

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65999MH2017PTC295967

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAJCP2396N

(ii) (a) Name of the company

PROFECTUS CAPITAL PRIVATE

(b) Registered office address

B-17, 4th Floor, Art Guild House,
Phoenix Market City, Kurla West,
Mumbai
Mumbai City
Maharashtra
400070

(c) *e-mail ID of the company

compliance@profectuscapital.

(d) *Telephone number with STD code

02249194408

(e) Website

(iii) Date of Incorporation

09/06/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ACTIS PC INVESTMENT (MAURI		Holding	99.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	980,000,000	736,999,686	736,999,686	736,999,686
Total amount of equity shares (in Rupees)	9,800,000,000	7,369,996,860	7,369,996,860	7,369,996,860

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.10/- each				
Number of equity shares	980,000,000	736,999,686	736,999,686	736,999,686

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	9,800,000,000	7,369,996,860	7,369,996,860	7,369,996,860

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	13,299,900	13,299,900	13,299,900
Total amount of preference shares (in rupees)	200,000,000	132,999,000	132,999,000	132,999,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs.10/- each				
Number of preference shares	20,000,000	13,299,900	13,299,900	13,299,900
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000,000	132,999,000	132,999,000	132,999,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	616,716,667	616716667	6,167,166,667	6,167,166,667	
Increase during the year	0	120,283,019	120283019	1,202,830,190	1,202,830,190	1,497,169,800
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	120,283,019	120283019	1,202,830,190	1,202,830,190	1,497,169,800
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	736,999,686	736999686	7,369,996,8	7,369,996,8	
Preference shares						
At the beginning of the year	132,999,000	0	132999000	132,999,000	132,999,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	132,999,000	0	132999000	132,999,000	132,999,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
------------------	----------------------	---

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	30,400	30,000 debentures having	580,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			580,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	700,000,000	120,000,000	580,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,730,669,363

(ii) Net worth of the Company

10,617,528,625

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	736,999,686	100	0	0
10.	Others	0	0	0	0
	Total	736,999,686	100	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Trust	0	0	13,299,900	100

	Total	0	0	13,299,900	100
--	--------------	---	---	------------	-----

Total number of shareholders (other than promoters)

2

**Total number of shareholders (Promoters+Public/
Other than promoters)**

4

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	2	2
Debenture holders	0	5,223

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Krishnan Venkateswara	01827316	Whole-time director	0	
Asanka Haren Edirimun	03010463	Director	0	
Pratik Jain	05347739	Director	0	
Sudarshan Sampathkur	01875316	Director	0	
Hossameldin Abdelham	08999601	Director	0	
Sandip Mahendra Parikl	AGGPP9206K	CFO	0	
Nitin Ganpat Pangarkar	AVYPP9215F	Company Secretary	0	
Krishnan Venkateswara	ARZPS3853R	CEO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	02/06/2022	2	2	100
Annual General Meeting	26/09/2022	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	5	5	100
2	31/05/2022	5	5	100
3	08/08/2022	5	5	100
4	07/11/2022	5	5	100
5	13/02/2023	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	31/05/2022	3	3	100
2	Audit Committee	08/08/2022	3	3	100
3	Audit Committee	07/11/2022	3	3	100
4	Audit Committee	13/02/2023	3	2	66.67
5	Nomination and Remuneration Committee	24/05/2022	3	3	100
6	Corporate Social Responsibility Committee	17/03/2023	3	3	100
7	Risk Management Committee	27/05/2022	5	5	100
8	Risk Management Committee	04/11/2022	5	5	100
9	Allotment Committee	01/06/2022	2	2	100
10	Allotment Committee	27/03/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/08/2023
								(Y/N/NA)
1	Krishnan Venk	5	5	100	10	10	100	Yes

2	Asanka Haren	5	5	100	1	1	100	No
3	Pratik Jain	5	5	100	15	15	100	Yes
4	Sudarshan Sa	5	4	80	7	5	71.43	No
5	Hossameldin A	5	5	100	5	5	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Krishnan Venkatesv	Whole time direc	26,040,418	0	0	4,280,947	30,321,365
	Total		26,040,418	0	0	4,280,947	30,321,365

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Krishnan Venkatesv	Chief Executive	26,040,418	0	0	4,280,947	30,321,365
2	Sandip Mahendra P	Chief Financial C	18,439,012	0	0	661,463	19,100,475
3	Nitin Ganpat Panga	Company Secre	2,352,660	0	0	0	2,352,660
	Total		46,832,090	0	0	4,942,410	51,774,500

