

**NOTICE**

NOTICE is hereby given that 31st Annual General Meeting of the members of Purshottam Investofin Limited will be held on Saturday, September 26, 2020 at 9.00 AM, through Video Conferencing (VC) or Other Audio Visual Means (OAVM), The venue of the meeting shall be deemed to be the Registered Office of the Company. The following business will be transacted at the meeting:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Sahib Singh Gusain (DIN: 00649786), as Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

Re-appointment of Statutory Auditors of the Company:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. STRG & Associates, Chartered Accountants, (ICAI Firm Registration no. 014826N) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term from the conclusion this Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting on such remuneration and applicable taxes, out of pocket expenses etc, as may be determined by the Audit Committee and Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. Regularization of Ms. Deepika Arora as Independent Director of Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, Ms. Deepika Arora (DIN 08774487), a non- executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f 29.06.2020 for five years, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. To authorization secure the borrowings U/s 180(1)(a) of the Companies, Act, 2013:

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

**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby

accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties of the Company, both present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 100 crores (Rupees Hundred Crores only) for the Company at any time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

#### 6. Approval/Ratification of Related Party Transaction

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent 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), to ratify/approve all existing contracts/arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with Plus Corporate Ventures Pvt Ltd (PCVPL) being ‘Related Parties’ within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and PCVPL.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

#### 7. Consent of Members for increase in the limits applicable for making investments in Bodies Corporate.

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

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the investments so far made in bodies corporate along with the additional investments proposed to be made by the Company, from time to time, in future, shall not exceed a sum of 30 Crores (Rupees Thirty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Date: 16.07.2020  
Place: Delhi

By Order of the Board of Directors  
For Purshottam Investofin Limited  
Sd/-

Ankit Gupta  
Company Secretary  
Memb. No.: ACS 55201

Purshottam Investofin Ltd  
Regd. Office: L-7, Menz. Floor,  
Green Park Extension, Delhi-110016  
CIN: L65910DL1988PLC033799  
Email: [purshottaminvestofin@gmail.com](mailto:purshottaminvestofin@gmail.com)  
Tel: 011-46067801/02, Website: [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and SEBI vide Circular dated 12<sup>th</sup> May, 2020 (collectively referred to as "Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available and hence the proxy form is not annexed to this notice.
3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cskundanagerawal@gmail.com](mailto:cskundanagerawal@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com) . Since, the Members are required to attend and participate in the AGM through VC/OAVM only therefore attendance slip and route map are not annexed to this notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed. The Board of Directors have considered and decided to include the Item Nos. 4 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors appointment/reappointment at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 04 to 07 of the Notice is appended hereto and forms part of this Notice.
7. a) The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 20<sup>th</sup> September, 2020 to Saturday, 26<sup>th</sup> September, 2020 (both days inclusive) for the purpose of the AGM.  
b) The remote e-voting period commences on Wednesday, September 23, 2020 (09:00 am) and ends on Friday, September 25, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period

members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2020, may cast their vote by remote e-voting

8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

The 99.57 % of the capital are in dematerialised form and the balance holding 0.43% of the capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form nomination in the prescribed Form No. SH-13 duly filled to RTA at their office address mentioned in Note no. 9. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to company, on or before 18<sup>th</sup> September, 2020 at the email id of the Company i.e. [pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com)

12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode on all working days till the date of this Annual General Meeting, basis the request being sent on the email id: [pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com).

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

16. In compliance with the aforesaid Circulars , the Annual Report including audited financial statements for the financial year 2020 including notice of 31st AGM is being will be sent through electronic mode only to those members whose email addresses are registered with the Company / Depository Participant.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in) and on the website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

17. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.

19. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, 19th day of September, 2020. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut off date should treat this notice for information purposes only.

20. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. Saturday, 19th day of September, 2020, shall follow the same procedure for e-Voting as mentioned in Instruction for Remote E-voting, E-voting And Joining of AGM through Video Conferencing.

21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility remote e-voting as well as voting at the AGM through VC/OAVM.

