



To,

July 2, 2024

**The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001**

Scrip Code: 534060

Subject: Annual Report for the Financial Year 2023-24 along with Notice of 39th Annual General Meeting (“AGM”) of the Company

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclose the electronic copy of the Annual Report of the Company for the Financial Year 2023-24 along with the Notice of 39th Annual General Meeting (AGM) of the Company which is scheduled to be held on Thursday, July 25, 2024 at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) which is sent to all the members whose email IDs were registered with the Company / Depository Participant(s)/ Registrar and Transfer Agents (RTAs).

The Annual Report of the Company for the financial year 2023-24 along with the Notice of 39th AGM of the Company is also uploaded on the website of the Company at www.pmcfincorp.com

Also, for the convenience of shareholders, Notice of 39th AGM is uploaded separately on the website of the Company at www.pmcfincorp.com

Please find below the attached Annual Report of the Company for the Financial Year 2023-24

You are requested to kindly take the same on your records.

For PMC Fincorp Limited

**Kailash
Company Secretary & Compliance Officer
Membership No.: ACS 51199**

Encl: As Above



PMC Fincorp Limited

39th Annual Report 2023-24



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39th ANNUAL GENERAL MEETING	
DATE	25th day of July, 2024
DAY	Thursday
TIME	11:00 A.M.
MODE	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")



CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u>		
Mr. Raj Kumar Modi	DIN : 01274171	Managing Director
Mrs. Rekha Modi	DIN : 01274200	Non-Executive Director
Mr. Prabhat Modi	DIN : 08193181	Whole Time Director
Mr. Mahavir Prasad Garg	DIN : 00081692	Independent Director
Mr. Yogesh Kumar Garg	DIN : 02144584	Independent Director
Mr. Satyam Jaiswal	DIN : 09282921	Independent Director (from 31-03-2023 to 20-06-2023)
Ms. Deepali Sehgal Kulshrestha	DIN : 10192105	Independent Director (Appointed w.e.f. 19-06-2023)
<u>STATUTORY AUDITORS</u> M/s Pankaj Gupta & Co. Chartered Accountants, Firm Registration No.002154N 1, Anand Vihar, Basement Floor, Pitampura, Delhi 110034		CIN L27109UP1985PLC006998 Date of Incorporation 6998 of 1985 dated 04.02.1985 Commencement of Business 6998 of 1985 dated 15.04.1985
<u>INTERNAL AUDITORS</u> M/s. KPSP & Associates Chartered Accountants, Firm Registration No.019302N 107, Padma Tower - 1, Rajendra Place, New Delhi-110008		<u>SECRETARIAL AUDITORS</u> M/s Anamika Bhola & Associates Company Secretaries ACS No.: 26132, CP No.: 23474 RZ-44, South Extn, Part-III, Shukar Bazar, Uttam Nagar, New Delhi-110059
<u>BANKERS</u> HDFC Bank Ltd. ICICI Bank Ltd.		<u>REGISTRAR & SHARES TRANSFER AGENT</u> Indus Shareshree Private Limited (Formerly known as Indus Portfolio Pvt. Ltd.) G-65, Bali Nagar, New Delhi - 110 015 Phone : 011-47671214, 47671211, 47671206 E-mail : rs.kushwaha@indusinvest.com
<u>REGISTERED OFFICE</u> B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)		<u>CORPORATE OFFICE</u> 201 & 202 Second Floor Rattan Jyoti Building, 18, Rajendra Place, New Delhi-110008.
<u>COMPANY SECRETARY</u> Mr. Kailash		<u>CHIEF FINANCIAL OFFICER</u> Mr. Chandresh Kumar Sharma
CONTACT DETAILS		
Tel : 011 - 47631025, 26, 27 Email : compliances@pmcfincorp.com Website : www.pmcfincorp.com		

IMPORTANT COMMUNICATION TO THE MEMBERS

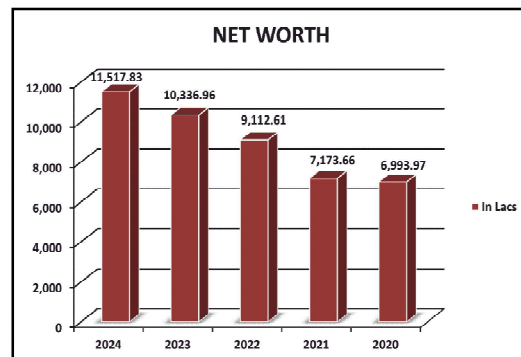
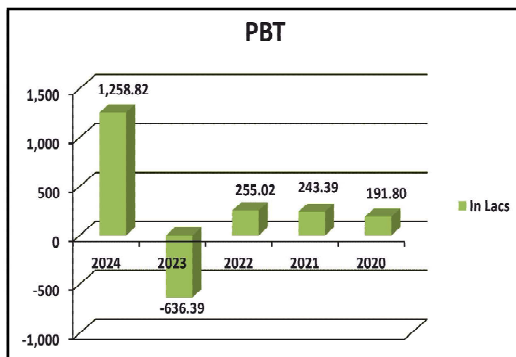
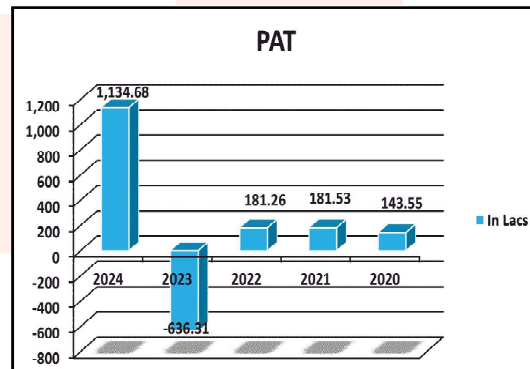
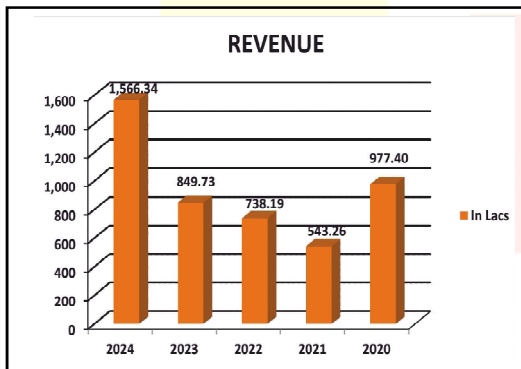
The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their E-mail addresses, with the Registrar & Share Transfer Agent and/or the Company.



LAST FIVE YEARS AT A GLANCE

(₹ in Lacs)

Sl. No.	Particulars/Financial Year	2023-24	2022-23	2021-22	2020-21	2019-20
1	Revenue from operation	1566.34	849.73	738.19	543.26	977.40
2	PBT	1258.82	-636.39	255.02	243.39	191.80
3	Tax/Deferred Tax	124.14	0.08	73.76	61.26	48.25
4	PAT	1134.68	-636.31	181.26	181.53	143.55
5	Total Comprehensive Income	1178.98	-627.81	218.92	180.77	204.10
5	Dividend	—	—	—	—	—
6	Equity Capital	5340.61	5340.61	5090.61	5090.61	5090.61
7	Reserve & Surplus	6177.22	4996.34	4022.00	2083.05	1903.36
8	Net Worth	11517.83	10336.96	9112.61	7173.66	6993.97
9	Book Value (₹1/- per share)	2.16	1.94	1.79	1.41	1.37
10	EPS (₹1/- per share)	0.21	-0.12	0.04	0.04	0.04





NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of **PMC FINCORP LIMITED** will be held on Thursday, the 25th day of July, 2024 at 11:00 A.M. (IST) for the transaction of the following businesses, through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY

To consider and adopt the Financial Statements of the Company consisting of the Standalone Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year Ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF MRS. REKHA MODI (DIN: 01274200) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mrs. Rekha Modi (DIN: 01274200), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from 60,00,00,000/- (Rupees Sixty Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- each to Rs. 90,00,00,000 /- (Rupees Ninety Crore Only) divided into 90,00,00,000 Equity Shares of Re. 1/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

" V. The Authorized Share Capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety Crore Only) divided into 90,00,00,000 Equity Shares of Re. 1/- each with power to increase, reduce or reorganize the same in accordance with the provisions of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."



4. APPROVAL OF REVISED REMUNERATION PAYABLE TO MR. RAJ KUMAR MODI (DIN: 01274171) MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT further to the resolutions passed at the 35th Annual General Meeting held on 25th September, 2020 for remuneration payable to Mr. Raj Kumar Modi, Managing Director (DIN: 01274171), and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Raj Kumar Modi, Managing Director of the Company with effect from 1st April, 2024 for the remaining period of his present term of appointment upto 30th October, 2025, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Raj Kumar Modi within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Raj Kumar Modi.

Salary (including bonus): upto ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month.

Perquisites and allowances:

He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, Health insurance, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules not exceeding of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per months.

Commission:

The Commission as may be approved by the Board (or a Committee thereof) for each financial year.

The above remuneration including commission of all Whole-time Directors / Executive Directors / Managing Director shall be within 10% of the Net profits, as prescribed under Section 197 of the Act, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT any revision in remuneration payable to Mr. Raj Kumar Modi during his tenure of office be determined by the Board, pursuant to the recommendation of NRC provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under Section 197 of the Act read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Raj Kumar Modi shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Raj Kumar Modi be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

RESOLVED FURTHER THAT Mr. Raj Kumar Modi, Managing Director shall be liable to retire by rotation.”



5. APPROVAL OF REVISED REMUNERATION PAYABLE TO MR. PRABHAT MODI (DIN: 08193181) WHOLE TIME DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT further to the resolutions passed at the 37th Annual General Meeting held on 17th September, 2022 for remuneration payable to Mr. Prabhat Modi, Whole Time Director (DIN: 08193181), and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Prabhat Modi, Whole Time Director of the Company with effect from 1st April, 2024 for the remaining period of his present term of appointment upto 9th August, 2025, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Prabhat Modi within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Prabhat Modi.

Salary (including bonus): upto ₹ 1,50,000/- (Rupees One Lakhs Fifty Thousand only) per month.

Perquisites and allowances:

He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, Health insurance, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules not exceeding of Rs. 1,00,000 (Rupees One Lakhs only) per months.

Commission:

The Commission as may be approved by the Board (or a Committee thereof) for each financial year.

The above remuneration including commission of all Whole-time Directors / Executive Directors / Managing Director shall be within 10% of the Net profits, as prescribed under Section 197 of the Act, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT any revision in remuneration payable to Mr. Prabhat Modi during his tenure of office be determined by the Board, pursuant to the recommendation of NRC provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under Section 197 of the Act read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Prabhat Modi shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Prabhat Modi be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”



RESOLVED FURTHER THAT Mr. Prabhat Modi, Whole Time Director shall be liable to retire by rotation."

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 27.06.2024

(KAILASH)
Company Secretary
Membership No. A51199

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to item No. 3, 4 & item No. 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 39th Annual General Meeting of the Company is being held through VC/ OAVM on Thursday July 25, 2024, at 11.00 a.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at B-10, VIP Colony, Civil Lines, Rampur, Uttar Pradesh - 244901.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at anamikabhola@gmail.com with a copy marked to evoting@nsdl.com and compliances@pmcfincorp.com. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-voting" tab in their login.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 19, 2024 to Thursday, July 25, 2024 (both days inclusive) for the purpose of this AGM.
9. The Members seeking any information with regard to the Financials/accounts or resolutions placed at the AGM are requested to send an email to the Company on compliances@pmcfincorp.com by July 20, 2024. The same will be replied by the Company suitably.
10. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of Integrated Annual Report FY 2023-24 to those Members who request the same at compliances@pmcfincorp.com or at ippl@indusinvest.com in mentioning their Folio No./DP ID and Client ID. The Notice convening the 39th AGM along with the Integrated Annual Report FY 2023-24 will also be available on the website of the Company at www.pmcfincorp.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://pmcfincorp.com/wp-content/uploads/2024/06/ODR.pdf>.
12. The Notice convening the AGM has been uploaded on the website of the Company at www.pmcfincorp.com and can also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited, at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
13. NRI Members are requested to:
 - a) change their residential status on return to India permanently.
 - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier
14. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
15. Members, whether holding shares in electronic/physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / Registrar and Share Transfer Agent ("RTA").
16. The Notice of the AGM, details and instructions for e-voting is uploaded on the Company's website www.pmcfincorp.com and may be accessed by the members. The physical copies of the aforesaid documents, Auditors certificate and other statutory registers will also be available at the Company's registered office for inspection during normal business hours (except Saturday, Sunday and National Holidays) from 11:00A.M. to 04:00 P.M from the date hereof upto the date of the AGM, Copies of the Notice of the AGM, details and instructions for e-voting are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, July 19, 2024**, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-voting during the AGM.



18. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date i.e. **Friday, the June 28, 2024** may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 18-00-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
19. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
20. The Board of Directors has appointed Ms. Anamika Bhola (CP No. 23474) of M/s. Anamika Bhola & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process before the AGM as well as e-voting process during the AGM fairly and transparently.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to BSE Limited where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website at HYPERLINK "<http://www.pmcfincorp.com>"
22. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for relodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Indus Shareshree Pvt. Ltd. ("RTA") at rs.kushwaha@indusinvest.com for assistance in this regard.
23. 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 DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company/Registrar & Transfer Agents.
24. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the website of the Company's RTA, Indus Shareshree Pvt Ltd ("RTA") at www.indusinvest.com It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

Please note that as mandated by Securities & Exchange Board of India ('SEBI') the allotment of shares shall be made only in dematerialised form. Accordingly, the Equity Shares of the Members of PMC Fincorp Limited holding shares in physical form have been credited to the separate demat Escrow account maintained by the Company. Members are requested to claim the shares from Escrow demat account maintained by the Company, you are requested to submit following documents:

1. Request letter duly signed by all the shareholders
2. Form ISR 4 (Please select the option - Claim from Unclaimed Suspense Account)
3. Self-attested copy of Client Master List



4. Self attested copy of Pan Card for all shareholders
5. Form ISR -1 for registration of KYC details if not done earlier
6. Form SH-13 or Form ISR-3
7. Signature Verification as per ISR - 2 Form
8. Self attested address proof

The above Investor Service Request Forms (ISR) are available at RTA's website at www.indusinvest.com in Resources Downloads KYC Formats for KYC.

25. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at compliances@pmcfincorp.com, latest by Tuesday, July 23, 2024 (upto 3:00 p.m).
26. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
27. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.pmcfincorp.com (under 'Investor Information' section). Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
28. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the selfattested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
30. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
31. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
32. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.



33. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at compliances@pmcfincorp.com between July 17, 2024 (9.00 a.m. IST) and July 20, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id compliances@pmcfincorp.com will be allowed to express their views/ ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, July, 22, 2024 at 9.00 a.m. (IST) and ends on Wednesday, July 24, 2024 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 19, 2024 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. (IST) on Wednesday, July 24, 2024

The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, July 19, 2024 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. 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. Friday, July 19, 2024, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those members, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the Company as on the cut-off date i.e. **Friday, July 19, 2024.**

Ms. Anamika Bhola, Proprietor of M/s. Anamika Bhola & Associates, Practicing Company Secretaries (Membership No.: ACS 26132; CP No: 23474), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at AGM in a fair and transparent manner.

The Scrutinizer shall submit her consolidated report to the Chairman within 2 working days from the conclusion of the AGM.

The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.pmcfincorp.com and on the website of NSDL at <https://www.evoting.nsdl.com> and shall simultaneously be communicated to BSE Limited at www.bseindia.com. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, July 25, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. 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.3. 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.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 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below :
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN-129110" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anamikabhola@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Abhishek) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliances@pmcfincorp.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliances@pmcfincorp.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliances@pmcfincorp.com. The same will be replied by the company suitably.

By Order of the Board
For PMC FINCORP LIMITED

(KAILASH)
Company Secretary
Membership No. A51199

Place : NewDelhi
Date : 27.06.2024



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 3, 4 & 5 of the accompanying Notice dated 27th June, 2024.

Item No. 3

Your Company is contemplating the Right issue in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorized share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty crores only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- each. The Board of directors, therefore, considers it desirable to increase the Authorized share Capital of the Company to Rs. 90,00,00,000/- (Rupees Ninety Crores only) divided into 90,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- each by creation of additional 30,00,00,000 (Thirty Crore) equity shares of Re.1/- (Rupee One Only) each, to accommodate the fresh issuance of the shares of the Company.

Consequently upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4

Mr. Raj Kumar Modi was Re-appointed as Managing Director by way of a special resolution passed by the members at the 35th Annual General Meeting of the Company held on 25th September, 2020 with effect from October 31, 2020 for period of five years upto October 30, 2025.

Further the Members at the 35th Annual General Meeting of the Company held on 25th September, 2020, by way of a special resolution, approved remuneration to Mr. Raj Kumar Modi, Managing Director, upto the limit as approved by Members at the 25th AGM as maximum remuneration (refer table as provided in point 2 of Clause II of 'Statement of Information provided under Schedule V') including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate for a period of 5 years from October 31, 2020 upto October 30, 2025, as approved and recommended by the Nomination and Remuneration Committee and the Board.

The Managing Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Raj Kumar Modi, Managing Director of the Company may not be sufficient enough to pay the increased remuneration over a period of balance one and half years of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 4 as minimum remuneration with effect from 1st April, 2024 for the remaining period of his appointment upto October 30, 2025, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

The Board of Directors recommends the resolution at Item No. 4 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.4 of the accompanying Notice, except Mr. Raj Kumar Modi himself and Mr. Prabhat Modi, Ms. Rekha Modi being relatives may be considered to be interested in the aforesaid resolution.



Item No. 5

Mr. Prabhat Modi was appointed as Whole-time Directors of the Company by the members of the Company at the 37th Annual General Meeting of the Company held on 17th September, 2022 with effect from August 10, 2022 for a further period of Three years upto August 09, 2025.

Further the Members at the 37th Annual General Meeting of the Company held on 17th September, 2022, approved remuneration to Mr. Prabhat Modi, Whole Time Director, upto the limit as approved by Members at the 37th AGM as maximum remuneration (refer table as provided in point 2 of Clause II of 'Statement of Information provided under Schedule V') including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate for a period of 3 years from August 10, 2022 upto August 09, 2025, as approved and recommended by the Nomination and Remuneration Committee and the Board.

Similarly the Whole-time Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Prabhat Modi, Whole Time Director of the Company may not be sufficient enough to pay the increased remuneration over a period of balance around one and half year years of his term, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 5 as minimum remuneration with effect from 1st April, 2024 for the remaining period of his appointment upto August 09, 2025, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required.

The Board of Directors recommends the resolution at Item No. 5 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice, except Mr. Prabhat Modi himself and Mr. Raj Kumar Modi, Ms. Rekha Modi being relatives may be considered to be interested in the aforesaid resolution.



Annexure to AGM Notice

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

I. Re-appointment of Mrs. Rekha Modi (DIN: 01274200), Director Liable to Retire by Rotation.

Category	Non-Executive Non Independent Director
Date of Birth	07/02/1970
Qualification	BSc, LLB
Nature of Expertise	Vast Experience in Legal Matter & Company Law.
Terms and conditions of Re-appointment	Mrs. Rekha Modi is Non-Executive Non Independent Director and liable to retire by rotation. Further the said appointment is being made as per section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Details of remuneration sought to be paid	NIL
Date of first appointment in the current designation	17/12/2009
Shareholding in the Company	86,40,000 equity shares of ₹ 1/- each.
Directorships in other Public Companies	1. Anantjit Dealers Limited 2. Anekmurti Enterprises Limited
Memberships/ Chairmanship of Committees of other Companies	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	Wife of Mr. Raj Kumar Modi, Managing Director and Mother of Mr. Prabhat Modi, Whole Time Director and not related to any other Director/ Key Managerial Personnel.
Number of Meetings of the Board attended during the financial year (2023-2024)	6 (Six)
Details of Remuneration Drawn (FY 2023-24)	Remuneration drawn for FY 2023-24 is Nil
Details of Remuneration sought to be paid	Eligible for sitting fees as approved by the Board
Name of the Listed Entities from which the Director has resigned in the past three years	Nil



DIRECTORS' REPORT

To,
The Shareholders,
PMC FINCORP LIMITED

Your directors have pleasure in presenting the 39th Annual Report of PMC Fincorp Limited ("your Company/the Company") together with the Audited financial statements of the year ended March 31, 2024. The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Banking Financial Company ("NBFC") not accepting public deposits (NBFC-ND-NSI).