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRADEEP KUMAR PURWAR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5918

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

15

dated

22/05/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Krishnan
Venkateswarar
n Srinivasan
Digitally signed by
Krishnan
Venkateswarar
n Srinivasan
Date: 2023.10.06
19:00:10 +05'30'

DIN of the director

01827316

To be digitally signed by

NITIN
GANPAT
PANGARKAR
Digitally signed by
NITIN GANPAT
PANGARKAR
Date: 2023.10.06
18:58:40 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 23863

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholding 31March2023.pdf
Profectus_MGT-8-2022-23.pdf
ROC Clarification Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

SHAREHOLDING PATTERN OF PROFECTUS CAPITAL PRIVATE LIMITED AS ON 31st MARCH 2023

Sr. No	Name of Shareholder	No. of Shares	Paid-up Amt (Rs.)	% of Holding
A.	EQUITY SHARES OF RS. 10 EACH			
1	Actis PC (Mauritius) Limited	500	5,000	0.0001
2	Actis PC Investment (Mauritius) Limited	73,69,99,186	7,36,99,91,860	99.9999
	TOTAL (A)	73,69,99,686	7,36,99,96,860	100
B.	SERIES A OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH			
1	Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)	93,50,000	9,35,00,000	100
C.	SERIES B OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH			
1	Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)	22,42,000	2,24,20,000	100
D.	SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES OF RS.10 EACH			
1	Vistra ITCL (India) Limited (Trustee of Profectus MIP Trust)	2,07,900	20,79,000	100
E	SERIES D OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES			
	Vistra ITCL (India) Limited (Trustee of Profectus CIP Trust)	15,00,000	1,50,00,000	
	TOTAL SHARE CAPITAL (A+B+C+D+E)	75,02,99,586	7,50,29,95,860	

for **PROFECTUS CAPITAL PRIVATE LIMITED**

NITIN GANPAT PANGARKAR Digitally signed by NITIN GANPAT PANGARKAR
Date: 2023.10.06 18:52:01 +05'30'

NITIN PANGARKAR
COMPANY SECRETARY
ACS No-23863

Profectus Capital Private Limited

Regd. Office : B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai - 400 070. **Tel. :** +91-22-4919 4400
Website : www.profectuscapital.com **Email:** info@profectuscapital.com **CIN :** U65999MH2017PTC295967



FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE
(UDIN: F005769E001184540)**

We have examined the registers, records and books and papers of **Profectus Capital Private Limited, CIN: U65999MH2017PTC295967** (hereinafter referred to as 'the Company'), as required to be maintained under the Companies Act, 2013 ('the Act') and the Rules made thereunder for the financial year ended on **31st March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies (ROC), Regional Director, Central Government, the Tribunal, Court or other authorities, within the prescribed time;
 4. calling/convening/holding meetings of Board of Directors and its committees, viz. Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, IT Strategy Committee, Corporate Social Responsibility Committee, Borrowing Committee, Asset Liability Committee and Allotment Committee and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the resolutions passed by circulation ~~and resolutions passed by postal ballot, if any~~ have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/Security holders, as the case may be; **(Not Applicable)**
 6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **(Not Applicable)**
 7. contracts/arrangements with related parties as specified in Section 188 of the Act; **(Not Applicable)**



8. ~~issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/ securities and issue of security certificates~~, wherever applicable, as follows;
- a) The Board, at its meeting held on 10th May 2022, approved issue and offer of 7,50,00,000 Equity Shares of Rs. 10/- each, for cash, at the premium of Rs. 10/- each, aggregating to Rs.150 crore, on Rights basis pursuant to the provisions of Section 62(1)(a) of the Companies Act, 2013 and the same were allotted by the Allotment Committee of the Company to Actis PC Investment (Mauritius) Limited on 1st June 2022.
 - b) The Board at its meeting held on 10th May 2022 (read with the Borrowing Committee resolution dated 9th June 2022) had approved issue and offer of 30,000 rated, secured, senior, unlisted, transferable, redeemable, non-convertible debentures having face value of Rs. 10,000/- each, at par, on a Private Placement basis to MAS Financial Services Limited. Further, the members, at the Extraordinary General Meeting held on 2nd June 2022, had approved the same by passing Special resolution and the same were allotted by the Borrowing Committee of the Company on 10th June 2022.
 - c) The Board, at its meeting held on 10th May 2022 (read with the Borrowing Committee resolution dated 9th June 2022) had approved issue and offer of 400 rated, listed, secured, redeemable, non-convertible debentures of Rs.10,00,000/- each, at par, on a Private Placement basis to Nippon Life Trustee Limited – A/C Nippon India Hybrid Bond Fund and Nippon Life India Trustee Limited – A/C Nippon India Credit Risk Fund. Further, the members, at the Extraordinary General Meeting held on 2nd June 2022, had approved the same by passing Special resolution and the same were allotted by the Borrowing Committee of the Company on 15th June 2022.
 - d) The Board, at its meeting held on 13th February 2023, had approved the issue and offer of 4,52,83,019 Equity Shares of Rs. 10/- each aggregating to Rs.120 crore on rights issue basis pursuant to the provisions of Section 62(1)(a) of the Companies Act, 2013 to the existing shareholders of the Company and the same were allotted by the Allotment Committee of the Company to Actis PC Investment (Mauritius) Limited on 27th March 2023.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **(Not Applicable)**
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; **(Not Applicable)**
11. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub – sections (3) ~~(4)~~ and (5) thereof;
12. constitution/ ~~appointment/ re-appointment/ retirement/ filling up casual vacancies~~ / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;



