

Purshottam Investofin Limited
Regd. Office: L-7, Menz. Floor, Green Park Extension, Delhi-110016
CIN: L65910DL1988PLC033799
Email: purshottaminvestofin@gmail.com
Tel: 011-46067802, Website: www.purshottaminvestofin.in

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of PURSHOTTAM INVESTOFIN LIMITED will be held on Tuesday, 20th September, 2022 at 04:30 P.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the AGM venue to transact businesses as set out in this notice. The venue of the AGM shall be deemed to be the Registered Office of the Company at L-7, Menz. Floor, Green Park Extension, Delhi-110016

The following businesses will be transacted at the AGM:

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon**

"RESOLVED THAT the audited Financial Statements of the Company for the- financial year ended 31st March 2022 along with Reports of the Board of Directors and Auditors thereon and other annexure and attachment therewith, be and are hereby received, considered, approved and adopted."

- To re-appoint Mr. Sahib Singh Gusain (DIN: 00649786), as Director who retires by rotation and being eligible, offers himself for re-appointment**

"RESOLVED THAT Mr. Sahib Singh Gusain (DIN: 00649786) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Special Business:

- Regularization of Mrs. Mohita Patree as Independent Director of Company:**

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and Schedule IV thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), Mrs Mohita Patree, (holding DIN: 07315405), who was appointed as an Additional Director (Independent) of the Company w.e.f. 24.12.2021 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 24.12.2021 upto 23.12.2026.

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."

- Regularization of Mr. Parmit Kumar as Independent Director of Company:**

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and Schedule IV thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Parmit Kumar, (holding DIN: 03418216), who was appointed as an Additional Director (Independent) of the Company w.e.f. 25.06.2022 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of Director of the

Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 25.06.2022 upto 24.06.2027.

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. Regularization of Mr. Sameer Relia as Independent Director of Company:

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and Schedule IV thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sameer Relia, (holding DIN: 01147315), who was appointed as an Additional Director (Independent) of the Company w.e.f. 09.08.2022 by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 09.08.2022 upto 08.08.2027.

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.”

6. Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 250 crores

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 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in supersession of earlier resolutions passed by the members of the Company in this regard, the 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 include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only)

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.”

7. Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 250 crores

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 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of earlier resolutions passed by the members of the Company in this regard, the 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 include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings

and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only)

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.”

8. 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 75 Crores (Rupees Seventy Five 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.”

9. Alteration of the Object Clause of the Memorandum of Association of the Company:

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 sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, for the time being in force), and subject to necessary approval(s), if any, from the competent authorities, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 3 after existing sub-clause No. 2:

To purchase the book debts and receivables of companies, and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, individuals, societies, trusts, authorities, industrial enterprises, trading in shares, derivatives and other securities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

10. Alteration in Articles of Association of the Company

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 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, for the time being in force), and subject to necessary approval(s), if any, from the competent authorities, the consent of the Members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company amended by deleting the existing Article 114(2) and substituting with following new Article 114(2):

The Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two Directors of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to

which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

Date: 09.08.2022
Place: Delhi

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

Ankit Gupta
Company Secretary
Memb. No.: ACS 55201

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 to 10 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13,2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. In terms of the MCA & SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility only. Therefore, attendance slip and route map are not annexed to this notice.
4. The Members attending the AGM through VC/OAVM shall be counted for purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 14th September, 2022 to Tuesday, 30th September, 2022 (both days inclusive) for the purpose of the AGM.
6. The Company’s Registrar and Transfer Agent (RTA) for its Share Registry Work (Physical and Electronic) is MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384, email- info@masserv.com
7. Manner of registering/updating email address, bank account details etc.:

Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form or to the Company’s RTA in case the shares are held by them in physical form, which will help the Company and the Company’s RTA to provide efficient and better services.