#### **INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- i. The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.</li> </ul>

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b>	
Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Purshottam Investofin Limited.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-mail.

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

#### PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

##### 1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

#### PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

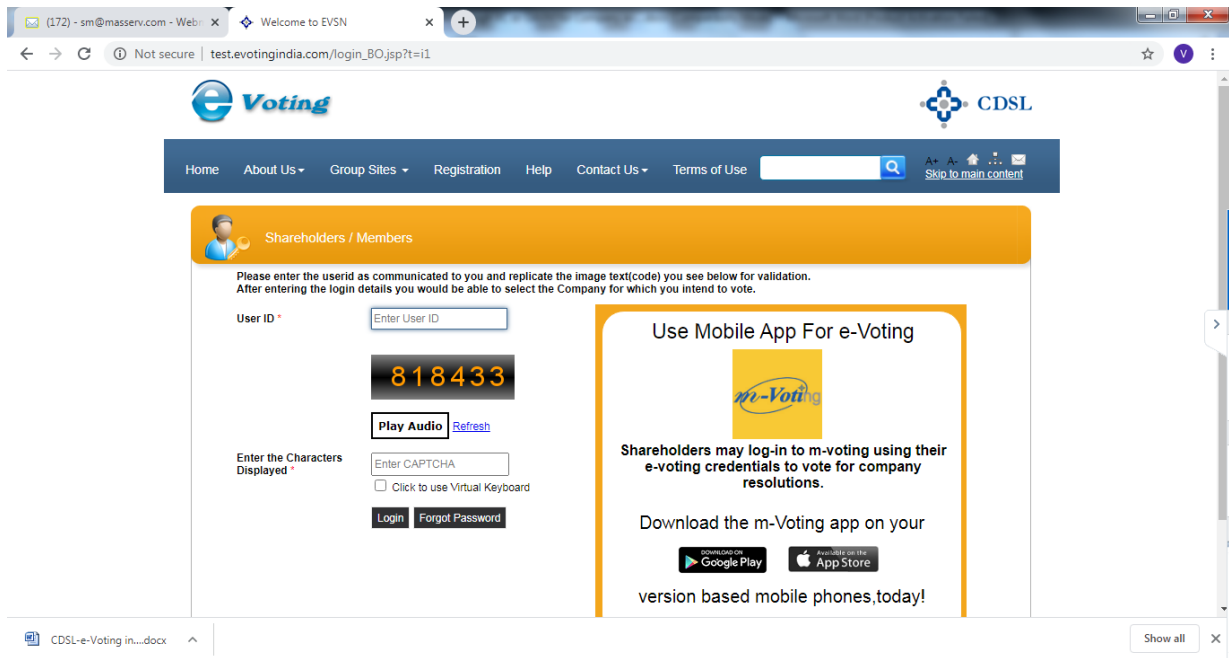
#### PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

