

## **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](mailto:compliance@profectuscapital.com) Website: [www.profectuscapital.com](http://www.profectuscapital.com)

### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT (2/2024-25) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON MONDAY, JANUARY 20, 2025 AT 11:45 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKETCITY MALL, KURLA (WEST), MUMBAI - 400070 AT SHORTER NOTICE, TO TRANSACT THE FOLLOWING BUSINESS**

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#### **SPECIAL BUSINESS:**

#### **Re-appointment of Mr. Sudarshan Sampathkumar (DIN: 01875316) as an Independent Director on the Board of the Company:**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), Mr. Sudarshan Sampathkumar (DIN: 01875316) Independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director for a second term from January 22, 2025 till January 21, 2030 and whose office shall not be liable to retire by rotation.”

**“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**

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

Date: January 15, 2024  
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**

The members are requested to note that the first term of Mr. Sudarshan Sampathkumar (DIN: 01875316) as an Independent Director shall expire on January 21, 2025 and it is proposed to re-appoint him as Independent Director for the second term commencing from January 22, 2025.

**A brief profile of Mr. Sudarshan Sampathkumar is as follows:**

<b>Name of the Director</b>	<b>Mr. Sudarshan Sampathkumar</b>			
DIN	01875316			
Date of Birth	January 23, 1962			
Age	62 years			
Date of first Appointment on the Board	January 22, 2020			
Qualifications	PGDM (MBA) from IIM - Ahmedabad and Bachelor of Electrical Engineering & Electronics from Indian Institute of Science, Bangalore			
Experience	Mr. Sudarshan Sampathkumar has over 30 years of experience in advisory, consulting, and private equity. He is currently a Partner and Director at The Bridgespan Group (India). He was a Partner & Managing Director at Bain & Company and has also served as the Managing Director & GP of a Private Equity Fund and held leadership roles at Accenture and Neuron Data Corporation.			
Shareholding in the Company	Nil			
Relationship with other Directors / Managers / KMP	Not related with other directors/ KMP			
No. of Board Meetings attended during the financial year 2024-25	4			
Other Directorships	Sr. No.	Name Of Companies	Designation	
	1.	Bajaj Electricals Limited	Director	
	2.	Techfab (India) Industries Limited	Director	
Membership / Chairmanship of Committees of other Boards	Sr. No.	Name Of Companies	Name of Committees of which a Chairman	Name of Committee of which a member
	1.	Bajaj Electricals Limited	<ul style="list-style-type: none"> <li>• Nomination and remuneration committee</li> <li>• Stakeholders' Relationship Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>

	2.	Techfab (India) Industries Limited	-	• Nomination and remuneration committee
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The Company has also received a declaration from him confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and other statutory declarations including fit and proper declarations as required under RBI guidelines etc. Further, Mr. Sudarshan Sampathkumar is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

Except Mr. Sudarshan Sampathkumar, none of the directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the passing of the aforesaid resolution.

The Board of Directors recommends the passing of the resolution as special resolution as set out in the notice.

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

**NITIN PANGARKAR**  
**COMPANY SECRETARY**

ACS No: 23863

Date: January 15, 2025

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 (2/2024-25) Extra-Ordinary General Meeting) of the Company on Monday, January 20, 2025 at 11:45 a.m. at the Registered Office of the Company at B-17, 4<sup>th</sup> 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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**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 (02/2024-25) Extra-Ordinary General Meeting of the Company, to be held on Monday, January 20, 2025 at 11:45 a.m at the Registered Office of the Company at B-17, 4<sup>th</sup> 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:

<b>Resolution No.</b>	<b>Business</b>
<b>Special Business</b>	
1.	Re-appointment of Mr. Sudarshan Sampathkumar (DIN: 01875316) as an Independent Director on the Board of the Company

Signed this ..... day of ..... 2025

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
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**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, 4<sup>th</sup> 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 Monday, January 20, 2025 at Mumbai at a shorter notice.

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**Signature**



**THE ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE  
COMPANY IS GIVEN BELOW:**

**Venue:** B-17, 4<sup>th</sup> 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