8. SEBI in the recent past vide its inter-alia circular dated 3rd November, 2021 and 14th December, 2021 has mandated shareholders holding securities in physical form to furnish PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details and Specimen signature before they could avail any investor service. Accordingly, w.e.f. 1st January, 2022, the RTA have started not to process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received/ updated. Folios wherein any one of the above mentioned details are not available by April 01, 2023, shall be frozen. The relevant forms prescribed by SEBI for furnishing the above details are available on the website of the Company at www.purshottaminvestofin.in. The concerned shareholders are requested to register/ update the above mentioned details by submitting the prescribed forms duly filled and signed by the registered holders, by e-mail from their registered e-mail address to pil.cs0187@gmail.com or by submitting a physical copy

thereof to the RTA, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384, email- info@masserv.com

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

Further, members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio. For this, shareholder shall send Investor Service Request duly filled up in Form ISR-4 along with the documents / details specified therein, to Company's RTA. The said format is available at the websites of Company and Company's RTA as mentioned in note no. 13A.

Members holding shares in dematerialized mode are also requested to register / update their PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details and Specimen signature with their respective Depository Participants (DPs), in case any of the said details are yet not updated or any change in the said details.

The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://www.purshottaminvestofin.in/shareholder_kyc_details.html

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR – 1 To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

9. 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.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at their office address mentioned in point no. 6. If a member desires to opt-out or to cancel the existing nomination and record a fresh nomination, the member may request for the same in Form ISR-3 or Form SH-14 to the RTA, as the case may be. The forms are available on the website of the Company i.e www.purshottaminvestofin.in . Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form form, to facilitate:
 - a) Service of documents including notice of AGM and Annual Report in electronic form;
 - b) Receiving Dividend declared if any, in future, directly in your bank account through the Electronic Clearing Service (ECS) or any other means.

Physical Holding	Register/update the details in prescribed Form ISR-1 and other relevant forms with Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com Members may download the prescribed forms from the Company's website at www.purshottaminvestofin.in/shareholder_kyc_details.html
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP. Please also update your bank detail with your DP for dividend payment by NACH if declare by company in future.

This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

- 13A. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://www.purshottaminvestofin.in/shareholder_kyc_details.html and on the website of the Company's RTA at <https://www.masserv.com/> . It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact the Company or RTA, for assistance in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants

with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.

13. In terms of Section 152 of the Act, Mr. Sahib Singh Gusain, Managing Director of the Company, are liable to retire by rotation at this Annual General Meeting and being eligible, offers him-self for re-appointment.

14. Details under Regulation 36(3) and 26(4) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the 33rd Annual General Meeting are annexed hereto as Annexure -A to this Notice which forms part of the explanatory statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

13. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.

14. 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. Further w.e.f. 24th January 2022, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. 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.

15. 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 i.e. Tuesday, 13th September, 2022. 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.

16. 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 Tuesday, 13th September, 2022, shall follow the same procedure for e-Voting as mentioned at point no . 21

17. The facility of participation at the e-AGM through VC will be made available for 1,000 members on first come first served basis. However this restriction is not applicable on Shareholders holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees and Auditors etc. who are allowed to attend the e-AGM without the restriction of first come first served basis.

18. 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.

19. AN ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ELECTRONIC ANNUAL REPORT:

(i) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2022 dated 5th May, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by SEBI, inter-alia granting relaxation from requirement of dispatching physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

(ii) Members who do not have registered their E-mail ID and/or bank details are required to register their email addresses and/or bank details, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384, email- info@masserv.com following due procedure, which is as under:

In case, Physical Holding	<p>Send a duly signed request letter in Form ISR-1 along with supporting documents to the RTA of the Company i.e. MAS Services Limited (Unit : Purshottam Investofin Limited), T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384, email- info@masserv.com and provide the following details/documents for registering email address:</p> <p>a) Folio No., b) Name of shareholder, c) Email ID, d) Copy of PAN card (self attested), e) Copy of Aadhar (self attested) f) Copy of share certificate (front and back)</p> <p>Following additional details/documents need to be provided in case of updating Bank Account detail:</p> <p>a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number, d) MICR Code Number, and e) IFSC Code f) Copy of the cancelled cheque bearing the name of the first shareholder</p>
In case, Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

- (iii) The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at www.purshottaminvestofin.in, on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

20. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- i. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection on the website of the Company till the date of this Annual General Meeting.
- ii. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:-

The remote e-voting period begins on Saturday, 17th September, 2022 at 09:00 A.M. and ends on Monday, 19th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 13th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 13th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDEAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

a. In case shares are held in physical mode please provide Folio No., Name of 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) by email to pil.cs0187@gmail.com or info@masserv.com

b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pil.cs0187@gmail.com or info@masserv.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

d. **In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at (pil.cs0187@gmail.com). The same will be replied by the company suitably.

22. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT: Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at pil.cs0187@gmail.com on or before 13th September, 2022 to enable the management to keep information ready at the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at pil.cs0187@gmail.com on or before 13th September, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The other members desiring to seek information/clarification during the AGM may ask through the chat box facility provided by NSDL. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

23. DECLARATION OF RESULTS:

1. Mr. Kundan Agrawal, a Practicing Company Secretary (Certificate of Practice No. 8325, Membership No. FCS 7631), Proprietor, M/s. Kundan Agrawal & Associates has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
2. 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.
3. 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), website of NSDL (www.evoting.nsdl.com.) and by filing with the BSE Ltd. It shall also be displayed on the Notice Board at the Registered Office of the Company.
4. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 20th September, 2022.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

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 32nd Annual General Meeting:

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Mohita Patree aged 49 as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 24.12.2021. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mrs. Mohita Patree 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. Mrs. Mohita Patree is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority 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 Mrs. Mohita Patree as an Independent Director for a term of 5 (five) consecutive years w.e.f. 24.12.2021. 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, Mrs. Mohita Patree fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Mrs. Mohita Patree is independent to the management.

The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mrs. Mohita Patree.

The Company has received a notice in writing proposing her candidature for the office of Director of the Company under Section 160 of the Act.

She is a Post Graduate (MA). She is having a vast and rich experience and knowledge in the field of Academia, Leadership, Decision Making, Risk Management, Finance, Entrepreneurship, Policies Making and Planning etc. She has worked with diversified business/ Industries and having an elaborate experience in various segments like marketing & sales, academics and HR domains also.

Her varied experience in the business and corporate world justify her appointment as an Independent Director. Further her contribution towards deliberations in the Board/Committee Meeting will be in the best interest of the Company.

She is the Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. She is actively participated in the meetings and has been making very valuable contribution during discussions at the Board Meetings.

She meets the following skills and capabilities: Academia, Leadership, Decision Making, Entrepreneurship, Risk Management, Finance, Policies Making and Planning etc.

Her brief profile are provided in **Annexure-A** to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A copy of the letter of appointment issued to Mrs. Mohita Patree would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day/available on the website of the Company for inspection. i.e. www.purshottaminvestofin.in. Except Mrs. Mohita Patree, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution.

The Board is of the opinion that it will be beneficial to the Company to avail her services as an Independent Director of the Company and the item no. 3 of her appointment, being a special business in this Notice is unavoidable and thus commends the Special Resolution for approval by the members.

The resolution (item 3) seeks the approval of members for appointment of Mrs. Mohita Patree as an Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations to hold office for a term of five consecutive years from 24.12.2021 to 23.12.2026.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Parmit Kumar aged 40 as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 25.06.2022. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mr. Parmit Kumar 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. Mr. Parmit Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority and has given his 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 Mr. Parmit Kumar as an Independent Director for a term of 5 (five) consecutive years w.e.f. 25.06.2022. The Company has received declaration from him stating that he 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. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Parmit Kumar fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Mr. Parmit Kumar is independent to the management.

The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Parmit Kumar.

The Company has received a notice in writing proposing his candidature for the office of Director of the Company under Section 160 of the Act.

Mr. Parmit Kumar is a BCA graduate, from IGNOU in the year 2003. He has vast and rich experience in the relevant field of technology, business leadership, entrepreneurship, management and interpersonal skills.

His varied experience in the business and corporate world justify his appointment as an Independent Director. Further his contribution towards deliberations in the Board/Committee Meeting will be in the best interest of the Company.

He is the member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. He is actively participated in the meetings and has been making very valuable contribution during discussions at the Board Meetings.

He meets the following skills and capabilities: Leadership, Decision Making, business leadership, Entrepreneurship, Risk Management, Technology etc.

