

February 22, 2024

To,  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1,  
G Block, Bandra-Kurla Complex  
Mumbai – 400 051.

**Subject: Notice of the Extra-Ordinary General Meeting (03/2023-24)**

Dear Sir / Madam,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we submit Notice of the Extra-Ordinary General Meeting (03/2023-24) (EGM) of the Members of the Company to be held on **Monday, February 26, 2024 at 09:30 a.m.** at the **registered office** of the Company.

The Notice of the EGM is also uploaded on the website of the Company viz. [www.fin.alt-alpha.com](http://www.fin.alt-alpha.com)

Kindly take the same on record.

Thanking You,

For **Alpha Alternatives Financial Services Private Limited**  
(Formerly known as Provincial Finance and Leasing Co Private Limited)

  
**Shreyans Mehta**  
Director  
DIN:06756771



Encl: EGM Notice

**NOTICE**

**SHORTER NOTICE** is hereby given that the Extraordinary General Meeting (No. 03/2023-24) of the Members of Alpha Alternatives Financial Services Private Limited (*Formerly known as Provincial Finance and Leasing Co Private Limited*) will be held on Monday, the 26<sup>th</sup> day of February, 2024 at 09:30 a.m. at the Registered Office of the Company at 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Dadar West, Mumbai – 400 013 to transact the following Special Business:

**ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE OF 4,53,399 - 0.0001% SERIES A CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON A PREFERENTIAL BASIS:**

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 Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time), the Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time) (the “Rules”), pursuant to the provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (as amended / modified or restated from time to time) and the provisions of other applicable RBI Directions, if any, and subject to the provisions of any other applicable statutes, regulations, if any, including any statutory modification(s) or re-enactment thereof, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions, exemptions and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create, issue, offer and allot 4,53,399 - 0.0001% Series A Cumulative Compulsorily Convertible Preference Shares (“CCCPS”) of face value of Rs. 10/- each at a premium of Rs. 784/- aggregating to Rs. 35,99,98,806/- (Rupees Thirty-Five Crores Ninety-Nine Lakhs Ninety Eight Thousand and Eight Hundred and Six Only) for cash on preferential basis in one or more tranches the following eligible investors:

| Sl. No. | Name of the Investors                             | No. of CCCPS of Face Value of Rs. 10 each | Total Amount including premium (in Rs.) |
|---------|---|---|---|
| 1.      | Harshvardhan Properties Private Limited           | 1,51,133                                  | 11,99,99,602                            |
| 2.      | Yashvardhan Estate and Developers Private Limited | 1,51,133                                  | 11,99,99,602                            |
| 3.      | Sargam Retails Private Limited                    | 1,51,133                                  | 11,99,99,602                            |
|         | <b>Total...</b>                                   | <b>4,53,399</b>                           | <b>35,99,98,806</b>                     |

**RESOLVED FURTHER THAT** the CCCPS pursuant to this resolution shall be offered and allotted on the terms and conditions as prescribed under applicable laws and the particulars of the issue of

*Alpha Alternatives Financial Services Private Limited  
(Formerly known as Provincial Finance and Leasing Co Private Limited)  
(CIN: U65923MH1993PTC075162)  
Registered office: 34<sup>th</sup> floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar West,  
Mumbai - 400 013, India  
Email: [info@alt-alpha.com](mailto:info@alt-alpha.com) (B) +91 22 6145 8900 (W): [www.fin.alt-alpha.com](http://www.fin.alt-alpha.com)*

Preference Shares, as required to be provided under Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

- ✓ **the priority with respect to payment of dividend or repayment of capital visa-vis equity shares:** carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- ✓ **the participation in surplus fund:** non-participating in the surplus funds;
- ✓ **the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid:** shall be non-participating in the surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- ✓ **the payment of dividend on cumulative or cumulative basis:** shall be entitled for payment of dividend of 0.0001% per annum on a Cumulative basis;
- ✓ **the conversion of preference shares into equity shares:** shall be compulsorily convertible into equity shares at the option of CCCPS holder or 10 years from the date of allotment of CCCPS;
- ✓ **the voting rights:** as applicable to Preference Shares under the Act; and
- ✓ **the redemption of preference shares:** Not Applicable.

