

**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 35<sup>th</sup> Annual General Meeting (AGM) of PURSHOTTAM INVESTOFIN LIMITED will be held on Monday, September 30, 2024 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:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon**

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

**"RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended March 31, 2024 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."

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

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

**"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."

- 3. To appoint M/s A K G S R & Co, Chartered Accountants, as the Statutory Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors M/s. A K G S R & Co, Chartered Accountants (Firm Registration No. 027579N), be and is hereby appointed as statutory auditors of the Company in place of retiring auditors M/s. STRG & Associates, Chartered Accountants (Firm Registration No: 014826N), to hold office for a term of five consecutive years from the conclusion of this 35<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 40<sup>th</sup> Annual General Meeting at a remuneration plus taxes and levies, as applicable and reimbursement of out-of-pocket expenses incurred, payable in one or more installments, as may be duly recommended by the Audit Committee and approved by the Board of Directors from time to time to conduct the statutory audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) and Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### **Special Business:**

- 4. Re-appointment of Mr. Sahib Singh Gusain as a Whole Time Director designated as Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 203 of the Companies Act, 2013 ("Act") read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Sahib Singh Gusain (DIN: 00649786) be and is hereby re-appointed as a Whole Time Director designated as Managing Director of the Company, for a period of 3 years with effect from August 13, 2024, liable to retire by rotation, on such terms and conditions including remuneration as stated in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors on the recommendation and approval of Nomination and Remuneration Committee of the Board,

to increase, alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as the Board may think fit, without further reference to the members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem necessary including but not limiting to re-designation and promotion of Mr. Sahib Singh Gusain, during the course of his employment from time to time on recommendation of Nomination and Remuneration Committee.”

#### **5. Re-appointment of Mr. Pramod Kumar Jain as a Whole Time Director designated as Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 203 of the Companies Act, 2013 (“Act”) read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Pramod Kumar Jain (DIN: 00112968) be and is hereby re-appointed as a Whole Time Director designated as Executive Director of the Company, for a period of 3 years with effect from August 13, 2024, liable to retire by rotation, on such terms and conditions including remuneration as stated in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors on the recommendation and approval of Nomination and Remuneration Committee of the Board, to increase, alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as the Board may think fit, without further reference to the members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem necessary including but not limiting to re-designation and promotion of Mr. Pramod Kumar Jain, during the course of his employment from time to time on recommendation of Nomination and Remuneration Committee.”

#### **6. Regularization of Mr. Ashish Goyal as Independent Director of Company**

To consider, and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Special 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 the applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Mr. Ashish Goyal (DIN 10555206), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f. August 06, 2024 for five years, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the company and Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Date: August 06, 2024  
Place: New Delhi

By Order of the Board of Directors  
For Purshottam Investofin Limited  
Sd/-  
Ankit Gupta  
Company Secretary  
M No.: ACS 55201

#### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the businesses under item no. 3 to 6 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, and September 25, 2023 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022 January 5, 2023, and October 7, 2023 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 35th AGM. Further, since this AGM is being held through VC/OAVM, the attendance slip and route map are not annexed to this notice.**
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution/Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the scrutinizer at email id [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to the Company at [pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com) through its registered email address.
5. The Members attending the AGM through VC/OAVM shall be counted for purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for the purpose of the AGM.
7. 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](mailto:info@masserv.com)
8. To support the 'Green Initiative', Members who have not yet registered their email addresses/bank account details etc 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, 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.

<b>Physical Holding</b>	Send a request to RTA of the Company i.e. MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 in duly filled Form ISR-1 and other relevant forms, which may be downloaded from the Company's website at <a href="http://www.purshottaminvestofin.in/shareholder_kyc_details.html">www.purshottaminvestofin.in/shareholder_kyc_details.html</a> as well as RTA website i.e. <a href="http://www.masserv.com">www.masserv.com</a> under the <u>download tab</u> . You can also send the Form ISR-1 and other relevant forms to the RTA of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> under copy marked to the company at <a href="mailto:pil.cs0187@gmail.com">pil.cs0187@gmail.com</a>
<b>Demat Holding</b>	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.

