



30.09.2022

To,

Listing Compliance
BSE Ltd.
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref: Scrip Code: 511557; Scrip Name: PROFINC

Sub: Proceedings/ Outcome of 31st Annual General Meeting of the Members of Pro Fin Capital Services Limited ('the Company') held on Friday, September 30, 2022.

This is to inform the exchange that the 31st AGM of the Company was held today i.e. 30th September 2022 at 11:00 A.M. at the registered office of the Company situated at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066, to transact all the businesses mentioned in the Notice dated 8th September 2022.

A summary of the proceedings of the 31st AGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "Annexure - A". The details of the e-voting results and ballot papers at the AGM on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

Please take the above information on record.

Thanking you.

For PRO FIN CAPITAL SERVICES LTD

Abhay Gupta
Director
DIN: 02294699

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF

PRO FIN CAPITAL SERVICES LTD

➤ **Date, Time and Venue of the Meeting:**

The 31st AGM of the members of the Company was held on 30th September 2022 at 11:00 A.M. at the registered office of the Company situated at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066.

➤ **Proceedings in brief:**

Mr. Abhay Gupta was elected as the Chairman for the AGM and welcomed the members to the 31st AGM of the Company. The requisite quorum being present, the chairman called the meeting in order. The members were informed that the registers and documents as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws are available for the inspection during the meeting.

The Chairman delivered the speech and gave an overview on the financial performance of the Company for the financial year 2021-22. The Chairman also shared the company's vision and aspirations with the members. The Notice of the AGM along with the Annual Report for the financial year 2021-22 was taken as read. Thereafter, the auditor's report and Secretarial Audit report were also taken as read.

➤ **Scrutinizer:**

Mr. Lakshminarayan Krishnamoorthy (COP: 6885), Company Secretary in Practice was appointed as Scrutinizer to conduct the voting process (through remote e-voting and through ballot papers at the AGM).

➤ **Voting by Members:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has extended the remote e- voting facility to the Members of the Company in the respect of businesses to be transacted at the AGM.

The remote e- voting commenced on Tuesday, 27th September 2022 from 9.00 a.m. (IST) and ended on Thursday, 29th September 2022 at 5.00 p.m. (IST). As for the same, the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL) as an agency to provide e-voting facility.

The Company has also arranged for a Poll in the meeting for all the resolution to be passed at the meeting for those members, in case they were unable to vote through remote e- voting. The Chairman then requested the scrutinizer to orderly conduct the voting through poll.

The Scrutinizer demonstrated the empty ballot boxes to the members and locked it in the presence of the members of the Company.

➤ **Agenda Items:**

The following agenda items were then placed before the members briefly explaining the objectives and implications, wherever necessary and the members were requested to cast their votes accordingly.

Ordinary Businesses:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31st March 2022, the report of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Abhay Narain Gupta (Din- 02294699) who retires by rotation and being eligible offers himself for re appointment.

Special business

3. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

“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. 25,00,00,000 (Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 1/- (Rupee one) each to Rs. 32,00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 each ranking pari passu in all respects 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. 32,00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 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."

4. AMENDMENT OF CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION

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. 32, 00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 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 of 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."

5. TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES

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. 6,50,00,000 (Six Crore Fifty Thousand) Security Premium of the Company out of Rs. 10,63,65,001 as per the Financial Statements of the Company as on 30.06.2022, or such other amount as may be considered necessary by the Board for the purpose of issue of 6,50,00,000/- (Six Crore Fifty Thousand Only) Bonus Equity Shares of Rs. 1/- (Rupees one only) each, credited as fully paid-up to the holders of the Equity Shares of the Company issued by way of preferential issue on May 06, 2022 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 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.”

6. Approval of material related transactions with Milgrey Finance And Investments Limited

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further approval to the Board of Directors of the Company (the “Board” which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Milgrey Finance And Investments Limited , a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial transactions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turn over, if applicable, as per Company’s last audited financial statements or any other material threshold as may be applicable under law/Listing Regulations from time to time.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify and accord further approval to the Board to sign and execute all such document, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) of the Company to give effect to this resolution.

7. Approval of material related transactions with Triyamb Securities Private Limited

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further approval to the Board of Directors of the Company (the “Board” which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Triyamb Securities Private Limited , a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial

transactions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turn over, if applicable, as per Company's last audited financial statements or any other material threshold as may be applicable under law/Listing Regulations from time to time.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify and accord further approval to the Board to sign and execute all such document, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) of the Company to give effect to this resolution.

8. Approval of material related transactions with Ambe Securities Private Limited

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further approval to the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Ambe Securities Private Limited, a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial transactions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turn over, if applicable, as per Company's last audited financial statements or any other material threshold as may be applicable under law/Listing Regulations from time to time.

9. Appointment of Ms. NEELAM (Din: 09051272) as Women Director of the Company

"RESOLVED THAT Ms. NEELAM (Din: 09051272) who was appointed as an Additional Director of the Company w.e.f. 05.10.2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, and in respect of whom a notice proposing her as a director of the Company has been received from a member and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, be and is hereby appointed as Non Independent Women Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

All the matters were duly proposed and seconded by the members present at the meeting. The Scrutinizer conducted the voting of the members through the ballot papers and the sealed ballot box was handed over to the scrutinizer.

The members were informed that a consolidated report on the total votes cast in favour and against the proposed resolutions would be submitted by the scrutinizer to the Board.

The details of the voting results (remote e-voting and e-voting at the AGM) in all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due courses.

Conclusion

The Chairman then proposed a vote of thanks to all members for their participation and support. The meeting was concluded at 11.30 A.M.

For PRO FIN CAPITAL SERVICES LTD

Abhay Gupta
Director
DIN: 02294699