

PASUPATI FINCAP LIMITED

Registered Office: Village Kaprivias, Dharuhera (Distt. Rewari)

Haryana-123106

Ph: 9211515079

Website : www.pasupatifincap.co.in

CIN –L70100HR1996PLC033099

NOTICE

Notice is hereby given that **30th Annual General Meeting** of members of **Pasupati Fincap Limited** will be held on **Tuesday, 30th September 2025** at **12:00 P.M.** through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

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

To receive, consider and adopt the standalone Financial Statements of the Company for the year 2025 including Audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Regularisation of Mr. Rishabh Talwar (DIN 10316259) as Non-Executive and Non-Independent Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rishabh Talwar (DIN 10316259) who was appointed by the Board with effect from 29th May, 2025 as an Additional director and who holds the office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-executive and Non-Independent Director of the Company, whose office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

3. **Appointment of Mr. Sanjeev Khanna (DIN 11083364) as Non-Executive and Independent Director 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 in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sanjeev Khanna (DIN 11083364) who was appointed by the Board with effect from 29th May, 2025 as an Additional director and who holds the office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-executive and Independent Director of the Company, for a term of 5 consecutive years starting from 29th May, 2025 till 28th May, 2030 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

4. **Appointment of Mrs. Sandhya Kohli (DIN 10527387) as Non-Executive and Independent Director 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 in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sandhya Kohli (DIN 10527387) who was appointed by the Board with effect from 29th May, 2025 as an Additional director and who holds the office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-executive and Independent Director of the Company, for a term of 5 consecutive years starting from 29th May, 2025 till 28th May, 2030 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

5. **Regularisation of Mr. Anil Malik (DIN 10948189) as Director of the Company.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 and 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Malik (DIN 10948189) who was appointed by the Board with effect from 29th May, 2025 as an Additional director and who holds the office upto the date of this Annual General Meeting , be and is hereby appointed as a Director of the Company, whose office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

6. **Appointment of Mr. Anil Malik (DIN 10948189) as Whole Time Director of the Company.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 203, read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Malik (DIN: 10948189) who was appointed by the Board with effect from 29th May, 2025, be and is hereby appointed as a Whole Time Director of the Company, for a term of 5 consecutive years starting from 29th May, 2025 till 28th May, 2030 and whose office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

7. **Appointment of M/s. Akash & Co., Company Secretaries, as Secretarial Auditor of the Company.**

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

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“RESOLVED THAT pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, , Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time in force, M/s. Akash & Co., Company Secretaries, who has confirmed his eligibility & given his consent to act as such, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, be and is hereby appointed as Secretarial Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of 35th Annual General meeting for a term of 5 consecutive years at such remuneration as may be fixed by the Board in consultation with the Audit Committee of the Company.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

8. **Approval of Alteration in the Object Clause of the Memorandum of Association 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 4, 13 and 15 of the Companies Act, 2013 (“the Act”) read with The Companies (Incorporation) Rules, 2014 including any modification or re-enactment thereof and other applicable provisions thereof, consent of the members, is be and hereby accorded to alter and amend the Object clause of the Memorandum of Association of the Company as follows:

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 4, 13 and 15 of the Companies Act, 2013 (“the Act”) read with The Companies (Incorporation) Rules, 2014 including any modification or re-enactment thereof and other applicable provisions thereof, consent of the members, is be and hereby accorded to alter and amend the Object clause of the Memorandum of Association of the Company as follows:

A. The existing Main Objects of Clause 3 (A) be altered by replacing the same with the following new Clause 3 (A) as under:

1. To carry on business as manufacturers, dealers, stockists, importers, exporters, suppliers and commission agents in polyester filament yarn, twisting, dyeing, fancy twisted and blended yarn of polyester, viscose, art silk yarn, and rayon yarn, including any other varieties of yarn, fibers and cloth, cotton man-made fibres other fibres, cotton, yarn, stamp yarn, man-made fibres yarn, other fibres yarn, cloth, powerloom cloth and handloom cloth and to carry on the business of agency and manufacturer's representative of all or any of the above items.
2. To purchase or take on lease or otherwise acquire and establish ginning factories and process houses for processing, dyeing and bleaching of cloth and yarn and to receive goods for sale on consignment basis in respect of items mentioned in clause 1 above.
3. To carry on the business of manufacturers, producers, processors, jobbers, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of fabrics and textiles, industrial fabrics, tapes, ropes, cords, twines, canvas, terry towels, durries, newar, parachutes, carpets, rugs, blankets, namdas, tarpaulin, linens, bed spreads, pillows, quilts, mattresses, upholstery and all other products prepared, manufactured, stuffed or made from any combination of nylon, polyester, acrylic, polyester staple fibre including recycled polyester staple fibre, rayon, silk, artificial silk linen, cotton, wool, jute and any other synthetic, artificial and natural fibre including fibre glass.
4. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of ready-made garments, surgical cotton, surgical bandages, lints, gauge, sanitary goods and other similar goods necessary for medical aid, hospital needs, as are made from or with cotton, nylon, silk, polyester, acrylics, jute, wool and other kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical and other means and to manufacture, produce, process, recycle, buy, supply, sell, import, export or to act as stockists, commission agents, jobbers, dealers, brokers & agents or otherwise deal in all types of plastic products, virgin or recycled, whether primary, intermediate or in final form.
5. To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers of Sheet Metal Components, Plastic Moulding Components for Microwave, Washing Machine

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and some auto parts plastic, moulded industrial articles, Multimedia Speakers, Speakers and moulded parts of speakers, industrial components and articles, or their allied and auxiliary plastic products.

6. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

B. The existing Matters which are necessary for furtherance of the Objects specified in Clause 3(A) of Clause 3 (B) be altered by replacing the same with the following new Clause 3 (B) as under:

1. To carry on the above business either as proprietors or, partners in concerns under different trade names carrying on businesses or business similar to those of the above objects of the Company and to invest such fund or funds of the Company in such concern or concerns as may be required from time to time.
2. To take over, acquire and obtain the assets, business or goodwill or undertaking of any other company, person or firm or to arrive at an arrangement with or act in union with or to amalgamate with other Company having altogether or in part business similar to the above objects of the Company, subject to applicable provisions of the Companies Act, 2013.
3. To buy, sell, import and export and/or otherwise deal in all such plant, machinery, equipment, components, raw materials, stores, packing materials, as are necessary for manufacturing, treating, preparing, mixing, combining, extracting, distilling, sterilizing, recovering, refining, synthesizing and/or otherwise producing any of the aforesaid commodities.
4. To ratify and adopt agreements made or entitlements or licences received by the promoters for setting up the industry or for foreign collaboration either for technical know-how or for financial aids or in relation to import of machineries, equipment, spare parts, and raw materials relating to the aforesaid main objects of the Company.
5. To undertake and execute any contracts for works involving the supply or use of any of the above-mentioned services, products or things.
6. To buy, sell, refine, improve, manipulate, import, export or otherwise deal in any merchandise, commodities, raw materials, wholly or partly manufactured articles, things, wares, goods, produce products, necessary for or incidental to the manufacture, experimentation, manipulation and research in any of the above mentioned business or for any of the purposes of the Company.

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7. To purchase, erect, improve, manage, develop or take on lease or otherwise any mills, factories, foundries, machinery and any other movable property or immovable property for the purposes of the Company.
8. To establish and maintain any agencies or branches in any part of the world for the sale of any materials, articles or things for the time being at the disposal of the Company or for sale or purchase of goods and materials required by the Company or its constituents or for other purposes and to appoint managers, brokers, canvassers, contractors and other persons for the purpose of the Company and to discontinue and discharge the same.
9. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, and exhibition of works of art or interest, by publication of books and periodicals or by granting prizes, rewards and donations, subject to applicable provisions of the Companies Act, 2013.
10. Subject to applicable provisions of the Companies Act, 2013 to borrow or raise or secure the payment of moneys or to receive moneys on deposit at interest or otherwise for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures.
11. To lend money to such persons or companies and on such terms and conditions as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contract by any such persons or companies but not to carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
12. To invest surplus moneys with or without security and generally to make advances of sum or sums of money upon or in respect of for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company with or without security and upon such terms and subject to such conditions as the Company may think expedient.
13. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign, purchase, sell and otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments in connection with the business of the Company.