13. appointment/~~reappointment/filing up of casual vacancies~~ of the Statutory Auditors as per the provisions of Section 139 of the Act;

M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W) appointed as Statutory Auditors of the Company for the Financial Year starting from 2021-22 to 2023-24 subject to fulfilment of eligibility criteria provided under the applicable RBI guidelines.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act; **(Not Applicable)**
15. acceptance/renewal/repayment of deposits; **(Not Applicable)**
16. borrowings from ~~directors, members,~~ public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable, as detailed below:

- a) A charge of INR 10,00,00,000/- was created in favour of DCB Bank Limited vide Deed of Hypothecation for Term Loan with effect from 5th May 2022;
- b) A charge of INR 30,00,00,000/- was created in favour of Beacon Trusteeship Limited (Debenture Trustee) vide Deed of Hypothecation for issue of 30,000 rated, secured, senior, unlisted, transferable, redeemable, non-convertible debentures having face value of Rs. 10,000/- each with effect from 10th June 2022;
- c) A charge of INR 40,00,00,000/- was created in favour of Beacon Trusteeship Limited (Debenture Trustee) vide Deed of Hypothecation for issue of 400 rated, listed, secured, redeemable, non-convertible debentures having face value of Rs. 10,00,000/- each with effect from 15th June 2022;
- d) A charge of INR 10,01,00,000/- was created in favour of IndusInd Bank Ltd. vide Letter of Set Off and Lien on Fixed Deposits with effect from 8th July 2022;
- e) A charge of INR 50,00,00,000/- was created in favour of IDFC First Bank Ltd. vide Letter for Set Off and Lien on Fixed Deposits with effect from 14th July 2022;
- f) A charge INR 100,00,00,000 was created in favour of Axis Bank Ltd. with effect from 23rd February 2021 and further modified and charge amount was reduced to INR 1,00,00,000/- vide modification letter dated 10th June 2022 ;
- g) A charge of INR 50,00,00,000/- was created in favour of IDFC First Bank Ltd. with effect from 14th July 2022 and further modified and charge amount was increased to INR 75,00,00,000/- vide FD Lien letter dated 19th August 2022;
- h) A charge of INR 20,00,00,000/- was created in favour of UCO Bank pursuant to the Term Loan Facility vide Deed of Hypothecation dated 22nd September 2022;



- i) A charge of 10,01,00,000/- was created in favour of IndusInd Bank Ltd. with effect from 8th July 2022 and further modified and charge amount was increased to INR 50,00,00,000/- vide Letter for Set Off and Lien on Fixed Deposits dated 23rd September 2022;
- j) A charge of INR 23,00,00,000/- was created in favour of Hinduja Leyland Finance Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 23rd September 2022;
- k) Five charges of INR. 7,00,00,00 each aggregating to INR 35,00,00,000/- were created in favour of MAS Financial Services Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 23rd September 2022;
- l) A charge of INR 25,00,00,000/- was created in favour of RBL Bank Ltd. with effect from 20th October 2021 and further modified and charge amount was increased to INR 60,00,00,000 vide Supplementary deed dated 28th September 2022;
- m) A charge of INR 25,00,00,000/- was created in favour of AU Small Finance Bank Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 22nd September 2022;
- n) A charge of INR 14,25,00,000/- was created in favour of Suryoday Small Finance Bank Limited pursuant to the Overdraft Facility vide Letter of Authority for Lien and Set-off against Fixed Deposit receipt dated 29th September 2022;
- o) A charge of INR 35,00,00,000/- was created in favour of Suryoday Small Finance Bank Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 28th September 2022;
- p) A charge of INR 20,00,00,000/- was created in favour of Suryoday Small Finance Bank Limited pursuant to the Term Loan Facility was satisfied vide No Objection Certificate on 13th October 2022.;
- q) A charge of INR 25,00,00,000/- was created in favour of Equitas Small Finance Bank Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 28th October 2022;
- r) A charge of INR 15,00,00,000/- was created in favour of AU Small Finance Bank Limited pursuant to the Term Loan Facility was satisfied vide No Objection Certificate dated 17th November 2022 issued by the Bank;
- s) A charge of INR 41,00,00,000/- was created in favour of IndusInd Bank Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 22nd November 2022;