9. Members holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MAS Services Limited ("the RTA" /"Link Intime") to provide efficient and better services.
10. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
11. Members holding shares in physical form are requested to consider converting their holdings to a dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the RTA for assistance in this regard.
12. 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.
13. In terms of Section 152 of the Act, Mr. Sahib Singh Gusain, Managing Director of the Company, is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

14. Details under Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment given under the explanatory statement of the Notice of the 35<sup>th</sup> Annual General Meeting. Requisite declarations have been received from the Directors seeking appointment/re-appointment. Further Information, pursuant to Regulation 36(5) of SEBI Listing Regulation with respect to the appointment of statutory auditor of the company as proposed under item no. 3 of this notice under the ordinary business is also provided in the Explanatory Statement.
15. As per Regulation 40 of SEBI Listing Regulations and various notifications issued in this regard, request for effecting transfer of securities shall not be processed from April 01, 2024, unless the securities are held in the dematerialized form with the depositories except in case of request received for transmission or transposition and re-lodged transfers of shares.
16. 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. Monday, September 23, 2024. 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.
17. 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. Monday, September 23, 2024, shall follow the same procedure for e-Voting as mentioned at point no. 23.
18. The facility of participation at the 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 AGM without the restriction of first come first served basis.
19. 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.
20. 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.

**21. 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. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September 2023 and other related circulars issued by MCA and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other related circulars 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) unless any Member has requested for a physical copy of the same.
- (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](mailto:info@masserv.com) following due procedure given above para 08.
- (iii) The Notice of AGM along with the Annual Report for the financial year 2023-24, is available on the website of the Company at [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in), on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**22. 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.

**23. 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 Thursday, September 26, 2024 at 09:00 A.M. and ends on Sunday, September 29, 2024 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. Monday, September 23, 2024, 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 Monday, September 23, 2024.

**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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider - NSDL</b> and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

	<ol style="list-style-type: none"> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <b>e-Voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022-48867000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533

**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](mailto:pil.cs0187@gmail.com) or [info@masserv.com](mailto: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](mailto:pil.cs0187@gmail.com) or [info@masserv.com](mailto: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.com](mailto:evoting@nsdl.com) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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](mailto:agrawal.kundan@gmail.com) with a copy marked to [pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 or send a request to Ms.Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **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 at least 7 days in advance mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at ([pil.cs0187@gmail.com](mailto:pil.cs0187@gmail.com)). The same will be replied by the company suitably.

**24. 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](mailto:pil.cs0187@gmail.com) on or before September 23, 2024 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](mailto:pil.cs0187@gmail.com) on or before September 23, 2024. 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.

**25. 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 48 hours from conclusion of the meeting by posting the same on the website of the Company ([www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)), website of NSDL ([www.evoting.nsdl.com](http://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. September 30, 2024.

**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 35<sup>th</sup> Annual General Meeting:

**Item No. 3 Appointment of Statutory Auditor**

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). However, the same is strictly not required as per Section 102 of the Act.

As per the provisions of the Act, no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. M/s. STRG & Associates, Chartered Accountants (Firm Registration No. 014826N), will complete their second term of five consecutive years at the conclusion of the forthcoming 35<sup>th</sup> AGM. Hence, they retire as the Statutory Auditors of the company at the conclusion of the 35<sup>th</sup> AGM. During the year under review, the retiring auditors have not reported any matter under Section 143(12) of the Act. The Board of Directors places on record their appreciation for the services rendered by M/s. STRG & Associates, Chartered Accountants during their term.

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company at its meeting held on August 06, 2024, on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in the conduct of audit, independence, etc. has approved and recommended to the shareholders the appointment of M/s. A K G S R & Co, Chartered Accountants, (Firm Registration No. 027579N) as the statutory auditors of the Company, in place of retiring auditors M/s. STRG & Associates, Chartered Accountants for a term of five years to hold office from the conclusion of the 35<sup>th</sup> AGM until the conclusion of the 40<sup>th</sup> AGM of the Company at a remuneration of Rs. 1.50 Lacs per annum for the financial year ending March 31, 2025, plus out-of-pocket expenses and applicable taxes, payable in one or more installments. Further, there will be no change in the remuneration proposed to be paid to the said auditors from the last statutory fees paid to M/s. STRG & Associates, the retiring auditors.

