

April 26, 2024

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

Sub: Revised Notice of the Extra-Ordinary General Meeting (01/2024-25)

Dear Sir / Madam,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we hereby submit revised Notice of the Extra-Ordinary General Meeting (01/2024-25) (EGM) of the Members of the Company to be held on **Saturday, April 27, 2024 at 02:00 p.m.** at the **registered office** of the Company.

Please be informed that the previous Notice of the Extra-Ordinary General Meeting filed with the stock exchange on April 23, 2024, was incorrect and inadvertently uploaded and hence we are uploading the revised file. We request you to consider the attached file and ignore the previous Notice filed on April 23, 2024.

The Notice of the EGM is also uploaded on the website of the Company viz. 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

April 26, 2024

To,
Listing Department
National Stock Exchange of India Limited
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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. 01/2024-25) of the Members of Alpha Alternatives Financial Services Private Limited (Formerly known as Provincial Finance and Leasing Co Private Limited) will be held on Saturday, the 27th day of April, 2024 at 02:00 p.m. at the Registered Office of the Company at 34th 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 4,15,618 - 0.0001% SERIES B 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 4,15,618 - 0.0001% Series B Cumulative Compulsorily Convertible Preference Shares (“CCCPS”) of face value of Rs. 10/- each at a premium of Rs. 784/- aggregating to Rs. 33,00,00,692/- (Rupees Thirty-Three Crores Six Hundred And Ninety-Two Only) for cash on preferential basis in one or more tranches the following eligible investor:

Sr.	Name of the Investor	No. of CCCPS of Face Value of Rs. 10 each	Total Amount including premium (in Rs.)
1.	Rajasthan Gum Private Limited	4,15,618	33,00,00,692
Total		4,15,618	33,00,00,692

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 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 B CCCPS and the equity shares to be allotted on conversion of the 0.0001% Series B 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;

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.”

ITEM NO. 2: RE-APPOINTMENT OF MR. NARESH KOTHARI (DIN: 00012523) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

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

“**RESOLVED THAT** pursuant to Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”),

approval of the members be and is hereby accorded for re-appointment of Mr. Naresh Kothari (DIN: 00012523) as Non-Executive Non-Independent Director of the Company;

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard."

ITEM NO. 3: RE-APPOINTMENT OF MR. SHREYANS MEHTA (DIN: 06756771) AS AN EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

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

"RESOLVED THAT pursuant to Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), approval of the members be and is hereby accorded for re-appointment of Mr. Shreyans Mehta (DIN: 06756771) as Executive Non-Independent Director of the Company;

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard."

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: April 23, 2024

Registered Office:

34th Floor, Sunshine Tower,
Senapati Bapat Marg, Dadar West,
Mumbai – 400 013

CIN: U65923MH1993PTC075162

*Alpha Alternatives Financial Services Private Limited
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*Registered office: 34th 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

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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 1:****TO CONSIDER AND APPROVE THE ISSUE OF 4,15,618- 0.0001% SERIES B 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 April 23, 2024 had subject to the approval of the Members of the Company, approved fund raising by way of issue and offer upto 4,15,618- 0.0001% Series B Cumulative Compulsorily Convertible Preference Shares ("CCCPS") of face value of Rs. 10/- each at a premium of Rs. 784/- aggregating to Rs. 33,00,00,692/- (Rupees Thirty-Three Crores Six Hundred And Ninety-Two Only) for cash on preferential basis in one or more tranches to the following eligible investor:

Sr.	Name of the Investor	No. of CCCPS of Face Value of Rs. 10 each	Total Amount including premium (in Rs.)
1.	Rajasthan Gum Private Limited	4,15,618	33,00,00,692
	Total	4,15,618	33,00,00,692

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 4,15,618 - 0.0001% Series B CCCPS as may be permitted under applicable laws to the above-mentioned investor 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	4,15,618- 0.0001% Series B 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. 33,00,00,692/- (Rupees Thirty-Three Crores Six Hundred And Ninety-Two 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 April 23, 2024 has approved to issue and offer 4,15,618-0.0001% Series B 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. 33,00,00,692/- (Rupees Thirty-Three Crores Six Hundred And Ninety-Two Only)
Amount which the company intends to raise by way of such securities	Rs. 33,00,00,692/- (Rupees Thirty-Three Crores Six Hundred And Ninety-Two Only)
The nature of such shares i.e. cumulative or cumulative, participating or non-participating, convertible or non-convertible	0.0001% Series B Cumulative, Non-participating Compulsorily Convertible Preference shares