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

In compliance with the applicable provisions of the Companies Act, 2013, ("the Act"), the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this Board's Report is prepared based on the standalone financial statements of the Company for the year under review.

The highlights of Financial Results on Standalone basis for the Financial Year ended on March 31, 2024 are as follows:

(₹ in lakhs)

PARTICULARS	Year ended 31.03.2024	Year ended 31.03.2023
Revenue from Operations	1566.34	849.73
Net Profit Before Tax	1258.83	(636.39)
Provision for Tax	124.14	(0.08)
Net Profit After Tax	1134.68	(636.31)
Other Comprehensive Income for the year	44.30	8.50
Total Comprehensive Income	1178.98	(627.81)
Book Value (₹1/- per share)	2.16	1.94
EPS (₹1/- per share)	0.21	-0.12

Note: The above figures are extracted from the Standalone Annual financial statements of the Company as per Indian Accounting Standards (Ind AS).

OPERATIONS REVIEW- STANDALONE

Your Company has earned Income from Operation and Profit before Tax aggregated to 1566.34 Lacs and 1258.83 Lacs during the current year, respectively as compared to Income 849.73 Lacs and Profit/(Loss) before tax (636.39) Lacs during the previous year.

ACCOUNTING METHOD

NBFCs were required to comply with the Indian Accounting Standards (IND-AS) for the preparation of the Financial Statements. Accordingly, the annual financial statements for the year ended March 31, 2024 are prepared as per IND-AS.

STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of company



DIVIDEND

The Board of Directors of the Company has not recommended any dividend on the equity shares of the Company for the financial year 2023-24 due to conservation of profits.

TRANSFER TO RESERVES

Our Company has in accordance with the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, created a Reserve Fund and during the year under review, the Company has transferred an amount of 226.94 Lacs (Rupees Two Hundred Twenty Six Lakh Ninety Four Thousand Only) out of the profits of the year to the said Reserve Fund.

SHARE CAPITAL

As on March 31, 2024, the paid up equity share capital of the Company is Rs. 53,40,61,200/- comprising of 53,40,61,200 Equity shares of Face Value of Rs. 1/- each.

During the year 4,50,00,000 Fully Convertible Warrants lapsed on September 15, 2023, due to non-conversion of the warrants into fully paid equity shares of the company within the stipulated time period of eighteen months from the date of allotment. Further, the upfront amount of 25% of the issue price paid by the allottees w.r.t. 4,50,00,000 Warrants have been forfeited by the company and amount transferred to warrant reserve in reserve and surplus.

During the year under review the Company has neither issued shares with differential voting rights as to dividends, voting or otherwise nor issued (including sweat equity shares) to the employees or Directors of the Company under any scheme. Your Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme.

LISTING INFORMATION

The Company's Share are Listed with BSE Limited, Mumbai. Your Company has paid the Annual Listing Fee up to date and there are no arrears. The BSE have nation-wide trading terminals and therefore provide full liquidity to the investors.

RISK MANAGEMENT FRAMEWORK

The Company has a robust internal business management framework to identify, evaluate business risks and opportunities which seeks to minimize adverse impact on the business objectives and enhance the Company's business prospects. As an NBFC, PMC is exposed to credit risk, liquidity risk and Interest rate risk. Risk Management is an Integral part of the Company's business strategy

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board has pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, framed "Vigil Mechanism (Whistle Blower) Policy" ("the Policy") to deal with instances of fraud and mismanagement, if any. This Policy has been formulated to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns from time to time. The said policy is placed on the website of the Company and may be accessed at a link:- <https://pmcfincorp.com/wp-content/uploads/2024/04/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY-1.pdf>

POLICIES

The Company has adopted the various policies in compliance with the provisions of SEBI (LODR) Regulations, 2015:

1. Policy for Determination of Materiality of Disclosures.
2. Policy on Materiality of Related Party Transactions.
3. Adoption of policy on preservation of documents.
4. Adoption of archival policy.
5. Policy on determine materiality of event
6. Risk Management Policy

The details of the Policy are available on the website of the Company at www.pmcfincorp.com



NBFC REGISTRATION

The company has been registered with Reserve Bank of India as Non Banking Finance Company vide Registration No. 12.00128 Dated April 01, 1998. Your Company is categorized as a Non-Systemically Important Non-Banking Financial Company Not accepting public deposits ("NBFC-ND-NSI") registered with Reserve Bank of India ("the RBI") under Section 45-IA of the Reserve Bank of India Act, 1934. The Company has not accepted any deposit from the public during the year pursuant to the provisions of Section 73 of Companies Act, 2013.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

An amount of Rs.3.83 Lacs of unclaimed dividend amount transferred to Investor Education and Protection Fund on July 15, 2023.

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 2016

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserves Bank) directions, 2016, a report from the Statutory Auditors to the board of directors has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

DEMATERILISATION OF SHARES

Your Company has connectivity with NSDL & CDSL for dematerilisation of its equity shares. The ISIN no. INE793G01035 has been allotted for the company. Therefore, the member and/or investors may keep their shareholding in the electronic mode with their Depository Participates.

BOARD OF DIRECTORS

Presently, the Company's Board comprises of 6 (Six) Directors. Along with Chairman, Managing Director and Whole Time Director who are Promoter Directors, the Board has 1 (one) Managing Director, 1 (one) Whole Time Director, 1 (one) Non Executive Non Independent Director-Chairman, and 3 (Three) Non- Executive Independent Directors including 1 (one) Non- executive Woman Independent Director.

During the Financial year 2023-24, following changes took place in the composition of the Board:

Pursuant to the recommendation of Nomination and Remuneration Committee (NRC), Ms. Deepali Sehgal Kulshrestha (DIN: 10192105) who was appointed by the Board as an Additional Director in the category of Non-Executive-Independent Director of the Company for a first term of five consecutive years w.e.f. June 19, 2023 and approval of Members was obtained in the Annual General Meeting of the Company held on September 14, 2023.

Mr. Satyam jaiswal (DIN: 09282921) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company for a first term of five consecutive years w.e.f. March 31 2023, has resigned from the directorship of the Company w.e.f. June 20, 2023. The Board placed on record their appreciation for the assistance and guidance during their tenure as Director of the Company.

Appointment of Independent Directors

Your Company has appointed following 3 (Three) Independent Directors including 1 (one) Women Director.

- ◆ Mr. Mahavir Prasad Garg (DIN: 00081692)
- ◆ Mr. Yogesh Kumar Garg (DIN: 02144584)
- ◆ Mrs. Deepali Sehgal Kulshrestha (DIN: 10192105)

The Board further confirms that the Independent Directors also meet the criteria of expertise, experience and integrity in terms of Rule 8 of the Companies (Accounts) Rules, 2014 (as amended).

Independent Directors

Mr. Mahavir Prasad Garg Mr. Yogesh Kumar Garg Mrs. Deepali Sehgal Kulshrestha are Independent Directors on the Board.

Key Managerial Personnel of the Company

As on March 31, 2024, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act.



Mr. Raj Kumar Modi, Managing Director, Mr. Prabhat Modi, Whole Time Director, Mr. Chandresh Kumar Sharma, Chief Financial Officer and Mr. Kailash, Company Secretary are the Key Managerial Personnel (KMP) of the Company in terms of Section 203 of the Companies Act, 2013.

Re-appointment of Directors retiring by rotation

Pursuant to the provision of Section 152 of the Companies Act, 2013, ("Act") and articles of association of the Company, Mrs. Rekha Modi (DIN: 01274200) Non Executive Non Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offer herself for re-appointment. The Board recommended her re-appointment for consideration at the ensuing AGM. The disclosures required regarding appointment / re-appointment of Mrs. Rekha Modi (DIN: 01274200) pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India are given in the Notice of AGM, forming part of the Annual Report.

Pecuniary relationship or transactions with the Company

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on the Company's business policy and strategy apart from other Board business. The Board exhibits strong operational oversight with regular presentations in quarterly meetings. If the need arises, the Board's or Committee's approval is taken by passing resolutions through circulation or by calling the Board / Committee meetings at a shorter notice, in accordance with the applicable law.

The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed to enable the Directors to make an informed decision.

During the financial year 2023-24, Six (6) Board Meetings were held on April 24, 2023, May 29, 2023, August 10, 2023, August 17, 2023, November 14, 2023 & February 14, 2024. One meeting of Independent Directors were held on February 14, 2024, more details on Board Meetings are provided in the Corporate Governance Report the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, were adhered to while considering the time gap between two consecutive meetings.

BOARD EVALUATION

The Board of Directors carried out an annual evaluation of its own performance, Board Committees, and Individual Directors in accordance with the Act, Listing Regulations, and Governance Guidelines. The Nomination and Remuneration Committee led an internal evaluation process to assess the performance of the Board, its committees, and individual directors.

The performance of Individual Directors was reviewed by the Board and the NRC, with criteria such as preparedness, constructive contributions, and input in meetings. Non Independent Directors, the Board as a whole, and the Chairman of the Company were evaluated at a separate meeting of Independent Directors. The evaluation results were discussed at the Board meeting, where an action plan was agreed upon.

The Company also acted on feedback received from the previous year's evaluation process. For more details on the Board Evaluation Process, please refer the "Board Evaluation" section of the Corporate Governance Report.

BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse board in its success. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race, and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy, as a part of NRC Policy which sets out the approach to the diversity of the Board of Directors. The said Policy is hosted on the website of the Company at: www.pmcfincorp.com



COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee (NRC) has formulated "Nomination and Remuneration Policy" which deals inter-alia with the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <https://pmcfincorp.com/wp-content/uploads/2024/04/NRC-Policy.pdf>.

The salient features of the policy are as under:

I. Criteria for appointment:

1. NRC shall identify, ascertain and consider the integrity, qualification, expertise and experience of the person for the appointment as a Director of the Company and recommend to the Board his / her appointment. The Directors shall uphold ethical standards of integrity and probity and shall exercise their duties and responsibilities in the interest of the Company.
2. A person proposed to be appointed as Director should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. They shall possess appropriate core skills/ expertise/ competencies/ knowledge in one or more fields of finance, law, management, and marketing and administration, in the context of business and/or the sector in which the company operates. The NRC has the discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
3. The Company shall comply with the provisions of the Act and Listing Regulations and any other laws if applicable for appointment of Director of the Company. The Company shall ensure that provisions relating to limit of maximum directorships, age, term etc. are complied with.

II. Remuneration of the Whole Time /Executive Director(s) / Managing Director:

- a. The remuneration including commission payable to the Whole Time /Executive Director(s) / Managing Director shall be determined and recommended by the NRC to the Board for approval.
- b. While determining the remuneration of the Executive Directors, following factors shall be considered by the NRC/ Board:
 - ◆ Role played by the individual in managing the Company including responding to the challenges faced by the Company
 - ◆ Individual performance and company performance so that remuneration meets appropriate performance benchmarks
 - ◆ Reflective of size of the Company, complexity of the sector/ industry/company's operations and the Company's financial position.

III. Remuneration to Non- Executive / Independent Directors:

Sitting Fees: Independent Directors are entitled for sitting fees for attending meetings of the Board or Committee of the Board or for any other purposes as may be decided by the Board, of such sum as may be approved by the Board of Directors of the Company within the overall limits prescribed under the Act and the rules made there under, Listing regulations or other applicable law.

COMMITTEES OF THE BOARD

As required under the Act and the Listing Regulations, the Company has constituted the following statutory committees:

- a. **Audit Committee**
- b. **Nomination and Remuneration Committee**
- c. **Stakeholders Relationship Committee**



Details of all the Committees such as terms of reference, composition, and meetings held during the year under review are disclosed in the Corporate Governance Report, a part of this Annual Report.

The Board, from time to time, based on necessity, has delegated certain operational power to committees of directors formed for specific purposes like, Preferential issue of shares, etc.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company, being a non-banking finance company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Companies Act, 2013 in respect of loans and guarantees. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been given in this Report.

Information regarding investments covered under the provisions of section 186 of the said Act are detailed in the financial statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

RELATED PARTY TRANSACTIONS

The Company has a well-defined process of identification of related parties and transactions with related parties, its approval and review process. The Policy on Related Party Transactions as formulated by the Audit Committee and the Board is hosted on the Company's website and can be assessed at www.pmcfincorp.com.

All contracts, arrangements and transactions entered by the Company with related parties during FY 2024 (including any material modification thereof), were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Audit Committee. All related party transactions that were approved by the Audit Committee were reported to the Audit Committee. Prior approval of the Audit Committee was obtained for the transactions which were planned and/or repetitive in nature and omnibus approval were taken as per the policy laid down for unforeseen transactions.

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 does not apply to the Company for the FY 2024 and hence the same is not provided

The Company has put in place a Policy for Related Party Transactions ("RPT Policy"), amended from time to time. The Policy provides for identification of Related Party Transactions ("RPTs"), necessary approvals by the Audit Committee/Board/Members, reporting and disclosure requirements in compliance with the Act and provisions of the Listing Regulations.

The said Policy can be accessed on the website of the Company. A policy on materiality of related party transactions and dealing with related party transactions is placed on the Company's website www.pmcfincorp.com.



DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3) (c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

- ❖ in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ❖ such accounting policies as mentioned in the notes to the Financial Statements for the year ended March 31, 2024, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the Profit of the Company for the year ended on that date;
- ❖ proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- ❖ the annual financial statements for the year ended March 31, 2024, have been prepared on a going concern basis;
- ❖ internal financial controls to be followed by the Company have been laid down and that the said financial controls were adequate and were operating effectively;
- ❖ Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

AUDITORS

Statutory Auditors and Auditors' Report

In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting ("AGM") held on September 17, 2022, M/s. Pankaj Gupta & Co., Chartered Accountants, (ICAI Firm Registration number 019302N) were appointed as the Statutory Auditors of the Company for a First term of 5 consecutive years to hold office from the conclusion of the 37th AGM till the conclusion of 42nd AGM of the Company. The Company has received a letter from, M/s. Pankaj Gupta & Co., Chartered Accountants confirming that they are eligible for appointment as Statutory Auditors of the Company.

The report given by the Auditors on the Standalone Financial Statements of the Company for the year ended March 31, 2024 forms part of this Annual Report. The Auditor's comments on the Company's account are self-explanatory in nature and do not require any explanation and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their reports.

The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Companies Act, 2013 and no frauds have been reported by the Statutory Auditors in their report for the year under review. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act, read with rules thereunder, the Board at its meeting held on November 14, 2023 has appointed M/s. Anamika Bhola & Associates, Practising Company Secretaries to conduct Secretarial Audit of the Company for the year ended March 31, 2024. The Secretarial Audit Report issued by them in Form No. MR-3 is provided as an "Annexure-I" to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.



Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 issued by Securities and Exchange Board of India (SEBI), M/s. Anamika Bhola & Associates, Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended March 31, 2024, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued thereunder by the Company.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

The Secretarial Audit Report issued by Secretarial Auditors in Form No. MR-3 is provided as an "Annexure-I" to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, the Board of Directors based on the recommendation of the Audit Committee has re-appointed M/s. KPSP & Associates, Chartered Accountants (FRN: 019471N), a reputed firm of Chartered Accountants as Internal Auditors of the Company for a period of three years commencing from April 01, 2024 to March 31, 2027. The Internal Auditors, M/s KPSP & Associates, Chartered Accountants, Delhi have conducted internal audits periodically and submitted their reports to the Audit Committee. Their Reports have been reviewed by the Audit Committee from time to time.

COST RECORDS AND AUDITORS

The provisions of Cost Records and Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

PUBLIC DEPOSITS

Your Company being a Non-Systemically Important Non-Banking Financial Company Not accepting public deposits ("NBFC-ND-NSI") registered with Reserve Bank of India ("the RBI") under Section 45-IA of the Reserve Bank of India Act, 1934, has not accepted or renewed any deposit as covered under Chapter V of the Act read with the Companies (Acceptance of Deposit) Rules, 2014, as amended, from its members or the public during the year under review.

SUBSIDIARIES

During the year under review, your Company does not have any subsidiaries or joint ventures or associate companies as defined under the Act. However, the Company has framed a policy for determining material subsidiaries, which can be <https://pmcfincorp.com/wp-content/uploads/2024/04/POLICY-ON-MATERIAL-SUBSIDIARIES-1.pdf>

CORPORATE GOVERNANCE REPORT

Your Company has adopted best practices of Corporate Governance and complied with all the requirement of Corporate Governance laid down by SEBI. As per Regulation 34(3) read with Schedule V of the Listing Regulations, a Corporate Governance Report along with Statutory Auditors' Certificate confirming compliance of corporate governance for the year ended March 31, 2024 is provided separately and forms integral part of this Annual Report.



MANAGEMENT AND DISCUSSION ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis Report containing information inter-alia on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended March 31, 2024, is provided in a separate section forming integral part of this Annual Report.

ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the copy of the Annual Return for FY 2023- 24 is uploaded on the website of the Company and the same is available at the website of the Company at www.pmcfincorp.com and web-links thereto are given below:

Annual Return for FY 2022-23: <https://pmcfincorp.com/wp-content/uploads/2023/11/MGT-7-2023.pdf>

Annual Return for FY 2023-24: <https://pmcfincorp.com/wp-content/uploads/2024/06/Draft-MGT-7-2024.pdf>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGO

The Company Operates in the Service Sector as a Non-Banking Financial Company (NBFC) and therefore energy consumption is only limited to electricity required for office functioning for administration functions. However, necessary initiatives have been taken by the company from time to time for optimum utilization of energy. Since the conservation impact is minimal, it cannot be quantified.

- A) Conservation of Energy- NIL
- B) Technology Absorption- NIL
- C) Foreign Exchange earnings and Outgo- NIL

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

The Company has adopted zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on March 31, 2024.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information containing details of employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure-II** attached to this report.

The statement containing names of top employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS / COURTS

The Securities and Exchange Board of India (SEBI) initiated adjudication proceedings against the company under section 15HA of SEBI Act for alleged violations of section 12A(a), (b), (c) of SEBI Act read with regulation 3(a), (b), (c) and regulation 4(1) of SEBI PFUTP Regulations, 2003. The adjudication proceedings under section 15HA of SEBI Act implied a minimum penalty of INR 5 Lacs and a maximum penalty of INR 25 Crores, or three times the amount of profits, whichever is higher. The adjudicating officer noted in the order that no disproportionate gain or loss to investor was brought. However, despite vigorous defence against the allegations levied by SEBI in its proceedings, a penalty of INR 10 Lacs was imposed on the company. In response, the company appealed to the Securities Appellate Tribunal (SAT) against the Adjudication Order passed by SEBI. After consideration, the SAT allowed the appeal, and accordingly quashed the SEBI order on 12.09.2023.



MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2023-24 and the date of this report.

SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

GENERAL

1. There was no change in the general nature of business of the Company.
2. The provisions of Cost Records and Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.
3. The provisions pertaining to Corporate Social Responsibility (CSR) were not applicable to the Company during the year under review.
4. As required in terms of Secretarial Standard (SS)-4, it is hereby confirmed that there is no corporate insolvency resolution process initiated under the Insolvency and Bankruptcy Code, 2016.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to thank Central and State Governments, customers, suppliers, shareholders and bankers for their consistent support and co-operation to the Company. Your directors also place on record sincere appreciation for the contribution and commitment by all the employees of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : New Delhi
Date : 27.05.2024

(REKHA MODI)
(Chairman)
DIN: 01274200



Annexure - I To Directors Reports
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PMC Fincorp Limited
(CIN :- L27109UP1985PLC006998)
B-10, VIP Colony Civil Lines, Rampur,
Uttar Pradesh-244901

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PMC FINCORP LIMITED (CIN NO- L27109UP1985PLC006998)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the **M/S PMC FINCORP LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31.03.2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under:-
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.-
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable during the period under review.**
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable as the Company has not issued any debt securities during the financial year under review.**



- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the Company has not get delisted its equity shares from any stock exchange during the financial year under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

This report is to be read with our letter of even date which is annexed as 'Annexure-A-1' and form an integral part of this report.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Anamika Bhola & Associates
(Company Secretaries)

Date : 27.05.2024
Place: New Delhi

Anamika Bhola
ACS No.:A26132
CP NO:-23474
UDIN:-A026132F000459609
PR NO-3417/2023



To,
The Members,
PMC Fincorp Limited
(CIN :- L27109UP1985PLC006998)
B-10, VIP Colony Civil Lines, Rampur,
Uttar Pradesh-244901

My Secretarial Audit Report of even date is to be read along with this letter.

Managerial Responsibility

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on this Secretarial based on our audit.

Auditors Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
2. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The Compliances of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Anamika Bhola & Associates
(Company Secretaries)

Date : 27.05.2024
Place: New Delhi

Anamika Bhola
ACS No.:A26132
CP NO:-23474
UDIN:-A026132F000459609
PR NO-3417/2023



Annexure - II

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S. No	Name of Director & KMP and Designation	Remuneration of Director/ Key Managerial Personnel for the year ended March 31, 2024 (Amount in ₹)	% increase in remuneration in FY 2023-24	Ratio of remuneration of Director to Median Remuneration of Employees
1.	Ms. Rekha Modi Non Executive Director	NIL		NIL
2.	Mr. Satyam Jaiswal Independent Director	20,000/-		
3.	Mr. Yogesh Kumar Garg Independent Director	1,20,000/-	Refer Note a below	
4.	Mr. Mahavir Prasad Garg Independent Director	1,30,000/-		
5.	Mr Prabhat Modi Non Executive Director	12,00,000/-		
6.	Mr. Raj Kumar Modi Managing Director	24,00,000/-	Not Applicable	
7.	Mr. Kailash Company Secretary & Compliance Officer	6,55,000/-		
8.	Mr. Chandresh Kumar Sharma Chief Financial Officer	2,62,000/-		

Notes:

- The remuneration of all Independent Directors of the Company comprises of sitting Fees for attending Board and Committee Meetings. Depending upon the meeting attended by Directors, sitting fees are paid in the FY 2023-24 and hence calculation of % increase in remuneration is not applicable.
- During the year ended March 31, 2024, there was no increase in the median remuneration of employees.
- As on March 31, 2024, the Company had 9 Permanent Employees on rolls.
- The median remuneration of employees of the Company during the year was 3,45,400/-.
- We affirm that the remuneration paid during the year 2023-24 is as per the Remuneration policy of the Company.

B. Particulars of Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In terms of proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the aforesaid particulars shall be made available to any shareholder on a specific request made by him in writing before the date of such Annual General Meeting wherein financial statements for the financial year 2023- 24 are proposed to be adopted by shareholders and such particulars shall be made available by the company within three days from the date of receipt of such request from shareholders.

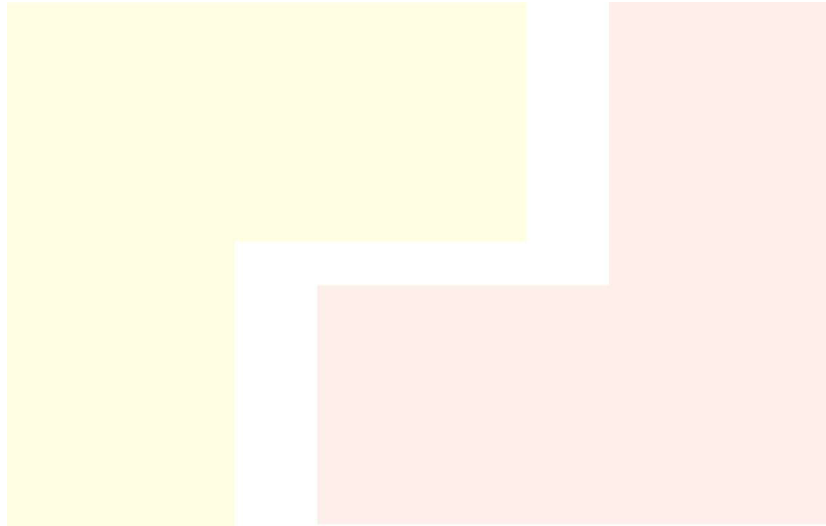


- C. **Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: None**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : New Delhi
Date : May 27, 2024

(REKHA MODI)
(Chairman)
DIN: 01274200

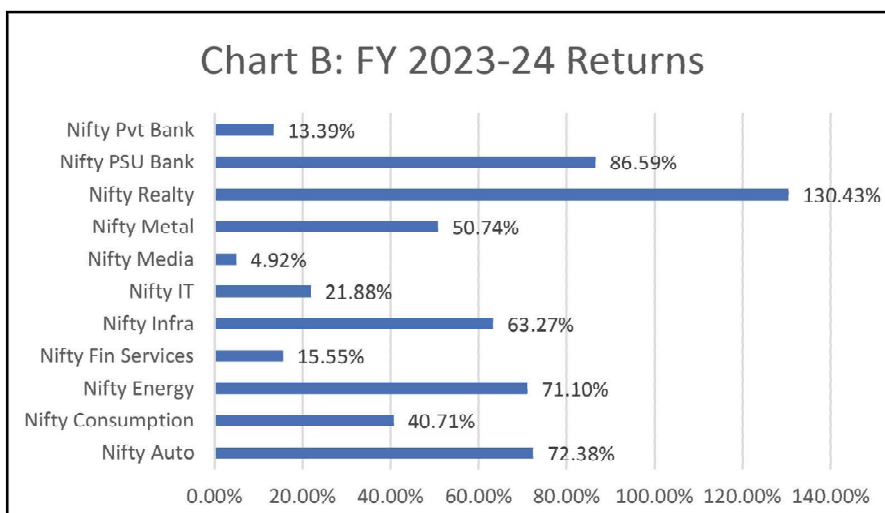
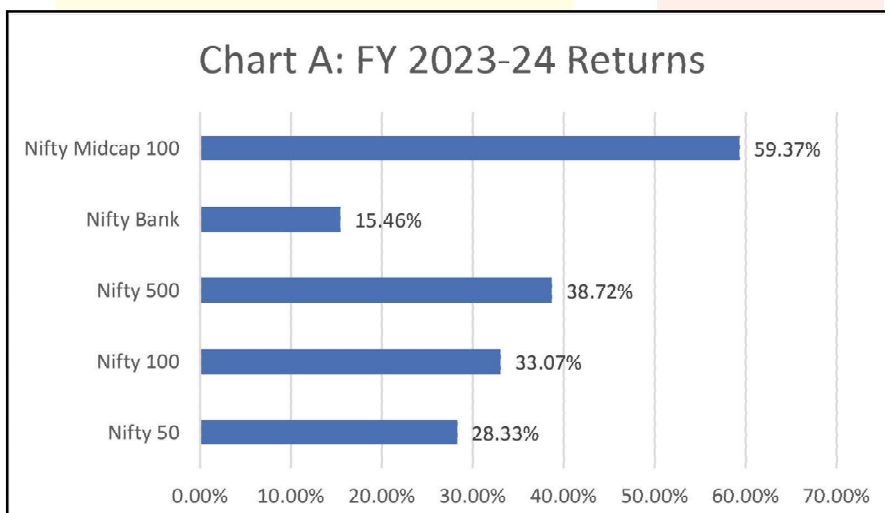




MANAGEMENT DISCUSSION & ANALYSIS REPORT

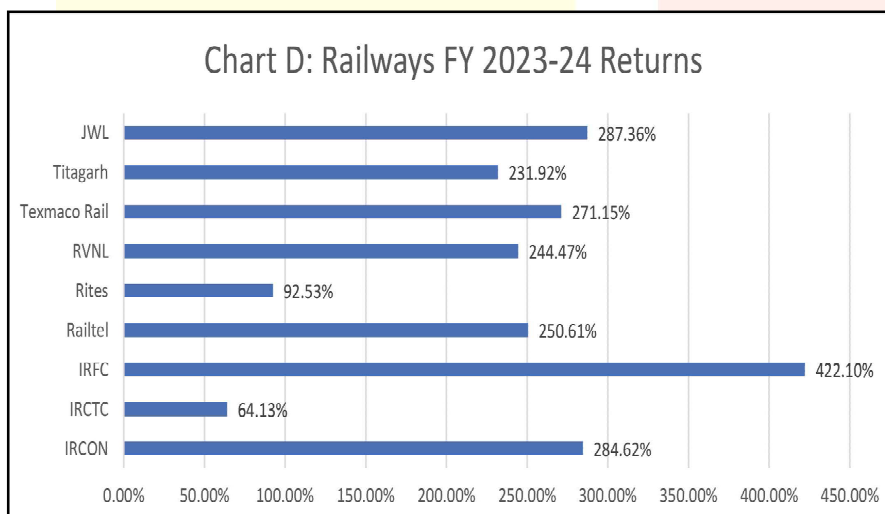
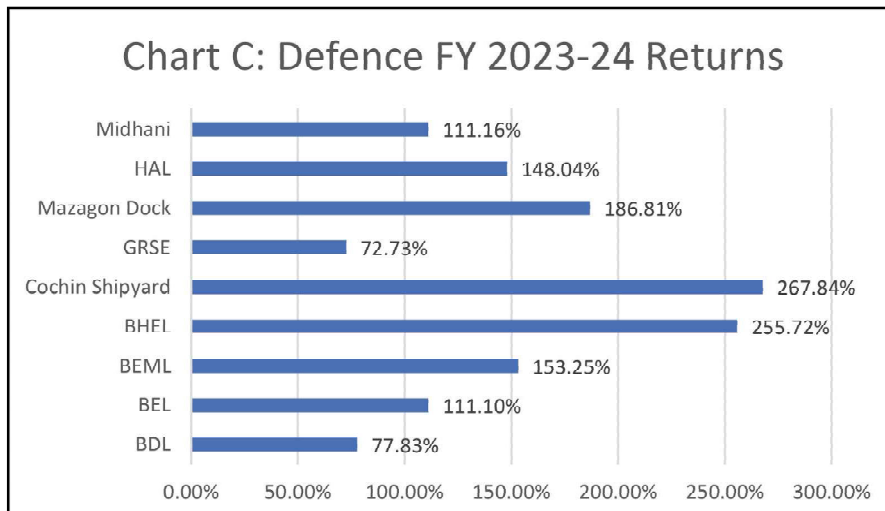
MACROECONOMIC OVERVIEW

Financial Year 2023-24, in respect of the Indian capital markets, was a stellar year. Despite geo-political, and economic challenges, the headline indices scripted all-time highs, with the market capitalisation of BSE listed companies surpassing USD 4 Trillion for the first time in November 2023. This becomes even more impressive considering that the RBI, kept interest rates unchanged at 6.5% inline with its hawkish stance to keep inflation in check, in concurrence with the rest of world central banks. With India's GDP growth of 8.2% providing the central bank ample room to focus on inflation, market expectations have been varying significantly with each passing monetary policy meet on the targeted timeline for the interest rates to start receding. Given the background of hawkish central banks in India and around the world, banking crisis in the west at the beginning of the financial year, with Silicon Valley Bank's collapse, and takeover of Credit Suisse by UBS, ongoing Ukraine-Russia conflict, and Israel-Palestine conflict affecting shipping routes through the Suez Canal, and SEBI action on MF scheme liquidity test in February 2024, the headline indices had exceptional performance with the Nifty 50 rising 28%, with a notable performance by the midcap index rising nearly 60%, as evident from Chart A.





Indian capital markets granular analysis from Chart B shows that the market performance was driven by domestic sectors, with realty, public sector banks, infrastructure, energy, and auto rising between 60% to 130%. Each of the outperforming sectors had underlying fundamentals which aided the growth prospects and the resultant returns. It is pertinent to mention the capital expenditure in the defence, railways and roads and highways space contributing to other sectors such as autos, infrastructure, and energy.



As evident from charts C, and D, defence and railways, particularly public sector owned entities, have given multi-fold returns during the financial year. This has been one of the most noteworthy shifts in the Indian capital markets in the past few years. With the government focusing on developing a self-reliant defence industry ecosystem, upgrading the Indian railways, and the expanding road networks, these long ignored sectors are getting their due valuations and spotlight of all investor groups. The impressive growth of the Indian defence space is evident from record exports of INR 21,000 Crores in financial year 2023-24. The overall exports under the current government from 2014-15 to 2023-24 has touched INR 89,000 Crores, which is a growth of 21 times in comparison to the period 2004-05 to 2013-14 when the defence exports were INR 4312 Crores. The railways have also been achieving bigger milestones, one of the most notable of them being its highest ever capital expenditure utilisation of 75% in the first three quarters of FY 2023-24 amounting to INR 1,95,930 Crores. The public infrastructure development was further pushed by the road ministry with its highest ever capital expenditure of INR 3.01 lakh crores recorded in 2023-24, inclusive of government and private expenditure.



The government led capital expenditure push in key sectors such as the defence, railways, and roads among others is stimulating private investment in sectors such as realty, autos, consumption of durable and non-durable goods, logistics, and energy. It is also important to point out the crucial role played by various categories of investors and traders such as retail, high net worth individuals acting through own accounts or family offices, domestic institutions, and foreign institutions in the capital markets. Particularly, Indian retail investor participation has been a major driving force behind the stellar performance and reduced volatility, which the Indian markets were earlier susceptible to due to foreign institutional activity. Indian retail investors have played a crucial role in strengthening the domestic institutional investors such as mutual funds, evident from the statistic that Indian mutual funds currently have 8.7 crore SIP accounts, having collected nearly INR 2 lakh crores in FY 2023-24. The SIP contribution has been rising significantly from INR 43,921 crores in FY 2016-17, crossing the INR 1 lakh crore mark in FY 2019-20, and doubling to INR 2 lakh crore in FY 2023-24. Having mentioned the positive side of the growing influence of Indian retail investors, it is also pertinent to mention the growing risk for retail traders in the derivatives segment. As India's growth story is largely playing out on its demographic dividend, it is imperative that Indian household risks and debt are kept in sustainable limits.

Outlook ahead for Indian and global capital markets in FY 2024-25 will be dependent on central bank actions, and elections to be held around the world in major economies, as 2024 is the year of elections, with 64 countries including India, and United States amongst many others going to vote representing a combined population of about 49% of the people of the world. Central bankers will also spring into action based on inflation, and growth data, and after all the elections uncertainty is out of the way. The United States election will be a significant risk overhang due to varying nature of presidential candidates, and possibility of a change in trajectory. India's domestic story remains robust, with government led capital expenditure expected to crowd in private investments, India is on cusp of a private capital expenditure cycle. The other factor spurring a private investment cycle is the rising gap in the GDP and GVP, indicating demand is growing faster than supply. This will further boost domestic industrial activity.

Outlook for our Company

Our company mentioned the shift towards capital markets last year. This shift has been particularly fruitful, with company posting its highest ever net profit of INR 11.34 crores for the FY 2023-24, which is a significant turnaround from the loss of INR 6.34 crores in FY 2022-23. As discussed earlier, there were significant trends in the capital markets during the year, which the company identified. Our company was able to identify and maximise its portfolio positioning towards outperforming sectors such as railways, defence, public sector banks, consumer durables, energy, and realty among others. The company's lending operations are steady, further, company is gradually aligning and expanding its capital market operations. Going ahead, our company will continue to optimise and reposition its portfolios as per emerging trends in the markets. Our portfolio strategy is largely driven by fundamental developments and market sentiments. While market sentiments do not drive our investment decisions in any stock or sector, it can be a significant indicator for entry and exit opportunities.

Threats and Risks

The very nature of the company's business makes it subject to various kinds of risk. The company encounters credit risk and operational risks in its regular business operations. Further the performance of the company is dependent on the market conditions. Risk management does not imply risk elimination but prudent risk identification and assessment. To this effect, we recognise that due to underlying nature of volatility in the capital markets, our company also experiences volatility in its financial performance due to the accounting principle of recording the value of holdings based on the market value as on end of each quarter. Further, we are always striving to identify and manage unsystematic risks to our lending operations in addition to our capital market exposure, however, exposure to systematic risks is inherent to any business operation. We are always committed to keep analysing the dynamic economic conditions to identify and manage risks to our operations.



CORPORATE GOVERNANCE REPORT

This Report states the compliance status of the Company as per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred as "SEBI LODR, 2015"), for the Financial Year 2023-24 as to be made by the Listed entities in Corporate Governance section of the Annual Report as prescribed under Part C of Schedule V of the said Regulations.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance ensures transparency in its affairs and the functioning of the Management and the Board and accountability towards its stakeholders. It also encompasses the oversight of business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Company is fully committed in practicing sound corporate governance and upholding the highest business standards in conducting business. Being a value-driven organization, the Company has always worked towards building trust with the stakeholders. We, at PMC Fincorp Limited follow principles of good corporate governance, viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values. These core values are central to the business philosophy of the Company and act as the guiding inspiration for the day-to-day business operations. The Company strives to be a customer-first, quality-obsessed, socially-sensitive corporate entity. The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company.

Board of Directors keeping in view the above philosophy, the Corporate Governance at PMC Fincorp Limited is based on the following main principles & practices:

- ◆ Timely and balanced disclosures of all material information on operational and financial matters to the Stakeholders;
- ◆ Proper composition of the Board of Directors, size, varied experience and commitment to discharge their responsibilities;
- ◆ Full adherence and compliances of laws, rules and regulations;
- ◆ Timely and balanced disclosures of all material information on operational and financial matters to the Stakeholders;
- ◆ Clearly defined management performance and accountability;
- ◆ Well-developed internal control, systems and processes, risk management and financial reporting;
- ◆ Enhanced accuracy and transparency in business operations, performance and financial position.

2. BOARD OF DIRECTORS

The Composition of Board of Directors of the Company is in accordance with the Companies Act, 2013 and Regulation 17 of the SEBI LODR, 2015. Our Company has an appropriate combination of Executive, Non-Executive and Independent Directors including an Independent Woman Director to maintain independence and efficiency of the Board in its functions of governance and management.

Our Company's directors are highly experienced professionals in their respective functional areas and provide directions to the management on operational issues, adoption of systems and best practices in management and oversight of compliance of various legal and other requirements. The members of our Board are from diverse backgrounds with exceptional skills and experience in critical areas like Stock Market, finance, entrepreneurship and general management. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.

The Company believes that an active and well-informed Board is necessary to ensure highest standards of corporate governance. All statutory and other significant and material information are placed before the Board to enable it to discharge its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

The Board of Directors complies with the provisions of SEBI LODR, 2015 and Companies Act, 2013 in regard to the meetings of the Board and Committees thereof. The Management and Board of the Company continuously and actively supervise the arena of Corporate Strategy, planning, external contracts and other board matters on continual basis. The Senior Management Personnel heading separate divisions are responsible for day to day operations of their respective divisions.



a) Board Composition

The Board of Directors ('Board') has an optimum combination of Executive and Non-Executive Directors, representing a blend of professionalism, knowledge and experience. The size and composition of the Board meet the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As on March 31, 2024, the Board comprises of 6 Directors out of which 1 is Managing Director, 1 are Whole Time Director, 1 are Non-Executive Non- Independent Directors and 3 are Non-Executive Independent Directors. All Directors are competent and experienced personalities in their respective fields.

The Independent Directors neither have any pecuniary relationship or transactions with the company, nor with the promoters, and management, which may affect independence or judgment of the directors in any manner. All the Independent Directors have satisfied the criteria/conditions of independence as laid down in Regulation 16(1)(b) of the SEBI LODR, 2015 and Section 149(6) of Companies Act, 2013. The Independent Directors have confirmed that they have registered their names in the databank maintained with the Indian Institute of Corporate Affairs ('IICA'). The Board periodically evaluates the need for change in its composition.