The remuneration for the remaining term till the conclusion of the 40<sup>th</sup> AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

The fees for other statutory certifications and other permissible non-audit services will be in addition to the above statutory audit fees and will be decided by the management in consultation with the auditors and shall be reviewed by the Audit Committee.

As required under the SEBI Listing Regulations, AKGSR & Co. holds a valid certificate issued by the Peer Review Board of ICAI. AKGSR & Co. have consented to act as statutory auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. AKGSR & Co. have also confirmed, that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Rules framed thereunder.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (financially or otherwise) in the resolution set out at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the Notice for approval of the members

#### **Item No. 2 and 4**

Mr. Sahib Singh Gusain was re-appointed as Whole-Time Director designated as Managing Director of the Company and his term of office will expire on August 12, 2024.

Based on the recommendation made by the Nomination and Remuneration Committee (NRC), the Board at its meeting held on August 06, 2024, passed a resolution for the re-appointment of Mr. Sahib Singh Gusain as Whole Time Director designated as Managing Director of the Company for a period of 3 years commencing from August 13, 2024 to August 12, 2027, subject to the approval of the Members. The Board recommends the Ordinary Resolution for item no. 2 and Special Resolution as set out at item no. 4 of the Notice for approval of the members.

Approval of Members through Special Resolution is sought for the re-appointment of Mr. Sahib Singh Gusain as Whole Time Director designated as Managing Director and for payment of remuneration including minimum remuneration in terms of applicable provisions of the Companies Act, 2013 ("the Act")

Except Mr. Sahib Singh Gusain, being the appointee None of the Directors/Key Managerial Personnel of the Company and/or their relatives are interested in the resolution set out under item no. 2 and 4 of the accompanying Notice of 35th Annual General Meeting of the Company.

A copy of the Memorandum setting out the terms of appointment of Mr. Sahib Singh Gusain under Section 190 of the Act is available on the website of the Company for inspection. i.e. [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in).

Mr. Sahib Singh Gusain satisfies all the applicable conditions of the Companies Act, 2013 & he is not disqualified from being appointed as director in terms of Section 164 of the Act. Mr. Sahib Singh Gusain is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority. Further skills and capabilities refer to the corporate governance report.

Broad particulars of the terms are as under:

**Tenure of Re-appointment:** The re-appointment of Mr. Sahib Singh Gusain as Whole Time Director designated as Managing Director is for a period of three (3) years i.e., from August 13, 2024 to August 12, 2027.

**Nature of Duties:** The appointee shall devote his whole time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

**Remuneration:** The appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

a) Salary: Rs. 8,40,000 (Rupees Eight Lac Forty Thousand only) per annum with annual increments, if any, as may be decided by the Board, based on the recommendation of the Nomination & Remuneration Committee, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013.

b) Benefits, Perquisites, Allowances: None

c) Commission / Incentive: None

In addition to the above, Mr. Sahib Singh Gusain, will be entitled for all other statutory employee benefits with respect to Provident Fund, Gratuity, medical insurance, leave rules as per Company's policy and rules.

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]

Particulars	Details
Name of Director	Mr. Sahib Singh Gusain
Date of Birth & Age	October 14, 1972 & 51 Years
Date of first appointment on the Board	August 13, 2018
DIN	00649786
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship
Qualifications	Under Graduate
Last drawn Remuneration	Rs. 8.40 Lac
Remuneration Proposed to be paid	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.
Brief Resume and Expertise in specific Functional areas	He has more than 18 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.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sahib Singh Gusain is proposed to be re-appointed as a Whole-time Director designated as Managing Director
No. of Board Meetings attended	08/08
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]	None
No. of other Directorships held in other Public Companies.	Nil
Chairman / Membership of the Committees of the Boards of other Companies in which he is Director*	Nil
No. of Shares held	Nil

\*Audit Committee and Stakeholders Relationship Committee have been considered.

Information pursuant to Schedule V of the Act

**General Information:**

Nature of Industry: Non-Banking Financing Company

Date of /expected date of commencement of commercial production: The Company was incorporated on November 04, 1988 and started business activity immediately

In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: NA

Financial performance based on given indicators: FY 2023-24

Gross Revenue: 7923.64 Lacs (Previous Year: 1585.43 Lacs)

Profit after Tax: 837.10 Lacs (Previous Year: 37.26 Lacs)

EPS: 13.32 (Previous Year: 0.59)

Foreign investments or collaborations, if any: No

**Information about the Appointee:**

Background details: A brief resume is given above.