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

*Registered office: 34th 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

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 CCCPS									
Basis on which the price has been arrived at along with report of the registered valuer	As per Valuation Report dated 25 th December 2023									
Relevant date with reference to which the price has been arrived at	30 th September 2023									
Name and address of valuer who performed valuation	CA. Niki Shah Address: Flat No.4 Gopal Baug, Shantilal Modi, Road No.2 Iraniwadi, Kandivali West, Mumbai – 400067, 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 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	The CCCPS are proposed to be allotted to the following eligible investor: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Sr.</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>Rajasthan Gum Private Limited</td> <td>4,15,618</td> </tr> <tr> <td colspan="2" style="text-align: right;">Total...</td> <td>4,15,618</td> </tr> </tbody> </table>	Sr.	Name of the Investor	No. of CCCPS of Face Value of Rs. 10 each	1.	Rajasthan Gum Private Limited	4,15,618	Total...		4,15,618
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1.	Rajasthan Gum Private Limited	4,15,618								
Total...		4,15,618								
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									

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

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	The CCCPS are proposed to be allotted to the following eligible investor:																												
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 5%;">Sr.</th> <th style="width: 65%;">Name of the Investor</th> <th style="width: 30%;">No. of CCCPS of Face Value of Rs. 10 each</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Rajasthan Gum Private Limited</td> <td style="text-align: right;">4,15,618</td> </tr> <tr> <td colspan="2" style="text-align: right;">Total</td> <td style="text-align: right;">4,15,618</td> </tr> </tbody> </table>	Sr.	Name of the Investor	No. of CCCPS of Face Value of Rs. 10 each	1.	Rajasthan Gum Private Limited	4,15,618	Total		4,15,618																			
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Post Private Placement Preference Share Capital:																													
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Sr.	Name of the Preference Shareholders	No. of CCCPS	% Post private placement preference share capital																										
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5	Rajasthan Gum Private Limited	4,15,618	16.13																										
Total		25,77,267	100																										
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:

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

Sr.	Category	Pre-Issue		Post-Issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoter and Promoter Group				
1	Indian				
	Individual	--	--	--	--
	Bodies corporate	--	--	--	--
	Sub-total	--	--	--	--
2.	Foreign promoters	--	--	--	--
	Total of A...	--	--	--	--
B.	Non-promoters' holding				
	Institutional investors	--	--	--	--
	Non-institution	--	--	--	--
	Private corporate bodies	21,61,649	100%	25,77,267	100%
	Directors and relatives	--	--	--	--
	Indian public	--	--	--	--
	others (including NRIs)	--	--	--	--
	Total of B	21,61,649	100%	25,77,267	100%
	Grand Total (A+B)	21,61,649	100%	25,77,267	100%

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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	:	0.0001% Series B Cumulative Compulsorily Convertible Preference Shares
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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ITEM NO. 2:**RE-APPOINTMENT OF MR. NARESH KOTHARI (DIN: 00012523) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The Company is a High Value Debt Listed Entity as per Regulation 15(1A) of the Listing Regulations.

Pursuant to Regulation 17(1D) of the Listing Regulations, with effect from April 1, 2024, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

Mr. Naresh Kothari was appointed as a Non-executive Non-Independent Director on the Board of the Company w.e.f. January 19, 2019, and has been on the Board of the Company for a period of more than 5 years.

Further, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 23, 2024, had approved the re-appointment of Mr. Naresh Kothari as a Non-Executive Non-Independent Director on the Board of the Company.

Brief profile of Mr. Kothari is as under:

Mr. Kothari is a PGDM from The Indian Institute of Management, Ahmedabad (1995) and Bachelor of Engineering in Computer Science from the University of Mumbai (1992).

Mr. Kothari is a seasoned financial services professional with over 27 years of experience in business building and capital markets. During his career, he has held various operating as well as senior management responsibilities.

Prior to the foundation of Alpha Alternatives, Mr. Kothari was one of the earliest Senior Partners at Edelweiss Financial Services, and was a key person involved in shaping it into one of the leading financial services firms of India. At Edelweiss, he led teams that built India's largest domestic Institutional Brokerage business, a large coverage platform with some of the best corporate relationships in India, one of the most aggressive Equity Capital Markets business and also a leading Alternative Asset Management platform.

Mr. Kothari has held various senior management roles including President of Edelweiss Capital, Senior member of Management Committee, Co-Head of Edelweiss Alternative Asset Advisors, Head of Coverage & ECM, and Co-Head of Institutional Equities. Mr. Kothari spent the initial years of his career in building and running an Institutional Equities Sales & Trading desk at ICICI Securities.