##### (EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.

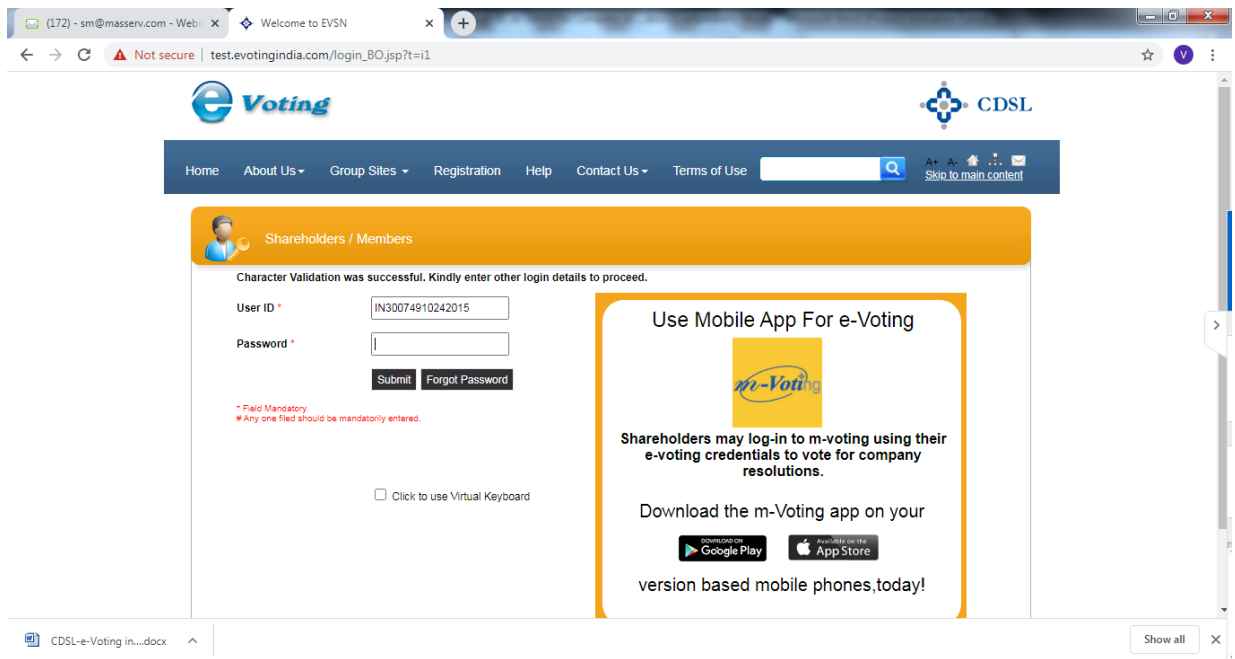


- ii. Press Shareholders/Members tab, after which the below screen will be appear.



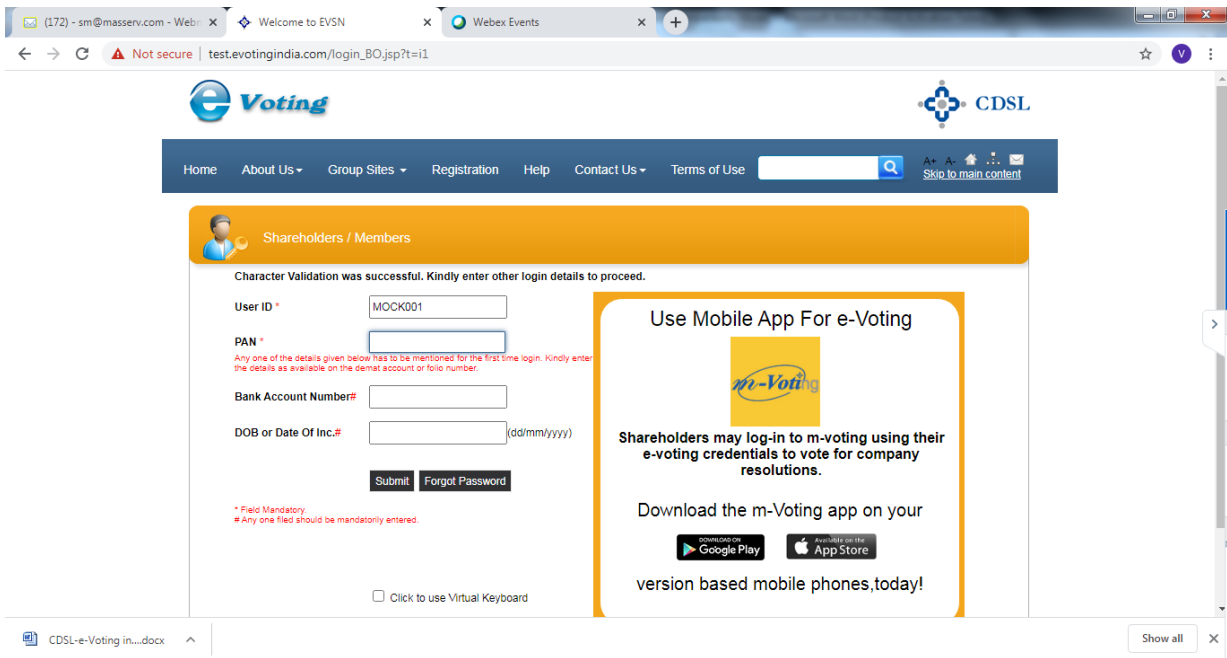
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