**RESOLVED FURTHER THAT** the equity shares to be offered, issued and allotted upon conversion of CCCPS, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the 0.0001% Series A CCCPS and the equity shares to be allotted on conversion of the 0.0001% Series A CCCPS, shall be subject to the terms and conditions as contained in the Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of CCCPS, subject to the provisions of the Act without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the CCCPS and the resultant equity shares, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or incidental to this resolution, including but not limited to dispatch of letter(s) of offer, sign and file all the necessary forms, returns and documents with all the relevant authorities for and on behalf of the Company and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the said CCCPS and the resultant equity shares and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board may in its discretion deem fit and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient;

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/any officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board of Directors of  
**Alpha Alternatives Financial Services Private Limited**  
(Formerly known as Provincial Finance and Leasing Co Private Limited)

  
**Shreyans Mehta**  
Director  
DIN:06756771



**Place: Mumbai**  
**Date: February 22, 2024**

**Registered Office:**  
34th Floor, Sunshine Tower,  
Senapati Bapat Marg, Dadar West,  
Mumbai – 400 013

CIN: U65923MH1993PTC075162

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.
3. In respect of all the Special Business to be transacted, the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.
4. The meeting is convened at shorter notice and shall be held only after obtaining the necessary consents from the members as required under the Companies Act, 2013.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed with the notice of Extra-Ordinary General Meeting.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

**TO CONSIDER AND APPROVE THE ISSUE OF 4,53,399 - 0.0001% SERIES A CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON A PREFERENTIAL BASIS:**

As a part of the growth strategy and to strengthen the financial position of the Company, to meet the funding requirements arising out of the aggressive growth plans of the Company in the coming years, the Board of Directors of the Company at its meeting held on February 22, 2024 had subject to the approval of the Members of the Company, approved fund raising by way of issue and offer upto 4,53,399 - 0.0001% Series A Cumulative Compulsorily Convertible Preference Shares ("CCCPS") of face value of Rs. 10/- each at a premium of Rs. 784/- aggregating to Rs. 35,99,98,806/- (Rupees Thirty-Five Crores Ninety-Nine Lakhs Ninety-Eight Thousand and Eight Hundred and Six Only) for cash on preferential basis in one or more tranches to the following eligible investors:

| Sl. No. | Name of the Investors                             | No. of CCCPS of Face Value of Rs. 10 each | Total Amount including premium (in Rs.) |
|---------|---|---|---|
| 1.      | Harshvardhan Properties Private Limited           | 1,51,133                                  | 11,99,99,602                            |
| 2.      | Yashvardhan Estate And Developers Private Limited | 1,51,133                                  | 11,99,99,602                            |
| 3.      | Sargam Retails Private Limited                    | 1,51,133                                  | 11,99,99,602                            |
|         | <b>Total...</b>                                   | <b>4,53,399</b>                           | <b>35,99,98,806</b>                     |

In terms of the provisions of Sections 42, 55 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, any preferential allotment of securities is required to be approved by the Members of the Company by way of a Special Resolution.

Hence, the consent of the Members is being sought by way of a Special Resolution to enable the issue of 4,53,399 - 0.0001% Series A CCCPS as may be permitted under applicable laws to the above-mentioned investors in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, and any other applicable laws, if any.