Along with building various financial services businesses, Mr. Kothari has also played an active role in advising several companies in India on their business and capital markets strategies. In the last few years, he has pivoted towards taking active board level responsibilities with companies facing difficult times and helped shape their strategy effectively helping them to turn around.

*Alpha Alternatives Financial Services Private Limited
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(CIN: U65923MH1993PTC075162)*

*Registered office: 34th 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

Considering the qualifications and experience of Mr. Kothari, the Board of Directors of the Company are of the view that the knowledge and experience of Mr. Kothari will be of immense benefit to the Company.

In this regard, the Directors recommend the resolution set out at Item No. 2 of the Notice to be passed as an Ordinary Resolution by the Members.

Except Mr. Naresh Kothari being appointee, none of the Directors and 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.

Details of Directors seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard on General Meetings (SS-2):

Name of the Director	Naresh Kothari
Date of Birth	03-09-1970
Age	53
Date of first Appointment on the Board	January 19, 2019
No. of Board Meetings attended during the financial year ended March 31, 2024	13 Nos.
Qualification & Experience	As mentioned above under brief profile
Directorships held in other companies	1. Alpha Alternatives Holdings Private Limited; 2. Alpha Alternatives Ventures Private Limited; 3. Alpha Alternatives Fund-Infra Advisors Private Limited; and 4. Black Box Limited.
Memberships / Chairmanships of Committees of other Boards	Black Box Limited – Member of Nomination and Remuneration Committee
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Details of Remuneration sought to be paid	Nil
Remuneration last drawn by the Director	Nil

ITEM NO. 3:**RE-APPOINTMENT OF MR. SHREYANS MEHTA (DIN: 06756771) AS EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The Company is a High Value Debt Listed Entity as per Regulation 15(1A) of the Listing Regulations.

Pursuant to Regulation 17(1D) of the Listing Regulations, with effect from April 1, 2024, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024.

Mr. Shreyans Mehta was appointed as an Executive Non-Independent Director on the Board of the Company w.e.f. January 19, 2019, and has been on the Board of the Company for a period of more than 5 years.

Further, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 23, 2024 had approved the re-appointment of Mr. Shreyans Mehta as an Executive Non-Independent Director on the Board of the Company.

Brief profile of Mr. Mehta is as under:

Mr. Mehta holds a Bachelor's in Commerce from Narsee Monjee College of Commerce & Economics, is a distinguished CA rank-holder and earned his Masters in Management specializing in Finance from ESCP Europe in Paris in 2013.

Mr. Mehta commenced his career under the Young leadership program of Birla group and over 14 years gained experience across Finance & Strategy, Investment Banking, Due Diligence, Taxation, and Audit. Shreyans was recently featured as one of the youngest CFOs in CFO100 list of India.

Mr. Mehta leads strategic vision and creation of organizational goals, leads financial management, oversees operations, and fosters growth, steering the company towards success and sustainability. He is also responsible for strategy implementation at the Alpha level.

Considering the qualifications and experience of Mr. Mehta, the Board of Directors of the Company are of the view that the knowledge and experience of Mr. Mehta will be of immense benefit to the Company.

In this regard, the Directors recommend the resolution set out at Item No. 3 of the Notice to be passed as an Ordinary Resolution by the Members.

Except Mr. Shreyans Mehta being appointee, none of the Directors and 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.

Details of Directors seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard on General Meetings (SS-2):

