CIN: L74899DL1994PLC058964

GST NO. 07AAACP1326P1ZB

WEBSITE: www.proclbglobal.com

deepika@provestment.net/deepika.proclbglobal@gmail.com

Date: 24.08.2024

TO,

THE SECRETARY

CORPORATE RELATIONSHIP DEPARTMENT

BSE LIMITED

PHIROZE JEEJEEBHOY TOWERS

DALAL STREET, MUMBAI- 400001

ISIN: INE438C01010

Dear Sir/Madam,

REF: SCRIP CODE: 540703 --- PRO CLB GLOBAL LIMITED (Formerly PROVESTMENT SERVICES LIMITED)

SUB: NOTICE OF 30TH ANNUAL GENERAL MEETING

Please find attached herewith Notice of the 30th Annual General Meeting of the Company, scheduled to be held on Monday, September 16th, 2024 at 10:00 A.M. (IST), at B-4/148C Safdarjang Enclave, New Delhi-110029.

This is for your information and record.

Yours faithfully,

FOR PRO CLB GLOBAL LIMITED (Formerly PROVESTMENT SERVICES LIMITED)

DEEPIKA RAJPUT
(COMPANY SECRETARY AND COMPLIANCE OFFICER)

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NOTICE

NOTICE is hereby given with pursuant to Section 96 and 101 of the Companies Act, 2013 ("The Act") that the 30th (Thirtieth) ANNUAL GENERAL MEETING of the Members of the PRO CLB GLOBAL LIMITED (Formerly PROVESTMENT SERVICES LIMITED) (CIN: L74899DL1994PLC058964) will be held on Monday, 16th day of September 2024, at 10:00 A.M. at B-4/148C, Safdarjung Enclave, New Delhi – 110 029, to transact the following business (es):

ORDINARY BUSINESS:

1) ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon;

SPECIAL BUSINESS:

2) TO CONSIDER AND APPROVE RETIREMENT OF MS. JYOTI ANEJA (DIN: 02628815) AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING NOT OFFERS HERSELF FOR REAPPOINTMENT

To consider retirement by rotation of Ms. Jyoti Aneja (DIN: 02628815) and not fill vacancy on the Board and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules framed thereunder, Ms. Jyoti Aneja (DIN 02628815), a Non-Executive Director of the Company, who retires by rotation at this meeting and does not offer herself for re-appointment, be not re-appointed as a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled up."

3) APPOINTMENT AND REGULARISATION OF MR NAND KISHORE VERMA (DIN: 03010153) AS NON EXECUTIVE DIRECTOR OF THE COMPANY

To approve and regularize the appointment of Mr. Nand Kishore Verma (DIN: 03010153) as the Non-Executive Director the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Mr. Nand Kishore Verma (DIN: 03010153), who was appointed as Additional Director of the Company with effect from August 14, 2024 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

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RESOLVED FURTHER THAT no sitting fees shall be payable to Mr. Nand Kishore Verma on being appointed as Director, for attending any meeting of the Board or its Committees, if any

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

4) AUTHORIZATION FOR UNDERTAKING RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (Board) to enter into contract(s) / arrangement(s) / transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to a maximum aggregate value of Rs. 25.00 crore (Rupees Twenty Five Core Only) at arm's length basis and in the ordinary course of business, for the Financial Year 2024-25.

RESOLVED FURTHER THAT documents, file applications and make representations in respect thereof the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or to any other Officer(s) / Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified, and confirmed in all respects.

5) AUTHORIZATION TO MAKE INTER-CORPORATE LOANS, GUARANTEES AND INVESTMENT INSECURITIES

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 186 of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to make inter corporate loans, guarantees and investment in securities of a

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sum exceeding the limits and up to Rs. 25.00 Crore (Rupees Twenty-Five Crore only) as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the company."

6) AUTHORIZATION FOR BORROWING LIMITS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

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 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to borrow such sum or sums of money from time to time and on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, subject to the condition that such borrowing shall not exceed Rs. 25.00 Crore (Rupees Twenty Five Crore only) at any point in time, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained by the Company from its bankers in the ordinary course of its business) may exceed the aggregate of the paid-up capital and free reserves of the Company."

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long-term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013."