Pursuant to Section 164(2) of the Act, all the Directors have also provided annual declarations that they have not been disqualified to act as Directors. The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Act and SEBI LODR, 2015 as amended from time to time. The Board is headed by Mr. Raj Kumar Modi, Managing Director of the Company.

The composition of the Board, details of other directorships and Committee positions as on March 31, 2024 are given in the table below:

Name and Designation	DIN	Category	No. of Directorship held in Other Public Companies	Number of Directorships held in other Listed companies along with nature of Directorship	No. of Chairmanship Membership in Board Committees @	
					Member	Chairman
Ms. Rekha Modi Non-Executive Non Independent Director, Chairman	01274200	NENID	2	NIL	2	1
Mr. Raj Kumar Modi Managing Director	01274171	MD	2	NIL	—	—
Mr. Prabhat Modi Whole Time Director	08193181	WTD	1	NIL	—	—
Mr. Yogesh Kumar Garg Independent Director	02144584	ID	—	NIL	1	—
Mr. Mahavir Prasad Garg Independent Director	00081692	ID	—	NIL	2	1
*Ms. Deepali Sehgal Kulshrestha Independent Director	10192105	ID	—	NIL	1	—

*During the year under review, Mrs. Deepali Sehgal Kulshrestha was appointed as an Independent Director in the Company w.e.f. June 19, 2023.

Abbreviations: MD = Managing Director, ID = Independent Director, NENID = Non-Executive Non-Independent Director, WTD = Whole Time Director



Notes:

Number of Directorships held in other public companies excludes Directorship of PMC Fincorp Limited, Directorships in private companies, deemed public companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate Directorships.

@ Only Membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of listed and unlisted public limited companies including PMC Fincorp Limited are considered. Further, number of Memberships does not include number of Chairmanships.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26(1) of the Listing Regulations. Further, none of the Directors hold Directorships in more than 20 Companies including 10 Public Companies pursuant to the provisions of Section 165 of the Companies Act, 2013.

Further, the other directorships held by all Directors including Independent Directors are within the limit prescribed under Listing Regulations.

During the year under review, All Independent Directors of the Company fulfill the criteria of Independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and have furnished declaration of independence to that effect pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations. The said declarations of independence were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

b) Independent Directors Meeting

In compliance with Regulation 25 (3) of the Listing Regulations and Schedule IV of the Act, a separate meeting of Independent Directors was convened on February 14, 2024, for FY 2023-24. The meeting was chaired by Mr. Mahavir Prasad Garg and was held without the presence of Non-Independent Directors and members of the management. The objective of the meeting was to review the performance of NonIndependent Directors and the Board as a whole, assess the performance of the Chairman of the Company, and evaluate the quality, quantity, and timeliness of the flow of information between the Company management and the Board. The Independent Directors discussed matters pertaining to the Company's affairs and presented their collective views to the Board of Directors.

c) Familiarization Programme

Your Company has in place Familiarization Programme for the Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. At the time of appointment of a Director (including Independent Director), a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as Directors of the Company. The draft letter of appointment containing terms and conditions of their appointment is available on the website of the Company www.pmcfincorp.com. The Director is also explained the compliances required from him/her under the Companies Act, 2013, Listing Regulations and other applicable laws. The Chairman also does one to one discussion with the newly appointed Directors to familiarize them with the Company's operations, on the request of the individual director. Further, on an ongoing basis as a part of Agenda of Board meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates etc.

The Familiarisation Programme and details of Familiarization Programme imparted during 2023-24 are uploaded on the website of the Company www.pmcfincorp.com can be accessed through web-link <https://pmcfincorp.com/wp-content/uploads/2024/06/Familiarization-Programme-Imparted-to-Independent-Directors-during-2023-2024-1.pdf>



d) Matrix of skills/competence/expertise of Directors

The following matrix summarizes list of core skills/ expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and the board along with the names of the Directors, who possess such skill/expertise/ competence, are given below:-

Board Competency Matrix

- i) **Business & Industry:** Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) **Behavioural skills:** Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii) **Financial Expertise:** Financial and risk management, Internal control, experience of complex financial reporting processes, capital allocation, resource utilisation, understanding of financial policies and accounting statement and assessing economic conditions.
- iv) **Technical & Professional skills:** Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- v) **Governance & Compliance:** Developing governance framework, serving the best interests of all stakeholders, driving board and management accountability, building long-term effective stakeholder engagements and sustaining corporate ethics and values.

S.No	Name of the Director	Skills
1.	Ms. Rekha Modi	Business & Industry, Behavioural skills & Professional skills and Governance & Compliance
2.	Mr. Raj Kumar Modi	Business & Industry, Behavioural skills, Financial Expertise, Professional skills and Governance & Compliance
3.	Mr Prabhat Modi	Business & Industry, Behavioural skills, Financial Expertise, Professional skills and Governance & Compliance
4.	Mr. Yogesh Kumar Garg	Business & Industry, Behavioural skills, Financial Expertise, Professional skills and Governance & Compliance
5.	Mr. Mahavir Prasad Garg	Business & Industry, Behavioural skills, Financial Expertise, Professional skills and Governance & Compliance
6.	Mrs. Deepali Sehgal Kulshrestha	Business & Industry, Behavioural skills, Professional skills and Governance & Compliance

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies for effective contribution to the Board and its Committees. Details of the skills/ expertise/ competencies possessed by the Directors who were part of the Board as on March 31, 2024.



e) Board Meetings

During the Financial Year 2023-24, Six (6) Board Meetings were held on April 24, 2023, May 29, 2023, August 10, 2023, August 17, 2023, November 14, 2023 and February 14, 2024 through physically mode in accordance MCA and SEBI circulars and the maximum time gap between any two consecutive Board Meetings of the Company did not exceed 120 days.

Details of attendance of the Directors at the Meetings of Board and Shareholders held during FY 2023-24:

Sr. No.	Name of the Directors	Attendance Particulars During the period April 01, 2023 to March 31, 2024		Whether attended last AGM held on September 14, 2023
		No. of Board Meeting held	No. of Board Meeting Attended	
1.	Ms. Rekha Modi	6	6	Yes
2.	Mr. Raj Kumar Modi	6	6	Yes
3.	Mr Prabhat Modi	6	6	Yes
4.	Mr. Yogesh Kumar Garg	6	6	Yes
5.	Mr. Mahavir Prasad Garg#	6	6	Yes
6.	Ms. Deepali Sehgal Kulshrestha	4	3	Yes
7.	Mr. Satyam Jaiswal##	1	1	NA

On recommendation of members of Nomination and Remuneration Committee, the Board of Directors has approved the re-appointment of Mr. Mahavir Prasad Garg (DIN: 00081692) as Non-Executive Independent Director of the Company for the Second term of 5 (five) consecutive years, with effect from February 14, 2024, to February 13, 2029 and same has been approved by Shareholders in the 38th Annual General Meeting held on September 14, 2023.

##During the year under review, Mr. Satyam Jaiswal independent Director of the Company resigned from the post of Independent Director w.e.f. June 20, 2023 and he is attend only one meeting during the Financial year 2023-24 and Mrs. Deepali Sehgal Kulshrestha has appointed Independent Director on the Board w.e.f. June 19, 2023.

The details of the Shareholding of Directors as on March 31, 2024 are as follow:

S.No	Name of Directors	No of Shares	Percentage (%) of Holding
1.	Mr. Raj Kumar Modi	54,48,600	1.02%
2.	Ms. Rekha Modi	86,40,000	1.62%
3.	Mr. Prabhat Modi	37,15,786	0.70%
4.	Mr. Mahavir Prasad Garg	16,200	0.003%

f) Annual General Meeting

The Ministry of Corporate Affairs ("MCA") had, vide its circular no. 10/2022 and 11/2022 dated December 28, 2022 read together with circular nos. 20/2020 and 21/2020 dated May 5, 2020 and December 14, 2021 respectively, permitted convening the Annual General Meeting ("AGM") during the calendar year 2023 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue till September 30, 2023. Accordingly, 38th AGM of the Company was held on September 14, 2023 through VC.

g) Board Meetings Procedure

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual directors and consideration of their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.



Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, Action Taken Report on the decisions taken in previous meetings of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, compliance report on all laws applicable to the Company, annual financial statements, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

h) Compliance Framework

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and providing updates to senior management and the Board periodically. The Audit Committee and the Board of Directors periodically review the status of the compliances with the applicable laws.

3 BOARD COMMITTEES

In compliance with the SEBI LODR, 2015 and to focus effectively on the issues and ensure expedient resolution of the diverse matters, the Board has constituted various committees with specific terms of reference and scope. The committees operate as empowered agents of the Board as per their charter/terms of reference. Constitution and charter of the board committees are given herein below:

A. Audit Committee

(a) Terms of reference

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

The terms of reference of the Audit Committee covers matters specified Regulation 18(3) read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013 as amended from time to time. The terms of reference of Audit Committee inter alia includes following matters:

Financial Reporting and Related Processes

- ❖ Oversight of the Company's financial reporting process and disclosure of its financial information.
- ❖ Reviewing with the Management the quarterly unaudited financial results and Auditors Review Report thereon and make necessary recommendation to the Board.
- ❖ Reviewing with the Management audited annual financial statements and Auditors' Report thereon and make necessary recommendation to the Board This would, inter alia, include reviewing changes in the accounting policies, if any, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements arising out of audit findings, disclosure of related party transactions, compliance with legal and other regulatory requirements with respect to the financial statements.
- ❖ Reviewing the Management Discussion & Analysis of financial and operational performance and Board's Report.
- ❖ Scrutiny of inter-corporate loans and investments.
- ❖ Recommendation of appointment, remuneration and terms of appointment of auditors of the Company.

Internal Controls and Governance Processes

- ❖ Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, Review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- ❖ Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- ❖ To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.



- ❖ Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.
- ❖ Approval of appointment of Chief Financial Officer

Audit & Auditors

- ❖ Review and monitor Auditor's Independence and performance and effectiveness of Audit process.
- ❖ Reviewing with the management, performance of internal and statutory auditors, adequacy of internal control systems.
- ❖ Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.
- ❖ Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- ❖ Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.
- ❖ Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

(b) Composition and Meetings

During the Financial Year 2023-24, four (4) Audit Committee Meetings were held on May 29, 2023, August 10, 2023, November 14, 2023 and February 14, 2024 and the maximum time gap between any two consecutive Audit Committee Meetings of the Company did not exceed 120 days.

The composition and the attendance of members at the meetings held during the financial year ended March 31, 2024 are given below:

Name of Directors	Position	Attendance at the Audit Committee Meetings	
		Meetings held	Meeting Attended
Mr. Mahavir Prasad Garg	Chairman	4	4
Mr. Yogesh Kumar Garg	Member	4	4
Ms. Rekha Modi	Member	4	4

Mr. Kailash Company Secretary cum Compliance Officer acts as the Secretary to the Audit Committee.

Mr. Mahavir Prasad Garg, Chairman of Audit Committee was present for last AGM held through VC/OAVM on September 14, 2023.

The Chief Financial Officer was invited to the Audit Committee Meetings. The Company Secretary acts a Secretary to the Audit Committee and attends all the meetings.

B. Stakeholders' Relationship Committee

(a) Composition and Meetings

The Stakeholders' Relationship Committee is constituted in line with the provisions of Part D of Schedule II and Regulation 20 of SEBI LODR, 2015 read with section 178 of the Companies Act, 2013. The Committee is responsible for assisting the Board of Directors in resolving the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, if any.

During the year under review, As on March 31, 2024, the Stakeholders' Relationship Committee (SRC) consists of 3 Directors / Members viz. Ms. Rekha Modi, Non- Executive Non Independent Director as Chairman, Mr. Mahavir Prasad Garg as Non-Executive, Independent Director and Ms. Deepali Sehgal Kulshrestha, Independent Director as members of the SRC.



The composition and attendance of the members of the Stakeholders Relationship Committee at the meetings held during the financial year ended March 31, 2024 are given below:

Name of Directors	Designation	Category	Attendance at the Stakeholder Relationship Committee Meetings	
			held	Attended
Ms. Rekha Modi	Chairman	Non-Executive & Non-Independent Director	3	3
Mr. Mahavir Prasad Garg	Member	Non-Executive & Independent Director	3	3
Ms. Deepali Sehgal Kulshrestha#	Member	Non-Executive & Independent Director	3	3

Ms. Deepali Sehgal Kulshrestha independent Director of the company has appointed a member of Stakeholder Relationship Committee w.e.f June 19, 2023.

Mr. Satyam Jaiswal independent Director of the company has appointed a member of Stakeholder Relationship Committee w.e.f March 31, 2023. But due to personal reason he resigned from the post of independent Director w.e.f. June 20, 2023 and his membership shall be cessed from stakeholder relationship committee w.e.f. June 20, 2023.

(b) Terms of reference:-

The role of the Stakeholders Relationship Committee ("SRC") inter alia includes terms of reference as specified in Point B of Part D of Schedule II of Listing Regulations as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(c) Investor Complaints

Your Company takes all effective steps to resolve complaints from shareholders of the Company. The Complaints are duly attended by the Company/ Registrar & Transfer Agent and the same are resolved within prescribed time.

During the year under review Company has not received any complaint from its shareholders, No complaint was pending as on March 31, 2024.

Details of investor complaints received and redressed during the year 2023-24 are as follows:

Opening Balance	No. of Complaints received during the financial year	No. of Complaints resolved during the financial year	Closing Balance
NIL	NIL	NIL	NIL

Compliance Officer

Mr. Kailash as the Compliance Officer of the Company.

Ms. Rekha Modi, Chairperson of the Stakeholders Relationship Committee attended the previous Annual General Meeting held on September 14, 2023 for answering the shareholder's queries.



C. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee ("NRC") includes the matters stipulated in Point-A of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013 as under:

- ❖ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.
- ❖ Lay down criteria for identifying and selection of candidates for appointment as Directors/ Independent Directors and KMP and other Senior Management positions;
- ❖ Recommendation to the Board about appointment, re-appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down.
- ❖ Recommendation to the Board on remuneration payable to the Directors of the Company.
- ❖ Formulation of the criteria for evaluation of performance of every Director and carry out performance evaluation of Directors and to recommend to the Board on whether to extend or continue the term of appointment of Independent Director.
- ❖ Devising a policy on Board Diversity.
- ❖ Recommendation to the board, all remuneration, in whatever form, payable to senior management
- ❖ All other duties, responsibilities as defined under section 178 of the Companies Act, 2013 & Regulation 19 read with part D(A) of Schedule II of the SEBI LODR, 2015.

(b) Composition, Meetings and Attendance

During the year under review, there has been no change in the composition of Nomination and Remuneration Committee. As on March 31, 2024, NRC comprises of 3 Directors/Members in which out of Two are Non-Executive Independent Director and one is Non- Executive Non Independent Director as member.

Pursuant to the provisions of Regulation 19 read with Part D of the SEBI LODR, 2015, it is mandatory to hold one NRC meeting in a financial year.

The committee met Four (4) times i.e. on May 29, 2023, August 10, 2023, August 17, 2023 and February 14, 2024. The composition and the attendance of members at the meetings held during the financial year ended March 31, 2024 are given below:

Name of Directors	Designation	Category	Attendance at the Stakeholder Relationship Committee Meetings	
			held	Attended
Mr. Mahavir Prasad Garg	Chairman	Non-Executive & Independent Director	4	4
Mr. Yogesh Kumar Garg	Member	Non-Executive & Independent Director	4	4
Ms. Rekha Modi	Member	Non-Executive & Non-Independent Director	4	4

Compliance Officer

Mr. Kailash as the Compliance Officer of the Company.

(c) Nomination and Remuneration Policy

Pursuant to Section 178 of the Companies Act, 2013, NRC has formulated "Nomination and Remuneration Policy" which deals inter alia with nomination and remuneration of Directors, Key Managerial Personnel, and Senior Management.

The said policy is uploaded on the website of the Company and web-link thereto is:

<https://pmcfincorp.com/wp-content/uploads/2024/04/NRC-Policy.pdf>



(d) Criteria for evaluation of Independent Directors

NRC has formulated following criteria for Performance evaluation of Independent Directors:

1. Participation at Board /Committee Meetings
2. Contributions at Meetings
3. Knowledge and skills
4. Discharging Role, Functions and Duties
5. Personal Attributes

More information on performance evaluation is given in the Board's Report.

4. EVALUATION

a) Board Evaluation

The Board evaluation is an essential part of the Company's commitment to good corporate governance. By conducting an annual evaluation of its Board, Committees, and individual members, the Company demonstrates its commitment to transparency, accountability, and effective governance. It enables the Board to identify areas where it can improve its performance and ensures that the Company's governance practices remain in line with best practices.

The Company's Corporate Governance Guidelines require an annual evaluation of all Board Members and the functioning of the Board and its mandatory Committees. These mandatory Committees includes the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. The purpose of the evaluation is to assess the performance of the Board, and its committees and identify areas for improvement.

During FY 2024, the Board, its committees, and individual directors, including the Chairman, underwent a comprehensive performance evaluation.

b) Evaluation of the Committees

The criteria used to evaluate the Committees included the independence and effectiveness of each Committee, the structure of the Committee and its meetings, the time allocated for discussions at meetings, the functioning of Board Committees, and their contribution to the decisions made by the Board. The evaluation process was important to ensure that the Committees were functioning optimally and contributing effectively to the overall governance of the Company. The independence and effectiveness of each Committee were evaluated to determine whether they were able to carry out their responsibilities without undue influence. The evaluation process provided valuable insights into the Committees' effectiveness and identified areas for improvement.

c) Outcome of the Board Evaluation for the Financial Year 2023-24

The Board had a well-balanced composition and had received positive feedback on their effectiveness in all key aspects. Directors were satisfied with the agenda notes and discussions at meetings, as well as the management's receptiveness to suggestions and feedback from the Board and Committees.

5. Remuneration of Directors

- (i) The details Remuneration of Managing Director and Whole Time Director for the Financial Year 2023-24 are as under:

Name of Directors	Designation	Remuneration for the Financial Year ended March 31, 2024	No. of equity shares of the Company held by Executive Directors
Mr. Raj Kumar Modi	Managing Director	24,00,000/-	54,48,600
Mr. Prabhat Modi	Whole Time Director	12,00,000/-	37,15,786

(ii) Remuneration of Non-Executive Directors

At present, all Non-Executive Directors of the Company are entitled to receive sitting fees of Rs.10,000/- each for attending Board Meeting and Audit Committee Meeting, 5,000/- each for the Nomination and Remuneration Committee Meetings & independent Director Committee Meetings and Fees of Rs 2500/- for the Stakeholder Relationship Committee Meetings.



Details of sitting fees paid to all Non-Executive Directors of the Company for the financial year ended March 31, 2024 are as under:

Name of the Director	Remuneration for the Financial Year ended March 31, 2024 (Amount in Rs.)	No. of equity shares of the Company held by Non-Executive Directors
	Sitting Fees	
*Mr. Mahavir Prasad Garg	1,30,000	16,200
Mr. Yogesh Kumar Garg	1,20,000	NIL
**Mrs. Rekha Modi	—	86,40,000
#Ms. Deepali Sehgal Kulshrestha	45,000	NIL

*Mr. Mahavir Prasad Garg and Mr. Yogesh Kumar Garg had voluntarily decided not to take the sitting fees for attending Independent Director Committee Meeting.

**Mrs. Rekha Modi had voluntarily decided not to take the sitting fees for attending Board and other Committee Meetings of the Company.

#Mr. Satyam Jaiswal appointed Independent Director in the Company w.e.f. March 31, 2023 but due to personal reason he resigned from the post of Independent Director of the Company w.e.f. June 20, 2023, and he had voluntarily decided not to take the sitting fees for attending Stakeholder Relationship Committee Meeting and he has received total sitting fee of Rs 20,000/- during his tenure for the FY 2023-24. Further Mrs. Deepali Sehgal Kulshrestha appointed as an Independent Director in the Company w.e.f. June 19, 2023 and she has become a member of Stakeholder Relationship Committee w.e.f. June 19, 2023, and she had voluntarily decided not to take the sitting fees for attending Stakeholder Relationship Committee Meeting.

