



# PRO CLB GLOBAL LIMITED

(FORMERLY KNOWN AS PROVESTMENT SERVICES LIMITED)

CIN: L74899DL1994PLC058964

GST NO. 07AAACP1326P1ZB

WEBSITE: [www.proclbglobal.com](http://www.proclbglobal.com)

[deepika@provestment.net/deepika.proclbglobal.com](mailto:deepika@provestment.net/deepika.proclbglobal.com)

Date: 25.04.2025

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of First Extraordinary General Meeting of Members of the Company for FY 25-26.**

This is in continuation to our letter dated April 21, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the First Extraordinary General Meeting ('EGM') of the Company for the FY 2025-26 will be held on Monday, the 19<sup>th</sup> May 2025 at 16:00 Hrs (IST) through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of the First Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on **Friday 16th May, 2025 10:00 Hrs (IST) and will end on Sunday 18th May, 2025 17:00 Hrs (IST)**. The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.proclbglobal.com](http://www.proclbglobal.com)

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)**

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Dear Member(s),

NOTICE is hereby given that the First (1st) Extra-Ordinary General Meeting (EGM) of the members of PRO CLB Global Limited for the Financial Year 2025-26 is scheduled to be held on Monday, 19<sup>th</sup> May, 2025 at 16:00 Hrs (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es):

**SPECIAL BUSINESS(ES)****ITEM NO. 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 64(1) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder (the "Act") and in accordance with the Articles of Association of the Company ("AOA"), the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹6,25,00,000/- (Rupees Six Crores Twenty-Five Lakhs only) divided into 62,50,000 (Sixty two Lakhs Fifty Thousand) equity shares of ₹10/- each to ₹25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of ₹10/- each by creation of additional 1,87,50,000 (One Crore Eighty Seven Lakhs Fifty Thousand) equity shares of ₹10/- each, ranking pari passu in all respect with the existing equity shares of the Company."

**"RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 of the Act, all other applicable provisions, if any, of the Act read with the enabling provisions of the AOA, the consent of the Members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause 5) of the Memorandum of Association of the Company with the following Capital Clause (Clause 5):

**"5. The Authorised share capital of the Company is ₹25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of ₹10/- each"**

**"RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

**ITEM NO.2: APPOINTMENT OF CA MANISH AGRAWAL (DIN: 01962004) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to provision of Section 149, 150, 152, 161 read with schedule IV and all other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, CA. Manish Agrawal (DIN: 01962004), who was appointed as an Additional Director of the Company, under the category of Independent

Director with effect from April 21<sup>st</sup>, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from April 21, 2025 till April 20, 2030 and not liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 3: APPOINTMENT OF MS. YASHVI SHAH (DIN: 08002543) AS WOMAN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to provision of Section 149, 150, 152, 161 read with schedule IV, and all other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Yashvi Shah (DIN: 08002543) who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from April 21<sup>st</sup>, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from April 21, 2025 till April 20, 2030 and not liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 4: APPOINTMENT OF MR. NIRAJ NIRMAL KUMAR CHAMARIA (DIN: 02062351) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the articles of association of the Company, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals,

permissions and sanctions, as may be required, the consent of the members is hereby accorded for appointment of Mr. Niraj Nirmal Kumar Chamaria (DIN: 02062351) who was appointed as an Additional Non-executive Director of the Company by the Board of Directors under Section 161 of the Act with effect from March 05, 2025 as a Non-executive Director liable to retire by rotation.”

**By Order of the Board of Directors**  
**Pro CLB Global Limited**

**Sd/-**  
**Deepika Rajput**  
**Company Secretary & Compliance Officer**

Date: 21<sup>st</sup> April 2025  
Place: New Delhi

## NOTES:

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "Circulars"), the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this Extra Ordinary General Meeting ("EGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company 5/34, Third Floor, Pusa Road, Karol Bagh, Delhi, India, 110005.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Institutional/ Corporate Members may be appointed for the purpose of voting through remote e-voting, for participation in the EGM through VC/OAVM Facility and e-voting during the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [satish\\_fcs@yahoo.com](mailto:satish_fcs@yahoo.com).
3. In line with the MCA Circulars and SEBI Circular, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website [www.proclbglobal.com](http://www.proclbglobal.com), websites of the Stock Exchanges i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com).
4. Since the EGM is being held through VC/OAVM Facility, the route map is not annexed to this Notice.
5. The Members may join the EGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
6. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM.
8. The Company has availed the services of CDSL, as the authorized agency for conducting of the EGM through VC/OAVM and providing e-voting facility.
9. The e-voting period commences on **Friday 16<sup>th</sup> May, 2025 10:00 Hrs (IST) and ends on Sunday 18<sup>th</sup> May, 2025 17:00 Hrs (IST)**. The e-voting module will be disabled by CDSL thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. **Monday 12<sup>th</sup> May 2025**.
10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members

