

**March 18, 2023**

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.

**Symbol: PFLP25**

**Subject: Notice of the Extra-Ordinary General Meeting (03/2022-23)**

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 (03/2022-23) (EGM) of the Members of the Company to be held on Tuesday, March 21, 2023 at 4:00 P.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 **Provincial Finance and Leasing Co Private Limited**



**Rupali Maini**  
Company Secretary and Compliance Officer



Encl: EGM Notice

**NOTICE**

**SHORTER NOTICE** is hereby given that the Extraordinary General Meeting (No. 03/2022-23) of the Members of Provincial Finance and Leasing Co Private Limited will be held on Tuesday 21<sup>st</sup> March, 2023 the at 04:00 P.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:

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**ITEM NO. 1: TO CONSIDER AND APPROVE ISSUE OF NON-CONVERTIBLE DEBENTURES FOR AN AMOUNT UPTO RS. 3,500 CRORES:**

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, 71 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”), Non-Banking Financial Company-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016 dated September 1, 2016 (as amended, modified or restated from time to time) (“Master Directions NBFC-ND-SI”), Master Direction on Money Market Instruments: Call/Notice Money Market, Commercial Paper, Certificates of Deposit and Non-Convertible Debentures (original maturity up to one year) (as amended from time to time) issued by the Reserve Bank of India (“Master Directions on NCDs”) and the provisions of other applicable RBI Directions, if any, Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI Regulations, if any, as amended from time to time 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 & 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 issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures including subordinated Debentures qualifying as Tier-II debt in terms of the Master Directions on NCDs, aggregating up to Rs. 3,500 crores (Rupees Three Thousand Five Hundred Crores only), to the eligible investors, on a private placement basis, during a period of one year from the date of approval by members, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate;

**RESOLVED FURHTER THAT** for the purpose of giving effect to the above resolution, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to do, all such acts, deeds and things as may be deemed necessary relating to pre and the post issue of NCDs including but not limited to



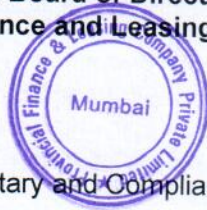
Provincial Finance and Leasing Co Private Limited  
34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Dadar (w) Mumbai-400 013  
CIN: U65923MH1993PTC075162  
Email: [info@alt-alpha.com](mailto:info@alt-alpha.com) (B) +91 22 6145 8900

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number of issues/tranches, face value, issue price, issue size, Offeree/Investor, timing, amount, tenor, method of issuance, security/charge creation, if any, coupon / interest rate(s), yield, listing, allotment and other terms and conditions of issue of NCDs as proper and most beneficial to the Company, including as to when the said NCDs, be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to do all such acts, deeds and things in their absolute discretion, deemed necessary for this purpose, as the case may be."

By Order of the Board of Directors of  
Provincial Finance and Leasing Co Private Limited

*Rupali Maini*



**Rupali Maini**  
Company Secretary and Compliance Officer

**Place: Mumbai**

**Date: March 18, 2023**

**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 Businesses 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 ISSUE OF NON-CONVERTIBLE DEBENTURES FOR AN AMOUNT UPTO RS. 3,500 CRORES:**

The Members of the Company at their meeting held on March 4, 2022, had approved the issuance and allotment of Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures upto Rs. 2,500 Crores and the same was valid for a period of 1 year from the date of approval.

Now, in order to meet the fund requirements of the Company for the purpose of business expansion and to tap the enormous growth potential in the market, it is proposed to raise funds by way of offer, issue and allotment of secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures including subordinated Debentures qualifying as Tier-II Debt ("NCDs") in terms of the relevant RBI Regulations for an amount upto Rs. 3,500 Crores to eligible investors on a private placement basis in one or more tranches.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations for issuance of Debentures during the year.

The Board at its meeting held on March 18, 2023 had approved the issuance of NCDs for an amount upto Rs. 3,500 Crores to eligible investors on a private placement basis in one or more tranches.

The NCDs may be issued at par or at a premium or discount and, may be listed on the Stock Exchange(s) and, on such other terms and conditions as the Board / Committee of the Board may determine.

The disclosures as required under Section 42 of the Act and the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

**a. Particulars of offer including date of passing the Board Resolution:**

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 3,500 Crore, in one or more tranches, has been passed by the Board at its meeting held on March 18, 2023. The Board / Committee of the Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

**b. Kind of Securities offered and the price at which security is being offered:**

Issue Price of the NCDs shall be determined at the time of issue of respective series of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general.

