

November 17, 2022

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

Symbol: PFLP25

**Subject: Notice for Postponement of the Extraordinary General Meeting (EGM) of the Company**

Dear Sir/Madam,

Notice is hereby given that due to concurrence of certain unforeseen circumstances the EGM of the Company earlier scheduled to be held on Thursday 08<sup>th</sup> December, 2022 at 05:00 P.M. is postponed and will now be held on Monday, 12<sup>th</sup> December, 2022 at 05:00 P.M at the registered office of the company to transact the businesses mentioned in the notice enclosed herewith.

Request you to kindly take a note of the same.

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

Kindly find the same in order and acknowledge the receipt.

Thanking You,

**For Provincial Finance and Leasing Co Private Limited**

  
**Shreyans Mehta**

Director

DIN: 06756771



**REVISED NOTICE FOR THE POSTPONED EGM (NOTICE)**

NOTICE is hereby given that the Extraordinary General Meeting (No. 01/2022-23) of the members of Provincial Finance and Leasing Co Private Limited will be held on Monday, the 12<sup>th</sup> day of December, 2022 at 05:00 p.m. at the registered office of the Company at 34<sup>th</sup> floor, Sunshine Tower, Senapati Bapat Marg, Dadar West, Mumbai - 400013 to transact the following special businesses:

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**ITEM NO. 1: APPOINTMENT OF MR. PRADEEP PARAKH (DIN: 00008805) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS ON THE BOARD OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Mr. Pradeep Parakh (DIN: 00008805), who was appointed as an Additional Director of the Company, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, subject to shareholders approval and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from September 29, 2022 to hold office till September 28, 2027;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 2: APPOINTMENT OF MRS. BHARATI AINDLEY (DIN: 09750519) AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS ON THE BOARD OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Mrs. Bharati Aindley (DIN: 09750519), who was appointed as an Additional Director of the Company, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, subject to shareholders approval and who has submitted a declaration





## 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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that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from September 29, 2022 to hold office till September 28, 2027;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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



**Shreyans Mehta**  
Director  
DIN: 06756771

**Place: Mumbai**  
**Date: 17<sup>th</sup> November, 2022**

**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 and the relevant details as per Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of a Director seeking appointment at the Extra Ordinary General Meeting, are annexed hereto.
4. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. 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 Annual General Meeting.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS.**

**Item No. 1:**

**Appointment of Mr. Pradeep Parakh (DIN: 00008805) as an Independent Director of the Company:**

The Board of Directors of the Company had appointed Mr. Pradeep Parakh (DIN: 00008805) as an Additional Director of the Company, designated as an Independent Director, in terms of Section 161(1) of the Companies Act, 2013 (the "Act") with effect from September 29, 2022, subject to approval of the shareholders of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.

Mr. Pradeep Parakh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Pradeep Parakh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received a notice from a member under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Pradeep Parakh for the office of Independent Director.

In the opinion of the Board, Mr. Pradeep Parakh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Pradeep Parakh is independent of the management and possesses appropriate skills, experience and knowledge.

**The brief profile of Mr. Pradeep Parakh an Independent Director is as under:**

- 32 years' experience (including 29 years with listed companies) in dealing with matters relating to company law, securities laws, corporate governance, SEBI Regulations, M&A, corporate restructuring, debt restructuring, legal and financial due diligence, GRC (governance, risk and compliances) management, legal drafting, documentations and compliances relating to private equity, public offerings, IPO, FPO, Rights issue, Preferential Issue, QIP, GDR/ FCCB issue, ESOP, takeover regulations, listing formalities and compliances with the stock exchanges, SEBI& corporate law compliance, FEMA Compliances, GST Compliances,
- Experience across Birla Group, Paharpur Group, Ambuja Cements Group and Bajaj Group. Currently, founder and partner of TruCSR (CSR platform) and also practicing company secretary.
- He holds a Bachelor's degree with Honors from Calcutta University and is a Fellow Member of both the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI).

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Pradeep Parakh as an Independent Director in the best interest of the Company.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Act read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Pradeep Parakh as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from the date of his appointment as an Additional Director i.e. September 29, 2022 to September 28, 2027.