Notes:

1. There is no separate provision for payment of severance fees.
2. There are no variable components and performance linked incentives.
3. There are no pecuniary relationships or transactions between Non-Executive Directors and the Company during the year 2023-24.
4. The Company does not have any Employee Stock Option Scheme
5. General body Meetings

6. General body Meetings

a) Annual General Meetings:

During the preceding three years, the Annual General Meetings of the Company were held on the following dates, time and venue.

AGM	Date	Time	Venue of the Last Three AGMs	Special Resolution(s) passed
36th	September 25, 2021	2.30 P.M.	Video Conferencing ("VC")/ Other Audio Visual Means (OAVM) VC Platform - provided by NSDL	NIL
37th	September 17, 2022	11.00A.M.	Video Conferencing ("VC")/ Other Audio Visual Means (OAVM) VC Platform - provided by NSDL	Change in Designation of Mr. Prabhat Modi (DIN: 08193181) from Non-Executive Director to Whole Time Director of the Company.
38th	September 14, 2023	11.00A.M.	Video Conferencing ("VC")/ Other Audio Visual Means (OAVM) VC Platform - provided by NSDL	Appointment of Mrs. Deepali Sehgal Kulshrestha as an Independent Director for 5 Years w.e.f. June 19, 2023 Re-appointment of Mr. Mahavir Prasad Garg Independent Director for further 5 Years w.e.f. February 14, 2024



The Ministry of Corporate Affairs (MCA) has issued a clarification (through its General Circular No. 10/2022 and General Circular No. 11/2022, dated 28.12.2022) allowing the conduct of annual general meeting (AGM) and extra ordinary general meetings (EGM) of companies due for the year 2023, through video conference (VC) or other audio-visual means (OAVM) mode till September 30, 2023, without the physical presence of the members at a common venue. Accordingly, 38th AGM of the Company was held on September 14, 2023 through VC.

- b) **Extraordinary General Meeting:** No Extraordinary General Meeting was held during the year.
- c) **Postal Ballot:** No Postal Ballot was conducted during the year under review. At present, there is no proposal to pass any resolution through postal ballot.

7. Means of Communication

Website: The Company's website www.pmcfincorp.com contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements made to the stock exchanges, intimation of board meeting dates, newspaper, advertisements etc. The said information is available in a user friendly and downloadable form in "Investor-relation" section of website of the Company.

Financial Results: Pursuant to Regulation 33 of the Listing Regulations, the quarterly, half yearly and annual financial results of the Company are submitted to the BSE Limited after approval of the Board of Directors of the Company within prescribed time. The financial results of the Company are published in one vernacular newspaper viz. "Jansatta" and one English news paper viz. "Financial Express" within 48 hours of approval thereof. Also they are uploaded on the Company's website www.pmcfincorp.com. The results are published in accordance with the guidelines of the Stock Exchanges.

Annual Report: Annual Report containing inter alia Standalone Financial Statements, Auditors' Report, Board's Report, Management discussion and Analysis Report, Corporate Governance Report is sent to all Members of the Company. The Annual Report is also available in downloadable form on the website of the Company a www.pmcfincorp.com.

Communication to shareholders on email: The Company has designated Email Id compliances@pmcfincorp.com exclusive for shareholder/investor grievances redressal.

SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his/her grievance. The Company will upload the action taken on the complaint which can be viewed by the grieved shareholder. The Company and Investor can also seek and provide clarification online to each other.

The Company also intimates the Stock Exchanges, all price sensitive matters or such matters which, in opinion of Board, are material and of relevance to the shareholders, and subsequently issues a Press Release on the matter, wherever necessary.

BSE Corporate Compliance & Listing Centre: BSE Corporate Compliance Listing Centre for submission of various filings by the Listed Companies. It is web based facility which is designed to make corporate filings easy, convenient and environment friendly. The Company regularly files data such as Shareholding Pattern, Corporate Governance Report, etc on the aforesaid portal.

Presentations: No presentations were made to analysts, Institutional Investors during the year under review.



8. Disclosures

a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, subsidiary or the relatives of the directors, etc. that may have potential conflict with the interest of the Company at large

During the year, there were no material related party transactions that may have potential conflicts with the interests of the Company at large. Transactions with related parties are disclosed in Notes to Accounts. Disclosures from Senior Management that there had been no material financial and commercial transactions that had a potential conflict with the interest of the Company at large, were placed before the Board.

The Company has formulated a policy for Related Party Transactions and the said policy has been hosted on the website of the Company under the web link:

<https://pmcfincorp.com/wp-content/uploads/2024/04/RPT-3.pdf>

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years i.e. 2021-22, 2022-23 and 2023-2024 respectively:

i) Details of penalties and actions imposed on the Company by the Stock Exchanges or by SEBI or by any other Statutory Authorities on any matters related to capital markets during the last three years, except a penalty imposed by the Stock Exchanges for Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director are as mentioned below:

S. No	Compliance Requirement	Deviations	Financial Year	Action Taken
1	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for the quarter ended September 30, 2021	The Company had only 4 (four) director on its Board whereas the provisions of 17(1) (c) becomes applicable and board of directors of the company shall comprise of not less than six directors.	2021-22	The Company had made appointment of two directors on its Board w.e.f. November 24, 2021 and made representation to the BSE for waiver of the fine. However Company has received mail from BSE for Waiver of fines as on June 27, 2022.
2	Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted for the Quarter ended December 2021 Non-Compliance number of Directors on the Board of PMC Fincorp Ltd is 4 which is less than 6	The Company had only 4 (four) director on its Board whereas the provisions of 17(1) (c) becomes applicable but Company could not comply with the same.	2021-22	The Company had submitted quarterly compliance reports pursuant to Regulation 27(2) of SEBI (LODR) Regulations, 2015 on Corporate Governance with in time but the number of directorship on the Board of the Company were 4 (Four) instead of 6(Six) as required under Regulation 17(1)(c) of SEBI (LODR) 2015.

ii) SEBI initiated adjudication proceedings under Section 15HA OF SEBI Act, 1992 for vioations of Sections 12A(a), (b), (c) of SEBI Act r/w Regulations 3(a), (b), (c), (d) and Regulations 4(1) of SEBI (PFUTP) Regulations, 2003. After consideration, the adjudicating officer under Section 15-I of SEBI ACT r/w Rule 5 of the Adjudication Rules, imposed a penalty of Rs. 10,00,000 on the company through order dated May 31, 2021. In response to this, the company filed an Appeal in Securities Appellate Tribunal (SAT). Consequently, SAT quashed the SEBI Adjudication order along with the penalty imposed through order dated September 12, 2023.



(c) Whistle Blower policy and Vigil Mechanism

The Board has pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, framed "Vigil Mechanism (Whistle Blower) Policy" ("the Policy") to deal with instances of fraud and mismanagement, if any. This Policy has been formulated to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns from time to time. The said policy is placed on the website of the Company and may be accessed at a link:

<https://pmcfincorp.com/wp-content/uploads/2024/04/VIGIL-MECHANISM-WHISTLE-BLOWER-POLICY-1.pdf>

Your Company has formulated Vigil Mechanism / Whistle Blower Policy to enable Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The said policy provides adequate safeguards against victimization of Directors/employees and direct access to Chairman of Audit Committee, in exceptional cases.

Your Company affirms that no Director/Employee of the Company has been denied access to the Chairman of the Audit Committee and no complaint has been received during the year under review.

(d) Subsidiary Companies

Your Company does not have any subsidiary. However, your Company has formulated a policy on material subsidiaries. The said policy is hosted on website of the Company under the web- link:

<https://pmcfincorp.com/wp-content/uploads/2024/04/POLICY-ON-MATERIAL-SUBSIDIARIES-1.pdf>

(e) Code of Conduct

The Company has adopted a Code of Conduct applicable for all Directors and Senior Management of the Company which is in consonance with the requirements of Listing Regulations. The said code is available on the website of the Company and can be accessed through web-link:

<https://pmcfincorp.com/wp-content/uploads/2024/04/code-of-conduct-for-all-Director-and-Sr-mgt.pdf>

All members of the Board, the executive officers and seniors employees have affirmed compliance to the code of conduct as on March 31, 2024. A declaration to this effect, signed by Mr. Raj kumar Modi, Managing Director forms part of this Annual Report.

(f) Compliance with Indian Accounting Standards (Ind-AS)

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) notified by Ministry of Corporate Affairs from time to time. The Significant Accounting Policies which are consistently applied have been set out in the Notes to the Financial Statements.

There is no deviation in following the treatments prescribed in Indian Accounting Standards (Ind-AS) in the preparation of financial statements for the year 2023-24.

(g) Risk Management

The risk assessment and minimization procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same. More details of Risk Management are included in Management Discussion and Analysis.

(h) CEO & CFO Certification

Pursuant to the provisions of Regulation 17(8) of Listing Regulations, Mr. Chandresh Kumar Sharma, Chief Financial Officer of the Company have furnished certificate to the Board for the year ended March 31, 2024, in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board on the meeting held on 27th May, 2024.



(i) Reconciliation of Share Capital Audit

In terms of the provisions of Clause 76A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis. A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Share Capital audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. The audit is carried out every quarter and report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors.

(j) Code for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, your Company has adopted a code of conduct to regulate, monitor and report trading by designated persons and their immediate relatives for prevention of Insider Trading in the shares of the Company. This code is applicable inter-alia to all Directors and Designated persons / employees of the Company who are expected to have access to unpublished price sensitive information. This code, inter-alia, prohibits purchase / sale / dealing in the equity shares of the Company by Designated persons and their immediate relatives while in possession of unpublished price sensitive information about the Company and during the time when trading window is closed. The Code also contains procedure for pre-clearance of trade, disclosure requirements etc. The Code is available on the website of the Company and can be accessed through web-link:

<https://pmcfincorp.com/wp-content/uploads/2024/04/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information-1.pdf>

(k) Certificate on Non-disqualification of Directors

M/s Anamika Bhola & Associates, Practising Company Secretaries have certified that during FY 2023-24, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by M/s Anamika Bhola & Associates to that effect is attached as **Annexure-III** forming part of this report.

(l) Recommendation of the committees

During FY 2023-24, the Board has accepted all recommendations made by Audit Committee and Nomination and Remuneration Committee.

(m) Total Fees Paid to Statutory Auditors

During FY 2023-24, Rs 2,18,000/- was paid to M/s Pankaj Gupta & Co., Statutory Auditors.

(n) Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women At Workplace

Your company always endeavours and provide conducive work environment that is free from discrimination and harassment including sexual harassment. Your Company has zero tolerance towards sexual harassment at workplace and has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on March 31, 2024.

(o) Compliance with Mandatory & Non-Mandatory Requirements

The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:

The Board: The Company is having Non Executive Chairman. The Company does not incur any expenses for maintaining Chairman's office.



Shareholder's Rights: Quarterly, Half-yearly, Annual Financial Results of the Company are published in English and Hindi Newspapers and are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company www.pmcfincorp.com. Hence, the same are not sent to the Shareholders of the Company by email or physically.

Modified Opinion in Audit Report: There was no qualification or modified opinion in the Independent Auditors' Report on Audited Financial Statements for the year ended March 31, 2024, nor in past 2 years.

Separate posts of Chairperson and Whole Time Director: Mrs. Rekha Modi, Non-executive Director is the Chairperson of the Company and Mr. Prabhat Modi Whole Time Director of the Company.

9. The disclosures of the compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015

The Company is in compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

10. GENERAL SHAREHOLDER INFORMATION

PMC Fincorp Limited was incorporated at Kanpur (U.P.) on 04-02-1985. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L27109UP1985PLC006998.

The address of our Registered Office is B-10, VIP Colony, Civil Lines, Rampur, UP 244901.

Listing on the Stock Exchange	BSE Limited	
	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	
	Stock Exchange Stock / Scrip Code-534060	
Listing Fee	The Company has paid Listing Fees for FY 2023-24 and FY 2024-25 to BSE Limited within prescribed time.	
Annual Custody Fees	The Company has paid the Annual Custody Fees to Central Depository Services (India) Ltd. and National Securities Depository Limited for the year 2024-25.	
ISIN	INE793G01035	
Investor Information		
Date of AGM	39th AGM of the Company will be held on Thursday, July 25, 2024 at 11:00 AM (IST) through Video Conferencing/ Other Audio Visual Means.	
Financial Year	1st April to 31st March	
Tentative Financial Calendar (for financial year 2024-25)	Board Meeting for approval of	
	Financial Results for the Quarter ended June 30, 2024	On or before 14-08-2024
	Financial Results for the Quarter ended September 30, 2024	On or before 14-11-2024
	Financial Results for the Quarter ended December 31, 2024	On or before 14-02-2025
	Financial Results for the Quarter ended March 31, 2025	On or before 30-05-2025

Dates of book closure: The Register of Members and the Share Transfer books will remain closed from Friday, July 19, 2024 to Thursday, July 25, 2024 (both days inclusive) for the purpose of Annual General Meeting.

Dividend: No dividend has been declared for the year ended March 31, 2024.



Market Price Data & Performance Comparison

The monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. from April, 2023 to March, 2024 are as under and comparison against BSE Sensex is as under:

Month	BSE Share Price (in ₹)			BSE Indices (in ₹)	
	High	Low	Volume (Nos.)	High	Low
April -2023	2.26	1.96	83,24,357	61,209.46	58,793.08
May-2023	2.29	1.83	1,31,07,188	63,036.12	61,002.17
June-2023	2.41	1.54	6,10,36,414	64,768.58	62,359.14
July-2023	1.69	1.40	2,25,56,522	67,619.17	64,836.16
August-2023	1.95	1.42	3,32,44,859	66,658.12	64,723.63
September-2023	1.95	1.68	2,41,29,966	67,927.23	64,818.37
October-2023	1.80	1.42	1,47,56,506	66,592.16	63,092.98
November-2023	3.47	1.58	8,09,28,716	67,069.89	63,550.46
December-2023	3.13	2.60	3,73,18,927	72,484.34	67,149.07
January-2024	3.25	2.75	2,30,39,867	73,427.59	70,001.60
February-2024	3.25	2.83	2,50,59,263	73,413.93	70,809.84
March-2024	3.05	2.13	1,52,20,059	74,245.17	71,674.42

Categories of Shareholders as on 31st March, 2024

Shareholding Pattern

Category	No. of Shares	% of Paid up Capital
A Shareholding of Promoter and Promoter Group		
1. Promoters		
a) Indian Promoters		
- Indian Individual/Hindu Undivided Family	1,83,44,386	3.43
- Corporate Bodies	8,86,37,000	16.60
b) Foreign Promoters	—	—
2. Persons acting in concert	—	—
Sub Total (A)	10,69,81,386	20.03
B Non-Promoters Holding		
3. Institutional Investors		
a. Mutual Funds and Unit Trust of India	—	—
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt. Institutions)	—	—
c. Foreign Institutional Investor	—	—
4. Others		
a. Individuals	39,33,35,359	73.65
b. Hindu Undivided Family	1,16,07,397	2.17
c. Corporate Bodies	77,97,995	1.46
d. Non Resident Indians/Overseas	1,43,39,063	2.68
e. Trust	—	—
f. Clearing Member	—	—
g. Clearing House	—	—
Sub Total (B)	42,70,79,814	79.97
G.TOTAL (A+B)	53,40,61,200	100.00



Dematerialisation of Shares and Liquidity

The equity shares of the Company are available for Dematerialisation with Central Depository Services India Limited (CDSL) and National Securities Depository Limited (NSDL). The ISIN of the Company's shares is **INE793G01035**. After dematerialisation of shares the shareholders must contact their DPs for any information/ instructions in respect of their shareholdings.

As on 31.03.2024, the status of Dematerialisation of equity shares of the Company was as under:

S. No.	Particulars	Shareholders		Shareholding	
		(In Nos.)	(In %)	(In Nos.)	(In %)
1.	NSDL	21222	15.96	267430500	50.074
2.	CDSL	111716	84.00	263759646	49.388
3.	PHYSICAL	52	0.04	2871054	0.538

Distribution of Shareholding as on 31st March, 2023

Distribution	No. of Share holders	% of Shareholders	No of Shares	% of Shareholding
1-500	85070	63.97	11479590	2.15
501-1000	17114	12.87	14706525	2.75
1001-5000	21583	16.23	53105214	9.94
5001-10000	4553	3.42	35718040	6.69
10001-50000	3722	2.80	79960593	14.97
50001-100000	492	0.37	37198326	6.97
100001-500000	376	0.28	76258762	14.28
Above 500000	80	0.06	225634150	42.25
	132990	100.00	534061200	100.00

Share Transfer and Demat

INDUS SHARESHREE PVT. LTD.

(Formerly known as Indus Portfolio. Pvt. Ltd.)

G-65, Bali Nagar,

New Delhi-110015

Phones : +91-11-47671214/47671211

E-mail : rs.kushwaha@indusinvest.com

Website : indusinvest.com

Share Transfer System

Transfer of these shares is done through the depositories with no involvement of the Company. Regarding transfer of shares held in physical form, the transfer documents can be lodged with Indus Sharesree Pvt. Ltd. at the above mentioned addresses of the Company. During the Financial Year 2023-24, transfer of shares was allowed only in dematerialised mode and the same is done through the depositories. Further, pursuant to SEBI Circular dated 25th January 2022, transmission, transposition & any endorsement shall be made only through demat mode. The Company had also sent intimation followed by reminders to the shareholders holding shares in physical form to take necessary steps to dematerialize the shares at earliest.

Pursuant to Regulation 40(9) of the Listing Regulations, every year, a Company Secretary in Practice undertakes an audit of the share transfer related activities and the compliance certificate issued upon audit is submitted to BSE.



Outstanding GDRs/ADRs/ Warrants or any convertible instrument, conversion date and likely impact on Equity:

As on March 31, 2024, the Company does not have any outstanding GDRs/ADRs.

Service of documents through electronic mode:

As a part of Green initiative, the Members who wish to receive documents like the Notice convening the General Meetings, Financial Statements, Director's Report, Auditors Report etc., through e-mail, may kindly intimate their E-mail address to Company/Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).

Address for Correspondence:

Share Transfer and Demat

INDUS SHARESHREE PVT. LTD.

(Formerly known as Indus Portfolio Pvt. Ltd.)

G-65, Bali Nagar,
New Delhi-110015

Phones : +91-11-47671214/47671211

E-mail : rs.kushwaha@indusinvest.com

Website : indusinvest.com

Note: Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

Any query on Annual Report:

Secretarial Department

PMC FINCORP LIMITED

201 & 202, Second Floor, Rattan Jyoti Building,
18, Rajendra Place, New Delhi-110008

Phone : +91-11-47631025, 26, 27

E-mail : compliances@pmcfincorp.com

Website : pmcfincorp.com



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
PMC FINCORP LIMITED
B-10, VIP Colony,
Civil Lines Rampur, UP-244901

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PMC FINCORP LIMITED** (hereinafter referred to as 'the Company') having CIN: L27109UP1985PLC006998 and having registered office at B-10, VIP Colony, Civil Lines Rampur, UP- 244901, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Directors, we hereby certify that none of the Directors on the Board of the Company as on **31st March, 2024** as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority(ies):

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Mahavir Prasad Garg	00081692	14/02/2019
2	Mr. Raj Kumar Modi	01274171	27/01/2003
3	Mrs. Rekha Modi	01274200	17/12/2009
4	Mr. Yogesh Kumar Garg	02144584	28/07/2020
5	Mr. Prabhat Modi	08193181	24/11/2021
6	Ms. Deepali Sehgal Kulshrestha	10192105	19/06/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 27.05.2024
Place: New Delhi

For Anamika Bhola & Associates
(Company Secretaries)

Anamika Bhola
ACS No.:A26132
CP NO:-23474
UDIN:-A026132F000459642
PR NO-3417/2023



Declaration regarding compliance by Board Members and Senior Management with the Company's Code of Conduct

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024 as envisaged in Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For PMC FINCORP LIMITED

Place : New Delhi
Date : May 27, 2024

Raj Kumar Modi
Managing Director
DIN: 01274171

CERTIFICATION BY DIRECTOR AND CHIEF FINANCE OFFICER

To,
The Members of
PMC Fincorp Limited

We certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of PMC Fincorp Limited for the year ended on 31st March, 2024 and that to the best of our knowledge and belief:
 - (a) these statement do not contain any materially untrue statement or omit any Material fact or contain statements that might be misleading.
 - (b) these statement together present a true and faire view of the Company's affairs and are in compliance with existing accounting standards applicable laws & regulations.
2. There are to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintain internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and we have not come across any deficiency in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
 - (a) Significant changes in the internal control during the year.
 - (b) Significant changes in accounting policies during the year.
 - (c) That there are no instances of significant fraud of which we have become aware.