Statement of disclosures under Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are provided hereunder:

|  |  |
|--|--|
| The size of the issue and number of preference shares to be issued and nominal value of each share / kind of securities offered and the price at which security is being offered | 4,53,399 - 0.0001% Series A Cumulative Compulsory Convertible Preference Shares ("CCCPS") of the face value of Rs. 10/- each for cash at a premium of Rs. 784/- aggregating to Rs. 35,99,98,806/- (Rupees Thirty-Five Crores Ninety-Nine Lakhs Ninety-Eight Thousand and Eight Hundred and Six Only) |
| Particulars of the offer including date of passing of Board resolution   | The Board of Directors of the Company at their meeting held on February 22, 2024 has approved to issue and offer 4,53,399 - 0.0001% Series A Cumulative Compulsory Convertible Preference Shares ("CCCPS") of the face value of Rs. 10/- each for cash at a premium of Rs. 784/- aggregating to Rs.  |

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|  |   |
|--|---|
|  | 35,99,98,806/- (Rupees Thirty-Five Crores Ninety-Nine Lakhs Ninety-Eight Thousand and Eight Hundred and Six Only)   |
| Amount which the company intends to raise by way of such securities  | Rs. 35,99,98,806/- (Rupees Thirty-Five Crores Ninety-Nine Lakhs Ninety-Eight Thousand and Eight Hundred and Six Only)   |
| The nature of such shares i.e. cumulative or cumulative, participating or non-participating, convertible or non-convertible  | 0.0001% Series A Cumulative, Non-participating Compulsorily Convertible Preference shares   |
| Purpose / Objects / Objectives of the issue/Offer  | For Company's growth strategy and to strengthen the financial to meet the funding requirements arising out of the aggressive growth plans of the Company in the coming years.   |
| Manner of issue  | The said CCCPS are proposed to be issued on a Preferential basis through circulation of Offer Letter  |
| Issue price/ the price or price band at within which the allotment is proposed   | The CCCPS are proposed to be issued at premium i.e. Rs. 784/- (Rupees Seven Eighty-Four Only) per share   |
| Basis on which the price has been arrived at along with report of the registered valuer  | As per Valuation Report dated 25 <sup>th</sup> December 2023  |
| Relevant date with reference to which the price has been arrived at  | 30 <sup>th</sup> September 2023   |
| Name and address of valuer who performed valuation   | CA. Niki Shah<br>Address: Flat No.4 Gopal Baug, Shantilal Modi,<br>Road No.2 Iraniwadi, Kandivali West,<br>Mumbai – 400067,<br>Maharashtra, India.  |
| The terms/material terms of issue, including terms and rate of dividend on each share, etc.  | As per Annexure I   |
| The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion | Each CCCPS shall be compulsorily converted into such number of Equity Shares of the face value of Rs. 10/- each as may be determined on the basis of Fair Market Value as on the date of the conversion either at the option of the CCCPS holders or 10 years from the date of allotment of CCCPS.  |
| Terms, manner and mode of Redemption.  | Not applicable as CCCPS shall be compulsorily converted into Equity Shares of the Company.  |
| Expected dilution in equity share capital upon conversion of preference shares.  | There shall be dilution in the shareholding post conversion of the CCCPS into Equity Shares. Further, the number of Equity Shares to be allotted pursuant to the conversion of CCCPS could not be determined as on date as the same would be calculated on the basis of conversion ratio to be decided on the date of conversion. Accordingly, the dilution in equity share capital is related to the fair market value of the equity shares as on the date of conversion and |