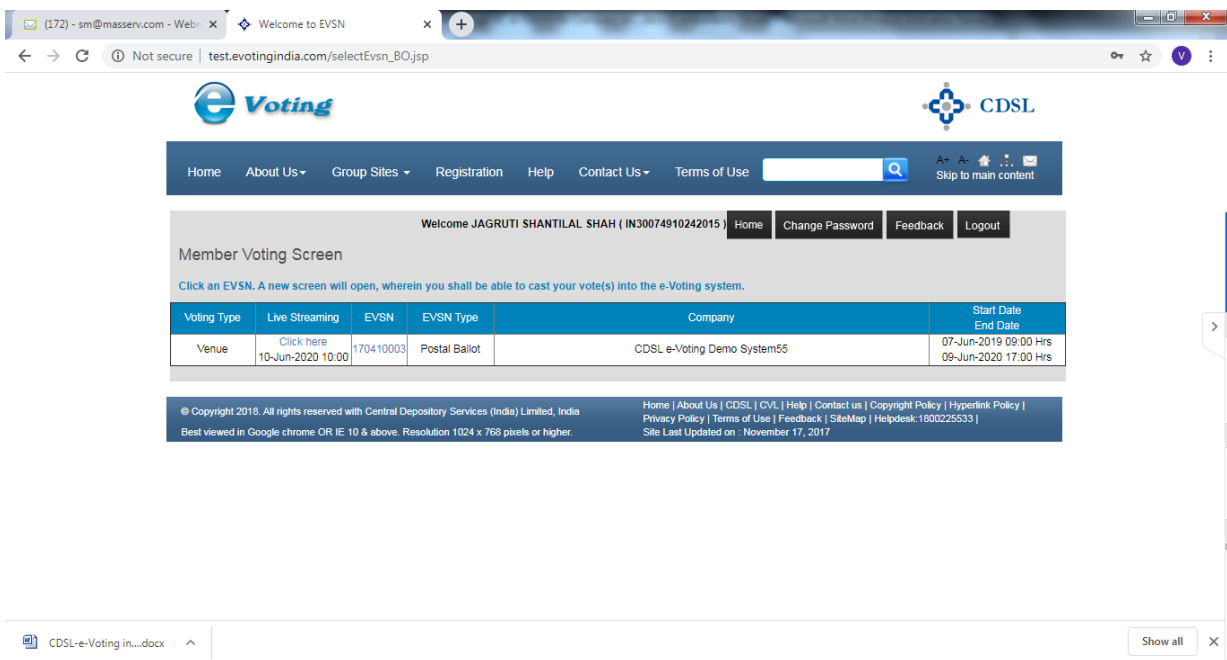


iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.