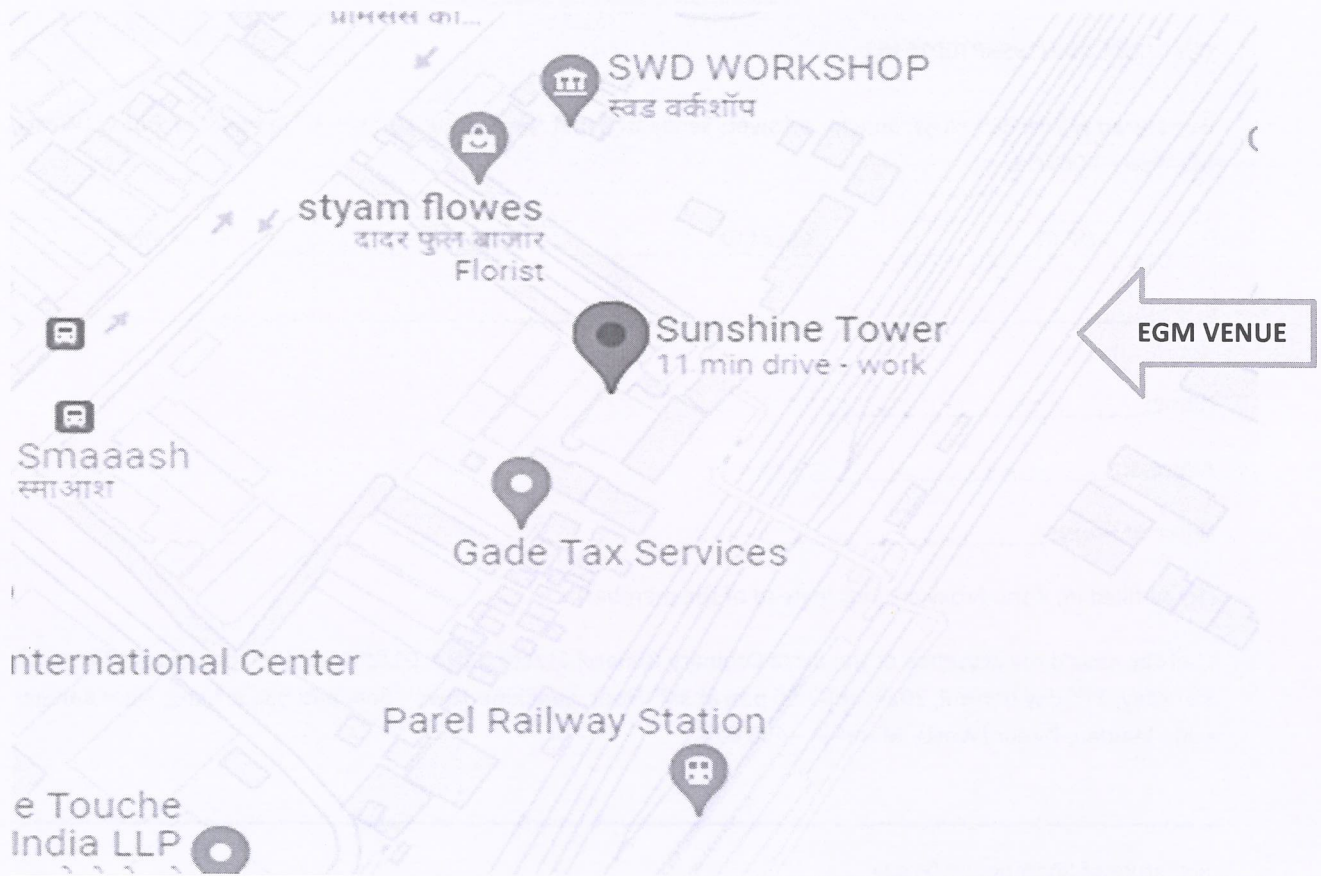
Name of the Director	Shreyans Mehta
Date of Birth	01-05-1987
Age	36
Date of first Appointment on the Board	January 19, 2019
No. of Board Meetings attended during the financial year ended March 31, 2024	18 Nos.
Qualification & Experience	As mentioned above under brief profile
Directorships held in other companies	1. Alpha Alternatives Holdings Private Limited; 2. Alpha Alternatives Ventures Private Limited; and 3. Arsenio Strategies Private Limited.
Memberships / Chairmanships of Committees of other Boards	Nil
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Details of Remuneration sought to be paid	Nil
Remuneration last drawn by the Director	Nil

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



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EXTRA ORDINARY GENERAL MEETING (No. 01/2024-25)**ATTENDANCE SLIP****(To be presented at the entrance)****CIN: U65923MH1993PTC075162****Registered office: 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.**

DP ID	Client ID	Folio. No.	No. of Shares

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. 01/2024-25) of the Company held on Saturday, 27th day of April, 2024, at 02:00 p.m at 34th Floor, Sunshine Tower, Senapati Bapat Marg, Near Kamgar Krida Maidan, Dadar (West), Mumbai – 400 013.

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: 34th 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. 01/2024-25) of the Company, to be held on Saturday, 27th day of April, 2024, at 02:00 p.m. at 34th 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 4,15,618 - 0.0001% Series B Cumulative Compulsorily Convertible Preference Shares on a preferential basis		
2.	Re-appointment of Mr. Naresh Kothari (DIN: 00012523) as Non-Executive Non-Independent Director of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
3.	Re-appointment of Mr. Shreyans Mehta (DIN: 06756771) as an Executive Non-Independent Director of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		

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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