



18.04.2022

To,

The Deputy Manager,
Department of Corporate Services,
BSE Limited
Pheroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai - 400 001

Ref: Scrip Code: 511557; Scrip Name: PROFINC

Sub: Proceedings/ Outcome of Extra Ordinary General Meeting of the Members of Pro Fin Capital Services Limited ('the Company') held on Monday, April 18, 2022 and disclosures under Regulations 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended Listing Regulations)

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the following: (A) Summary of the proceedings of Extra Ordinary General Meeting (EGM)

The Extra Ordinary General Meeting of the Members of the Company was held on Monday, April 18, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The meeting commenced at 12.47 PM and concluded at 2.30 P.M. with the closure of the voting at the meeting ("Meeting").

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present. After declaring that requisite quorum for the meeting being present, the Chairman called the Meeting to order. He welcomed the Members to the meeting and introduced the Board members and Key Managerial Personnel of the Company. The authorised representative of the Statutory Auditors and Secretarial Auditors of the Company along with the Scrutinizer, were also present at the Meeting

The Chairman informed that the requisite registers and documents, as required under the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations were available for electronic inspection and were open for inspection by the members till the conclusion of the Meeting.

The Chairman informed that in terms of the MCA & SEBI Circulars, the Company had provided the facility to its members to join the Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") along with the facility to view the Meeting on live webcast on the platform of NSDL.

The Chairman informed that the Company had sent its notice dated March 21, 2022 to all its eligible shareholders and other stakeholders. With the permission of members, he took the Notice of EGM as read.

The members were informed that the Company had offered the facility of remote e-voting through electronic means from Friday, 15th April 2022 from 09:00 A.M. till Sunday, 17th

April 2022, up to 5:00 P.M. Also the Company has made arrangements for e-voting during the Meeting since it was held through VC/OAVM, for those shareholders, who didn't participate in this remote e-voting.

It was further informed that the Company had appointed Mr. L. Krishnamoorthy Practising Company Secretary, FCS 2358 COP No: 6885, as the Scrutinizer to scrutinize the e-voting process as well as voting at the Meeting, in a fair and transparent manner.

The Chairman further informed that the combined result of remote e-voting, exercised earlier during Friday, 15th April 2022 from 09:00 A.M. till Sunday, 17th April 2022, up to 5:00 P.M. and the e-voting (through instapoll) held during the Meeting, will be declared within 48 hours of conclusion of the EGM, which will also be placed on the website of the Company and of NSDL and will also be forwarded to BSE Limited, where the Equity Shares are listed.

Shareholder who have register themselves as speaker shareholder expressed their views.

The meeting concluded with a vote of thanks

Post conclusion of Meeting and closure of the e-voting (through insta poll), the Scrutinizer downloaded all reports of remote e-voting held during 15th April 2022 from 09:00 A.M. till Sunday, 17th April 2022, up to 5:00 P.M. and e-voting (through instapoll) held today, from the website of NSDL, in terms whereof, the Scrutinizer has confirmed that all the businesses as set out vide agenda item no. (s) 1 to 4 in the EGM Notice convening the Meeting, were passed by the Members with requisite majority.

As per the EGM Notice, 4 proposals were proposed as under:

Item No. 1- Sub-Division Of Equity Shares From The Face Value Of Rs.10/- Per Share To Re. 1/-Per Share

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to provisions of Section 61(1)(d) 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 therein and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the Equity Shares of the Company having a face value of Rs. 10/- each fully paid up, be sub-divided into one equity shares of Re. 1/- each fully paid up.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stands sub-divided into 1 (One) Equity Shares of nominal value of Re.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case

of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

Item No. 2 - To Approve Increase In Authorised Share Capital Of The Company And Make Consequent Alteration In Clause V Of The Memorandum Of Association

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the ordinary resolution No. 1 in the postal ballot notice dated 24.05.2021 approved by the members, subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the Rs. 8,50,00,000 (Rupees eight crores fifty lacs) divided into 8,50,00,000 (eight crore fifty lacs) equity shares of Rs. 1/- (Rupee one) each to Rs. 25,00,00,000 (Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 1/- (Rupee one) each ranking pari passu in all respect with the existing equity shares and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 1/- (Rupee one) each.

" RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

ITEM NO. 3 - Amendment of capital clause in the Articles of Association

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

RESOLVED THAT pursuant to section 14 and other applicable provisions of the Companies Act 2013 and the relevant rules framed thereunder, Article 3 of the Articles of Association of the Company be altered by substitution of the following new Article.:

3 The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 1/- (Rupee one) each with powers to increase or reduce the share capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue shares of higher or lower denomination.

" RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

ITEM NO. 4 TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

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

RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 58 of the Company's Articles of Association, and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of Rs. 14,13,38,000 (Fourteen Crore Thirteen Lac Thirty Eight Thousand) out of General Reserve of Rs. 5,00,000 and Security Premium of the Company of Rs. 17,89,53,001 as per the Financial Statements of the Company as on March 31, 2021, or such other amount as may be considered necessary by the Board for the purpose of issue of 14,13,38,000/- (Fourteen Crore Thirteen Lac Thirty Eight Thousand Shares Only) Bonus Equity Shares of Rs. 1/- (Rupees one only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the

Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 2:1 i.e.2 (Two) Bonus Equity Shares of Rs. 1- (Rupees One only) each, for every 1 (One) existing fully paid-up Equity Shares of Rs. 1/- (Rupees one only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company.

RESOLVED FURTHER THAT the Bonus equity Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company from the date of allotment of the said bonus shares.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT in case of members who hold equity shares In physical format, the Company would issue one share certificate which would include the number of shares held pre bonus issue as well as the bonus shares to which the member is entitled

RESOLVED FURTHER THAT consent and approval of the members is hereby given to the Board of Directors of the Company to issue bonus shares in the same ratio ie. 2 bonus shares for every one share which would be issued in the event of conversion of warrants, which were issued on preferential basis as per special resolution No. 4 in the postal ballot notice dated 24.05.2021, as per SEBI(ICDR) 2018

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchange where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

For PRO FIN CAPITAL SERVICES LTD


Anupam N. Gupta
Managing Director
DIN: 02294687