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14. To remunerate any persons or firms or companies for services rendered or to be rendered in placing of any shares of the Company's capital or any debentures or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of any rights or property by the Company or the conduct of its business or otherwise in whatsoever respect and to provide for the payment of such remuneration in cash or by the issue of or allotment of shares, debentures or other securities of the Company or by granting of options to take the same or by any other manner allowed by law.
15. To guarantee the payment or money secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any company or of any authority Central, State, Municipal, Local or otherwise, or of any other person whether incorporated or not incorporated and to transact all kinds of guarantee business and to further transact all kinds of trust and agency business in connection with the business of the Company.
16. Subject to applicable provisions of the Companies Act, 2013 to acquire, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical collaboration, technical know-how or for such other purposes that may seem calculated to be beneficial and conducive to the objects of the Company.
17. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
18. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, license, devices, processes, patent rights, trade marks, designs, formulae and the like conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant license in respect thereof, or otherwise turn

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- to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
19. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
 20. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements, and establishment of this Company and the issue and subscription of the shares or loans or capital including brokerage and/or commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping, circulating of Proxies and forms to be filled up by the members of the Company.
 21. To promote, form and register and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of this Company or for any other purposes, which may seem directly or indirectly calculated to benefit this Company and to be interested in or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum and to subsidize or otherwise assist any such company and to undertake the management and secretarial or other works, duties and business of any such company on such terms as may be arranged.
 22. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repaying, improving, expanding or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company or for any purposes whatsoever.
 23. To subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures or other interest in any other company having objects altogether or in part similar to those of this Company.
 24. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends secured on forfeited shares or any moneys arising from the sale by the Company of forfeited shares.

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25. To subscribe or contribute or otherwise to assist or guarantee moneys to charitable, benevolent, religious, scientific, public or any other useful institutions, subjects or purposes or for any exhibition, subject to the provisions of the Companies Act, 2013.
26. To obtain or help in obtaining any order or Notification of any Government or legislative authority for enabling the Company to carry on any of its objects, into effect or affecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
27. To aid pecuniarily or otherwise any association, company, firm, person, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade and to contribute moneys within such limits as may for the time be prescribed by law to scientific, charitable or public objects.
28. To pay, satisfy or compromise any claim made against the Company which it may deem expedient to pay, satisfy or compromise, notwithstanding that the same may not be valid in law or to refer any claims by or against the Company to arbitration and to challenge and perform the awards.
29. To provide for the welfare of the Directors, Ex-Directors and the employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or providing houses or flats or by contribution to provident Fund and other associations, institutions, funds or trusts by contribution to pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other assistance and amenity as the Company may think fit.
30. To train in the Company's factories or to pay for training in other institutions in India or abroad any of the Company's Directors, employees or other candidates as the Directors think fit in the interest of and for the furtherance of the Company's business.
31. To enter into agreements with employees, engineers, technicians, workmen, office staff, salesmen and any other persons having special knowledge of matters relating to business or conducting of business of the Company.

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32. Subject to the provisions of the Companies Act, 2013 to indemnify members, officers, Directors, promoters and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done for and in the interest of the Company or for any loss or damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.
33. To distribute in specie during winding up any property and assets of the Company amongst the members.
34. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all acts and things as are incidental or conducive to the attainment of the objects of the Company specified under Clause 3(A) above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.”

9. **Approval of Shifting of Registered Office of the company from the State of Haryana to the National Capital Territory (NCT) of Delhi.**

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 the section 12, 13 read with the Rule 30 of the Companies (Incorporation) Rules, 2014 and such other statutory provisions as may be applicable (including any statutory modification(s) and re-enactment(s) thereof) and as per relevant provisions of Articles of Association of the Company and subject to the approval of Regional Director, Northern Region, consent of the shareholders be and is hereby accorded to shift the registered office of the Company from State of Haryana to the NCT of Delhi and to substitute the Clause 2nd of the Memorandum of Association of the Company by the following clause:

“2. The registered office of the Company will be situated in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized severally to file a petition before the Regional Director, Northern Region and to do all such acts and things and make such applications/ affidavits, notices as may be necessary to give effect to this resolution including but not limited to signing of relevant documents required to file such petition.

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RESOLVED FURTHER THAT Mr. Anil Malik (DIN: 10948189) Whole Time Director of the Company, be and is hereby authorized to appoint and authorize Practicing Company Secretary/ Advocate to appear, represent, to make such statement, furnish information and do such things, as may be required on behalf of the Company before the Central Government /Regional Director, Northern Region, Delhi, Ministry of Corporate Affairs, Government of India, Registrar of Companies and any other Government Authority constituted in that behalf, in the matter of the Petition to be filed by the Company for shifting of the Registered Office of the Company and proposed alteration of situation Clause of the Memorandum of Association.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and file necessary e-forms and returns, if any with the concerned Registrar of Companies and Regional Director.”