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|  | hence the dilution in equity share capital cannot be determined as on the date of this Notice.   |   |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
|--|--|---|---|---|----|---|----------|----|---|----------|----|--------------------------------|----------|-----------------|--|-----------------|---------|-------------------------------------|--------------|---|---|---|----------|------|---|---|----------|------|---|---------------------------------|-----------|-------|---|---------------------|----------|-------|-----------------|--|------------------|------------|
| Payment Terms  | The entire issue price of Rs. 794/- (Rupees Seven Ninety-Four Only) per CCCPS shall be payable on application.   |   |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| The class or classes of persons to whom the allotment is proposed to be made                                       | <p>The CCCPS are proposed to be allotted to the following eligible investors:</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Investor</th> <th>No. of CCCPS of Face Value of Rs. 10 each</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Harshvardhan Properties Private Limited</td> <td>1,51,133</td> </tr> <tr> <td>2.</td> <td>Yashvardhan Estate And Developers Private Limited</td> <td>1,51,133</td> </tr> <tr> <td>3.</td> <td>Sargam Retails Private Limited</td> <td>1,51,133</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total...</b></td> <td><b>4,53,399</b></td> </tr> </tbody> </table>  | Sl. No.                                   | Name of the Investor                              | No. of CCCPS of Face Value of Rs. 10 each | 1. | Harshvardhan Properties Private Limited | 1,51,133 | 2. | Yashvardhan Estate And Developers Private Limited | 1,51,133 | 3. | Sargam Retails Private Limited | 1,51,133 | <b>Total...</b> |  | <b>4,53,399</b> |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| Sl. No.  | Name of the Investor   | No. of CCCPS of Face Value of Rs. 10 each |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 1.   | Harshvardhan Properties Private Limited  | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 2.   | Yashvardhan Estate And Developers Private Limited  | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 3.   | Sargam Retails Private Limited   | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| <b>Total...</b>  |  | <b>4,53,399</b>                           |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| Intention of promoters, directors or key managerial personnel to subscribe to the offer                            | The offer will not be made to the Promoters, Directors or Key Managerial Personnel and they do not have any intention to subscribe to the CCCPS in the Preferential Allotment  |   |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| The proposed time within which the allotment shall be completed  | The Company will complete the issue and allotment of the CCCPS within a period of 1 year from the date of passing of the special resolution by the shareholders of the Company   |   |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them | <p>The CCCPS are proposed to be allotted to the following eligible investors:</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Investor</th> <th>No. of CCCPS of Face Value of Rs. 10 each</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Harshvardhan Properties Pvt Ltd.</td> <td>1,51,133</td> </tr> <tr> <td>2.</td> <td>Yashvardhan Estate And Developers Private Limited</td> <td>1,51,133</td> </tr> <tr> <td>3.</td> <td>Sargam Retails Private Limited</td> <td>1,51,133</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total...</b></td> <td><b>4,53,399</b></td> </tr> </tbody> </table> <p>Post Private Placement Preference Share Capital:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Preference Shareholders</th> <th>No. of CCCPS</th> <th>% Post private placement preference share capital</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Harshvardhan Properties Private Limited</td> <td>1,51,133</td> <td>6.99</td> </tr> <tr> <td>2</td> <td>Yashvardhan Estate and Developers Private Limited</td> <td>1,51,133</td> <td>6.99</td> </tr> <tr> <td>3</td> <td>Sargam Retails Private Limited*</td> <td>16,09,383</td> <td>74.45</td> </tr> <tr> <td>4</td> <td>Silvia Ventures LLP</td> <td>2,50,000</td> <td>11.57</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total...</b></td> <td><b>21,61,649</b></td> <td><b>100</b></td> </tr> </tbody> </table> | Sl. No.                                   | Name of the Investor                              | No. of CCCPS of Face Value of Rs. 10 each | 1. | Harshvardhan Properties Pvt Ltd.        | 1,51,133 | 2. | Yashvardhan Estate And Developers Private Limited | 1,51,133 | 3. | Sargam Retails Private Limited | 1,51,133 | <b>Total...</b> |  | <b>4,53,399</b> | Sr. No. | Name of the Preference Shareholders | No. of CCCPS | % Post private placement preference share capital | 1 | Harshvardhan Properties Private Limited | 1,51,133 | 6.99 | 2 | Yashvardhan Estate and Developers Private Limited | 1,51,133 | 6.99 | 3 | Sargam Retails Private Limited* | 16,09,383 | 74.45 | 4 | Silvia Ventures LLP | 2,50,000 | 11.57 | <b>Total...</b> |  | <b>21,61,649</b> | <b>100</b> |
| Sl. No.  | Name of the Investor   | No. of CCCPS of Face Value of Rs. 10 each |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 1.   | Harshvardhan Properties Pvt Ltd.   | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 2.   | Yashvardhan Estate And Developers Private Limited  | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 3.   | Sargam Retails Private Limited   | 1,51,133                                  |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| <b>Total...</b>  |  | <b>4,53,399</b>                           |   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| Sr. No.  | Name of the Preference Shareholders  | No. of CCCPS                              | % Post private placement preference share capital |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 1  | Harshvardhan Properties Private Limited  | 1,51,133                                  | 6.99  |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 2  | Yashvardhan Estate and Developers Private Limited  | 1,51,133                                  | 6.99  |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 3  | Sargam Retails Private Limited*  | 16,09,383                                 | 74.45   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| 4  | Silvia Ventures LLP  | 2,50,000                                  | 11.57   |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |
| <b>Total...</b>  |  | <b>21,61,649</b>                          | <b>100</b>  |   |    |   |          |    |   |          |    |                                |          |                 |  |                 |         |                                     |              |   |   |   |          |      |   |   |          |      |   |                                 |           |       |   |                     |          |       |                 |  |                  |            |

