

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 (3/2025-26) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON FRIDAY, MARCH 6, 2026 AT 03:00 P.M. (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. Appointment of Statutory Auditors to fill casual vacancy:

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any of the companies act 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendments thereto or re-enactment thereof for the time being in force) M/s M C Ranganathan & Co., Chartered Accountants (FRN: 003061S) be and are hereby appointed as statutory auditors of the company to fill the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (FRN: 301003E/E300005)."

"RESOLVED FURTHER THAT M/s M C Ranganathan & Co., Chartered Accountants (FRN: 003061S) be and are hereby appointed as statutory auditors of the company and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended March 31, 2026 on such remuneration as may be fixed by the Board of Directors in consultation with.

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


NITIN PANGARKAR
COMPANY SECRETARY
ACS No. 23863



Date: February 6, 2026

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: Appointment of Statutory Auditors to fill the casual vacancy

M/s S. R. Batliboi & Co. LLP, Chartered Accountants (FRN: 301003E/E300005) have tendered their resignation from the position of Statutory Auditors resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of the auditor can be filled by the shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company vide their resolution passed on December 10, 2025, that, M/s M C Ranganathan & Co, Chartered Accountants (FRN: 003061S), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (FRN: 301003E/E300005) and have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said 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: February 6, 2026
Place: Mumbai

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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 (3/2025-26 Extra-Ordinary General Meeting) of the Company on Friday, March 6, 2026 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.

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 (03/2025-26) Extra-Ordinary General Meeting of the Company, to be held on Friday, March 6, 2026 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 and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Business
Special Business	
1.	Appointment of Statutory Auditors to fill casual vacancy

Signed this day of 2026

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/We, -----, 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 Friday, March 6, 2026 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

