

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 THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON THURSDAY, 24TH AUGUST 2023 AT 3.00 PM (IST) 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors/Joint Auditors of the Company and to fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, as amended from time to time, the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27 April 2021 issued by Reserve Bank of India ('RBI') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. S R Batliboi & Co. LLP, Chartered Accountants, having Firm Registration No. 301003E/ E300005, who have offered themselves for appointment and confirmed their eligibility to be appointed as Statutory Auditors, as the Joint Auditors of the Company, be and are hereby appointed as the Statutory Auditors as the Joint Auditors of the Company for a period of three years (financial year 2023-24 to 2025-26) to hold office from the conclusion of the 6th Annual General Meeting till the conclusion of the 9th Annual General Meeting, subject to the fulfilment of eligibility norms each year as per the aforesaid RBI Guidelines with the power of the Board/Audit Committee to alter and vary the terms and conditions of appointment etc., and at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee.”

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or



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expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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



NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863



Date: 27th July 2023
Place: Mumbai

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to ordinary business provided in item no 2 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. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
7. 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.



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8. 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 Annual General Meeting. All documents referred to in the Notice 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 Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.
10. 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 SIXTH ANNUAL GENERAL MEETING**

ITEM NO.2

The Company has appointed M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No. 101048W as Statutory Auditors of the Company for a term of 3 years (i.e. FY 2021-22 to FY 2023-24) to hold office from the conclusion of the 4th Annual General meeting till the conclusion of 7th Annual General meeting of the Company.

It is proposed to appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants having Firm Registration No. 301003E/ E300005 as Statutory Auditors/ Joint Auditors of the Company pursuant to the RBI Guidelines vide its Circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 for Appointment of Statutory Auditors (SAs) of Commercial banks, (excluding RRBs), UCBs and NBFCs (including HFCs) and other applicable regulations, for a term of 3 years to hold office from the conclusion of the Sixth Annual General meeting till the conclusion of Ninth Annual General meeting of the Company (i.e. for FY2023-24 to FY 2025-26).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 2 of the AGM Notice.

The Board of Directors of the Company recommends passing of the resolution set out at Item No. 2 of the Notice as Ordinary Resolution.

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



**NITIN PANGARKAR
COMPANY SECRETARY**
ACS No. 23863



Date: 27th July 2023
Place: Mumbai

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Email: compliance@profectuscapital.com Website: www.profectuscapital.com**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 sixth Annual General Meeting of the Company on Thursday, 24th August 2023 at 3.00 p.m. (IST) 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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[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:

- Name: Address:.....
E-mail Id: Signature: or failing him:
- 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 sixth Annual General Meeting of the Company, to be held on Thursday, 24th August 2023 at 3.00 p.m. (IST) 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
Ordinary Business	
1.	Approve Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2.	Approve appointment M/s. S R Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors/Joint Auditors of the Company

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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 Annual General Meeting.

THE ROUTE MAP FOR THE VENUE OF THE 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