v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

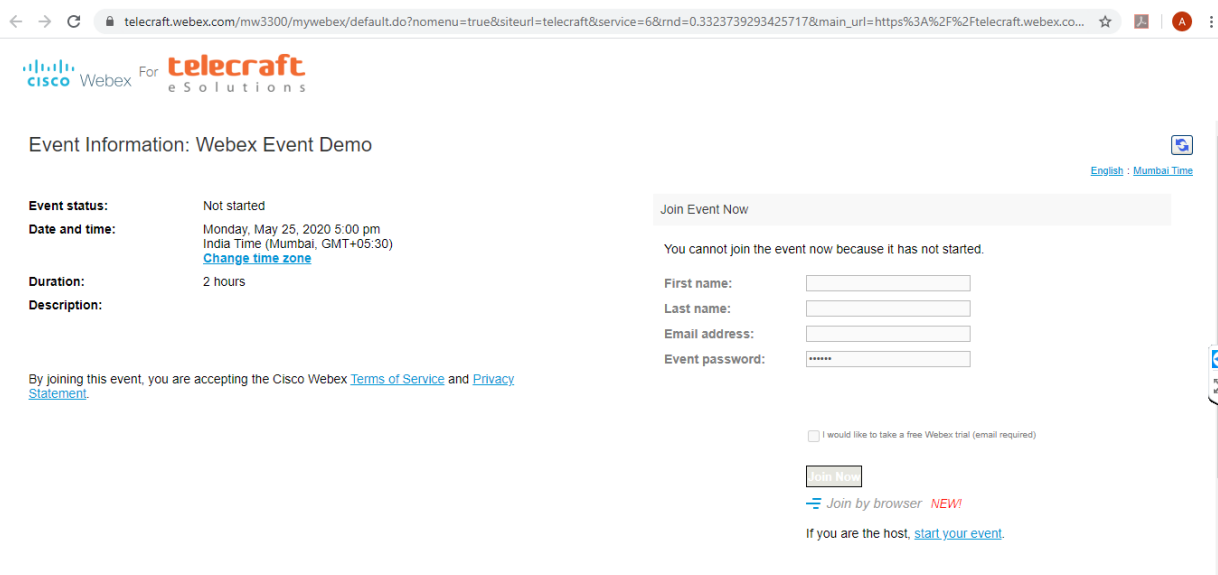


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



**Fill the details as:**

In the “Name” field - Enter your USERID as given in email

In the “last name” field - Enter your Name

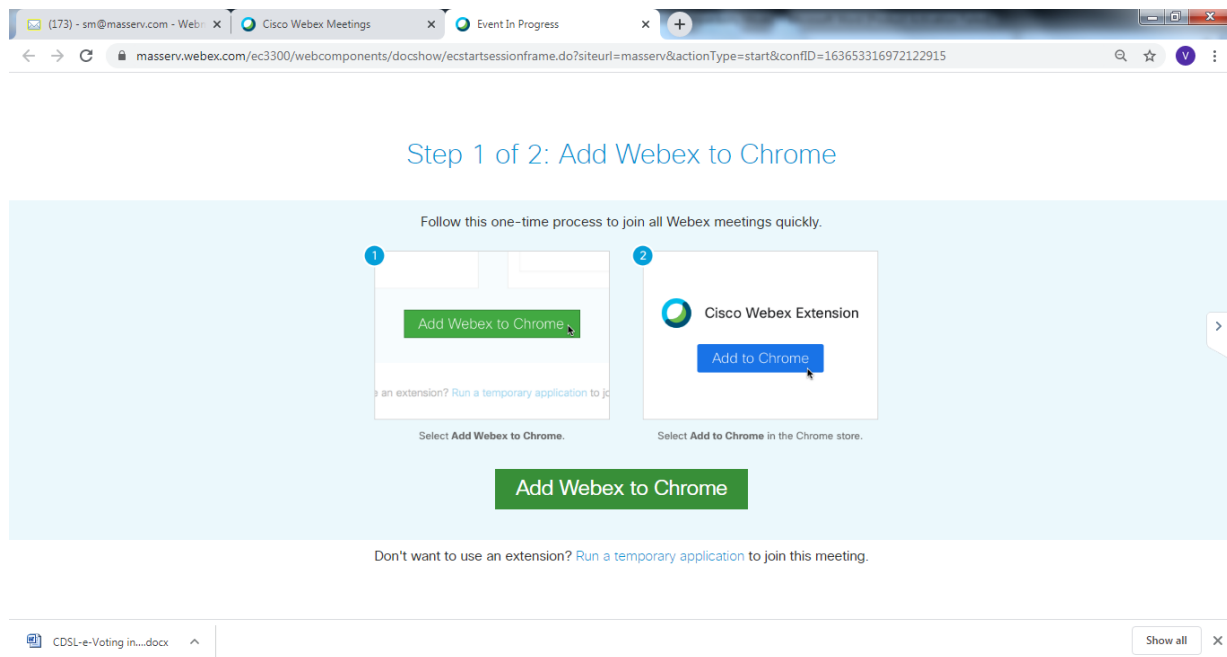
In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

vii. Once you click on ‘Join now’ tab, the following screen will be appear:



- viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

#### DECLARATION OF RESULTS

- Mr. Kundan Agrawal, a Practicing Company Secretary (Membership No. FCS 7631), Proprietor, M/s. Kundan Agrawal & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results shall be declared not later than forty-eight hours from conclusion of the meeting by posting the same on the website of the Company ([www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)), and by filing with the BSE Ltd. It shall also be displayed on the Notice Board at the Registered Office of the Company.
- Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 26-09-2020.