Following are the details of Mr. Pradeep Parakh (DIN: 00008805) in accordance with Secretarial Standards on General Meetings (SS-2) is as follows:





Sr. No	Particulars	Details
1	Name	Mr. Pradeep Parakh
2	Category / Designation	Independent Director
3	Director Identification Number (DIN)	00008805
4	Age	55 years
5	Date of Birth	January 25, 1967
6	Original Date of Appointment	September 29, 2022
7	Qualifications	Chartered Accountant, Company Secretary and Commerce Graduate
8	Terms and conditions of appointment or re-appointment	Mr. Pradeep Parakh is being appointed as an Independent Director not liable to retire by rotation for a period beginning from September 29, 2022 to September 28, 2027. Remuneration in form of sitting fees and commission, if any, as applicable as per the Companies Act, 2013.
9	Number of Equity Shares held in the Company	Nil
10	Brief Profile and Experience	Across 34 years entrepreneurial/ corporate job experience.  Strong leadership, team building, and communication skills developed from extensive corporate employment experiences in functional areas of finance, accounts, corporate, economic & securities laws, corporate secretarial and compliances, GRC, direct and indirect taxation (including GST), FEMA, Trade Marks, internal audit and MIS, HR, etc.
11	Disclosure of relationships between the Directors, Manager and other KMPs	Not related to any of the Director, Manager or any other KMPs of the Company.
12	No. of Meetings of the Board attended during the year	1
13	Directorship held in other Companies	4
14	Membership/Chairmanship of Committees of other Boards	0

Save and except Mr. Pradeep Parakh, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives are in any way interested or concerned financially or otherwise, in the Resolution set out in the Notice.

Accordingly, the Board of Directors recommends the passing of the above Resolution as a Special Resolution as set out in the item No.1 of the Notice for appointment of Mr. Pradeep Parakh.

**Item No. 2:**

**Appointment of Mrs. Bharati Aindley (DIN: 09750519) as an Independent Director of the Company:**

The Board of Directors of the Company had appointed Mrs. Bharati Aindley (DIN: 09750519) as an Additional Director of the Company, designated as an Independent Director, in terms of Section 161(1) of the Companies Act, 2013 (the "Act") with effect from September 29, 2022, subject to approval of the shareholders of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.



# Provincial Finance and Leasing Co Private Limited

34<sup>th</sup> Floor, Sunshine Tower, Senapati Bapat Marg, Dadar (w) Mumbai-400 013

CIN: U65923MH1993PTC075162

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Mrs. Bharati Aindley is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Mrs. Bharati Aindley that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received a notice from a member under Section 160 of the Companies Act, 2013, proposing candidature of Mrs. Bharati Aindley for the office of Independent Director.

In the opinion of the Board, Mrs. Bharati Aindley fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Bharati Aindley is independent of the management and possesses appropriate skills, experience and knowledge.

## **The brief profile of Mrs. Bharati Aindley an Independent Director is as under:**

- 20 years of experience in Corporate, Contract, Civil and Family law. Experience with law firms, corporates and independent practice along with over 100 Appearances at High Court & Lower Courts.
- Have worked on multiple corporate assignments like ANZ Grindlays v/s National Housing Bank, ABCL Corporation matters, Bennett Coleman Company Limited (BCCL), Citibank, Deutsche Bank.
- Presently, running independent legal consultancy practice handling litigation and also as External General Counsel for corporates. Independently handling high court litigation matters in areas of property matters, Testamentary matters, Appeals from Lower Court orders and writs.
- LLB from Government law college (GLC), Mumbai University. B.Sc in Chemistry from Ramnarain Ruia College, Mumbai

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Mrs. Bharati Aindley as an Independent Director in the best interest of the Company.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Act read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Bharati Aindley as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from the date of his appointment as an Additional Director i.e. September 29, 2022 to September 28, 2027.

Following are the details of Mrs. Bharati Aindley (DIN: 09750519) in accordance with Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No.	Particulars	Details
1	Name	Ms. Bharati Aindley
2	Category / Designation	Independent Director
3	Director Identification Number (DIN)	09750519
4	Age	50 years
5	Date of Birth	June 26, 1972
6	Original Date of Appointment	September 29, 2022
7	Qualifications	LLB, B.Sc. Chemistry
8	Terms and conditions of appointment or re-appointment	Ms. Bharati Aindley is being Appointed as an Independent Director not liable to retire by rotation for a period beginning from September 29, 2022 to September 28, 2027. Remuneration in form of sitting fees and commission, if any, as applicable as per the Companies Act, 2013.





Sr.No.	Particulars	Details
9	Number of Equity Shares held in the Company	Nil
10	Brief Profile and Experience	Across 20 years of experience in Corporate, Contract, Civil and Family law. Experience with law firms, corporates and independent practice
11	Disclosure of relationships between the Directors, Manager and other KMPs	Not related to any of the Director, Manager or any other KMPs of the Company.
12	No. of Meetings of the Board attended during the year	1
13	Directorship held in other Companies	0
14	Membership/Chairmanship of Committees of other Boards	0

Save and except Mrs. Bharati Aindley, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives are in any way interested or concerned financially or otherwise, in the Resolution set out in the Notice.