His brief profile are provided in **Annexure-A** to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A copy of the letter of appointment issued to Mr. Parmit Kumar would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day/available on the website of the Company for inspection. i.e. www.purshottaminvestofin.in. Except Mr. Parmit Kumar, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company and the item no. 4 of his appointment, being a special business in this Notice is unavoidable and thus commends the Special Resolution for approval by the members.

The resolution (item 4) seeks the approval of members for appointment of Mr. Parmit Kumar as an Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations to hold office for a term of five consecutive years from 25.06.2022 to 24.06.2027.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sameer Relia aged 53 as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 09.08.2022. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mr. Sameer Relia 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. Mr. Sameer Relia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority and has given his 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 Mr. Sameer Relia as an Independent Director for a term of 5 (five) consecutive years w.e.f. 09.08.2022. The Company has received declaration from him stating that he 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. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Sameer Relia fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Mr. Sameer Relia is independent to the management.

The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of Mr. Sameer Relia.

The Company has received a notice in writing proposing his candidature for the office of Director of the Company under Section 160 of the Act.

He is a Post Graduate (MBA Finance) from renowned Delhi University. He is having a vast and rich experience and knowledge in the field of Finance, Leadership, Decision Making, Risk Management, Policies Making and Planning etc. He has worked with diversified business/ Industries and having an elaborate experience in various segments like Finance, strategic leadership, and Management. He has caliber to quickly adapt to challenges and changing environment

His varied experience in the business and corporate world justify his appointment as an Independent Director. Further his contribution towards deliberations in the Board/Committee Meeting will be in the best interest of the Company.

He is the member of Audit Committee and Nomination and Remuneration Committee of the Company.

He meets the following skills and capabilities: Finance, Leadership, Decision Making, Risk Management, Policies Making and Planning etc.

His brief profile are provided in **Annexure-A** to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A copy of the letter of appointment issued to Mr. Sameer Relia would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day/available on the website of the Company for inspection. i.e. www.purshottaminvestofin.in. Except Mr. Sameer Relia, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company and the item no. 5 of his appointment, being a special business in this Notice is unavoidable and thus commends the Special Resolution for approval by the members.

The resolution (item 5) seeks the approval of members for appointment of Mr. Sameer Relia as an Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations to hold office for a term of five consecutive years from 09.08.2022 to 08.08.2027.

Item No. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the

paid-up capital, its free reserves and security premium account of the Company. In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on 9th August, 2022 proposed and approved to increase the maximum borrowing limits from Rs. 100 Crores (Rupees Hundred Crores Only) to Rs. 250.00 Crores (Rupees Two Hundred Fifty Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and security premium account at any one time except with the consent of the members of the Company in a general meeting. The Directors recommend the Resolution at Item No.6 of the Notice for your approval. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution mentioned at item no. 6 of the notice.

Item No. 7

Keeping in view the Company's 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.

The Board of Directors at its meeting held on 9th August, 2022 proposed and approved to increase the limit of Section 180(1)(a) of the Companies Act, 2013

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. 250 Crore (Rupees Two Hundred Fifty One).

Hence, the Special Resolution at Item No.7 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. 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 mentioned at item no. 7 of the notice.

Item No. 8

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.

In view of the increase in limit, the Board of Directors at its meeting held on 9th August, 2022 proposed and approved to increase the maximum investment limits upto Rs. 75.00 Crores (Rupees Seventy Five 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.

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.8 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. 8 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.

Item No. 9

In order to expand the Company's present scope of operations and to avail the opportunity. It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 3 after existing sub-clause No. 2 as stated in the Special Resolution annexed to the Notice. The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

The Board of Directors at the meeting held on 09.08.2022 had accorded their approval for alteration of Memorandum of Association. A copy of the draft Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday). Also, the draft of proposed MOA is available on the Company's website at www.purshottaminvestofin.in for perusal by the Members. Member(s) interested in obtaining a copy of the MOA can send their request to the Company at its e-mail address: pil.cs0187@gmail.com.

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 9 as a Special Resolution.

