



Parag Parikh Financial Advisory Services Limited
Extraordinary General Meeting

Parag Parikh Financial Advisory Services Limited

Registered Office:- 103, Veena Chambers, 21 Dalal Street, Mumbai 400 001.

CIN: U67190MH1992PLC068970

NOTICE

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Parag Parikh Financial Advisory Services Limited will be held on Thursday, 23rd April, 2015 at 4.00 pm at Great Western Building, 130/132, 1st Floor, Shahid Bhagat Singh Marg, Opp. Lion Gate, Fort, Mumbai 400 001 to transact the following businesses:

SPECIAL BUSINESS:

Item No- 1 – To approve the conversion of the Company from a Public Limited Company to a Private Limited Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and any other applicable provisions of the Companies Act, 2013, if any, Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in pursuance of General Circular No. 18/2014 dated June 11, 2014 and subject to such approval, permission or sanction of the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and such other appropriate authorities, as may be required, the consent of the Company be and is hereby accorded to convert the company from 'Public Limited' to 'Private Limited' and consequently the name of the company be changed from 'Parag Parikh Financial Advisory Services Limited' to 'Parag Parikh Financial Advisory Services Private Limited' by inserting the word 'PRIVATE' before the word 'LIMITED'.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolution”.

Item No- 2 - Alteration of Name Clause contained in the Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

“The Name of the Company is PARAG PARIKH FINANCIAL ADVISORY SERVICES PRIVATE LIMITED.”

Item No- 3 – Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and conversion to a Private Limited Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a private limited company and thereby inserting the restrictive clause as per Section 2(68) of the Act.

RESOLVED FURTHER THAT the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Neil Parikh, Director be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

For and on behalf of Board of Directors of
Parag Parikh Financial Advisory Services Limited

Ashish Shah
Director
(DIN No: 02887514)

Neil Parikh
Director
(DIN No: 00080269)

Place: Mumbai

Date: March 24, 2015

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED, AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
3. Members/Proxy Holders are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.
4. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your email – id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
6. All documents referred to in the accompanying Notice and Explanatory Statement (including the Memorandum and Articles) are open for inspection at the Corporate Office of the Company on all working days between 11.00 a.m. and 3.00 p.m upto the date of the Extraordinary General Meeting.

Annexure to Notice

Explanatory Statement:

(Pursuant to Section 102 (1) of the Companies Act, 2013)

ITEM 1 :

The Company is incorporated as a public limited company in 1992. It started business as a stock broker of BSE and NSE. In due course, the Company transformed from a stock broker to a portfolio manager. The company has sponsored a SEBI registered mutual fund. Company has surrendered its stock broking registration. The Company continues to act as a financial advisor, a distributor of third party financial products, a portfolio manager and as a Sponsor to PPFAS Mutual Fund. Existing business model does not require intensive capital investment.

Since the operations of the Company have curtailed owing to the closure of stock broking business, the approval of the Members are sought to convert the Company to a private limited company from a public company.

The Board is of the view that it would be appropriate to convert the Company into a Private Limited Company as the total number of members is below two Hundred. The Board has approved the same at its meeting held on March 24, 2015.

As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a private limited company.

The Members are requested to note that the conversion to a Private Limited Company is subject to the approval granted by the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

ITEM 2:

The conversion of the Company to a private limited company will result in amending the name clause of the Memorandum of the Company since the name of the Company will change from 'Parag Parikh Financial Advisory Services Limited' to 'Parag Parikh Financial Advisory Services Private Limited'.

In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company. The Board has approved the amendment at its meeting held on March 24, 2015.

The Members are requested to note that the amendment is subject to the approval granted by the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

ITEM 3:

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1992. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the New Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. The conversion of the Company to a private limited company will result in amending the Articles and instituting restricting clause applicable to a private limited company as per Section 2(68) of the Companies Act, 2013. However, it is expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a private limited company.

Hence the Board of Directors at its meeting held on March 24, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Members are requested to note that the amendment is subject to the approval granted by the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

For and on behalf of Board of Directors of
Parag Parikh Financial Advisory Services Limited

Ashish Shah
Director
(DIN No: 02887514)

Neil Parikh
Director
(DIN No: 00080269)

Place: Mumbai

Date: March 24, 2015

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: U67190MH1992PLC068970
Name of the company: Parag Parikh Financial Advisory Services Limited
Registered office: 103, Veena Chambers, 21 Dalal Street, Mumbai 400 001.

Name of the member (s) :
Registered address :
E-mail Id:
Folio No :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : Address :

E-mail Id :

Signature :....., or failing him

2. Name : Address:

E-mail Id :

Signature:....., or failing him

3. Name : Address:.....

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the 23rd day of April 2015 At 4.00 p.m. At Great Western Building, 130/132, 1st Floor, Shahid Bhagat Singh Marg, Opp. Lion Gate, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
Special Business	
1	To approve the conversion of the Company from a Public Limited Company to a Private Limited Company
2	Alteration of Name Clause contained in the Memorandum of Association
3	Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and conversion to a Private Limited Company

Signed this day of..... 20....

Signature of shareholder

Please affix Re.1
Revenue Stamp

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.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

CIN : U67190MH1992PLC068970

Name of the company : Parag Parikh Financial Advisory Services Limited

Registered office : 103, Veena Chambers, 21 Dalal Street, Mumbai 400 001.

Name of the Member(s)/ Proxy (In Block Letters)	
Folio No.	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company at Great Western Building, 130/132, 1st Floor, Shahid Bhagat Singh Marg, Opp. Lion Gate, Fort, Mumbai 400 001 on 23rd day of April 2015 At 4.00 p.m.

Signature of the Member(s)/Proxy

Notes:

1. Members are requested to bring their copies of Notice at the EGM.
2. Please strike off whichever is not applicable.

Book-Post

Mr./Mrs. _____

If not delivered, please return to:

Parag Parikh Financial Advisory Services Ltd.

Great Western Building, 1st Floor, 130/132, Shahid Bhagat Singh Marg, Near Lion Gate,
Fort, Mumbai - 400 001. INDIA.

Tel. : 91 - 22 - 6140 6555 Fax : 91 - 22 - 2284 6553

Website: www.ppfas.com Email: email@ppfas.com