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(Formerly known as Provincial Finance and Leasing Co Private Limited)  
(CIN: U65923MH1993PTC075162)*

*Registered office: 34<sup>th</sup> floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar West,  
Mumbai - 400 013, India*

*Email: info@alt-alpha.com (B) +91 22 6145 8900 (W): www.fin.alt-alpha.com*



|   |   |
|---|---|
|   | * It includes 14,58,250 CCCPS allotted previously amounting to 67.46% post private placement.   |
| Change in control, if any, in the company that would occur consequent to the preferential offer   | There will not be any change in control of the Company consequent to the preferential allotment. However, there shall be change in the shareholding post conversion of the CCCPS into Equity Shares. Further, the number of Equity Shares to be allotted pursuant to the conversion of CCCPS could not be determined as on date as the same would be calculated on the basis of conversion ratio to be decided on the date of conversion. |
| Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price | None.   |
| Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer       | Not Applicable.   |
| Principle terms of assets charged as securities   | Not Applicable.   |

The pre-issue and post issue shareholding pattern of the Company is as under:

**A. The equity shareholding pattern of the Company:**

| Sl. No.   | Category                           | Equity Shareholding as on February 21, 2024 <sup>^</sup> |                   |
|-----------|------------------------------------|--|-------------------|
|           |                                    | No. of Shares held                                       | % of shareholding |
| <b>A.</b> | <b>Promoter and Promoter Group</b> |  |                   |
| 1         | Indian                             |  |                   |
|           | Individual                         | --   | --                |
|           | Bodies corporate                   | 1,55,00,000  | 100%              |
|           | <b>Sub-total</b>                   | <b>1,55,00,000</b>                                       | <b>100%</b>       |
| 2.        | Foreign promoters                  | --   | --                |
|           | <b>Total of A...</b>               | <b>1,55,00,000</b>                                       | <b>100%</b>       |
| <b>B.</b> | <b>Non-promoters' holding</b>      |  |                   |
|           | Institutional investors            | --   | --                |
|           | Non-institution                    | --   | --                |
|           | Private corporate bodies           | --   | --                |
|           | Directors and relatives            | --   | --                |
|           | Indian public                      | --   | --                |
|           | others (including NRIs)            | --   | --                |
|           | <b>Total of B...</b>               | <b>--</b>  | <b>--</b>         |

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|                          |             |      |
|--------------------------|-------------|------|
| <b>Grand Total (A+B)</b> | 1,55,00,000 | 100% |
|--------------------------|-------------|------|

^ Actual number of equity shares arising upon conversion of CCCPS would depend on the conversion price and hence cannot be ascertained as on date.

