

PROFECTUS CAPITAL PRIVATE LIMITED

(CIN: U65999MH2017PTC295967)

Registered office: Office No. 3B, 35 to 40, 3rd Floor, Phoenix Paragon Plaza,
L B S Marg, Kurla, 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 NINTH (9TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD AT SHORTER NOTICE ON FRIDAY, MAY 29, 2026 AT 09:30 AM (IST) AT B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKETCITY MALL, KURLA (WEST), MUMBAI, 400070 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To consider and approve the appointment of M/s G.P. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104768W) as Statutory Auditors of the Company**

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India guidelines No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021, for Appointment of Statutory Auditors (SAs) of Commercial banks, (excluding RRBs), UCBs and NBFCs (including HFCs), including any amendments, modifications, variations or re-enactments thereof, from time to time and the enabling provisions of the Articles of Association of the Company and on the basis of recommendation of the Audit Committee and Board, the Members be and hereby approve the appointment of M/s G.P. Kapadia & Co., Chartered Accountants (ICAI Firm Registration No. 104768W), as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting, till the conclusion of the 10th Annual General Meeting.

RESOLVED FURTHER THAT the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise with regard to the implementation of the Resolution, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document and to fix the remuneration, alter and vary the terms and conditions of remuneration and such other requirements resulting in the change in scope of work, etc., without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS:

3. To consider and approve appointment of Ms. Shilpa Bhatte (DIN: 07608252) as a Non-Executive Director of the Company

To consider and if thought fit, to assent or dissent the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable directions as issued by the Reserve Bank of India and the Articles of Association of the Company, approval granted by the Reserve Bank of India vide its letter dated April 15, 2026, and based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the members of the Company be and is hereby granted for the appointment of Ms. Shilpa Bhatte (DIN: 07608252), as Non-Executive Director of the Company, liable to retire by rotation, with effect from May 6, 2026.

RESOLVED FURTHER THAT Ms. Shilpa Bhatte shall hold office for a term of three (3) consecutive years or until the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company") and Ugro Capital Limited ("Transferee Company") is sanctioned by the Hon'ble National Company Law Tribunal, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

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

Sd/-
Shrikant Harale
Company Secretary
Membership No. A53062

Date: May 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 provided in item no 3 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 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.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
6. 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.
7. 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.
8. Route-map to the venue of the Meeting is provided at the end of the Notice.
9. Voting at the Meeting shall be conducted through show of hands.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT BY THE SHAREHOLDERS
SECRETARIAL STANDARD-2 IN GENERAL MEETINGS**

Name of Director	Ms. Shilpa Bhatte
Date of Birth	September 29, 1977
Date of Appointment on Board	May 6, 2026
Qualifications	Chartered Accountant
Brief Resume & Expertise in specific functional area	<p>Ms. Shilpa Bhatte is a seasoned finance professional with 18+ years of experience in the BFSI sector, specializing in strategic finance, treasury, business development, and financial controllership. A Chartered Accountant by qualification, she currently serves as the Chief Financial Officer at Dvara Kshetriya Gramin Financial Services (DKGFS), an NBFC focused on rural inclusion, with an AUM of over ₹2,200 crores.</p> <p>Ms. Bhatte has a well proven track record in capital raising, having mobilized over ₹4,000 crores in debt for DKGFS, including onboarding of 30+ new lenders and securing foreign debt through impact investors. She has successfully driven rating upgrades, enhanced capital efficiency, and played a key role in operational risk management and compliance with RBI and other regulatory bodies. Before DKGFS, she held senior roles in Treasury with Religare Enterprises and Religare Finvest, where she helped raise over ₹20,000 crores in debt and spearheaded fund management, governance of ALM, and liquidity strategies for the group.</p>
Directorships held in other Companies	Nil
Listed Entities from which the Directors has resigned as Director in the past three years	Nil
Memberships/ Chairmanships of committees of other Companies	Nil
Terms of appointment	Three consecutive years from May 6, 2026 or until the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company") and Ugro Capital Limited ("Transferee Company") is sanctioned by the Hon'ble National Company Law Tribunal, whichever is earlier.
Details of remuneration last drawn	N.A.
Details of remuneration sought to be paid	N.A.
No. of Board Meetings attended during FY 2025-26	N.A.