**c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

Not Applicable.

d. **Name and address of valuer who performed valuation:**

Not Applicable.

e. **Amount which the Company intends to raise by way of such securities:**

Amount aggregating upto Rs. 3,500 Crore in one or more tranches.

f. **Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:**

The Board / Committee of the Board shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

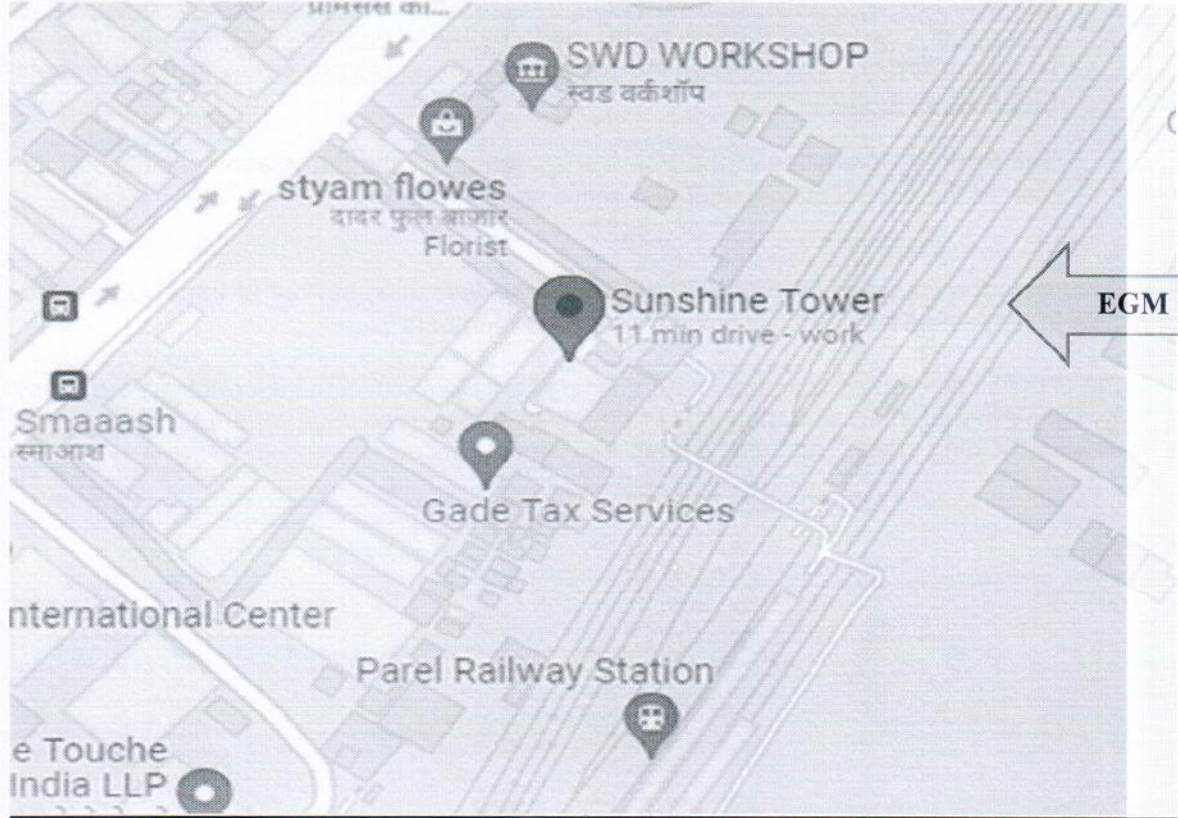
Accordingly, the Board of Directors recommends the resolution set out at Item No. 1 of the Notice to be passed as a Special Resolution by the Members.

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.



Provincial Finance and Leasing Co Private Limited  
34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Dadar (w) Mumbai-400 013  
CIN: U65923MH1993PTC075162  
Email: [info@alt-alpha.com](mailto:info@alt-alpha.com) (B) +91 22 6145 8900

**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.**



Provincial Finance and Leasing Co Private Limited  
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**EXTRA ORDINARY GENERAL MEETING (No. 03/2022-23)**  
**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.

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. 03/2022-23) of the Company held on Tuesday 21<sup>st</sup> March, 2023, at 04:00 P.M. at 34<sup>th</sup> 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:** 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. 03/2022-23) of the Company, to be held on Tuesday 21<sup>st</sup>  
March, 2023, at 04:00 P.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 of Non-Convertible Debentures for an amount upto Rs. 3,500 crores		

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.