Place : New Delhi
Date : May 27, 2024

Raj Kumar Modi
Managing Director
DIN: 01274171

Chandresh Kumar Sharma
(Chief Financial Officer)



INDEPENDENT PRACTITIONER'S REPORT ON CORPORATE GOVERNANCE

The Board of Directors
PMC Fincorp Limited,

Independent Practitioners Report on Corporate Governance

1. This Report is issued in accordance with the terms of our engagement letter/agreement dated May 16, 2023.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the compliance of conditions of corporate governance for the year ended on March 31 2024, as stipulated in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The management is also responsible for ensuring that the Company complies with the requirements as stipulated in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024.

Practitioner's Responsibility

4. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is our responsibility to provide a reasonable assurance and form an opinion as to whether the company complies Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination, as above, and the information and explanations given to us, in our opinion, the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2024.

Restriction on Use

9. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For PANKAJ GUPTA & CO.
Chartered Accountants
Firm Registration No.019302N

Place : New Delhi
Dated : 27.05.2024

(CA PANKAJ GUPTA)
Partner
Membership No. 501398
UDIN: 24501398BKAHIP5093



INDEPENDENT AUDITOR'S REPORT

To the Members of
PMC Fincorp Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have Audited the accompanying Standalone Financial Statements of **PMC FINCORP LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in equity and the Statement of Cash Flows for the year then ended on that date, and a summary of the Significant Accounting Policies and other explanatory information (herein after referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit (including other comprehensive income), changes in equity and its cash out flows for the year ended on that date.

Basis for Opinion

We conducted our Audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statement under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note no. 28(i) and (ii) which describes the effect of the contingent liabilities and commitments on the company operations. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the year under report. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone Financial Statements and our Auditors' Report thereon.

- ◆ Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- ◆ In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- ◆ If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The boards of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements for the year ended March 31, 2024

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an Audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- ◆ Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- ◆ Obtain sufficient appropriate audit evidence regarding the Financial Statements of the company to express an opinion on the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the Directors as on March 31, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2024 from being appointed as a Director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act; and
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations (except the litigation as disclosed in Note 28 of the Financial Statements) which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. An amount of Rs.3.83 Lacs of unclaimed dividend amount transferred to Investor Education and Protection Fund on July 15, 2023.



- iv. a) The Management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes forming part of standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The Management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes forming part of standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except: (a) for modification, if any, made by certain users having specific access; and (b) that the audit trail, which was enabled at database level in the last month of the financial year, contains only the modified values. During the course of performing our procedures, we did not notice any instance of audit trail feature being tampered with for the period the audit trail was enabled.

As proviso to Rule 3(1) of Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended March 31, 2024.

For Pankaj Gupta & Co.
Chartered Accountants
Firm Registration No.019302N

Place : New Delhi
Dated : 27.05.2024

(CA Pankaj Gupta)
Partner
Membership No. 501398
UDIN: 24501398BKAHIP5093



ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of **PMC Fincorp Limited** on the accounts of the company for the year ended March 31, 2024]

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) As explained to us, Property, plant and equipment have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the Property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable. In respect of immovable properties of land and building that have been taken on lease and disclosed in the financial statements, the lease agreements are in the name of the Company.
 - d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In respect of its inventory:
 - a) The Company is in the business of providing loans and investments. The investments which form part of stock are held by the company in the Dematerialised account maintained with the National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CSDL), hence the company does not have physical inventory. The balance of stock lying with the depository is verified by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of verification of stock lying in Dematerialised account followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on verification of the inventories.
- (iii) As the principal business of company is to give loans & advances, so definitely during the year company has granted loans or advances to various parties that are in the nature of unsecured loans and also company has made investments too.
 - a) As the principal business of company is to give loans & advances, therefore, reporting under clause 3(iii)(a) of the Order is not applicable to the Company.
 - b) Based on our audit procedures and according to the information and explanations provided by the management, in our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.



- c) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, we are of the opinion that in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments or receipts are regular except some loans.
- d) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, subject to point no. c) above, as there is no stipulation of schedule of repayment of principal and payment of interest, overdue amount cannot be ascertained
- e) As the principal business of the company is to give loans and advances, therefore, the reporting under clause 3(iii)(e) of the order is not applicable to the Company.
- f) Based on our scrutiny of the company's records and according to the information and explanations provided by the management, the company has granted loans and advances in the nature of loans either repayable on demand or without specifying any terms and conditions. The amount is not ascertainable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with section 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees and security as applicable
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, this clause of the Order is not applicable.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
- a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there were following disputed amounts payable:

Status	Period	Description	Amount (Net Dues)	Forum where dispute is pending
Income Tax Act 1961	AY 2013-14	Order U/s 143(3)	66,48,452/-	The Company has filed appeal before the Commissioner of Income Tax (Appeals), Kanpur
Income Tax Act 1961	AY 2014-15	Order U/s 143(3)	62,27,868/-	
Income Tax Act 1961	AY 2015-16	Order U/s 143(3)	1,51,95,181/-	
Income Tax Act 1961	AY 2016-17	Order U/s 143(3)	4,59,70,190/-	
Income Tax Act 1961	AY 2017-18	Order U/s 143(3)	4,07,91,893/-	
Income Tax Act 1961	AY 2018-19	Order U/s 143(3)	12,37,51,849/-	
Income Tax Act 1961	AY 2019-20	Order U/s 143(3)	2,36,12,609/-	

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) In respect to repayment and usage of borrowings:
- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions or any other lender during the year.



- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
 - c) In our opinion and according to the information and explanations given to us by the management, no term loans were obtained during the year. Accordingly, this clause is not applicable.
 - d) The Company has not raised funds on short term basis during the year and hence, reporting under clause (ix)(d) of the Order is not applicable.
 - e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended March 31, 2024. Accordingly, this clause is not applicable.
 - f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) In relation to use of money raised through issue of own shares:
- a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised any monies by way of further public offer or issue of fresh shares, including debt instruments, during the year and hence reporting under this clause is not applicable.
 - b) The Company has not made preferential allotment of equity shares during the year hence the reporting requirements under the clause are not applicable.
- (xi) In respect of reporting on fraud:
- a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and hence this clause is not applicable.
- (xiii) In our opinion, and according to the information and the explanation given to us, all transactions with the related parties are in accordance with section 177 and 188 of the Companies Act, 2013, and the details of the same has been disclosed in the financial statements as required by the accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) In relation to Reporting on Registration u/s 45-IA of RBI Act:
- a) According to the information and explanations given to us, we report that the Company has registered as required, under Section 45-IA of the Reserve Bank of India Act, 1934.



- b) As the company has already obtained the registration (as referred in clause (a)), so there is no question that during the year company would conduct any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,
- d) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, this clause of the Order is not applicable
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, section 135 of the Companies Act, 2013 is not applicable to the company. Accordingly, this clause is not applicable.

For Pankaj Gupta & Co.
Chartered Accountants
Firm Registration No.019302N

Place : New Delhi
Dated : 27.05.2024

(CA Pankaj Gupta)
Partner
Membership No. 501398
UDIN: 24501398BKAHIP5093



ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **PMC Fincorp Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2024, subject to notes mentioned in audit report and Annexure 'A' to the audit report, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the company has not maintained detailed documentation on Internal Financial Controls or Standard Operating Procedures as recommended by the Guidance note issued by ICAI.

For Pankaj Gupta & Co.
Chartered Accountants
Firm Registration No.019302N

Place : New Delhi
Dated : 27.05.2024

(CA Pankaj Gupta)
Partner
Membership No. 501398
UDIN: 24501398BKAHIP5093



BALANCE SHEET AS AT 31ST MARCH, 2024

(₹ in lakhs)

Particulars	Note No.	As At 31.03.2024	As At 31.03.2023
ASSETS			
1 Financial Assets			
(a) Cash and Cash Equivalents	2	4.37	3.10
(b) Bank Balances other than above	3	89.57	46.96
(c) Receivables			
(i) Trade Receivables	4	—	40.14
(ii) Other Receivables		—	—
(d) Loans	5	11,088.45	11,566.59
(e) Investments	6	2,113.60	1,595.53
(f) Other Financial Assets	7	105.46	—
Total Financial Assets		13,401.44	13,252.33
2 Non-Financial Assets			
(a) Inventories	8	10.76	8.54
(b) Income Tax Assets (Net)	9	155.70	80.34
(c) Other Non-Financial Assets	10	33.14	18.58
(d) Property, Plant and Equipment	11	22.10	31.75
(e) Intangible Assets		—	—
(f) Deferred Tax Asset (Net)	12	3.87	2.91
Total Non-Financial Assets		225.58	142.11
Total Assets		13,627.02	13,394.44
LIABILITIES AND EQUITY LIABILITIES			
1 Financial Liabilities			
(a) Payables			
Trade Payables			
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises		—	—
(ii) Total Outstanding dues to other than Micro Enterprises and Small Enterprises	13	56.50	4.67
Other Payables			
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises		—	—
(ii) Total Outstanding dues to other than Micro Enterprises and Small Enterprises	13	10.04	241.73
(b) Borrowings other than Debt Securities	14	1,854.96	2,746.76
Total Financial Liabilities		1,921.50	2,993.17
2 Non-Financial Liabilities			
(a) Long Term Provisions	15	44.35	46.27
(b) Short Term Provisions	16	125.59	0.48
(c) Other Non-Financial Liabilities (Statutory dues payable)	17	17.75	17.56
Total Non-Financial Liabilities		187.69	64.32
3 Equity			
(a) Equity Share Capital	18	5,340.61	5,340.61
(b) Other Equity	19	6,177.22	4,996.34
Total Equity		11,517.83	10,336.96
Total Liabilities and Equity		13,627.02	13,394.44

Summary of Significant Accounting Policies

1

Notes referred to above and attached there to form an integral part of Balance Sheet
The accompanying notes form an integral part of these financial statements.

As per our report of even date attached

For PANKAJ GUPTA & CO.

Chartered Accountants

Firm Registration No.019302N

For and on behalf of the Board of Directors of
PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

Prabhat Modi
Whole Time Director
DIN : 08193181

Place : New Delhi
Date : 27.05.2024

Chandresh Kumar Sharma
Chief Financial Officer
PAN: ATHPS2613M

Kailash
Company Secretary
Membership No: ACS51199



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in lakhs)

Particulars	Note No.	As At 31.03.2024	As At 31.03.2023
INCOME			
Revenue from Operations	20	1,149.87	847.61
Profit on Purchase/Sale of Investment		406.11	—
Other Income	21	10.36	2.12
Total Revenue		1,566.34	849.73
EXPENSES			
Purchase of Stocks & Shares		—	—
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	22	-2.23	17.74
Employee Benefits Expenses	23	70.37	65.78
Loss on Purchase/Sale of Investments		—	966.44
Finance Costs	24	154.95	156.76
Depreciation and Amortisation Expenses	25	9.64	4.80
Other Administrative Expenses	26	75.13	274.62
Total Expenses		307.51	1,486.12
Profit Before Exceptional Items and Tax		1,258.82	-636.39
Exceptional Items		—	—
Profit Before Tax		1,258.82	-636.39
Tax Expense			
Current Tax		125.10	—
Adjustment for prior years		—	—
Deferred Tax Asset		-0.96	0.08
Total Tax Expense		124.14	0.08
Profit After Tax		1,134.68	-636.31
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
- Remeasurement of defined benefit plans		—	—
- Changes in fair value of financial instruments		44.30	8.50
Income Tax relating to items that will not be reclassified to Profit or Loss			
- Tax on remeasurement of defined benefit plans		—	—
- Tax on changes in fair value of financial instruments		—	—
Other Comprehensive Income for the year		44.30	8.50
Total Comprehensive Income		1,178.98	-627.81
Earnings Per Equity Share (in Rs.) :			
Nominal value of Rs. 1 each (Previous year Rs. 1 each)			
- Basic & Diluted Earning Per Share		0.21	-0.12

Summary of Significant Accounting Policies 1

Notes referred to above and attached there to form an integral part of Profit & Loss

As per our report of even date attached

For **PANKAJ GUPTA & CO.**

Chartered Accountants

Firm Registration No.019302N

For and on behalf of the Board of Directors of

PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

Prabhat Modi
Whole Time Director
DIN : 08193181

Place : New Delhi
Date : 27.05.2024

Chandresh Kumar Sharma
Chief Financial Officer
PAN: ATHPS2613M

Kailash
Company Secretary
Membership No: ACS51199



Statement of Changes in Equity for the year ended 31 March 2024

A. Equity Share Capital

(₹ in lakhs)

Particular	No. of Shares	Amount of Shares
Balance As at March 31, 2023	534061200	5,340.61
Change in equity share capital during the year	—	—
Balance As at March 31, 2024	534061200	5,340.61

B. Other Equity

(₹ in lakhs)

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus						Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Re-valuation Surplus	Exchange differences on translating the financial statements of a foreign operations	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Share Premium Reserve	Statutory Reserve	Warrant Reserve	Retained Earnings	Other Comprehensive Income							
Balance As at March 31, 2023	-	-	-	2838.54	315.68	-	622.42	105.96	-	-	-	-	-	1113.75	4996.34
Add/Less during the year	-	-	-	-	226.94	1113.75	-	-	-	-	-	-	-	-1113.75	226.94
Profit for the year	-	-	-	-	-	-	909.66	-	-	-	-	-	-	-	909.66
Total Comprehensive Income for the year	-	-	-	-	-	-	-	44.30	-	-	-	-	-	-	44.30
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance As at March 31, 2024	-	-	-	2838.54	542.62	1113.75	1532.07	150.26	-	-	-	-	-	-	6177.22

As per our report of even date attached
For PANKAJ GUPTA & CO.
Chartered Accountants
Firm Registration No.019302N

For and on behalf of the Board of Directors of
PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

Prabhat Modi
Whole Time Director
DIN : 08193181

Place : New Delhi
Date : 27.05.2024

Chandresh Kumar Sharma
Chief Financial Officer
PAN: ATHPS2613M

Kailash
Company Secretary
Membership No: ACS51199



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

(₹ in lakhs)

	Year Ended 31-03-2024	Year Ended 31-03-2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	1,258.82	-636.39
Adjustment for:		
Depreciation/Amortisation	9.64	4.80
Add Profit/Loss on Sale of investment	406.11	-966.44
Less: Fair value Gain on Stock	2.23	—
Operating Profit Before Working Capital Changes	860.14	334.85
Adjustment for Working Capital:		
Increase/(Decrease) in Inventories	—	17.73
(Increase)/ Decrease in Trade Receivables	40.14	-18.13
Decrease/(increase) in Short Term Loans & Advances	372.68	-920.05
Increase/ (Decrease) in Income Tax Assets	-75.36	-5.69
(Increase)/Decrease in Other Non Financial assets	-14.56	—
Increase/ (Decrease) in Trade Payables	51.83	3.16
Increase/ (Decrease) in Other Payables	-231.69	241.73
Increase/ (Decrease) in Other Current Liabilities	0.19	3.04
Cash Generated from Operations	1,003.36	-343.36
Income Taxes Paid	—	-72.28
Net Cash Outflow from Operating Activities	1,003.36	-415.65
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	3,704.95	1,860.25
Purchase of Investments	-3,772.64	-3,947.63
Purchase of Fixed Assets	—	-32.28
Net Cash Used in Investing Activities	-67.69	-2,119.66
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term Borrowings	-891.81	—
Proceeds from Long Term Borrowings	—	286.58
Share Capital	—	250.00
Share Premium	—	2,225.00
Proceeds from Issue of Warrant (Share Capital)	—	-618.75
Net Cash from/ (used in) Financing Activities	-891.81	2,142.83
Net Increase / (Decrease) in Cash and Cash Equivalents	43.87	-392.44
Cash & Cash Equivalents at the beginning of the period	50.07	442.51
Cash & Cash Equivalents at the end of the period	93.94	50.07

As per our report of even date attached
For PANKAJ GUPTA & CO.
Chartered Accountants
Firm Registration No.019302N

For and on behalf of the Board of Directors of
PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

Prabhat Modi
Whole Time Director
DIN : 08193181

Place : New Delhi
Date : 27.05.2024

Chandresh Kumar Sharma
Chief Financial Officer
PAN: ATHPS2613M

Kailash
Company Secretary
Membership No: ACS51199



NOTES TO THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

(i) Company Information

PMC Fincorp Limited is a Public Limited Company (The Company) having Registered Office at B-10 VIP Colony, Civil Lines, Rampur UP-244901. The Company is listed on the BSE (Bombay Stock Exchange). The Company is a Non Systemically Important Non-Banking Financial Company Not Accepting Public Deposits ("NBFC-ND-NSI") registered with the Reserve Bank of India ("the RBI") under section 45-IA of the Reserve Bank of India Act, 1934 and primarily engaged in financing and investment related activities. The Company had received the certificate of registration from RBI on November 14, 2014, enabling the Company to carry on business as a Non-Banking Financial Company.

The Audited Financial Statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On May 27, 2024, Board of Directors of the Company approved and recommended the Audited Financial Statements for consideration and adoption by the shareholders in its Annual General Meeting.

(ii) Basis for preparation of Accounts:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'IndAS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2024 were approved for issue in accordance with the resolution of the Board of Directors 27th May, 2024.

(iii) The Figure of Previous year have been regrouped/reclassified wherever necessary.

(iv) Current - Non Current classification

All assets and liabilities are classified into current and non-current as per company normal accounting cycle.

(a) Assets

An asset is classified as current when it satisfies any of the following criteria:

- 1) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- 2) it is held primarily for the purpose of being traded;
- 3) it is expected to be realised within 12 months after the reporting date; or
- 4) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.



(b) Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- 1) it is expected to be settled in the company's normal operating cycle;
- 2) it is held primarily for the purpose of being traded;
- 3) it is due to be settled within 12 months after the reporting date; or
- 4) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity Instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets and their realisation in cash or cash equivalents

(v) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

(vi) Key Accounting Estimates and Judgements

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

(vii) Tangible fixed assets

Tangible fixed assets (except freehold land which is carried at cost) are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition.

(viii) Depreciation and amortisation

The company has followed the written down value method for the depreciation and amortization of all tangible and intangible assets. There is no change in the method of depreciation during previous year.

(ix) Investments:

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(x) Inventories:

Stock in Trade including shares & securities is valued at market price.

Cost is determined on First-In-First-Out (FIFO) basis.

(xi) Impairment:

The carrying amount of asset is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.



(xii) Cash and Cash Equivalents:

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(xiii) Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(xiv) Revenue Recognition:

a. Interest income on loans

Interest income is recorded on accrual basis using the effective interest rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonably certain that the ultimate collection will be made.

b. Dividend income

Dividend income is recognised at the time when the dividend is received by the reporting date.

c. Income from Investments/Trading in shares/Derivatives

Income from investments/ trading in shares and derivatives is recognised on actual basis, as and when realised.

d. Other Income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

e. No income is recognized in respect of Non- performing assets, if any, as per the prudential norms for income recognition introduced for Non-Banking Financial Corporation by Reserve Bank of India vide its notification No.DFC.NO.119/DG/ (SPT)-98 date 31-01-1998 and revised notification no. DNBS.192/ DG (VL)-2007 dated 22-02-2007.

(xv) Borrowing Costs

Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. All costs related to borrowing are charged to the Statement of Profit and Loss on accrual basis at the effective interest rate incurred.