7) APPROVAL FOR SALE OF PROPERTY SITUATED AT UNIT NO. 9A ON 15TH FLOOR, TOWER B, WORLD TRADE TOWER (WTT), NOIDA, C-1, SECTOR-16, NOIDA, UTTAR PRADESH-201301

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 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and applicable rules ("Rules") thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter

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referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorised by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) for the transfer of property situated at Unit No. 9A on 15th Floor, Tower B, World Trade Tower (WTT), Noida, C-1, Sector-16, Noida, Uttar Pradesh-201301, by the way of sale to prospective buyer on such consideration and in such manner and on such terms and conditions as may be deemed appropriate and decided by the board, with power to the Board to finalize and execute all the required documents, memoranda, deeds of assignments/conveyance and any other incidental documents with such modifications as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/ writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution."

By order of the Board of Directors For PRO CLB GLOBAL LIMITED

SD/-

PLACE: NEW DELHI

DATE: 22.08.2024

DEEPIKA RAJPUT

(Company Secretary & Compliance Officer)

M.NO:21202

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NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-FIGHT HOURS BEFORE THE MEETING.

PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the Commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 2) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 4) Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries atleast seven days prior at the date of AGM of the company at its registered office address to enable the company to collect the relevant information.
- 5) In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
- 6) 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.

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- 7) The Company has provided a facility to Members to exercise their right to vote by electronic means. A separate remote e-voting instructions explaining the process of remote e-voting with necessary user id and password along with procedure for such remote e-voting is mentioned below at the end of this Notice. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 16, 2024. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 10, 2024 to Sunday, September 15, 2024 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) 2015.
- 9) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, September 09, 2024 (the "cut-off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the Cut-off date.
- 10) In support of the Green Initiative announced by the Government of India and in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the (Management and Administration) electronic copy of the Annual Report for the financial year 2023-24, copy of the Annual Report for the financial year 2023-24, along with the Notice of 30th AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories (DP)/Registrar and Transfer Agent (RTA), unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may please note that this notice and Annual Report 2023-24 will also be available on the Company's website www.proclbglobal.com. Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to BEETAL FINANCIAL& COMPUTER SERVICES (P) LTD. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.

Members are requested to furnish or update their e-mail Ids with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to Avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.

11) Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

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- 12) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- 13) Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting. Members may also note that the Notice of the 30th AGM and the Annual Report for financial year 2023-24 will also be available on the Company's website at https://www.proclbglobal.com/ for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: deepika.proclbglobal@gmail.com. The Notice of AGM shall also be available on the website of CDSL viz. www.evotingindia.com.
- 14) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
- 15) In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, the Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
- 16) i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to Beetal Financial Computer Services Pvt. Ltd, at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.
 - ii) Members who are holding shares in Demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.
- 17) In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical Form, and to their respective depository participant, if held in electronic form. The Form SH-13 & Form-14 is annexed with this Notice.
- 18) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules thereunder will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11 A.M. and 2 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.

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- 19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 20) In case of any queries regarding the Annual Report, members may write to deepika.proclbglobal@gmail.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready.
- 21) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

22) DEMATERLIZATION

As per the Securities and Exchange Board of India (SEBI) directives, the transactions of the Company's shares must be compulsorily in dematerialized form. Your Company had entered into agreements with Depositories (CDSL/NSDL) to facilitate holding and trading of shares in electronic form. Shareholders holding shares in physical form are requested to convert their holding into dematerialized form. Shareholders may utilize the nomination facility available by sending duly filled form prescribed to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services (P) Ltd. Your Company's equity shares are listed with Bombay Stock Exchange Ltd. (BSE).

The Company has sent to all its members an email as on 22.03.2024 with reference to the SEBI bearing circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated: 03rd November, 2021, wherein the company is required to obtain the copy of Pan Card, Bank details, Contact details, Signature and Nomination from all shareholders holding shares of the Company in physical form. As per our record, your PAN, Bank details, Contact details and Nomination are not updated in our records.

We request you to Kindly send the duly filled <u>form ISR-1</u> providing the details of PAN, , a Canceled Cheque and Contact Details (i.e. Address, Mobile No. and E-mail Id) along with a duly filled in <u>Form SH-13</u> (For Nomination) <u>or Form SH-14</u> (For Cancellation or Variation/Change in Nomination) <u>or Form ISR-3</u> (Declaration to opt out of Nomination) duly annexed with the annual report, as the same is required as per SEBI circular mentioned above, for authorizing RTA to update PAN and KYC details across all the folios of the holders managed by it. The <u>Form ISR-1 and Form ISR-3</u> are available at the website of the company.