- t) A Charge of INR 28,75,00,000/- was created in favour of TATA Capital Financial Services Limited pursuant of the Term Loan facility vide Deed of Hypothecation dated 25th November 2022;
- u) A charge of INR 15,00,00,000/- was created in favour of Bajaj Finance Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 31st October 2022;
- v) A charge of INR 100,00,00,000/- was created in favour of SBICAP Trustee Company Limited pursuant to the Term Loan Facility availed from State Bank of India vide Deed of Hypothecation dated 9th December 2022;
- w) A charge of INR 25,00,00,000/- was created in favour of IndusInd Bank Limited pursuant to the Working Capital Demand Loan Facility with effect from 23rd December 2020 and further modified and charge amount was increased to INR 40,00,00,000/- vide Deed of Hypothecation dated 22nd November 2022;
- x) A charge of INR 15,00,00,000/- was created in favour of Hinduja Leyland Finance Limited pursuant to the Term Loan Facility was satisfied vide No due Certificate dated 5th December 2022 issued by the Bank;
- y) Four charges of INR.6,25,00,000/- each aggregating to INR.25,00,00,000/- were created in favour of MAS Financial Services Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 30th November 2022;
- z) A charge of INR 30,00,00,000/- was created in favour of Utkarsh Small Finance Bank Limited pursuant to the Term Loan Facility vide Deed of Hypothecation dated 27th December 2022;
- aa) A charge of INR 51,00,00,000/- was created in favour of The Federal Bank Ltd. with effect from 12th November 2022 and further modified and charge amount was increased to INR 101,00,00,000/- vide Term Loan Agreement and Agreement for Working Capital demand Loan dated 21st December 2022;
- bb) A charge of INR 40,00,00,000/- was created in favour of Yes Bank Ltd. pursuant to term loan facility vide Deed of Hypothecation dated 28th December 2022;
- cc) A charge of INR 76,00,00,000/- was created in favour of Bandhan Bank Ltd. pursuant to term loan facility vide Deed of Hypothecation dated 29th December 2022;
- dd) A charge of INR 20,00,00,000/- was created in favour of Nabkisan Finance Ltd. pursuant to term loan facility vide Deed of Hypothecation dated 2nd March 2023;
- ee) A charge of INR 20,00,00,000/- was created in favour of SIDBI pursuant to term loan facility vide Deed of Hypothecation dated 8th March 2023;



- ff) A charge of INR 25,00,00,000/- was created in favour of The Karur Vysya Bank Limited pursuant to term loan facility vide General Credit Facility Agreement executed on 16th March 2023
- gg) A charge of INR 30,00,00,000/- was created in favour of Kotak Mahindra Bank Limited pursuant to term loan and cash credit facility vide Deed of Hypothecation dated 24th March 2021 and charge amount was increased to INR 100,00,00,000/- vide Supplementary Hypothecation deed dated 14th March 2023
- hh) A charge of INR 100,00,00,000/- was created in favour of IDFC First Bank Limited pursuant to term loan facility vide Deed of Hypothecation dated 21st March 2023
- ii) A charge of INR 35,00,00,000/- was created in favour of AU Small Finance Bank Limited pursuant to the Secured Rupee term loan facility vide Deed of Hypothecation dated 24th March 2023
- jj) A charge of INR 25,00,00,000/- was created in favour of Aditya Birla Finance Limited pursuant to the term loan facility vide Deed of Hypothecation dated 28th March 2023
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; **(Not Applicable)**
18. The alteration in the provisions of Articles of Association of the Company. **(Not Applicable)**

