

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2025-26 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PUNARVASU FINANCIAL SERVICES PRIVATE LIMITED WILL BE HELD ON TUESDAY, 03RD FEBRUARY 2026 AT 11.00 A.M. AT BOARD ROOM, 10TH FLOOR, "KALPATARU SYNERGY", OPP. GRAND HYATT HOTEL, VAKOLA, SANTACRUZ(E), MUMBAI - 400055 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

APPROVAL FOR GIVING ADDITIONAL LOAN TO SHREE SHUBHAM LOGISTICS LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving additional loan Shree Shubham Logistics Limited, Holding company of the company (hereinafter referred as "Borrowing Company") to the extent of Rs. 3,00,00,000/- (Rupees Three Crores only) (loan amount increased from Rs. 12 Crores to Rs. 15 Crores) in one or more tranches from time to time, which is to be utilized for the principal business activities of the borrowing company, (a company in which the director(s)/KMP(s) of the company are interested) and on such terms and conditions as may be decided by the Board of Directors/credit committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise and decide on the terms and conditions from time to time, execute necessary agreements, papers and documents for the aforesaid grant of additional loan to the holding company Shree Shubham Logistics Limited and to do all such acts, deeds, things and matters and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decision shall be final and binding on the company to settle any question, difficulty that may

arise in this regard and to delegate all or any of these powers to any committee of Directors or any other Officer / Employee in this connection.”

By Order of the Board
For Punarvasu Financial Services Private Limited

Date: 30.01.2026
Place: Mumbai



Kamal Kishore Jain
Kamal Kishore Jain
DIN: 00269810

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy form is attached with the said Notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting.
2. The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
3. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
6. Route-map to the venue of the Meeting is provided at the end of this Notice.
7. The Consent of all the 100% shareholder has been received.

By Order of the Board
For Punarvasu Financial Services Private Limited



Kamal Kishore Jain
Kamal Kishore Jain
DIN: 00269810

Date: 30.01.2026
Place: Mumbai

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

Item No. 1

Shree Shubham Logistics Limited (SSLL) is a holding Company of Punarvasu Financial Services Private Limited and the same is engaged in the Business of Warehousing and allied services. SSLL's business has been impacted primarily due to late rainfall across most states, resulting in a shortfall in expected business volumes in key regions. Additionally, the cash flow for the current quarter has been further affected by the ongoing arbitration with Rajasthan State Warehousing Corporation (RSWC), leading to delays in receipt of significant outstanding amounts.

Further, Maharashtra State Warehousing Corporation (MSWC), with whom SSLL had a Preservation, Maintenance & Security (PMS) Agreement valid till February 2025 and outstanding dues of approximately Rs. 4.40 Crores, has recently served a Show Cause Notice on SSLL, on SSLL threatening to adjust the outstanding amount against material shortages observed at certain locations covered under the agreement and seeking clarification from SSLL on the same which SSLL has found fictitious and irrelevant in nature and challenged all such claims made by MSWC.

SSLL is continuing to monetize certain low ROI yielding assets to address this situation and has been able to monetize some of the assets during current financial year which includes Netra, Neemuch, Merta & Sagar ALPs and surplus land at Vidisha. All of these sale transactions are expected to get over before March 2026. SSLL is still continuing its efforts to monetize certain other identified low yield generating assets.

To meet aforesaid funding requirements, SSLL is requiring short term funds upto Rs. 3 Crores to meet its working capital requirements. In order to meet above mentioned funds requirement, Holding Company has approached Punarvasu Financial Services Private Limited (PFSPL) which is the wholly owned subsidiary company of the SSLL.

There is no restriction/prohibition prescribed under Section 179, 185 and other applicable provisions, if any, of the Companies Act, 2013 including relevant provisions of RBI Act, 1934 as applicable to base layer of NBFC category under which PFSPL is classified; which restricts the Company for granting loan to its Holding Company. Also the company is having duly approved Board Policy allowing such transaction.

The Company had obtained opinion from M/s. Makrand Joshi & Co., Practicing Company Secretaries based at Mumbai stating that PFSPL, being a Non-Banking Financial Company categorized as Non-Systemically Important Non-Deposit Taking Company under NBFC-related provisions of the RBI Act, 1934, is not subject to Concentration of Credit/Investment norms. Therefore, PFSPL can lend funds to SSLL, its holding company, subject to fulfilment of the minimum Net Owned Funds (NOF) requirement as stipulated under RBI regulations applicable to its NBFC category.

The Shareholders in the Extra Ordinary General Meeting held on 22nd June, 2023 and Extra Ordinary General Meeting held on 15th December, 2023 accorded their approval to grant a loan of Rs. 10 Crores and Rs. 02 Crores respectively aggregating to total loan amount of Rs. 12 Crores to SSSL, in one or more tranches from time to time at a rate of interest of 10.75% per annum and upon such terms and conditions as may be mutually agreed upon. To meet its working capital requirements as stated above and temporary cash flow mismatch, it was proposed to approve further loan of Rs. 3 Crore to SSSL. After this, the Loan amount will increase from Rs. 12 Crores to Rs. 15 Crores.

