

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 (1/2025-26) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON THURSDAY, JULY 3, 2025 AT 03:00 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKETCITY MALL, KURLA (WEST), MUMBAI, 400070, 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 any other type of debt instruments (including market linked debentures or green debt securities), as may be determined, and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount Rs.1000 Crore (Indian Rupees One Thousand Crore) 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 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**

NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863

Date: May 22, 2025
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

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.

The members of the Company, at extraordinary general meeting held on July 4, 2024, approved special resolution to issuance of non-convertible debentures / other similar instruments upto Rs.1,000 Crore (Indian Rupees One Thousand Crore) through Private Placement, which is valid upto July 3, 2025. In order to enable issuance of NCDs or similar instruments on or after July 4, 2025, the Company is required to have fresh approval from the members of the Company.

Accordingly, it is proposed to avail fresh approval of the members for approval of limits of Rs. 1000 Crore (Indian Rupees One Thousand Crore) in one or more tranches for on-lending by the Company, repayment / refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc.

Accordingly, 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 /green debt securities) 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:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	<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 /</p>
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	<p>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, 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 borrowing 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>
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 (or borrowing committee, as the case may be) 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/borrowing 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, within the period of 1 (one) year from the date of the aforementioned 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 aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter/general information document/ key information documents/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 / borrowing committee to issue such NCDs during the year on private placement basis up to Rs. 1,000 Crore (Indian Rupees One Thousand Crore) 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**

NITIN PANGARKAR
COMPANY SECRETARY

ACS No. 23863

Date: May 22, 2025

Place: Mumbai

PROFECTUS CAPITAL PRIVATE LIMITED

(CIN: U65999MH2017PTC295967)

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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 (1/2025-26) Extra-Ordinary General Meeting) of the Company on Thursday, July 3, 2025 at 03:00 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.

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:

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 (01/2025-26) Extra-Ordinary General Meeting of the Company, to be held on Thursday, July 3, 2025 at 03:00 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 at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Business
Special Business	
1.	Private Placement of Non-Convertible Debentures

Signed this day of 2025

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, July 3, 2025 at Mumbai.

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



Office

B-17 4th Floor, Art Guild House, Phoenix Market City, Kurla (W), Mumbai - 400070

