



Parag Parikh Financial Advisory Services Limited

Notice of the Extra-Ordinary General Meeting

Parag Parikh Financial Advisory Services Limited

CIN: U67190MH1992PLC068970

Regd. & Corp. Off.: 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg,
230, Nariman Point, Mumbai - 400 021.

Tel: 91 22 6140 6555 **Fax:** 91 22 6140 6590

Email: email@ppfas.com **Web:** www.ppfas.com

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of the members of Parag Parikh Financial Advisory Services Limited will be held on **Tuesday, 28th December 2021 at 4.00 p.m.** at 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021 to transact the following business:

SPECIAL BUSINESS

1. Alteration in the Object Clause of the Company by way of merger of clause C with Clause B of Memorandum of Association of the company:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) –“Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and consequently changing the object numbering as may be appropriate;

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

“Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

2. Alteration in the Object Clause of the Company by addition of new sub-clause:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members of the Company be and is hereby accorded for the addition of new sub-clause 3(c) after sub-clause 3(b) to the existing Main Objects (Clause “A”) of the Memorandum of Association of the Company in the following manner:

3(c) To carry out, undertake, manage, administer, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures, conferences, seminars, workshops, training programmes for any person on payment of fees or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

3. To increase the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company’s Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members 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 thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 150 Crore (Rupees One Hundred and Fifty Crores Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise with regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

By order of the Board of Directors of
Parag Parikh Financial Advisory Services Limited

Place: Mumbai

Date: 3rd December 2021

Sd/-

Sahil Parikh

Director

(DIN- 00079898)

Sd/-

Neil Parikh

Director

(DIN- 00080269)

Notes:

- 1. Proxy:** A member entitled to attend and vote at the extra ordinary general meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself and the proxy need not be a member of the company. a person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as a proxy for any other person or member.

During the period beginning 24 hours before the time fixed for the commencement of the EGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than 3 days' notice in writing is given to the Company.

- 2. Time for depositing proxy:** The instrument appointing the Proxy, duly completed, must be deposited at the Company's Registered/ Corporate Office not less than 48 hours before the commencement of the meeting. A Proxy Form (viz. Form MGT-11) for the EGM is enclosed. Proxies submitted on behalf of the Companies, Societies, Institutions etc. must be supported by an appropriate resolution/ authority, as applicable.
- 3. Corporate Members:** Corporate Members intending to send their authorized representatives to attend the Extra-ordinary General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting to email@ppfas.com.
- 4. Voting:** In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- 5. Inspection of Records:** All the relevant documents referred to in this EGM Notice shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of EGM.
- 6. Green initiative:** Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, those Members who are desirous to receive Notice of EGM and service of other documents through electronic mode are requested to register their email address with the Company by writing to email@ppfas.com.

Members may also note that the Notice of the Extra ordinary General Meeting will be available on the Company's website, www.ppfas.com.

- 7. Nomination:** Pursuant to the Section 72 of Companies Act, 2013, every holder of shares of the Company, may at any time nominate in the prescribed manner, a person to whom his / her shares in the Company shall vest in the event of his / her death. Members are advised to avail this facility and fill the prescribed Nomination Form and forward the same to the Company.
- 8. Queries from members:** Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to send their written queries to the Company, so as to reach its Registered Office at least 10 working days before the date of the meeting, to enable the Company officials to prepare and make available the required information at the meeting, to the extent practicable.
- 9.** On conversion into a Public Limited, the Company has facilitated the dematerialization of its shareholding pursuant to the MCA Notification dated 10th September, 2018. The Company has appointed Link intime India Pvt ltd as the Registrar & Transfer Agent (R&T) and the shareholders wishing to convert their physical holding into demat mode are requested to get in touch with their Depository participants (DP) for the same.
- 10. Attendance Slip:** Members/ proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and also to rename the Clause III (A) and III (B) of the Object Cause as set out in the resolution.

The Board at its meeting held on December 03, 2021 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days(except Saturdays) between 11.00 A.M. and 1.00 P.M. upto the date of the extra ordinary general meeting.

The Board of Directors recommend passing Special resolution as set out in the resolution under item no. 1 of the notice.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of shares held in the Company.

Item No. 2:

The Company is carrying on the business of providing portfolio management services. The Company now wishes to add one more object clause which it desires to carry out as set out in the resolution to be included in “Main Objects” of the Company under clause “A” of the Memorandum Association of the Company.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration to the other objects would require the approval of members by passing Special Resolution under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days(except Saturdays) between 11.00 A.M. and 1.00 P.M. upto the date of the extra ordinary general meeting.

The Board of Directors recommend passing Special resolution as set out in the resolution under item no. 2 of the notice.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of shares held in the Company.

Item No. 3

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, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) 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 giving of any loan or guarantee or providing any security or 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 above and considering the long term business plans of the Company, which may require the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, as and when required, prior approval of the Members is being sought for enhancing the said limits.

The Directors recommend the Special Resolution as set out at Item No. 3 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of shares held in the Company.

Place: Mumbai

Date: 3rd December 2021

Sd/-

Sahil Parikh

Director

(DIN- 00079898)

Sd/-

Neil Parikh

Director

(DIN- 00080269)

Parag Parikh Financial Advisory Services Limited

CIN: U67190MH1992PLC068970

Regd. & Corp. Off.: 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg,
230, Nariman Point, Mumbai - 400 021.

Tel: 91 22 6140 6555 **Fax:** 91 22 6140 6590

E: email@ppfas.com **Web:** www.ppfas.com

[Form No. MGT-11]

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id :
Folio No :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him/her

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him/her

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company, to be held on Tuesday, 28th December 2021 at 4.00

p.m at 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particular of Resolution(s)	For	Against
1	Alteration in the Object Clause of the Company by way of merger of sub-clauses of Clause C with Clause B.		
2	Alteration in the Object Clause of the Company by way of addition of sub-clauses 3(c) after sub-clause 3(b) to Clause A of Memorandum of association of the company.		
3	To increase the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		

Signed this..... day of..... 2021

Signature of shareholder

Please affix Re.1
Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Parag Parikh Financial Advisory Services Limited

CIN: U67190MH1992PLC068970

Regd. & Corp. Off.: 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg,
230, Nariman Point, Mumbai - 400 021.

Tel: 91 22 6140 6555 **Fax:** 91 22 6140 6590

E: email@ppfas.com **Web:** www.ppfas.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Name of the company : Parag Parikh Financial Advisory Services Limited

Registered office : 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021.

Name of the Member(s)/ Proxy (In Block Letters)	
Folio No.	
No. of Shares Held	

I hereby record my presence at the Extra Ordinary General Meeting of the Company at 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400021 on Tuesday, 28th December 2021 at 4.00 p.m.

Signature of the Member(s)/Proxy

Notes:

1. Members are requested to bring their copies of the Notice at the EGM.

Road map to EGM Venue

Venue: Registered Office of the Company. 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021, Maharashtra, INDIA. Telephone: 022 6140 6555.

Distance from Churchgate Railway Station: around 1.2 Km.

Distance from Chhatrapati Shivaji Terminus: around 2.8 Km.