(xvi) Expenditure:

Expenses are accounted on accrual basis.

(xvii) Provisions of Assets

The company makes provisions for standard and Non-performing Assets as per the Non-Banking Financial (Non-Deposit Accepting of Holding Companies prudential Norms Reserve Bank) Directions, 2007, as amended from time to time.

Loan assets which as per the management are not likely to be recovered are considered as bad debts and written off.

Provisions on standards assets are made as per the notification DNBS.PD.CC.No. 002/03.10.001/2014-15 dated Nov 10, 2014 issued by Reserve Bank of India.



(xviii) Provisions, contingents Liabilities and contingent Assets

- (a) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (b) Contingent Liabilities are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:
 - (i) A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - (ii) A possible obligation, unless the probability of outflow of resources is remote.
- (c) Contingent Assets are neither recognized, nor disclosed in the financial statements.

(xix) Income Taxes:

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

(xx) Employee Benefits

No provision of retirement benefits of employees such as leave encashment, gratuity has been made during the year by the company. The same shall be accounted for as and when arises.

Employee Benefits includes salaries/wages and bonus and other welfare expenses.



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

FINANCIAL ASSETS		As At 31.03.2024	As At 31.03.2023
2. Cash and Cash Equivalents			
Cash in Hand		4.37	3.10
		4.37	3.10
3. Bank Balances other than Cash and Cash Equivalents			
Balances with Banks			
- On current accounts		89.18	42.30
- Dividend Accounts		—	4.67
Term deposits with remaining maturity more than 3 months and less than 12 months		0.39	—
Term deposits with remaining maturity more than 12 months		—	—
		89.57	46.96
4. Receivables			
Trade Receivables Considered Good – Unsecured		—	40.14
		—	40.14

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2024					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-

Particulars	As at March 31, 2023					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	29.71	0.31	10.12	-	-	40.14
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
TOTAL	29.71	0.31	10.12	-	-	40.14



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

FINANCIAL ASSETS	As At 31.03.2024	As At 31.03.2023
5. Loans		
Unsecured, Considered Good		
Loans at agreement values less instalment		
Standard Assets	11,088.45	11,566.59
Doubtful Assets (NPA)	—	—
	11,097.73	11,566.59

6. Investments

(A) Investment in Quoted Equity Instruments (At fair value through OCI)

	Qty 31.03.24	Value 31.03.24	Qty 31.03.23	Value 31.03.23
Action Construction Equipment Ltd.	—	—	2,000	8.14
Anupam Rasayan India Ltd.	—	—	1,000	8.64
Apar Industries Ltd.	—	—	1,000	25.03
Bank of Maharashtra Ltd.	—	—	50,000	12.39
BF Utilities Limited	1,000	7.71	—	—
Bharat Dynamics Limited	1,500	26.27	—	—
BLS International Services Ltd.	5,000	15.71	—	—
Central Depository Services (India) Limited	4,000	68.48	1,000	9.09
Cochin Shipyard Limited	10,000	87.18	—	—
Engineers India Ltd.	5,000	10.10	—	—
Fruition Venture Ltd.	52,000	31.67	—	—
Dhampur Bio Organics Ltd.	—	—	5,000	7.17
Dynamic Cables Ltd.	—	—	5,000	8.38
Esab India Ltd.	—	—	1,127	39.85
Finolex Cables Ltd.	—	—	500	4.06
Garden Reach Shipbuilders & Engineers Ltd.	7,000	53.56	3,000	13.64
General Insurance Corporation of India Ltd.	1,000	3.30	—	—
Golkonda Aluminium Extrusions Ltd.	2,40,769	34.53	—	—
Gujarat Mineral Development Corporation Ltd.	14,000	48.15	—	—
Gensol Engineering Limited	—	—	1,064	11.83
GHCL Limited	—	—	1,000	5.04
Godawari Power & Ispat Ltd.	—	—	2,000	6.97
Hindware Home Innovation Ltd.	—	—	5,000	17.72
IIFL Finance Limited	—	—	1,000	4.88
Indian Railway Finance Corporation Ltd.	10,000	14.24	25,000	6.65
Indian Renewable Energy Development Agency Limited	5,000	6.80	—	—
Ircon International Ltd.	25000	54.73	—	—

Contd.....



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

FINANCIAL ASSETS	As At		As At	
	31.03.2024		31.03.2023	
6. Investments (Contd.....)	Qty	Value	Qty	Value
	31.03.24	31.03.24	31.03.23	31.03.23
Indo Count Industries Ltd.	2000	7.06	66507#	74.42
IRB Infrastructure Developers Ltd.	—	—	2,000	0.50
J & K Bank Ltd.	—	—	50000	24.58
JBM Auto Limited	—	—	1500	9.67
Jindal Stainless (H) Ltd.	2000	13.89	3000	8.69
JIO Financial Services Ltd.	5000	17.69	—	—
Kalyani Steels Limited	1000	8.54	—	—
Kanoria Energy & Infrastructure Ltd. (A Infrastructure Ltd.)	—	—	15022	2.68
Kolte-Patil Developers Ltd.	—	—	2000	4.97
KIOCL Limited	1000	3.89	—	—
Lemon Tree Hotels Ltd.	—	—	10,000	7.73
Maharashtra Corporation Ltd.	31000000	353.40	31000000	418.50
Mazagon Dock Shipbuilders Limited	3000	55.83	1500	9.95
Mishra Dhatu Nigam Limited	7000	27.57	—	—
MOIL Limited	5000	13.91	—	—
Mirza International Limited	—	—	1000	0.35
Moongipa Capital Finance Ltd	91843	26.96	25100	4.30
Olectra Greentech Limited	1000	18.89	—	—
National Fertilizers Ltd.	—	—	45100	32.67
Paramount Communications Ltd.	200000	133.96	190000	59.26
Paras Defence and Space Technologies Limited	—	—	4000	18.81
PC Jeweller Limited	175000	93.92	—	—
Praj Industries Ltd.	—	—	1000	3.41
Prestige Estate Ltd.	—	—	3100	12.49
Rachana Infrastructure Ltd.	18000	7.26	18000	78.19
RailTel Corporation of India Ltd.	25000	90.93	—	—
Rail Vikas Nigam Limited	20000	50.59	—	—
RITES Ltd.	1000	6.64	—	—
Rashtriya Chemicals & Fertilizers Ltd.	—	—	2000	1.91
Reliance Industrial Infrastructure Ltd.	—	—	1000	7.82
Schneider Electric Infrastructure Limited	3000	22.23	—	—
Salasar Exteriors & Contour Ltd.	1500000*	276.00	150000	378.68
Shyam Metalics & Energy Ltd.	7000	41.35	—	—
The New India Assurance Co. Ltd.	2000	4.55	—	—

Pranavaditya Spinning Mills Ltd. amalgamated with Indo Count Industries Ltd. and 66507 shares are allotted against 498800 shares.

*Face value split (Sub-Division) - From Rs 10/- per share to Re 1/- per share

Contd.....



Notes to Financial Statements for the year ended March 31, 2024

FINANCIAL ASSETS	As At 31.03.2024		As At 31.03.2023	
6. Investments (Contd.....)				
	Qty	Value	Qty	Value
	31.03.24	31.03.24	31.03.23	31.03.23
Tourism Finance Corporation of India Limited	5000	8.72	—	—
Zen Technologies Ltd.	20040	191.39	—	—
Zomato Limited	20000	36.47	—	—
Shree Renuka Sugars Ltd.	—	—	75000	33.08
SJVN Ltd.	—	—	19334	6.43
Sona BLW Precision Forgings Ltd.	—	—	2000	8.26
Tejas Networks Limited	—	—	3000	17.43
TGV SRAAC Ltd.	—	—	10000	9.76
Timex Group India Ltd.	—	—	2000	2.42
Triveni Enterprises Ltd.	—	—	900000	20.34
Venus Pipes & Tubes Limited	—	—	1000	7.49
Vinyl Chemicals (I) Ltd.	—	—	500	1.67
Visagar Financial Services Ltd.	—	—	1000	0.01
Total (Quoted)		1974.03		1455.96
(B) Investment in Un-Quoted Equity Instruments				
BSB Marketing Pvt. Ltd.	1315575	14.57	1315575	14.57
Catamaran Corp. Ltd. (Redeemable Non-Cumulative Preference Shares)	1250000	125.00	1250000	150.00
Total (Un-Quoted)		139.57		139.57
Total Value of Investments (Quoted and Un-Quoted)		2113.60		139.57
7. Other Financial Assets				
Margin with Stock Broker		105.46		—
		105.46		—



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

NON-FINANCIAL ASSETS		As At 31.03.2024	As At 31.03.2023
8. Inventories			
Stock of Shares & Securities		10.76	8.54
		10.76	8.54
9. Income Tax Assets (Net)			
Income Tax Assets		155.70	80.34
		155.70	80.34
10. Other Non-Financial Assets			
GST Input		17.04	13.42
Security Deposit to Landlord		2.80	2.80
Short Term Loan & Advance		11.00	—
Prepaid Expenses		0.47	2.36
Advance to Staff		1.83	—
		33.14	18.58

11. Property, Plant and Equipment

Current Year	Gross Block (at cost)				Accumulated Depreciation				Net Block
Description	As at April 1, 2023	Additions during the year	Disposal/ Adjustment	As at March 31, 2024	As at March 31, 2023	For the year	Disposal/ Adjustment	As at March 31, 2024	As at March 31, 2024
Furniture and fixtures	44.00	-	-	44.00	17.24	7.37	-	24.61	19.39
Office equipments	16.88	-	-	16.88	13.48	2.27	-	15.75	1.13
Vehicles	17.56	-	-	17.56	16.69	-	-	16.69	0.88
Computer Software	2.11	-	-	2.11	1.41	-	-	1.41	0.70
Total	80.56	-	-	80.56	48.81	9.64	-	58.45	22.10

Previous year	Gross Block (at cost)				Accumulated Depreciation				Net Block
Description	As at April 1, 2022	Additions during the year	Disposal/ Adjustment	As at March 31, 2023	As at March 31, 2022	For the year	Disposal/ Adjustment	As at March 31, 2023	As at March 31, 2023
Furniture and fixtures	16.72	27.28	-	44.00	15.69	1.55	-	17.24	26.78
Office equipments	13.62	3.26	-	16.88	11.66	1.83	-	13.49	3.41
Vehicles	17.56	-	-	17.56	16.42	0.28	-	16.70	0.86
Computer software	0.37	1.74	-	2.11	0.27	1.14	-	1.41	0.70
Total	48.27	32.28	-	80.55	44.04	4.80	-	48.84	31.75

Footnotes:

- (i) The Company has elected IndAS 101 exemption and continue with the carrying value for all of its property, plant and equipment as its deemed cost as at the date of transition, for details refer note 35(x).
- (ii) The Company has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2024 and March 31, 2023.
- (iii) There are no impairment losses recognised during the year.
- (iv) There are no exchange differences adjusted in Property, Plant & Equipment.

NON-FINANCIAL ASSETS		As At 31.03.2024	As At 31.03.2023
12. Deferred Tax Asset (Net)			
Opening Balance		2.91	2.83
Deferred Tax Asset		0.96	0.09
		3.87	2.91



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

FINANCIAL LIABILITIES	As At 31.03.2024	As At 31.03.2023
13. (I) Trade Payables		
- to Micro and Small Enterprises (Refer Note 29)	—	—
- to Others	56.50	4.67
	56.50	4.67
(II) Other Payables		
(i) Expenses Payable	10.04	4.56
(ii) Unclaimed Dividend :-		
2010-2011	—	0.36
2011-2012	—	1.37
2012-2013	—	2.94
(iii) Call Money Payable	—	232.50
	10.04	241.73

Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from due date of payment					
	As at March 31, 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	56.50	-	-	-	-	56.50
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
TOTAL	56.50	-	-	-	-	56.50

Particulars	Outstanding for following periods from due date of payment					
	As at March 31, 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	4.67	-	-	-	-	4.67
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
TOTAL	4.67	-	-	-	-	4.67

FINANCIAL LIABILITIES	As At 31.03.2024	As At 31.03.2023
14. Borrowings other than Debt Securities		
Short Term Borrowings		
(a) Secured Loans	—	—
(b) Unsecured Loans		
Loans Repayable on Demand		
From Body Corporates (From Related Parties)	1,854.96	2,746.76
From Other	—	—
	1,854.96	2,746.76



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

NON-FINANCIAL LIABILITIES		As At 31.03.2024	As At 31.03.2023	
15. Long Term Provisions				
Provision for Employee Benefits (Refer Note 30)				
Provision for Gratuity		—	—	
Other Provisions				
Contingent Provision for Standard Assets		44.35	46.27	
		44.35	46.27	
16. Short Term Provisions				
Provision for Taxation		125.59	0.48	
		125.59	0.48	
17. Other Non-Financial Liabilities				
Statutory Dues Payable				
Duties & Taxes Payable		17.75	17.56	
		17.75	17.56	
18. Equity Share Capital				
Equity Shares				
i) Authorised Share Capital				
Equity Shares of Rs. 1 each (P.Y. 1/- each)		6,000.00	6,000.00	
		6,000.00	6,000.00	
Issued, subscribed and fully paid-up				
Equity Shares of Rs. 1 each (P.Y. 1/- each)		5,340.61	5,340.61	
		5,340.61	5,340.61	
1. Terms and rights attached to equity shares				
a) Voting				
Each holder of equity shares is entitled to one vote per share held.				
b) Dividends				
During the year ended March 31, 2024, the company has recorded per share dividend of Rs. Nil (previous year Nil) to its equity holders.				
c) Liquidation				
In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts, if any.				
Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.				
d) Bonus				
No Bonus shares have been issued by the company during the period of five years immediately preceding the reporting date.				
ii) Reconciliation of number of Shares Outstanding at the beginning and end of the Year				
Particulars	At the End of 31.03.2024 No.	At the End of 31.03.2024 Amount	At the End of 31.03.2023 No.	At the End of 31.03.2023 Amount
Equity Shares				
At the beginning of the Year	534,061,200	5,340.61	509,061,200	5,090.61
Add : Share issued during the year	—	—	25,000,000	250.00
Outstanding at the end of the year	534,061,200	5,340.61	534,061,200	5,340.61



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

NON-FINANCIAL LIABILITIES	As At 31.03.2024	As At 31.03.2023
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iii) Details of Shareholders Holding more than 5% of the Company

Particulars	At the End of 31.03.2024	At the End of 31.03.2024	At the End of 31.03.2023	At the End of 31.03.2023
	No.	%	No.	%
RRP Management Services Pvt. Ltd.	4,48,81,000	8.40	4,48,81,000	8.82
Prabhat Management Services Pvt. Ltd.	4,37,56,000	8.19	4,37,56,000	8.60
Total	8,86,37,000	16.59	8,86,37,000	17.41

iv) Shareholding of Promoters

Shares held by Promoters at the end of the year		As at March 31, 2024		
S. No.	Promoter Name	No. of Shares	% of Total Shares	% Change During the Year
1	Raj Kumar Modi HUF	5,40,000	0.10	-
2	Rekha Modi	86,40,000	1.62	-
3	Raj Kumar Modi	54,48,600	1.03	0.72**
4	Pushpa Devi Modi	Nil	Nil	-0.72*
5	Prabhat Modi	37,15,786	0.70	0.70***
6	Prabhat Management Services Private Limited	4,37,56,000	8.19	-
7	RRP Management Service Private Limited	4,48,81,000	8.40	-
Total		10,69,81,386	20.04	0.70

* The percentage change in the shareholding of Smt. Puspa Devi Modi due to her death.

** The percentage change in the shareholding of Mr Raj Kumar Modi through transmission of share due to death of his mother Smt. Puspa Devi Modi.

***The percentage change in Mr. Prabhat Modi shareholding is due to acquisition of shares from open market.

Shares held by Promoters at the end of the year		As at March 31, 2023		
S. No.	Promoter Name	No. of Shares	% of Total Shares	% Change During the Year
1	Raj Kumar Modi HUF	5,40,000	0.10	-
2	Rekha Modi	86,40,000	1.62	-
3	Raj Kumar Modi	16,20,000	0.31	-
4	Pushpa Devi Modi	38,28,600	0.72	-
5	Prabhat Management Services Private Limited	4,37,56,000	8.19	-
6	RRP Management Service Private Limited	4,48,81,000	8.40	-
Total		10,32,65,600	19.34	-

v) There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

vi) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

NON-FINANCIAL LIABILITIES	As At 31.03.2024	As At 31.03.2023
19. OTHER EQUITY		
a) Statutory Reserve u/s 45IC		
Balance at beginning of the year	315.68	315.68
Additions during the year	226.94	—
Balance at end of the year	542.62	315.68
b) Share Premium Account		
Balance at beginning of the year	2,838.54	613.54
Additions during the year	—	2,225.00
Balance at end of the year	2,838.54	2,838.54
c) Warrant Reserve		
Balance at beginning of the year	—	—
Additions during the year	1,113.75	—
Balance at end of the year	1,113.75	—
d) Issue of Convertible Warrants		
Balance at beginning of the year	1,113.75	1,732.50
Add/Less: Issue during the year	-1,113.75	-618.75
Balance at end of the year	1,113.75	1,113.75
e) Retained earnings		
Balance at beginning of the year	622.42	1,262.82
Add: Profit/(Loss) for the year	1,134.68	-636.29
Less: Transfer to Statutory Reserve	226.94	—
Less: Provision for Standard Assets	-1.91	4.11
Balance at end of the year	1,532.05	622.42
f) Other Comprehensive Income		
Balance at beginning of the year	105.96	97.46
Add: Other comprehensive income for the year	44.30	8.50
Balance at end of the year	150.26	105.96
Total Other Equity	6,177.22	4,996.34

Description of nature and purpose of each reserve:

(a) Statutory Reserve u/s 45IC

Statutory Reserve is the reserve created by transferring the sum not less than 20% of its net profit after tax in terms of Section 45-IC of the Reserve Bank of India Act, 1934.

(b) Share Premium

Created to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(c) Warrant Reserve

During the year 4,50,00,000 Fully Convertible Warrants lapsed on September 15, 2023, due to non-conversion of the warrants into fully paid equity shares of the company within the stipulated time period of eighteen-months from the date of allotment. Further, the upfront amount of 25% of the issue price paid by the allottees w.r.t. 4,50,00,000 Warrants have been forfeited by the company and amount transferred to warrant reserve in other equity.



Notes to Financial Statements for the year ended March 31, 2024

(d) Issue of Convertible Warrants

The company allotted 7,00,00,000 convertible warrants to the promoter and non-promoter group in pursuance to the approval given by the share holders in the Extra Ordinary General meeting held on 24/02/2022. Each warrant was entitled to convert into equal number of equity shares within a period of 18 months from the date of allotment of warrant at the rate of 9.90. A warrant option @25% of application and balance 75% on conversion of warrant into equity shares within the stipulated time period. The company has received 25% application money of Rs. 17,32,50,000 on 15/03/2022 for 7,00,00,000 convertible warrants and balance 75% of Rs. 18,56,25,000 for conversion of 2,50,00,000 warrant into equity shares on 23/05/2022 which had reflected in Schedule 19 of the Balance Sheet 2022-23. The promoter and non-promoter group did not exercise for 4,50,00,000 fully convertible warrants hence the Board forfeited the option warrant in their Board Meeting held on 15/09/2023 and transferred a sum of Rs. 11,13,75,000 into warrant Reserve Account which has reflected in Schedule 19 of the Balance Sheet 2023-24.

(e) Retained Earnings

Retained Earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, special reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

(f) Other Comprehensive Income

The company recognises change on account of remeasurement as part of other comprehensive income which comprises of actuarial gains and losses on the investments held by the company.

The Company has elected to recognise changes in the fair value of certain investments in equity securities and debt instrument in other comprehensive income. These changes are accumulated in the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised or sold. Any impairment loss on such instruments is reclassified to Profit or Loss.