who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

11. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Monday 12<sup>th</sup> May 2025** only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
13. The Board of Directors have appointed Mr. Satish Sharma, Practising Company Secretary (Membership No. FCS 10509, COP 23546, Mumbai as Scrutinizer for the e-voting process. The Scrutinizer shall, after the conclusion of EGM, unblock the votes in the presence of at least two witnesses who are not in employment of the Company and shall within a period of 2 (Two) working days from the conclusion of the EGM, prepare a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it to the Chairman of the meeting.
14. The results of the e-voting will be declared within 2 (Two) working days from the conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.proclbglobal.com](http://www.proclbglobal.com) and shall be communicated to BSE Limited (BSE).
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
16. SEBI has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. The specified forms are available at the website of the Company at [www.gokaldasexports.com](http://www.gokaldasexports.com). Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of Company's RTA <https://beetal.in/>.
17. The Members holding shares in physical mode are requested to lodge/notify communication for change of address, transfer deeds, bank details, ECS details, wherever applicable, mandates (if any), with the RTA. Members holding shares in electronic form are requested to furnish details to their respective DP.
18. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [deepika@provestment.net](mailto:deepika@provestment.net) / [deepika.proclbglobal@gmail.com](mailto:deepika.proclbglobal@gmail.com).

#### **19. Procedure for Remote E-Voting:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 MCA Circulars 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.proclbglobal.com](http://www.proclbglobal.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 16<sup>th</sup> May 2025 at 10:00 Hrs (IST) and ends on Sunday 18<sup>th</sup> May 2025 at 17:00 Hrs (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) of Friday 18<sup>th</sup> April 2025 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 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 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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 or joining virtual meeting & voting during the meeting.

**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 securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 e-Voting and joining virtual meetings 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](http://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
  - 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>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.</li></ul>

- (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.

Click on the EVSN for the relevant < Company Name > on which you choose to vote.
- (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.
- (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](http://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](mailto: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 viz; [deepika@provestment.net](mailto:deepika@provestment.net) / [deepika.proclbglobal@gmail.com](mailto: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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [deepika@provestment.net](mailto:deepika@provestment.net) / [deepika.proclbglobal@gmail.com](mailto:deepika.proclbglobal@gmail.com). These queries will be replied to by the company suitably by email.

**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 scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 2109911



(FORMERLY KNOWN AS PROVESTMENT SERVICES LIMITED)

CIN: L74899DL1994PLC058964

GST NO. 07AAACP1326P1ZB

WEBSITE: [www.proclbglobal.com](http://www.proclbglobal.com)

[deepika@provestment.net/deepika.proclbglobal.com](mailto:deepika@provestment.net/deepika.proclbglobal.com)

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 2109911.

**By Order of the Board of Directors  
Pro CLB Global Limited**

**Sd/-  
Deepika Rajput  
Company Secretary & Compliance Officer**

Date: 21<sup>st</sup> April 2025  
Place: New Delhi

**EXPLANATORY STATEMENT**

Pursuant to Section 102 of the Companies Act, 2013 (the “Act”), Secretarial Standard on General Meetings (“SS-2”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following explanatory statement sets out all the material facts relating to the business mentioned in this notice.

**ITEM NO. 1:**

This Explanatory Statement is provided as per Section 102 of the Act.

The existing Authorised Share Capital of the Company is ₹6,25,00,000/- (Rupees Six Crores Twenty-Five Lakhs only) divided into 62,50,000 (Sixty-Two Lakhs Fifty Thousand) equity shares of ₹10/- each.

In view of the prevailing market dynamics, there may be a proposed capital infusion for working capital requirements and general corporate purposes, etc. Therefore, in this respect, the authorised share capital of the Company is proposed to be increased to facilitate such capital infusion.

It is proposed to increase the Authorised Share Capital to ₹25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of ₹10/- each by creation of additional 1,87,50,000 (One Crore Eighty-Seven Lakhs Fifty Thousand) equity shares of ₹10/- each.

The increase in the authorised share capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and approval of the Members at the General Meeting is required to be obtained in this respect to increase the authorised share capital of the Company and consequently alter the Memorandum of Association of the Company, as per the applicable provisions of the Companies Act, 2013. A copy of the Memorandum of Association of the Company along with proposed alteration is available for inspection by Members of the Company.

The Board recommends the resolution as set out in Item No. 1 of the accompanying Notice for approval of the members as an Ordinary Resolution.

None of the Directors or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 1 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

**ITEM NO. 2:**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed CA Manish Agrawal (DIN: 01962004) as an Additional Director (Non-Executive, Independent) of the Company with effect from 21<sup>st</sup> April 2025 pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In the opinion of the Board, CA Manish Agrawal fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and SEBI Listing Regulations. He is independent of the management and is not liable to retire by rotation.

It is proposed to appoint CA Manish Agrawal as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years commencing from 21<sup>st</sup> April 2025, in accordance with the provisions

of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and Regulation 17 of the SEBI Listing Regulations.

The Board considers that his appointment would be beneficial to the Company recommends the resolution as set out in Item No. 2 of the accompanying Notice for approval of the members as a Special Resolution.

Upon approval of members, CA Manish Agrawal will be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Brief profile and other relevant details of CA Manish Agrawal, as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are provided in the Annexure to the Notice.