By Order of the Board
For Pasupati Fincap Limited



Date: 30th August 2025

Place: Haryana

Anil Malik
Whole Time Director
DIN: 10948189

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.pasupatifincap.co.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA

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Circular No. 2/2021 dated January 13, 2021 and Circular No. 09/2024 dated September 19, 2024.

8. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by the company after 1st April, 2020 shall be taxable in the hands of the members. The Company shall therefore, deduct Tax at Sources (TDS) at the time of making payment of the dividend. In order to enable us to determine the appropriate TDS rate, as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax, 1961. For more details, Please refer to the Notice of the AGM.
9. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company at pasupatifincaplimited@gmail.com and The Skyline Financial Services Private Limited (RTA) at compliances@skylinerta.com by providing their Name as registered with the company, Address, email ID, PAN, Folio Number and Number of shares held by them or by click <http://www.skylinerta.com/EmailReg.php>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 27th September 2025 at 9:00 A.M. and ends on Monday, 29th September 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 24th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 24th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method

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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

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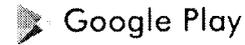
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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send

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scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akash@akashandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai- 400 013 at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email pasupatifincaplimited@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to pasupatifincaplimited@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pasupatifincaplimited@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The result of voting will be announced at Village Kapriwas Dharuhera distt Rewari, Haryana- 123106, by the Chairperson of the **AGM on Friday, 03rd October 2025**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

**By Order of the Board
For Pasupati Fincap Limited**



Date: 30th August, 2025

Place: Haryana

**Anil Malik
Whole Time Director
DIN: 10948189**

Explanatory Statement

(Pursuant to section 102(1) of Companies Act, 2013)

****Since the Board of the Directors of the Company comprises of Additional Directors only, liable to be regularized in the ensuing Annual General Meeting, none of them are eligible to retire by rotation in terms of Section 152(6) of Companies Act, 2013.***

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

ITEM: 2-

Mr. Rishabh Talwar (DIN 10316259) was appointed as an Additional Director of the Company, liable to retire by rotation, by the Board of directors at their meeting held on May 29, 2025, with effect from the same date, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations').

The Nomination and Remuneration Committee is of the view that Mr. Rishabh Talwar (DIN 10316259) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to regularize his appointment as Non-Executive and Non-Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders for passing this Ordinary Resolution as set forth in item no. 2 for your approval.

The terms and conditions for appointment of Mr. Rishabh Talwar (DIN 10316259) as a Non-Executive Non-Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 2 of this Notice.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given under **Annexure 1** as attached hereunder for the perusal of the Members.

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ITEM: 3-

Mr. Sanjeev Khanna (DIN 11083364) was appointed as an Additional Director of the Company, by the Board of directors at their meeting held on May 29, 2025, with effect from the same date, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’).

The Nomination and Remuneration Committee is of the view that Mr. Sanjeev Khanna (DIN 11083364) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and fulfills the independence requirement criteria as necessary for an independent director and he is independent of the management of the company.

Hence, it is desirable to appoint him as Non-Executive and Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders to pass this Special Resolution as set forth in item no.3 for your approval.

The terms and conditions for the appointment of Mr. Sanjeev Khanna (DIN 11083364) as a Non-Executive and Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 3 of this Notice.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given under **Annexure 1** as attached hereunder for the perusal of the Members.

ITEM: 4-

Mrs. Sandhya Kohli (DIN 10527387) was appointed as an Additional Director of the Company, by the Board of directors at their meeting held on May 29, 2025, with effect from the same date, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’).

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The Nomination and Remuneration Committee is of the view that Mrs. Sandhya Kohli (DIN 10527387) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and fulfills the independence requirement criteria as necessary for an independent director and she is independent of the management of the company.

Hence, it is desirable to appoint her as Non-Executive and Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders to pass this Special Resolution as set forth in item no. 4 for your approval.

The terms and conditions for the appointment of Mrs. Sandhya Kohli (DIN 10527387) as a Non-Executive and Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 4 of this Notice.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given under **Annexure 1** as attached hereunder for the perusal of the Members.