#### Details of the Director seeking appointment / re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

#### Item No.: 2

Name of Director	Mr. Sahib Singh Gusain
Date of Birth	14.10.1972
Date of first appointment on the Board	13.08.2018
DIN	00649786

Nationality	Indian
Qualifications	Graduate
Brief Resume and Expertise in specific Functional areas	He has more than 15 years of experience in the field of trading, accounting, financing, investments. He is expert in understanding and delivering business concepts in flashy and never forgettable manner. He has adopted the good planning methods and executing aggressive strategies to achieve business goals.
Terms and Conditions of Appointment / Re-appointment	As per the Resolution at Item No. 2 of the 31st Annual General Meeting
No. of Board Meetings attended	All Board meeting attended during the year 2019-20
List of Directorships held in other Public Ltd. Companies.	NIL
Chairman / Membership of the Committees of the Boards of other Public Companies in which he is Director	Nil
No. of Shares held	Nil
Relationship with any Director of the Company	No
Remuneration	8.4 lac P.A.

### EXPLANATORY STATEMENT

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 ("Act") is annexed to and forms part of the Notice convening the 31<sup>st</sup> Annual General Meeting:

#### Item No.: 3

M/s. STRG & Associates, Chartered Accountants, (ICAI Firm Registration no. 014826N) were appointed as Statutory Auditors of the Company by the Members at the at the Extra-Ordinary General Meeting held on 30th March 2015 to fill the casual vacancy and appointed for 5 years in Annual General Meeting held on 1st September, 2015 till the conclusion of 31st AGM of the Company. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

The present remuneration of M/s. STRG & Associates for conducting the audit is Rs. 1.1 Lac (exclusive of applicable taxes thereon and out of pocket expenses) for audit of accounts of the Company for the financial year ended 31st March, 2020 and for conducting quarterly Limited Review during the financial year 2019-20.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. STRG & Associates, Chartered Accountants, (ICAI Firm Registration no. 014826N) as the Auditors of the Company till the conclusion of the 35th AGM to be held in the year 2024 on such remuneration and applicable taxes, out of pocket expenses etc, as may be determined by the Audit Committee and Board of Directors of the Company.

M/s. STRG & Associates, statutory auditors have conducted the statutory audit of the company from FY 2014-15 to FY 2019-20 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. STRG & Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. STRG & Associates have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary resolution set out in Item no. 3 for your approval.

#### Item No.: 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Deepika Arora aged 31 as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 29<sup>th</sup> June, 2020. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Ms. Deepika Arora will hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. Ms. Deepika Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, it is proposed to appoint Ms. Deepika Arora as an Independent Director for a term of 5 (five) consecutive years w.e.f. 29.06.2020. The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Independent Director of the Company, if so appointed by the members. In the opinion of the Board, Ms. Deepika Arora fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Ms. Deepika Arora is independent to the management. Her brief profile is given below.

Particulars	Details
Name	Deepika Arora
Nationality	Indian
Qualification	Graduate
Category	Independent
DIN	08774487
Date of Birth	17.12.1988
Date of Appointment	29.06.2020
Number of Board Meetings attended during the year	1/1 (Appointed on the Board of the Company w.e.f. 29.06.2020).
Expertise in Specific functional area & Justification of appointment	Experience: She has approx. 3years of experience in the field of Accounts and Finance.
Relationship between Director inter-se	No
No. of equity shares held in the Company	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	-
Chairman / Membership of the Committees of the Boards of other Public Companies in which he is Director	Nil
Terms and conditions of appointment	Terms and Conditions of appointment are mentioned in draft letter of appointment.