Except CA Manish Agrawal and his relatives (to the extent of their shareholding, if any), none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 2 of the Notice. The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

#### **ITEM NO. 3:**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Yashvi Shah (DIN: 08002543) as an Additional Director (Non-Executive, Independent) of the Company with effect from 21st April 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable rules made thereunder.

In the opinion of the Board, Ms. Yashvi Shah is a person of integrity, possesses the necessary qualifications, expertise and experience, and fulfils the conditions for appointment as an Independent Director as specified in the Act and SEBI Listing Regulations.

The Board considers that her appointment would be beneficial to the Company and recommends the resolution as set out in Item No. 3 of the accompanying Notice for approval of the members as a Special Resolution.

Upon approval of members, Ms. Yashvi Yashvi Shah will be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Brief profile and other relevant details of Ms. Yashvi Shah as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2) are provided in the Annexure to the Notice.

Except Ms. Yashvi Shah and her relatives (to the extent of their shareholding, if any), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 3 of the Notice. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

#### **ITEM NO. 4:**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Niraj Nirmal Kumar Chamaria (DIN: 02062351) as an Additional Director (Non-Executive) of the Company with effect from 05<sup>th</sup> March, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable rules made thereunder.

In the opinion of the Board, Mr. Niraj Nirmal Kumar Chamaria is a person of integrity, possesses the necessary qualifications, expertise and experience, and fulfils the conditions for appointment as a Non-executive Director as specified in the Act and SEBI Listing Regulations.

The Board considers that his appointment would be beneficial to the Company and recommends the resolution as set out in Item No. 4 of the accompanying Notice for approval of the members as an Ordinary Resolution.

Upon approval of members, Mr. Niraj Nirmal Kumar Chamaria will be appointed as a Non-Executive Director of the Company liable to retire by rotation.

Brief profile and other relevant details of Mr. Niraj Nirmal Kumar Chamaria as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2) are provided in the Annexure to the Notice.

Except Mr. Niraj Nirmal Kumar Chamaria and his relatives (to the extent of their shareholding, if any), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**By Order of the Board of Directors**  
**Pro CLB Global Limited**

**Sd/-**

**Deepika Rajput**

**Company Secretary & Compliance Officer**

Date: 21<sup>st</sup> April 2025

Place: New Delhi

## Annexure

Details of Directors seeking appointment at the 1st Extra Ordinary General Meeting to be held on 19<sup>th</sup> May 2025 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Manish Agrawal	Ms. Yashvi Shah	Mr. Niraj Nirmal Kumar Chamaria
Date of Birth	29-10-1976	04-02-1994	14-07-1983
Age	49 Years	31 Years	41 Years
Date of appointment	21 <sup>st</sup> April 2025	21 <sup>st</sup> April 2025	05 <sup>th</sup> March 2025
Relationship with Directors and Key Managerial Personnel	Not related to any DIRECTOR/KMP of the Company.	Not related to any DIRECTOR/KMP of the Company.	Not related to any DIRECTOR/KMP of the Company.
Expertise in specific functional area	He is a Chartered Accountant and expertise in various field like taxation, Audits, International Trade, Banking etc. He have 22 Years of Post Qualification Experience & 1 year of Pre-qualification Experience in a Star Export House as a retained professional managing accounts & its finalization, settlement of accounts with psus, handled income tax assessments and direct taxes for the organization, international taxation & transfer pricing audit, GST & service tax, budgeting, inventory management, cost analysis, export documentations, banking, short term bank finance, foreign exchange management, bank proposals & CMA data for export credits and also managing accounts, direct taxes, income tax assessments, inventory management, cost analysis, export documentations, banking, etc. of group companies / sister concerns.	Ms. Yashvi Shah is a Company Secretary and advocate currently she is working as an associate at Khaitan & Co.  Prior to this she was the Senior Associate at Crawford Bayley & Co. Advocates & Solicitors and completed her CS Management Training from Pfizer Limited.  She is an experienced Advocate with a demonstrated history of working in the legal services industry. Skilled in Corporate advisory and Company Secretarial Work	Niraj Nirmal Kumar Chamaria is a distinguished professional with over 20 years of experience in the printing and packaging industries. As a visionary leader, he has spearheaded the adoption of cutting-edge technologies within his company to drive innovation and efficiency. Niraj heads the business operations at Laxmi Group, a family-owned pharma focused packaging business.
Qualification	Fellow Member of the Institute of Chartered Accountants of India	Member of the Institute of Company Secretaries of India	Commerce Graduate

# PRO CLB GLOBAL LIMITED

(FORMERLY KNOWN AS PROVESTMENT SERVICES LIMITED)

CIN: L74899DL1994PLC058964

GST NO. 07AAACP1326P1ZB

WEBSITE: [www.proclbglobal.com](http://www.proclbglobal.com)

[deepika@provestment.net](mailto:deepika@provestment.net)/[deepika.proclbglobal.com](http://deepika.proclbglobal.com)

Board Membership of other listed Companies as on March 31, 2025	NIL	1. Rajshree Polypack Limited	NIL
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2025	NIL	She is Member in the following committees of Rajshree Polypack Limited: 1. Audit committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee	NIL
Number of equity shares held in the Company as at March 31, 2025	NA	NA	495272