(₹ in lakhs)

Particulars	As At 31.03.2024	As At 31.03.2023
20. Revenue from Operations		
Sale of Shares	—	53.44
Interest income	953.16	844.59
Miscellaneous Income	—	1.97
Dividend Income	7.14	2.91
Other Income (Income from Future & Options and Trading in Shares (Intra Day))	189.57	-55.31
	1,149.87	847.61
21 Other Income		
Income from Exp. W/Back	10.15	2.12
Bad Debt recovery	0.21	—
	10.36	2.12
22. Change in Inventories		
Opening Stock of Shares	8.54	24.82
Closing Stock of Shares	10.76	7.09
	-2.23	17.74



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Particulars	As At 31.03.2024	As At 31.03.2023
23. Employee Benefits Expenses		
Salaries, Wages and Bonus	67.54	62.51
Staff Welfare Expense	2.48	3.27
	70.01	65.78
24. Finance Costs		
Interest Expense	154.95	156.76
	154.95	156.76
25. Depreciation and Amortisation Expenses		
Depreciation on Property, Plant and Equipment (Refer Note 11)	9.64	4.80
Amortisation of Intangible Assets (Refer Note 11)	—	—
	9.64	4.80
26. Other Expenses		
Advertisement Expenses	0.53	0.47
Bad Debt Written Off	—	183.26
Board Meeting Fee	3.43	1.85
Books Paper & Periodicals	0.18	0.87
Computer Maintenance	0.45	0.33
Conveyance Expenses	1.87	3.87
Custodian Charges-CDSL/NSDL	17.48	11.97
Donation Expenses	0.63	4.43
Interest Paid on Taxes	0.03	0.07
Internet Expenses	0.43	0.11
Legal and Professional Expenses	1.64	8.53
Office Expenses	4.00	6.29
Postage Expenses	0.33	1.82
Printing and Stationery	0.30	1.77
Registrar and Rransfere Agent Fee	0.98	0.76
Rent Rates & Water, Electricity Charges	14.53	17.73
ROC Filling Fee	0.41	0.31
Share Trading Expenses	12.55	8.58
Stock Exchange Expenses	3.54	3.27
Stock Exchange penalties	—	2.94
Subscription Expenses	2.36	2.36
Telephone Expenses	0.52	0.57
Training Expenses	—	0.13
Travelling Expenses	1.24	1.92
Vehicle Running & Maintences Expenses	3.12	6.36
	70.55	270.58
Payment of Remuneration to Auditors		
Statutory Audit	2.18	1.64
Internal Audit	2.40	2.40
	4.58	4.04
	75.13	274.62



Notes to Financial Statements for the year ended March 31, 2024

(₹ in lakhs)

Particulars	As At 31.03.2024	As At 31.03.2023
27. Earnings per Share		
Basic and Diluted Earnings per share (refer footnote)	0.21	-0.12
Nominal value per share (in Rs.)	1.00	1.00
Footnotes:		
(a) Profit attributable to equity shareholders		
Profit for the year	1,134.68	-627.81
Profit attributable to equity holders of the company for Basic and Diluted EPS	1,134.68	-627.81
(b) Weighted average number of shares used as the denominator		
Opening balance of issued equity shares	5,340.61	5,340.61
Effect of shares issued during the year, if any	—	—
Weighted average number of equity shares for Basic and Diluted EPS	5,340.61	5,340.61
(c) At present, the Company does not have any dilutive potential equity share.		
28. Contingent liabilities and commitments		
i. A demand of Rs. 2621.98 Lacs has been imposed on the Company by Income Tax Department as at March 31, 2024 (March 31, 2023 Rs. 2667.15 Lacs). The Company has filed appeal before Commissioner of Income Tax (Appeals), Kanpur, against the said demands raised by the Income Tax Department.		
ii. Penalty by SEBI		
SEBI initiated adjudication proceedings under Section 15HA OF SEBI Act, 1992 for violations of Sections 12A(a), (b), (c) of SEBI Act r/w Regulations 3(a), (b), (c), (d) and Regulations 4(1) of SEBI (PFUTP) Regulations, 2003. After consideration, the adjudicating officer under Section 15-I of SEBI ACT r/w Rule 5 of the Adjudication Rules, imposed a penalty of Rs. 10,00,000 on the company through order dated May 31, 2021. In response to this, the company filed an Appeal in Securities Appellate Tribunal (SAT). Consequently, SAT quashed the SEBI Adjudication order along with the penalty imposed through order dated September 12, 2023.		
29. Disclosures relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:		
	As At 31.03.2024	As At 31.03.2023
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in:		
Principal amount due to Micro and Small Enterprises Interest due on above	—	—
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	—	—
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period.	—	—
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006.	—	—
The amount of interest accrued and remaining unpaid at the end of each accounting year.	—	—
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under Section 23 of the MSMED Act 2006.	—	—



30. Employee benefits

Defined contribution plans:

There are no Contribution to Provident Fund as at March 31, 2024 Rs. Nil (March 31, 2023 Rs. Nil).

31. Maturity Analysis of Assets and Liabilities

(₹ in lakhs)

Particulars	As at 31 March, 2024			As at 31 March, 2023		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
ASSETS						
Financial Assets						
Cash and Cash Equivalents	4.37	—	4.37	3.10	—	3.10
Bank Balances other than above	89.57	—	89.57	46.96	—	46.96
Receivables	—	—	—	30.02	10.12	40.14
Loans	3137.50	7950.95	11088.45	5125.09	6441.49	11566.58
Investments	1974.03	139.57	2113.60	1455.96	139.57	1595.53
Other Financial Assets	105.46	—	105.46	—	—	—
Non-Financial Assets						
Inventories	—	10.76	10.76	—	8.54	8.54
Income Tax Assets (Net)	122.69	33.01	155.70	52.60	27.74	80.34
Other Non-Financial Assets	16.91	16.22	33.13	8.29	10.30	18.59
Property, Plant and Equipment	—	22.10	22.10	27.49	4.26	31.75
Intangible Assets	—	—	—	—	—	—
Deferred Tax Asset (Net)	0.96	2.91	3.87	2.83	0.09	2.92
Total Assets	5451.49	8175.52	13627.01	6752.34	6642.11	13394.45
LIABILITIES						
Financial Liabilities						
Trade Payables	56.5	—	56.5	4.67	—	4.67
Other Payables	10.04	—	10.04	241.73	—	241.73
Borrowings other than Debt Securities	308.58	1546.38	1854.96	1281.76	1465	2746.76
Non-Financial Liabilities						
Long Term Provisions	(1.92)	46.27	44.35	4.12	42.15	46.27
Short-Term Provisions	125.59	—	125.59	0.48	—	0.48
Deferred Tax Liabilities (Net)	—	—	—	—	—	—
Other Non-Financial Liabilities	17.75	—	17.75	17.56	—	17.56
Total Liabilities	516.54	1592.65	2109.19	1550.32	1507.15	3057.47
Net Amount	4934.95	6582.87	11517.82	5202.02	5134.96	10336.98



32. Fair Value measurement and Financial Instruments

a) Financial Instruments — by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As at March 31, 2024

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial Assets							
Other financial Assets	—	—	105.46	105.46	105.46	—	—
Investments	—	2113.60	—	2113.60	1974.03	139.57	—
Trade & Other Receivables	—	—	—	—	—	—	—
Cash and Cash Equivalents	—	—	4.37	4.37	4.37	—	—
Balances other than Cash and Cash Equivalents	—	—	89.57	89.57	89.57	—	—
Total	—	2113.60	199.40	2313.00	2173.43	139.57	—
Financial Liabilities							
Trade Payables	—	—	56.50	56.50	56.50	—	—
Total	—	—	56.50	56.50	56.50	—	—

As at March 31, 2023

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial Assets							
Other Financial Assets	—	—	—	—	—	—	—
Investments	—	1595.53	—	1595.53	1455.96	139.57	—
Trade & Other Receivables	—	—	40.14	40.14	30.02	10.12	—
Cash and Cash Equivalents	—	—	3.10	3.10	3.10	—	—
Balances other than Cash and Cash Equivalents	—	—	46.96	46.96	46.96	—	—
Total	—	1595.53	90.20	1685.73	1536.04	149.69	—
Financial Liabilities							
Trade Payables	—	—	4.67	4.67	4.67	—	—
Total	—	—	4.67	4.67	4.67	—	—

Level 1: It includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.



Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

b). Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Market/Systematic Risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

i. Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet:

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables	—	40.14
Cash and Cash Equivalents	4.37	3.10
Bank Balances other than Cash and Cash Equivalents	89.57	46.96
Investments	2,113.60	1,595.53
Loans	11,088.45	11,566.59
Other Financial Assets	105.46	—

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customer. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.



The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty fails to make payments for receivable more than 180 days past due. However, the Company based upon historical experience determines an impairment allowance for loss on receivables.

The Company's exposure to credit risk for trade receivables are as follows:

Particulars	Gross carrying amount	
	As at March 31, 2024	As at March 31, 2023
0-90 days past due	—	40.14
91 to 180 days past due	—	—
More than 180 days past due #	—	—
Total	—	40.14

This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. Further, the Company does not anticipate any material credit risk of any of its other receivables.

The Company believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

There was no movement in the allowance for impairment in respect of trade receivables.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of ₹ 93.94 lacs as at March 31, 2024 (March 31, 2023: ₹ 50.06 lacs) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.



The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at March 31, 2024	Carrying Amount	Contractual Cash Flows		
		Less than one year	More than one year	Total
Borrowings	1,854.96	308.58	1546.38	1,854.96
Trade Payables	66.54	66.54	—	66.54
Total	1,921.50	375.12	1546.38	1,921.50

As at March 31, 2023	Carrying Amount	Contractual Cash Flows		
		Less than one year	More than one year	Total
Borrowings	2,746.76	1281.76	1465.00	2,746.76
Trade Payables	246.40	246.40	—	246.40
Total	2,993.17	1528.17	1465.00	2,993.17

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Company mainly has exposure to one type of market risk, interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. During the year ended March 31, 2023 & March 31, 2024 the Company does not have any variable rate borrowings hence no exposure of interest rate risk.

33. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.



The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	1,854.96	2,746.76
Less: Cash and Cash Equivalents	(4.37)	(3.10)
Adjusted Net Debt (A)	1850.59	2,743.66
Total Equity (B)	5,340.61	5,340.61
Adjusted Net Debt to Adjusted Equity Ratio (A/B)	0.35%	0.51%

34. Segment Reporting

The Company is engaged in a single segment i.e. Financial / Investment Activities, hence there is no separate reportable segment as per Ind AS 108.

35. ADDITIONAL DISCLOSURE REQUIREMENTS

(i) Relationship With Struck off Companies

The Company has not entered into any transactions with struck off companies.

(ii) Registration of Charges or Satisfaction With Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(iii) Compliance With Number of Layers of Companies:

The Clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company.

(iv) Utilization of Borrowed Funds and Share Premium

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:-

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) Undisclosed Income

The Company has disclosed all its Income appropriately and in the ongoing Tax Assessments as well there has not been any such undisclosed income recognised by the relevant tax authorities.

(vi) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vii) Disclosure of Benami Property

The Company does not possess any benami property under the Benami Transactions (Prohibition) Act, 1985 and rules made thereunder.

(viii) Disclosure of Borrowings

The Company does not have any borrowings from banks and financial institutions during the year and as at March 31, 2024.

(ix) Wilful Defaulter

The Company has not been declared as Wilful Defaulter by any Bank or Financial Institution or other Lender.



(x) Title Deeds of Immovable Properties held in Name of the Company

Title deeds of immovable properties (including properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

(xi) Revaluation of Property, Plant and Equipment

No Property, Plant and Equipment is revalued by company during the year.

(xii) Revaluation of Intangible Asset

No Intangible asset is revalued by company during the year.

(xiv) Investment in property

No investment property is held by the company as at Balance sheet date.

(xv) Disclosure on Loans and Advances

The Company provided advance to Filmcity Media Limited during the year, which will be repaid as per the terms and conditions agreed upon. Necessary board approvals were taken for providing the advance to Filmcity Media Limited. The Company has not granted any other loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and other related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.

(xvi) Financial Ratio

	As At 31.03.2024	As At 31.03.2023
Capital to Risk-weighted Assets Ratio (CRAR)	85.32%	68.65%
Tier I CRAR	85.00%	68.30%
Tier II CRAR	0.33%	0.35%
Liquidity Coverage Ratio for the quarter ended March 31	0.51%	-1.05%

36. Related Party Disclosures:

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

Details of Related Party Transactions for the year ended March 31, 2024

A) Enterprises in which Directors are interested

Amarendra Financial Pvt. Ltd.
Dinkar Commercials Pvt. Ltd.

B) Key Managerial Personnel

- a. Mr. Raj Kumar Modi - Managing Director
- b. Mr. Prabhat Modi - Whole Time Director
- c. Mr. Chandresh Kumar Sharma - Chief Financial Officer
- d. Mr. Kailash - Company Secretary/Compliance Officer

C) Non-Executive/Independent Directors

- a. Mrs. Rekha Modi - Non-Executive Non-Independent Director
- b. Mr. Mahavir Prasad Garg - Independent Directors
- c. Mr. Yogesh Kumar Garg - Independent Directors
- d. Mr. Satyam Jaiswal - Independent Directors (from 31-03-2023 to 20-06-2023)
- e. Ms. Deepali Sehgal Kulshrestha - Independent Directors (Appointed w.e.f. 19-06-2023)

D) Other Related Party

Filmcity Media Limited



E) Transactions during the year ended March 31, 2024

(₹ in lakhs)

Sr. No.	Particulars	Year Ended 31-03-2024
1.	Enterprises in which directors are interested	
	- Amarendra Financial Pvt. Ltd.	1450.92
	- Dinkar Commercials Pvt. Ltd.	404.04
3.	Managerial Remuneration	
	- Key Management Personnel	
	Salaries, Wages, Bonus, Commission and others Benefits	45.17
	Vehicle Running Expenses	2.07
	- Non - Executive Directors	
	Director Sitting Fees	3.15
4.	Other Related Party	
	- Filmcity Media Limited	11.00

Terms and conditions of transactions with the related parties:

- The terms and conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.
- All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash/bank. None of the balances are secured.

37. Public Deposits

The Company has not accepted any deposits from public during the year ended on 31st March, 2024 & previous year ended on 31st March, 2023.

38. Income taxes

A. Amounts recognised in Profit or Loss

	As at March 31, 2024	As at March 31, 2023
Current Tax Expense		
Current year	125.10	—
Adjustment for prior years	—	—
	125.10	—
Deferred tax expense		
Change in recognised temporary differences	-0.96	0.08
	-0.96	0.08
Total Tax Expense	124.14	0.08

B. Amounts recognised in Other Comprehensive Income

	As at March 31, 2024			As at March 31, 2023		
	Before tax	Tax (Expense)/ Income	Net of tax	Before tax	Tax (Expense)/ Income	Net of tax
Remeasurements of defined benefit liability	—	—	—	—	—	—
Changes in fair value of financial instruments	44.30	—	44.30	8.50	—	8.50
	44.30	—	44.30	8.50	—	8.50



Note : Pursuant to Taxation Laws (Amendment) Ordinance 2019, the company intends to exercise the option permitted u/s 115BAA of the Income Tax Act, 1961 to compute Income Tax at the rate (i.e. 25.17%) from the current Financial Year. The Tax expense for the quarter and year ended March 31, 2024 is after considering the impact of Revised Tax Rates and accordingly by revising the annual effective Interest tax rates, deferred tax assets/liabilities have been re-measured.

39. There are no borrowing costs that have been capitalised during the year ended March 31, 2024 and March 31, 2023.
40. There have been no events after the reporting date that require adjustment/disclosure in these Financial Statements.
41. Provision for Tax is made for both Current and Deferred Taxes. Provision for current Income Tax is made on the Current Tax Rates based on assessable Income.
42. Balance due to / from some of the parties are subject to confirmation.
43. Previous year's figures are regrouped, reclassified and rearranged wherever considered necessary to confirm to current year's presentation.
44. Quantative information pursuant to the provisions of paragraphs 3, 4C, 4D of Part II of Schedule VI of the Companies Act.

Shares, Securities, Bonds & Commodities		Qty.	Amount
Opening Stock	Current Year	1384145	8,53,568
	(Previous Year)	2871952	24,82,324
Purchases	Current Year	—	—
	(Previous Year)	—	—
Sales	Current Year	—	—
	(Previous Year)	—	—
Closing Stock	Current Year	1384145	10,76,293
	(Previous Year)	1384145	8,53,568

As per our report of even date attached
For PANKAJ GUPTA & CO.
Chartered Accountants
Firm Registration No.019302N

For and on behalf of the Board of Directors of
PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

Prabhat Modi
Whole Time Director
DIN : 08193181

Place : New Delhi
Date : 27.05.2024

Chandresh Kumar Sharma
Chief Financial Officer
PAN: ATHPS2613M

Kailash
Company Secretary
Membership No: ACS51199



**Schedule to the Balance Sheet
of a Non-Deposit taking Non-Banking Financial Company
(as required in terms of paragraph 13 of Non-Banking Financial
(Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016)**

(₹ in lakhs)

Sr. No	Particulars	Amount Outstanding	Amount Overdue
	Liabilities side		
(1)	Loans and advances availed by Non-Banking Financial Company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter -Corporate Loans and Borrowing	1854.96	-
	(e) Commercial Paper	-	-
	(f) Other Loans	-	-

(₹ in lakhs)

Sr. No	Particulars	Amount Outstanding
	Assets side	
(2)	Break-up of Loans and Advances including bills receivables (other than those included in (4) below:	Amount Outstanding
	(a) Secured	-
	(b) Unsecured	11088.45
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including lease rentals under sundry debtors:	
	(a) Financial lease	-
	(b) Operating lease	-
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-



(₹ in lakhs)

(7)	Other information	
	Particulars	Amount
	(i) Gross Non-Performing Assets	
	(a) Related Parties	-
	(b) Other than Related Parties	-
	(ii) Net Non-Performing Assets	
	(a) Related Parties	-
	(b) Other than Related Parties	-
	(iii) Assets acquired in satisfaction of debt	-

(8)	Exposure		
	1) Exposure to Real Estate Sector		(Amount in ₹ crore)
	Category	Current Year	Previous Year
i)	<i>Direct exposure</i>		
	a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	Nil	Nil
	b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.	Nil	Nil
	c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –		
	i. Residential	Nil	Nil
	ii. Commercial Real Estate	Nil	Nil
ii)	<i>Indirect Exposure</i>		
	Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	Nil	Nil
	Total Exposure to Real Estate Sector	Nil	Nil



2) Exposure to Capital Market

(Amount in ₹ crore)

Particulars	Current Year	Previous Year
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	19.85	16.04
Total Exposure to Capital Market	19.85	16.04

3) Sectoral exposure

(Amount in ₹ crore)

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	—	—	—	—	—	—
2. Industry	—	—	—	—	—	—
3. Corporate	49.07	—	—	68.30	—	—
4. Services	—	—	—	—	—	—
5. Personal Loans	—	—	—	—	—	—
6. Others, if any	61.87	—	—	47.37	—	—

4) Intra-group Exposures

Particulars	As at March 31,	
	2024	2023
i) Total amount of intra-group exposures	Nil	Nil
ii) Total amount of top 20 intra-group exposures	Nil	Nil
iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	Nil	Nil

5) Unhedged foreign currency exposure: March 31, 2023 - Nil (March 31, 2023 - Nil)



(9) Disclosure of Complaints

Sr. No.	Particulars	Current Year	Previous Year
1.	Number of complaints pending at beginning of the year	Nil	Nil
2.	Number of complaints received during the year	Nil	Nil
3.	Number of complaints disposed during the year	Nil	Nil
4.	Number of complaints pending at end of the year	Nil	Nil

As per our report of even date attached
For PANKAJ GUPTA & CO.
Chartered Accountants
Firm Registration No.019302N

For and on behalf of the Board of Directors of
PMC FINCORP LIMITED

CA. Pankaj Gupta
Partner
Membership No. : 501398

Raj Kumar Modi
Managing Director
DIN : 01274171

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