No. of shares held in the Company including shareholding as a beneficial owners as on date of meeting	N.A.
Relationship between Directors, KMP and Manager inter-se	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item no. 3 of the accompanying Notice:

Item No.3:

The Board of Directors, at its meeting held on February 6, 2026, accorded in-principle approval for the appointment of Ms. Shilpa Bhatte (DIN: 07608252) as Non-Executive Director, subject to receipt of prior approval from the Reserve Bank of India (“RBI”).

Thereafter, upon receipt of RBI approval and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 6, 2026, approved appointment of Ms. Shilpa Bhatte as an Additional (Non-Executive) Director on the Board of the Company for the period of 3 years with effect from May 6, 2026.

The appointment of Ms. Bhatte as Non-Executive Director is subject to the approval of the Members of the Company for a fixed term of three (3) years. Further, notwithstanding such fixed tenure, pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and other applicable provisions, if any, Ms. Bhatte shall be liable to retire by rotation.

The Company has received the requisite consent, declarations and other relevant documents as required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the RBI Circular, from Ms. Bhatte confirming her eligibility and consent to act as a Director.

Ms. Bhatte will not be paid any remuneration or sitting fees for attending meetings of the Board and Committees, if any.

A brief profile of Ms. Shilpa Bhatte is as under:

“Ms. Shilpa Bhatte is a seasoned finance professional with 18+ years of experience in the BFSI sector, specializing in strategic finance, treasury, business development, and financial controllership. A Chartered Accountant by qualification, she currently serves as the Chief Financial Officer at Dvara Kshetriya Gramin Financial Services (DKGFS), an NBFC focused on rural inclusion, with an AUM of over ₹2,200 crores.

Ms. Bhatte has a well proven track record in capital raising, having mobilized over ₹4,000 crores in debt for DKGFS, including onboarding of 30+ new lenders and securing foreign debt through impact investors. She has successfully driven rating upgrades, enhanced capital efficiency, and played a key role in operational risk management and compliance with RBI and other regulatory bodies. Before DKGFS, she held senior roles in Treasury with Religare Enterprises and Religare Finvest, where she

helped raise over ₹20,000 crores in debt and spearheaded fund management, governance of ALM, and liquidity strategies for the group.”

Details of Directors pursuant to Secretarial Standard-2 on General Meetings is provided under heading “Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting forming part of the Notice.

Except Ms. Shilpa Bhattar, Additional (Non-Executive) Director, none of the Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

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

Sd/-
Shrikant Harale
Company Secretary

Date: May 6, 2026
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 Ninth Annual General Meeting of the Company on May, 29, 2026 at 09:30 AM (IST) at the B/17, Art Guild House, Behind 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:

- 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 9th Annual General Meeting of the Company, to be held on May 29, 2026 at 09:30 AM (IST) at the B/17, Art Guild House, Behind 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2.	To consider and approve the appointment of M/s G.P. Kapadia & Co., Chartered Accountants, Chartered Accountant (Firm Registration No. 104768W) as Statutory Auditors of the Company
Special Business	
3.	To consider and approve appointment of Ms. Shilpa Bhattar (DIN: 07608252) as a Non-Executive Director of the Company

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, Office No. 3B, 35 to 40, 3rd Floor, Phoenix Paragon Plaza, L B S Marg, Kurla, Mumbai – 400070. not less than FORTY-EIGHT HOURS (48 hrs) before the commencement of the Meeting.
2. The Instrument of proxy will stand invalid if it is not been duly stamped pursuant to the provisions of the Companies Act, 2013

For the Resolution 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
Office No. 3B, 35 to 40, 3rd Floor, Phoenix Paragon Plaza,
L B S Marg, 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 Ninth (9th) Annual General Meeting of the Members of the Company on Friday, May 29, 2026 at 09:30 AM at B/17, Art Guild House, Behind Phoenix Marketcity Mall, Kurla West, Mumbai, 400070 at a shorter notice.

Signature

THE ROUTE MAP FOR THE VENUE OF THE 9TH ANNUAL GENERAL MEETING OF THE COMPANY IS
GIVEN BELOW:

VENUE: B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKET CITY MALL,
KURLA (WEST), MUMBAI, 400070



Office

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