Past Remuneration: Given Above

Recognition and Awards: No

Job Profile and his suitability: He is the Whole Time Director designated as the Managing Director of the Company and devotes whole-time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

Remuneration proposed: As per the resolution at Item No. 4 of the Notice convening this Meeting read with an explanatory statement thereto.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the industry in which the Company operates, the size of the business as well as the profile of Mr. Gusain and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other companies in the industry. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other directors, if any: No

**Other information**

Reasons for inadequate profits in earlier years	There is profit, but as an abundant caution for payment of minimum remuneration to the Whole Time Director in case of no profit or inadequate profit in any particular year, the information is provided to the Shareholders.
Steps taken by the Company to improve performance	
Expected increase in productivity and profits in measurable terms	

**Item No. 5**

Mr. Pramod Kumar Jain was re-appointed as Whole-Time Director of the Company and his term of office will expire on August 12, 2024.

Based on the recommendation made by the Nomination and Remuneration Committee (NRC), the Board at its meeting held on August 06, 2024, passed a resolution for re-appointment of Mr. Pramod Kumar Jain as Whole Time Director designated as Executive Director of the Company for a period of 3 years commencing from August 13, 2024 to August 12, 2027, subject to the approval of the Members. The Board recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the members.

Approval of Members through Special Resolution is sought for the re-appointment of Mr. Pramod Kumar Jain as Whole Time Director designated as Executive Director and for payment of remuneration including minimum remuneration in terms of applicable provisions of the Companies Act, 2013 (“the Act”)

Except Mr. Pramod Kumar Jain, being the appointee none of the Directors/Key Managerial Personnel of the Company and/or their relatives are interested in the resolution set out under item no.5 of the accompanying Notice of 35th Annual General Meeting of the Company.

A copy of the Memorandum setting out the terms of appointment of Mr. Pramod Kumar Jain under Section 190 of the Act is available on the website of the Company for inspection i.e. [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in).

Mr. Jain satisfies all the applicable conditions of the Companies Act, 2013 & he is not disqualified from being appointed as director in terms of Section 164 of the Act. Mr. Pramod Kumar Jain is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority. Further skills and capabilities refer to the corporate governance report.

Broad particulars of the terms are as under:

Tenure of Re-appointment: The re-appointment of Mr. Pramod Kumar Jain as Whole Time Director designated as Executive Director is for a period three (3) years i.e., from August 13, 2024 to August 12, 2027.

Nature of Duties: The appointee shall devote his whole time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Remuneration: The appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

a) Salary: Rs. 24,00,000 (Rupees Twenty-Four Lacs only) w.e.f. September 01, 2024, per annum with annual increments, if any, as may be decided by the Board, based on the recommendation of the Nomination & Remuneration Committee, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013.

b) Benefits, Perquisites, Allowances: None

c) Commission / Incentive: None

In addition to the above, Mr. Pramod Kumar Jain, will be entitled for all other statutory employee benefits with respect to Provident Fund, Gratuity, medical insurance, leave rules as per Company's policy and rules.

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]

Particulars	Details
Name of Director	Mr. Pramod Kumar Jain
Date of Birth & Age	January 06, 1965, 59 Years
Date of first appointment on the Board	August 13, 2018
DIN	00112968
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship
Qualifications	Graduate
Last drawn Remuneration	Rs. 18.00 Lacs
Remuneration Proposed to be paid	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Brief Resume and Expertise in specific Functional areas	Mr. Jain Executive Director of the Company. He is graduate by qualification. He has vast knowledge and experience in the fields of trading, decision making, tax, accounting, financing, investments, entrepreneurship, compliance, risk management and legal. He has handled diversified business and having good experience in various segments. 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. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Pramod Kumar Jain is proposed to be re-appointed as a Whole-time Director designated as Executive Director
No. of Board Meetings attended	08/08
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]	None
No. of other Directorships held in other Public Companies.	Nil
Chairman / Membership of the Committees of the Boards of other Companies in which he is Director*	Nil
No. of Shares held	Nil

\*Audit Committee and Stakeholders Relationship Committee have been considered.