For Pradeep Purwar & Associates
[Unique Identification No. S2003MH071600]
[PR: 599/2019]

PRADEEP KUMAR
PURWAR

Digitally signed by
PRADEEP KUMAR PURWAR
Date: 2023.10.05 12:27:15
+05'30'

Pradeep Kumar Purwar
Proprietor
C.P. No.: 5918
FCS No.: 5769

Place: Thane
Date: 5th October 2023

6th October 2023

To
REGISTRAR OF COMPANIES
MINISTRY OF CORPORATE AFFAIRS
Maharashtra, Mumbai

Subject: Clarifications on Form MGT-7 of Profectus Capital Private Limited ("the Company")

Dear Sir/ Madam,

Reference to the submission of Form MGT-7 of the Company for the financial year ended March 31, 2023, we request you to kindly note the following clarifications on points covered under form MGT-7:

1. CLARIFICATION OF POINT IV(i)(b)- PREFERENCE SHARE CAPITAL

The authorised share capital of the Company is Rs.1000 Crore consisting of:

1. 98 Crore equity shares of Rs.10 each, amounting to Rs.980 Crore; and
2. 2 Crore of Preference shares of Rs.10 each, amounting to Rs.20 Crore

Kindly note that the authorised share capital (Preference shares) of the Company is Rs.20 Crore divided into 2 Crore Preference shares of Rs.10 each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.

Accordingly, please note the classes of Preference shares along with details of issued, subscribed and paid-up capital:

Classes of Preference Shares	No. of shares issued, subscribed and paid-up	Amount (Rs.)
SERIES A OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH	93,50,000	9,35,00,000
SERIES B OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH	22,42,000	2,24,20,000
SERIES C COMPULSORILY CONVERTIBLE PREFERENCE SHARES OF RS.10 EACH	2,07,900	20,79,000
SERIES D OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES	15,00,000	1,50,00,000

2. CLARIFICATION OF POINT – VIII NUMBER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (WHO IS NOT DIRECTOR) AS ON THE FINANCIAL YEAR END DATE

Kindly note that No of Directors and Key Managerial Personnel (who is not director) as on the financial year end date i.e. 31st March 2023 is 7 (Seven) in the Company. Mr. K V Srinivasan is Whole Time Director, and also Chief Executive Officer of the Company. There are two separate details for Mr. K V Srinivasan as Whole-time Director and Chief Executive Officer.

3. CLARIFICATION OF POINT -IX (C) COMMITTEE MEETINGS

Kindly note that total 15 (Fifteen) committee meetings were held during the FY 2022-23. However, form does not allow to enter more than 10 Meetings details and hence, the details of all Committee meeting held during the FY 22- 2023 are given, as under:

S. No	Type of meeting	Date of meeting	Total Numbers of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	31/05/2022	3	3	100
2	Audit Committee	08/08/2022	3	3	100
3	Audit Committee	07/11/2022	3	3	100
4	Audit Committee	13/02/2023	3	2	66.67
5	Nomination and Remuneration Committee	24/05/2022	3	3	100
6	Corporate Social Responsibility Committee	17/03/2023	3	3	100
7	Risk Management Committee	27/05/2022	5	5	100
8	Risk Management Committee	04/11/2022	5	5	100
9	Allotment Committee	01/06/2022	2	2	100
10	Allotment Committee	27/03/2023	2	2	100
11	Borrowing Committee	09/06/2022	2	2	100
12	Borrowing Committee	10/06/2022	2	2	100
13	Borrowing Committee	15/06/2022	2	2	100
14	IT Strategy Committee	05/08/2022	6	5	83.33
15	IT Strategy Committee	03/02/2023	6	6	100

4. CLARIFICATION ON POINT X- REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Kindly note that Mr. K V Srinivasan has drawn remuneration of Rs. 3,03,21,365/- in capacity of Whole-Time Director and CEO of the Company for the FYE 31st March 2023. However, as per Point X of the form, the amount of remuneration of Directors and KMPs is required to be mentioned separately, and hence, the amount of remuneration of Rs. 3,03,21,365 /- of Mr. K V Srinivasan is mentioned in both tables.

Request you to kindly take the above clarification on your record.

Your faithfully

for **PROFECTUS CAPITAL PRIVATE LIMITED**

NITIN GANPAT
PANGARKAR

Digitally signed by NITIN GANPAT
PANGARKAR
Date: 2023.10.06 18:51:14 +05'30'

NITIN PANGARKAR
COMPANY SECRETARY
ACS No-23863