The Board of Directors Recommends the ordinary Resolution set out in Item no. 4 for your approval.

#### Item No. 5

Keeping in view the Purshottam Investofin Ltd existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons as may be considered fit.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting by a special resolution, which authorisation is also proposed not to exceed Rs. 100 Crore.

Hence, the Special Resolution at Item No.5 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution mentioned at item no. 5 of the notice.

#### Item No.6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required. The Company has existing arrangements with Plus Corporate Ventures Pvt Ltd.(Plus), which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) is likely to exceed 10% (in respect of arrangements with Plus) of the annual consolidated turnover of the Company for the financial year ended on March 31, 2020 and exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution. Both the above entities are 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Approval of the Members is sought to ratify/approve all existing contracts/arrangements/ agreements/transactions with the aforesaid party. Further, the approval is also sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties subject to the limits mentioned in the table below:

S.No.	Name of Related Party	Nature of Relationship	Nature of transaction	Amount
1.	Plus Corporate Ventures Pvt Ltd.	Entities under common Directorship	Financing/Loan	Not Exceeding 4 cr.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve an

y related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the related party will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business .Except Mr. Pramod Kumar Jain who holds directorship and shareholding in above mentioned related party and Mr. Sahib Singh Gusain who holds directorship, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No.6 of this Notice for approval of the Members.

**Item No. 7**

The Company has been making investments in bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The Company, being a non-banking financial company registered with the RBI and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Act in respect of loans and guarantees hence resolution is passing only for investment purpose only.

In view of the above and considering the long term business plans of the Company, which requires the Company to make investments in bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Date: 16.07.2020

Place: Delhi

By Order of the Board of Directors  
For Purshottam Investofin Limited  
Sd/-

Ankit Gupta  
Company Secretary  
Memb No.: ACS 55201

Purshottam Investofin Ltd  
Regd. Office: L-7, Menz. Floor,  
Green Park Extension, Delhi-110016  
CIN: L65910DL1988PLC033799  
Email: [purshottaminvestofin@gmail.com](mailto:purshottaminvestofin@gmail.com)  
Tel: 011-46067801/02, Website: [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)

# PURSHOTTAM INVESTOFIN LIMITED

Regd. Off: L-7, Menz Floor, Greenpark Extension, New Delhi -110016

Ph No. 011-46067802 CIN: L65910DL1988PLC033799 GSTIN: 07AAACD0419K1ZX

Email ID: [purshottaminvestofin@gmail.com](mailto:purshottaminvestofin@gmail.com) Website: [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)

## **Addendum to the notice of the 31<sup>st</sup> Annual General Meeting of the Company Scheduled to be held on 26<sup>th</sup> September, 2020.**

Dear Sir,

This is further to our intimation dated 01.09.2020 regarding notice of the 31st Annual General Meeting of the Company ("the Notice of the AGM"). The following points are to be added in notes:

The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The facility for voting through e-voting shall also be made available at the AGM through VC/ OAVM for members who have not already cast their vote prior to the meeting by remote e-voting. No voting by show of hands will be allowed at the Meeting. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

Members who have casted their vote through remote e-voting and also at the AGM through VC/ OAVM, then vote casted at the meeting will be treated invalid.

In case of any query or grievance pertaining to e-voting and attending the AGM through VC/OAVM, Members may contact Mr, Rakesh Dalvi, Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: [evoting@cdslindia.com](mailto:evoting@cdslindia.com), Tel : 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, General Manager, MAS Services Limited, RTA at [info@masserv.com](mailto:info@masserv.com) or on Telephone No.: 011-26387281/82/83.

The addendum to the notice of the AGM shall form an integral part of the notice dated 16.07.2020 circulated to the shareholders of the company.

For Purshottam Investofin Limited

Sd/-

Ankit Gupta

Company Secretary

Memb.A55201

Date: 02.09.2020