You are further requested to send the required details/documents either to Company at its registered office or to the Company's Registrar & Share Transfer Agent (RTA). The Address for the Correspondence is mentioned below for your reference:

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ADDRESS OF COMPANY	ADDRESS OF RTA	
То,	То,	
M/s Pro CLB Global Limited		
(Formerly known as Provestment Services Ltd)	M/s. Beetal Financial & Computer Services (P) Ltd	
5/34, Third Floor, Pusa Road, Karol Bagh,	Beetal House, 3rd Floor, 99 Madangir,	
New Delhi-110005	Debited to a life to a control	
Ph No.: +91 9582325860	Behind Local Shopping Center,	
Email: deepika.proclbglobal@gmail.com	Near Dada Harsukhdas Mandir, New Delhi- 110062.	
	Phn No. 011-29961281-83	
	Email: Beetalrta@gmail.com	

DEMATERIALISATION OF SHARES:

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

In case of any queries regarding the Annual Report, members may write to deepika.proclbglobal@gmail.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready.

A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

23) REMOTE E-VOTING PROCESS

In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have already cast their votes by remote e-voting prior to the AGM may attend the

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AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.
- IV. The Board vide its Resolution passed on 22nd August, 2024 have been appointed M/s Mohit Singh & Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the physical voting and remote e-voting process in accordance with the law in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (three) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company https://www.proclbglobal.com/ on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

- V. E-voting period begins on Friday 13/09/2024 (10.00 A.M IST) and ends on Sunday 15/09/2024 (05:00 P.M. IST). During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The manner and process of remote e-Voting are as under:

The instructions for shareholders voting electronically are as under:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on Friday 13/09/2024 (10.00A.M IST) and ends on Sunday 15/09/2024 (05:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date)

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of Monday 09/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing remote e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable remote e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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Individual Shareholders holding securities in Demat mode with CDSL Depository	 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	 If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type			Helpdesk details
Individual	Shareholders	holding	Members facing any technical issue in login can
securities in Demat mode with CDSL		CDSL	contact CDSL helpdesk by sending a request at
			helpdesk.evoting@cdslindia.comor contact at toll
			free no. 1800225533
Individual	Shareholders	holding	Members facing any technical issue in login can
securities in Demat mode with NSDL		NSDL	contact NSDL helpdesk by sending a request at
			evoting@nsdl.co.in or call at : 022 - 4886 7000
			and 022 - 2499 7000

- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2. Click on "Shareholders" module.
 - 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4. Next enter the Image Verification as displayed and Click on Login.
- 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.			
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)			
	 Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. 			
Dividend Bank Details OR Date of	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.			
Birth (DOB)	 If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. 			

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address deepika.proclbglobal@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested sscanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.

1800 22 55 33

PLACE: NEW DELHI

DATE: 22.08.2024

BY ORDER OF THE BOARD OF DIRECTORS FOR PRO CLB GLOBAL LIMITED

SD/DEEPIKA RAJPUT
(COMPANY SECRETARY & COMPLIANCE OFFICER)
M.NO:21202

CIN: L74899DL1994PLC058964

GST NO. 07AAACP1326P1ZB

WEBSITE: www.proclbglobal.com

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Additional Notes:

- Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar& Share Transfer Agent (R&STA) at info@beetalfinancial.com; info@beetalfinancial.com; beetalsta@gmail.com, by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
- In line with the Ministry of Corporate Affairs (MCA)Circular No. 17/2020 dated April 13, 2020, 2/2021, dated January 13th, 2021 the Notice calling the AGM has been uploaded on the website of the Company at http://www.proclbglobal.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e.www.evotingindia.com.

BY ORDER OF THE BOARD OF DIRECTORS FOR PRO CLB GLOBAL LIMITED

SD/-

PLACE: NEW DELHI

DEEPIKA RAJPUT

DATE: 22.08.2024

(COMPANY SECRETARY & COMPLIANCE OFFICER)

M.NO:21202

CIN: L74899DL1994PLC058964

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ANNEXURE-'I' TO NOTES: GENERAL INFORMATION

<u>Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting</u>
(As per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015) is given below:

Mr. Nand Kishore Verma who is appointed as an Additional Director (Non-Executive Director) of the company offers himself for regularisation as a Non –Executive Director of the company

Name of the Director	Mr. Nand Kishore Verma
Date of Birth	05.10.1957
Date of Appointment on the Board of the Company	14.08.2024
Qualification	Post Graduate from Recognised University
Experience	He has a good experience of more than 30 Years in Production and Management.
Expertise in Functional Area	Business Administration
Directorship held in other Companies and LLP	0
Number of shares held in the Company	50000
Number of Board Meeting attended during the financial year 2023-24	0
Relationship with other Directors, Not related to other Directors, Manager and other Manager and other Key Managerial Personnel	

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Accompanying Notice:

Item No.2

In terms of the provisions of Section 152 read with Rules made thereunder of the Act and the provisions of Articles of Association of the Company, unless the Articles provide for the retirement of all Directors at every AGM, not less than two-thirds of the total number of Directors (other than Independent Directors) of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in AGM. One-third of such Directors shall retire from office at each AGM and are eligible for re-appointment. All the Directors of the Company, except Independent Directors, are liable to be retire by rotation.