The company has examined and have observed that post disbursement of the above mentioned additional short term loan upto Rs 3 crores to holding company, the NOF would remain above the minimum required NOF of Rs 10 crores currently prescribed for NBFCs of PFSPL category.

As per Section 185 of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that: -

- (a) A Special Resolution is passed by the company in General Meeting.
- (b) The loans are utilized by the borrowing company for its principal business activities.

Following are the brief particulars of Loan proposed to be given:

Sr No	Particulars	
1	Borrower	Shree Shubham Logistics Limited
2	Type of Facility	Working Capital Demand Loan (WC DL) (herein referred as the "Facility")
3	Facility Amount	Rs. 3 Crores.
4	Rate of Interest	10.75% p.a., subject to change as may be communicated Punarvasu from time to time
5	Purpose	Meeting working Capital requirements/general Business requirements
6	Availability Period	360 days from date of Sanction Letter
7	Tenure/Credit Period	WC DL: 30 Days Max. 360 Days(Per Tranche)
8	Processing Fees	NIL
9	Security	NIL
10	Guarantees	NIL

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) to its Holding Company for meeting its working capital requirements

including other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors has carefully evaluated the proposals and subject to approval of shareholders would provide such loan through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution given in this Notice for your approval as a Special Resolution.

The Register of Inter-Corporate Loans and Investments containing the details of the Loan, investment etc. already made by the Company is open for inspection during the office hours on any working day at the Registered Office of the company.

All the relevant documents considered at the meeting can be inspected at the officer hours on working days at the registered office of the company.

Save and except Mr. Maneesh Mansingka (DIN: 00031476), Mr. Kamal Kishore Jain (DIN: 00269810), Mr. Manoj Garg (CFO), and Mr. Jigar Joshi (Company Secretary) none of the other Directors, KMPs of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the Special Resolution set out at Item No. 1.

By Order of the Board
For Punarvasu Financial Services Private Limited



Kamal Kishore Jain
Kamal Kishore Jain
DIN: 00269810

Date: 30.01.2026
Place: Mumbai

Punarvasu Financial Services Private Limited

(CIN: U67120MH1993PTC073611)

Regd. Office: Off.No.2I, 2J, 2E & 2F, 2nd Floor, Rushabh Chamber Plot No.609, Off.Makwana Road,
Marol Naka, Andheri MUMBAI Mumbai City MH 400059 IN

Email: CS.Punarvasu@punarvasu.co.in

Telephone: 022-35007500

Attendance Slip

I hereby certify that I am a registered member / proxy for the registered member of the Company.

I/we certify that I/we am/are registered member(s)/ proxy for the registered member(s) of the Company.

I/we hereby record my/our presence at the **01/2025-26 EXTRA ORDINARY GENERAL MEETING** of the Company being held on Tuesday, 03rd February 2026 AT 11.00 A.M. AT BOARD ROOM, 10TH FLOOR, "KALPATARU SYNERGY", OPP. GRAND HYATT HOTEL, VAKOLA, SANTACRUZ(E), MUMBAI – 400055

Registered Folio No.	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	
No. of equity shares	

Signature of Proxy

Signature of Member

Notes

Note (s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

Please read the instructions printed under the Notes to the Notice of this Extra Ordinary General Meeting.

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]

Punarvasu Financial Services Private Limited

(CIN: U67120MH1993PTC073611)

Regd. Office: Off.No.2I, 2J, 2E & 2F, 2nd Floor, Rushabh Chamber Plot No.609, Off.Makwana Road,
Marol Naka, Andheri MUMBAI Mumbai City MH 400059 IN

Email: CS.Punarvasu@punarvasu.co.in

Telephone: 022-35007500

Name of Member		Registered address & Email Id:	
DPID & client ID*			
Folio No.		No. of Shares	

I / We, being the member(s) of above Company holding _____ shares, hereby appoint below at sr. no. 1 or failing him sr. 2 or failing him sr. 3,

Sr.	Name of proxy (ies)	Address & email Id	Signature
1			
2			
3			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2025-26 EXTRA ORDINARY GENERAL MEETING of the Company, to be held on, Tuesday, 03rd February 2026 AT 11.00 A.M. AT BOARD ROOM, 10TH FLOOR, "KALPATARU SYNERGY", OPP. GRAND HYATT HOTEL, VAKOLA, SANTACRUZ(E), MUMBAI – 400055 and at any adjournment thereof in respect of such resolutions as are indicated below resolution no. (Mentioned in detail in EOGM Notice):

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

No.	Resolutions	For	Against
1.	APPROVAL FOR GIVING ADDITIONALLOAN TO SHREE SHUBHAM LOGISTICS LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013		

Signed this _____

Affix
revenue
stamp

Signature of shareholder

Signature of Proxy holder

Notes:

1. The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.
- * Applicable for investors holding shares in electronic form.
 - ** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