Information pursuant to Schedule V of the Act

**General Information:**

Nature of Industry: Non-Banking Financing Company

Date of /expected date of commencement of commercial production: The Company was incorporated on November 04, 1988 and started business activity immediately

In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: NA

Financial performance based on given indicators: FY 2023-24

Gross Revenue: 7923.64 Lacs (Previous Year: 1585.43 Lacs)

Profit after Tax: 837.10 Lacs (Previous Year: 37.26 Lacs)

EPS: 13.32 (Previous Year: 0.59)

Foreign investments or collaborations, if any: No

**Information about the Appointee:**

Background details: A brief resume is given above.

Past Remuneration: Given Above

Recognition and Awards: No

Job Profile and his suitability: He is the Whole Time Director designated as Executive Director of the Company and devotes whole-time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

Remuneration proposed: As per the resolution at Item No. 5 of the Notice convening this Meeting read with an explanatory statement thereto.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the industry in which the Company operates, the size of the business as well as the profile of Mr. Jain and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior-level appointees in other companies in the industry. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other directors, if any: No

#### Other information

Reasons for inadequate profits in earlier years	There is profit, but as an abundant caution for payment of minimum remuneration to the Whole Time Director in case of no profit or inadequate profit in any particular year, the information is provided to the Shareholders.
Steps taken by the Company to improve performance	
Expected increase in productivity and profits in measurable terms	

#### Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ashish Goyal aged 42 as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from August 06, 2024, for the first term of five consecutive years subject to the approval of Shareholders.

Pursuant to Regulations 17(1C) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Mr. Ashish Goyal shall hold office upto the date of the next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier. He is eligible to be appointed as an Independent Director of the Company. Mr. Ashish Goyal 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. Ashish Goyal as an Independent Director for a term of 5 (five) consecutive years w.e.f. August 06, 2024. 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. Ashish Goyal fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Mr. Ashish Goyal is independent to the management.

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

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. Ashish Goyal is a B.com Graduate from Sabarmati University. He has vast and rich experience of over 18 years and knowledge in the fields of Accountancy, Direct and Indirect Taxation, Finance, Leadership, decision-making, Corporate Compliance, etc. He is handling work of diversified businesses/ Industries and have elaborate experience in various segments which 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 meets the following skills and capabilities: Leadership, Decision Making, business leadership, Taxation, Finance, Accounts, and Corporate Compliances, etc.

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]:

Particulars	Details
Name of Director	Mr. Ashish Goyal
Date of Birth & Age	May 20, 1982 & 42 Years
Date of first appointment on the Board	August 06, 2024
DIN	10555206
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship
Qualifications	He is a B.com Graduate from Sabarmati University.
Last drawn Remuneration	NA
Remuneration Proposed to be paid	See Note given below
Brief Resume and Expertise in specific Functional areas	Mentioned above

Terms and Conditions of Appointment / Re-appointment	Independent Director, not liable to retire by rotation. Terms and Conditions of appointment are mentioned in the letter of appointment.
No. of Board Meetings attended	0/0
Justification for choosing the independent director	Mentioned Above
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer above
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]	None
No. of other Directorships held in other Public Companies.	Nil
Chairman / Membership of the Committees of the Boards of other Companies in which he is Director*	Nil
No. of Shares held	Nil

\*Audit Committee and Stakeholders Relationship Committee have been considered.

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

A copy of the daft letter of appointment of Mr. Ashish Goyal 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](http://www.purshottaminvestofin.in). Except Mr. Ashish Goyal, being the appointee, none of the 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. 6 of his appointment, being a special business in this Notice is unavoidable and thus recommends the Special Resolution for approval by the members.

The resolution (item 6) seeks the approval of members for the appointment of Mr. Ashish Goyal 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 August 06, 2024 to August 05, 2029.

Date: August 06, 2024  
Place: New Delhi

By Order of the Board of Directors  
For Purshottam Investofin Limited  
Sd/-  
Ankit Gupta  
Company Secretary  
Memb. No.: ACS 55201