

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 SEVENTH (7TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON FRIDAY, 27TH SEPTEMBER 2024 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:**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 replacing the Article 76 as under:

"The Seal

76. As per the Companies (Amendment) Act, 2015, there is no mandatory requirement of Common Seal. Any one director or Company Secretary can sign the documents, where common seal is required to be affixed pursuant to the Companies Act or any other law in force. The share and other certificate(s) to be issued by the Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014"

"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."

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

Sd/-

**NITIN PANGARKAR
COMPANY SECRETARY**

ACS No. 23863

Date: 31st July 2024

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.

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 SEVENTH (7) ANNUAL GENERAL MEETING**

ITEM NO.2

It is proposed to alter the provisions of Common Seal in Articles of Association (AOA) of the Company to the effect that any document(s) requiring the Common Seal of the Company may be executed in the presence of any one director and the Company Secretary instead of any two directors and Company Secretary.

Accordingly, the existing Article 76 of AOA is proposed to be revised as under:

"The Seal

76. As per the Companies (Amendment) Act, 2015, there is no mandatory requirement of Common Seal. Any one director or Company Secretary can sign the documents, where common seal is required to be affixed pursuant to the Companies Act or any other law in force. The share and other certificate(s) to be issued by the Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014"

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 Special Resolution.

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

Sd/-

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: 31st July 2024

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 seventh Annual General Meeting of the Company on Friday, 27th September 2024 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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Email: compliance@profectuscapital.com Website: www.profectuscapital.com**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 seventh Annual General Meeting of the Company, to be held on Friday, 27th September, 2024 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
Special Business	
2.	Approve Alteration of Articles of Association

Signed this day of 2024

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 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 Seventh (7th) Annual General Meeting of the Members of the Company on Friday, 27th September, 2024 at Mumbai at a shorter notice.

Signature

**THE ROUTE MAP FOR THE VENUE OF THE 7TH 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