**B. The Preference shareholding pattern of the Company:**

| Sl. No.   | Category                           | Pre-Issue          |                   | Post-Issue         |                   |
|-----------|------------------------------------|--------------------|-------------------|--------------------|-------------------|
|           |                                    | No. of Shares held | % of shareholding | No. of Shares held | % of shareholding |
| <b>A.</b> | <b>Promoter and Promoter Group</b> |                    |                   |                    |                   |
| 1         | Indian                             |                    |                   |                    |                   |
|           | Individual                         | --                 | --                | --                 | --                |
|           | Bodies corporate                   | --                 | --                | --                 | --                |
|           | Sub-total                          | --                 | --                | --                 | --                |
| 2.        | Foreign promoters                  | --                 | --                | --                 | --                |
|           | <b>Total of A...</b>               | --                 | --                | --                 | --                |
| <b>B.</b> | <b>Non-promoters' holding</b>      |                    |                   |                    |                   |
|           | Institutional investors            | --                 | --                | --                 | --                |
|           | Non-institution                    | --                 | --                | --                 | --                |
|           | Private corporate bodies           | 17,08,250          | 100%              | 21,61,649          | 100%              |
|           | Directors and relatives            | --                 | --                | --                 | --                |
|           | Indian public                      | --                 | --                | --                 | --                |
|           | others (including NRIs)            | --                 | --                | --                 | --                |
|           | <b>Total of B...</b>               | 17,08,250          | 100%              | 21,61,649          | 100%              |
|           | <b>Grand Total (A+B)</b>           | 17,08,250          | 100%              | 21,61,649          | 100%              |

The Board of Directors recommends the resolution set out at Item No. 1 of the Notice to be passed as a Special Resolution by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**Annexure I****TERMS OF ISSUE OF CCCPS**

|                  |   |   |
|------------------|---|---|
| Nature Shares    | : | 0.0001% Series A Cumulative Compulsorily Convertible Preference                                   |
| Face Value       | : | Rs. 10/-  |
| Tenure of CCCPS: |   | 10 years from the date of Allotment   |
| Dividend         | : | 0.0001% per annum on a Cumulative basis   |
| Conversion       | : | Any time at the option of the holder or 10 years from the date of Allotment whichever is earlier. |
| Conversion Price | : | At the Fair Market Value of the Company at the time of conversion                                 |
| Voting rights    | : | As applicable to Preference Shares under the Act  |

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Route map for the EGM to be held at the Registered Office of the Company at 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.



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**EXTRA ORDINARY GENERAL MEETING (No. 03/2023-24)****ATTENDANCE SLIP****(To be presented at the entrance)**

CIN: U65923MH1993PTC075162

**Registered office:** 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

| <b>DP ID</b> | <b>Client ID</b> | <b>Folio. No.</b> | <b>No. of Shares</b> |
|--------------|------------------|-------------------|----------------------|
|              |                  |                   |                      |

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of Proxy: \_\_\_\_\_

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting (No. 03/2023-24) of the Company held on Monday, 26<sup>th</sup> day of February, 2024, at 09:30 a.m. at 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

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Signature of Shareholder/Proxy

**NOTE:**

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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**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]*

CIN: U65923MH1993PTC075162

**Registered office:** 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

**Name of the Member (s):**

**Registered address:**

**E-mail Id:**

**Folio No/ DP ID & Client Id:**

I/We, being the member (s) of ..... Shares of the above named Company, hereby appoint

1. Name:..... Address: ..... Email-id  
..... Signature ..... or failing him
  
2. Name: ..... Address: ..... Email-id  
..... Signature ..... or failing him
  
3. Name: ..... Address: ..... Email-id  
..... Signature ..... or failing him

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 (No. 03/2023-24) of the Company, to be held on Monday, 26<sup>th</sup> day of February, 2024, at 9:30 a.m. at 34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013 and at any adjournment thereof in respect of such Resolutions as are indicated below:

| Sr. No. | Resolutions   | For | Against |
|---------|---|-----|---------|
| 1       | To consider and approve issue 4,53,399 - 0.0001% Series A Cumulative Compulsorily Convertible Preference Shares on a preferential basis |     |         |

Affix  
Revenue  
Stamp

Signature of Shareholder:

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.

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