Accordingly, the Board of Directors recommends the passing of the above Resolution as a Special Resolution as set out in the item No.2 of the Notice for appointment of Mrs. Bharati Aindley.





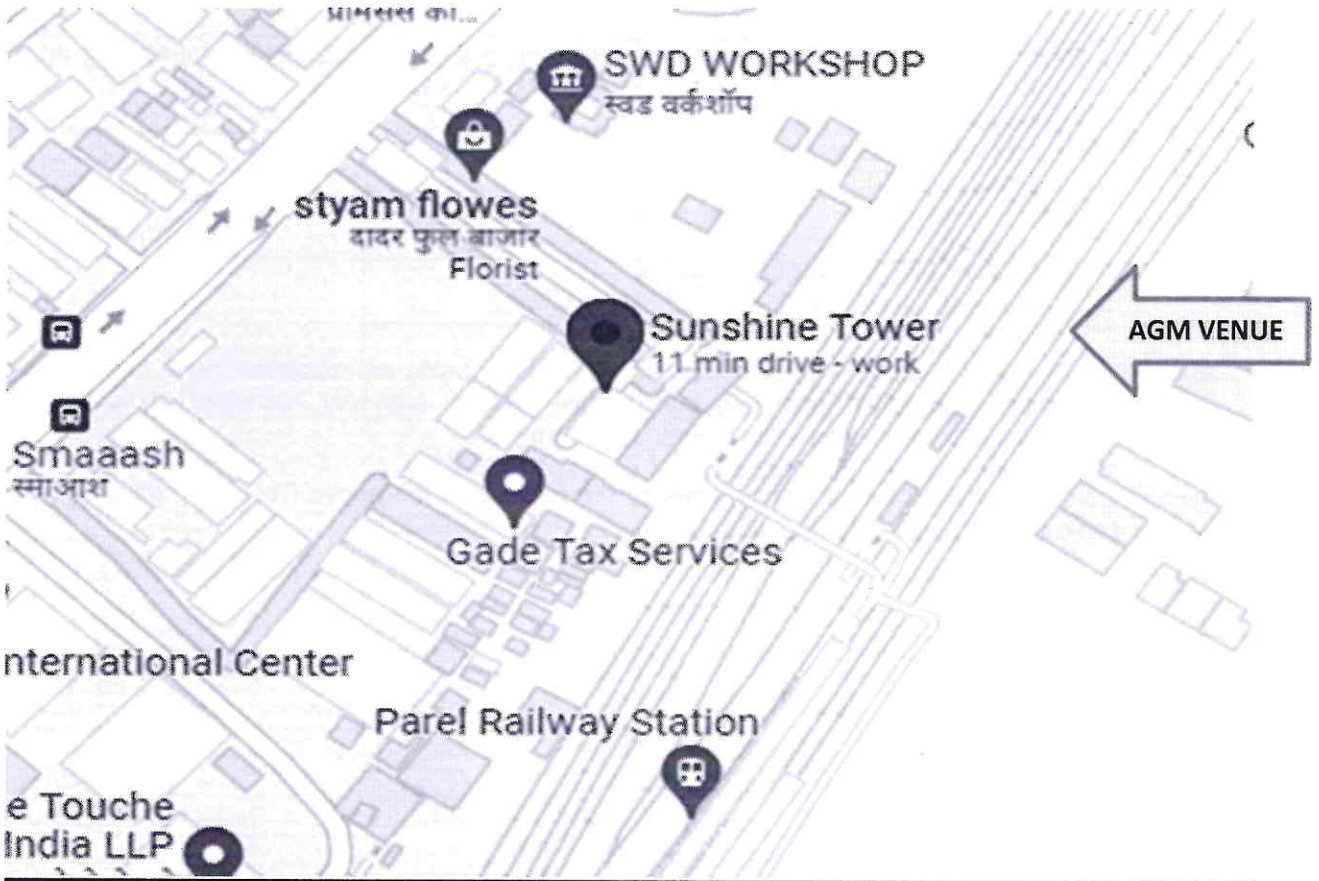
**Provincial Finance and Leasing Co Private Limited**

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.



**EXTRA ORDINARY GENERAL MEETING (No. 01/2022-23)**

**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. 01/2022-23) of the Company held on Monday, 12<sup>th</sup> December, 2022, at 05:00 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.





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. 01/2022-23) of the Company, to be held on Monday, 12<sup>th</sup> December, 2022 at 05:00 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	Appointment of Mr. Pradeep Parakh as an Independent Director of the Company		
2	Appointment of Mrs. Bharati Aindley as an Independent Director of the Company		

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

