1) of the Companies Act 2013, to convene the Extraordinary General Meeting of the Members of the Company on Thursday, 8th June 2023 at Mumbai at a shorter notice.

Signature

**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