Consequently, Ms. Jyoti Aneja (DIN: 02628815), Non-Executive Director of the Company, is liable to retire by rotation at this meeting. While Ms. Jyoti Aneja (DIN: 02628815) is eligible for reappointment, she does not offer herself for re-appointment due to his personal reasons. In light of Ms. Jyoti Aneja (DIN: 02628815) decision, she will retire from the Board of Directors of the Company at the AGM. Your Board does not propose to fill the resulting vacancy, and the Board will continue with the remaining Directors. None of the Directors or Key Managerial Personnel of the company and their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution. The Board of Directors of the company recommends the passing of this resolution as an Ordinary Resolution.

Item No.3

MR. NAND KISHORE VERMA (DIN: 03010153) was appointed as an Additional Director of the Company with effect from August 14th, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

In respect of Mr. Nand Kishore Verma, the Company has received a notice in writing in terms of Section 160(1) of the Companies Act ,2013, who is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Nand Kishore Verma as Non-Executive Director of the Company is desirable and would be beneficial to the Company and hence it recommends the said Resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Nand Kishore Verma himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

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Item No.4

To ensure continuous business operation without any interruption, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to avail and provide any service and for purchase and sale of goods and material for an amount of Rs. 25.00 crore (Rupees Twenty Five Crore only) during Financial Year 2024-25.

Approval being sought for Financial Year 2024-25 as per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2024-25 will be Rs. 25.00 crore (Rupees Twenty Five Crore only), as mentioned in item no. 4 of the Notice.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts / arrangements to be entered into with related party(s) during Financial Year 2024-25, as mentioned in Item no. 4 of the Notice. The Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 5

The Company proposes to give loan, guarantee or provide security during course of business in the interest of company. The Board of Directors in their meeting held on August 22nd, 2024 decided to seek approval of shareholders to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more and up to Rs. 25.00 Crores 25.00 crore (Rupees Twenty Five Crore only)a.

According to Section 186 of the Companies Act, 2013, your company is required to obtain approval by passing special resolution in general meeting in case it proposes to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

In view of better utilization of funds available with the Company, it is proposed to pass enabling resolution authorizing board of directors of the company to give loan, guarantee or provide security within the limits as mentioned in proposed resolution. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Special Resolution for approval by the shareholders.

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ITEM NO. 6

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company. Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 25.00 Crore 25.00 crore (Rupees Twenty Five Crore only). None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM No.7

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of the Company required the approval of the members of the Company accorded by way of the special resolution.

An undertaking for the purpose of Section 180(1) (a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

The company wants to seek the approval of members by a special resolution under section 180(1)© of the Companies Act, 2013 for sale of property situated at Unit No. 9A on 15th Floor, Tower B, World Trade Tower (WTT), Noida, C-1, Sector-16, Noida, Uttar Pradesh-201301 to a prospective buyer

The Board in its meeting held on 22.08.2024 had carried out a comprehensive review of the ongoing business operations of the Company and with an aim to grow and invest in potential projects, The Board is of the opinion that the Company is in need of funds and proposed to sell the property situated at WTT, Noida, subject to the approval of shareholders.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company. None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company.

BY ORDER OF THE BOARD OF DIRECTORS
FOR PRO CLB GLOBAL LIMITED

PLACE: NEW DELHI DATE:22.08.2024 SD/DEEPIKA RAJPUT
(COMPANY SECRETARY AND COMPLIANCE OFFICER)
M.NO.21202

CIN: L74899DL1994PLC058964

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and issued circulars stating that the service of notice/documents including Annual Reports can be sent through e-mail to its members. To support this green initiative of the Government in full measure members who have not registered their e-mail address so far are requested to register their e-mail addresses in respect of electronic holding with the Depository through their concerned Depository Participants and in respect of holding in physical mode with the Company/Registrar and Share Transfer Agent of the Company.

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ROUTE MAP TO THE AGM VENUE B-4/148C Safdarjung Enclave, New Delhi – 110 029