ITEM: 5-

Mr. Anil Malik (DIN 10948189) was appointed as an Additional Director of the Company, liable to retire by rotation, by the Board of directors at their meeting held on May 29, 2025, with effect from the same date, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations').

The Nomination and Remuneration Committee is of the view that Mr. Anil Malik (DIN 10948189) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to regularize his appointment as Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders pass this Ordinary Resolution as set forth in item no. 5 for your approval.

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The terms and conditions for appointment of Mr. Anil Malik (DIN 10948189) as Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 5 of this Notice.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given under **Annexure 1** as attached hereunder for the perusal of the Members.

ITEM: 6-

Mr. Anil Malik (DIN 10948189) was appointed as an Additional Director, later designated as Whole Time Director of the Company, liable to retire by rotation, by the Board of directors at their meeting held on May 29, 2025, with effect from the same date, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations').

The Nomination and Remuneration Committee is of the view that Mr. Anil Malik (DIN 10948189) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to approve his appointment as Whole Time Director of the Company for a term of 5 consecutive years commencing from 29th May, 2025 till 28th May, 2030.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders pass this Ordinary Resolution as set forth in item no. 6 for your approval.

The terms and conditions for appointment of Mr. Anil Malik (DIN 10948189) as Whole Time Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 6 of this Notice.

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Haryana-123106

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CIN – L70100HR1996PLC033099

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given under **Annexure 1** as attached hereunder for the perusal of the Members.

ITEM: 7-

The Board at its meeting held on August 30, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Akash & Co., Practising Company Secretaries (Peer Review Certificate No.: 3283/2023) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, to hold office from the conclusion of this 30th Annual General Meeting ('AGM') till the conclusion of 35th AGM of the Company, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Akash & Co. has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Akash & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board of Directors have agreed that in addition to conducting the Secretarial Audit, the proposed Secretarial Auditor shall also issue to the Company such certificates as may be required under applicable laws from time to time.

The terms and conditions for appointment of M/s. Akash & Co. as Secretarial Auditor of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Ordinary Resolution as set out in Resolution No. 7 of this Notice.

The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as **Annexure 2**.

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ITEM: 8-

Presently, Clause 3 of the Memorandum of Association (“MOA”) sets out the Main Objects under sub-clause (A) and matters necessary for furtherance under sub-clause (B). In order to better align with our evolving corporate strategy and diversify into, “Manufacture, trade, and process a broad range of textile products—from various yarns and fabrics to ready-made and medical textiles—while also producing and dealing in plastic goods (virgin or recycled) across the supply chain.”, the Board of Directors in its Board meeting held on 30th August 2025 proposed to comprehensively amend Clause 3 of the MOA to incorporate a new set of objects. These amendments will replace the existing objects in their entirety to reflect our revised objectives and operational focus. This update is essential for enabling the Company to lawfully and strategically pursue the expanded scope.

In terms of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, alteration of any clause of the Memorandum requires the approval of shareholders by way of Special Resolution. Consequently, shareholders’ consent is sought for the complete drafting of the Objects Clause to incorporate the revised Main Objects and ancillary matters.

None of the Directors, Key Managerial Personnel, or their respective relatives, are in any way concerned or interested (financially or otherwise) in the proposed alteration, except to the extent of their shareholding in the Company, if any. If any interest arises, it will be disclosed transparently in the resolution notice.

Draft copies of the proposed amended MOA and the Board Resolution authorizing the proposed changes will be available for inspection at the registered office between office hours, till the date of Annual general meeting and at the venue on the date of the meeting.

Your directors believe that the proposed alteration is in the best interests of the Company and, therefore, recommend the Special Resolution set out at Item No. 8 of the Notice for your approval.

ITEM: 9-

The Board in its meeting held on 30th August 2025 has recommended shifting of the registered office of the Company from State of Haryana to the state of Delhi.

To ensure smooth operations and efficient management of the Company, the Directors recommend shifting of the registered office of the Company by amending Clause 2 of the Memorandum of Association of the Company by way of passing Special resolution. Hence, the Directors recommend the Special resolution under Item No. 9 of the Notice for approval of the Shareholders.

Draft Copy of the altered Memorandum of Association is available for physical inspection at the Registered Office of the Company on all working days between 11:00 A.M and 1:00 P.M till the date of Annual General Meeting and shall also be available at the venue during the meeting.