Item No. 10

As per Article 114(2) of the Articles of Association of the Company, The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of committee of the Board authorized by it in that behalf and except in the presence of at least one director and / or secretary / authorized signatory who shall sign every instrument to which the seal of the Company is so affixed.. The Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article 114(2) and substituting with new Article 114(4), to provide more clarity in the said Article by replacing the clause as follow "The Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two Directors of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force." The Resolution at Item No. 10 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013.

The Board of Directors at the meeting held on 09.08.2022 had accorded their approval for alteration of Articles of Association. A copy of the draft Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday). Also, the draft of proposed AOA is available on the Company's website at www.purshottaminvestofin.in for perusal by the Members. Member(s) interested in obtaining a copy of the AOA can send their request to the Company at its e-mail address: pil.cs0187@gmail.com. The Board of Directors recommend passing of the Special Resolution as contained in the Notice. None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10

Date: 09.08.2022
Place: Delhi

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

Ankit Gupta
Company Secretary
Memb. No.: ACS 55201

Annexure - A

Details of Directors eligible for appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2

Name of Director	Mr. Sahib Singh Gusain	Mrs. Mohita Patree	Mr. Parmit Kumar	Mr. Sameer Relia
Age	48 Years 14.10.1972	49Years 01.11.1972	40Years 06.03.1982	53 Years 18.06.1969
Category	Executive	Independent	Independent	Independent
Date of first appointment on the Board	13.08.2018	24.12.2021	25.06.2022	09.08.2022
DIN	00649786	07315405	03418216	01147315
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship	No inter-se relationship	No inter-se relationship	No inter-se relationship
Qualifications	Under Graduate	Post Graduate (MA)	BCA graduate	Post Graduate (MBA Finance)
Remuneration Proposed to be paid and Last drawn Remuneration	Rs. 8.4 Lac	See Note given below.	See Note given below.	See Note given below.
Brief Resume and Expertise in specific Functional areas	He has more than 16 years of experience in the field of trading, decision making, tax, accounting, financing, investments, and legal. 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.	She is a Post Graduate (MA). She is having a vast and rich experience and knowledge in the field of Academia, Leadership, Decision Making, Entrepreneurship , Risk Management, Finance, Policies Making and Planning etc. She has worked with diversified business/ Industries and having an elaborate experience in various segments like marketing & sales, academics and HR domains also.	Mr. Parmit Kumar is a BCA graduate, from IGNOU in the year 2003. He has vast and rich experience in the relevant field of technology, business leadership, entrepreneurship , management and interpersonal skills.	He is a Post Graduate (MBA Finance) from renowned Delhi University. He is having a vast and rich experience and knowledge in the field of Finance, Leadership, Decision Making, Risk Management, Policies Making and Planning etc. He has worked with diversified business/ Industries and having an elaborate experience in various segments like Finance, strategic leadership, and Management. He has caliber to quickly adapt to challenges and changing environment
Terms and Conditions of Appointment / Re-appointment	Executive Director, liable to retire by rotation.	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.
No. of Board Meetings attended	08/08	02/02 (Appointed on the Board of the Company w.e.f. 24.12.2021).	Appointed w.e.f. 25.06.2022	Appointed w.e.f. 09.08.2022
Justification for choosing the	NA	As per Explanatory	As per Explanatory	As per Explanatory

Independent Director		Statement of Notice.	Statement of Notice.	Statement of Notice.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report	As per the Explanatory Statement of Notice and also refer to Corporate Governance Report	As per the Explanatory Statement of Notice	As per the Explanatory Statement of Notice
Names of listed entities in which the person also holds the directorship [along with listed entities from which the person has resigned in the past three years]	-	-	-	Odyssey Corporation Limited Resigned w.e.f. 29.12.2021 Committee positions held there: Audit Committee Stakeholder Relationship Committee
No. of other Directorships held in other Public Companies.	-	-	-	-
Chairman / Membership of the Committees of the Boards of other Companies in which he is Director*	-	-	-	-
No. of Shares held	-	-	-	-

*Audit Committee and Stakeholders Relationship Committee have been considered.

Note: The Independent Directors are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors etc. in accordance with Nomination and Remuneration Policy of the Company.