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None of the Directors, Key Managerial Personnel, or their respective relatives, are in any way concerned or interested (financially or otherwise) in the proposed alteration, except to the extent of their shareholding in the Company, if any. If any interest arises, it will be disclosed transparently in the resolution notice.

Your directors believe that the proposed alteration is in the best interests of the Company and, therefore, recommend the Special Resolution set out at Item No. 9 of the Notice for your approval.

**By Order of the Board
For Pasupati Fincap Limited**



Date: 30th August, 2025

Place: Haryana

**Anil Malik
Whole Time Director
DIN: 10948189**

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Annexure 1

Particulars	ANIL MALIK	RISHABH TALWAR	SANDHYA KOHLI	SANJEEV KHANNA
Category of Directors	WHOLE TIME DIRECTOR	NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR	NON-EXECUTIVE AND INDEPENDENT DIRECTOR	NON-EXECUTIVE AND INDEPENDENT DIRECTOR
Age	66 years old	31 years old	38 years old	60 years old
Qualification/Brief Resume	Holds degree of Bachelor of Commerce (Honors)	Holds a bachelor's degree in business administration	Holds a Master of Business administration in Finance	Holds bachelor's degree in arts
Experience/nature of expertise	He has 35+ years of experience in the field of Banking and Marketing.	He possesses over 10 years of extensive knowledge and experience in the fields of manufacturing, capital markets and trading.	She has more than 20 years of experience in the Stock Market.	He has more than 35 years of Work experience in the field of Retail, Marketing & Trading industry,
Date of appointment & Terms and Conditions of Appointment/re-appointment	29 th May 2025 & As approved by Board	29 th May 2025 & As approved by Board	29 th May 2025 & As approved by Board	29 th May 2025 & As approved by Board
Disclosure of relationship as between the Directors, Managers and Key Managerial Personnel	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.	Not related to any of the Directors, Managers and Key Managerial Personnel of the Company.
Remuneration sought to be paid	Rs. 20,000 p.m.	NIL	NA (Only the sitting fee is paid to the independent directors)	NA (Only the sitting fee is paid to the independent directors)

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Shareholding in the Company	NIL	NIL	NIL	NIL
Names of entities in which the person also holds the directorship, and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	<p>1. GEOECO GREEN ENERGY LIMITED (Non-executive Director)</p> <p>2. RACE GATEWAY LIMITED (Non-executive Director)</p>	<p>1. KALYAN CAPITALS LIMITED (Non-executive and Independent Director)</p> <p><u>Membership in the following Committees:</u></p> <p>Audit Committee</p> <p>2. SNS PROPERTIES AND LEASING LIMITED (Non-executive and Independent Director)</p> <p><u>Membership in the following Committees:</u></p> <p>a. Audit Committee</p> <p>b. Nomination and Remuneration Committee</p> <p>c. Stakeholder Relationship Committee</p>	<p>ROTOGRAPHICS (INDIA) LIMITED (Non-executive and Independent Director)</p> <p><u>Membership in the following Committees:</u></p> <p>a. Audit Committee</p> <p>b. Nomination and Remuneration Committee</p> <p>c. Stakeholder Relationship Committee</p>	NIL
The skills and capabilities required for the role of independent director and the manner in which the proposed person meets such requirements.	Not Applicable	Not Applicable	The role requires strong governance, strategic insight, and independent judgment; Mrs. Sandhya Kohli brings proven expertise in finance and stock market, risk oversight, and board-level leadership, fitting	The role requires strong governance, strategic insight, and independent judgment; Mr. Sanjeev Khanna brings proven expertise in

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			these requirements succinctly.	retail, market and trading industry, risk oversight, and board-level leadership, fitting these requirements succinctly.
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Annexure 2

REQUIREMENTS	PARTICULARS
Proposed fees payable to the Secretarial Auditor along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	<ol style="list-style-type: none">1. Proposed fee payable: Rs. 25,0002. Terms of Appointment: As decided between the Board and the Secretarial Auditor3. Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: NA
Basis of recommendation for appointment including the details in relation to and credentials of Secretarial Auditor proposed to be appointed.	M/s Akash & Co., Company Secretaries, which provides wide array of professional services such as Corporate Restructuring, Due Diligence, handling corporate governance matters, managing compliance, and advising various corporate legal issues.

By Order of the Board
For Pasupati Fincap Limited



Date: 30th August 2025

Place: Haryana

Anil Malik
Whole Time Director
DIN: 10948189