



08.09.2022

To,

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

Respected Sir / Madam,

Ref: Scrip Code: 511557; Scrip Name: PROFINC

Sub: Submission of Annual Report for the financial year 2021-22

In compliance with Regulation 34(1) of the SEBI Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of 31st Annual General Meeting (AGM) and Annual Report of the Company for the financial year 2021-22. Electronic copies of the same have been sent to all the shareholders whose email addresses are registered with the Company/ Depository Participant(s).

Kindly acknowledge the receipt of the same.

Thanking You,

For PRO FIN CAPITAL SERVICES LTD

ABHAY NARAIN NARAIN GUPTA
GUPTA
Digitally signed by ABHAY NARAIN GUPTA
Date: 2022.09.08 19:58:44
+05'30'

Abhay Gupta
Jr. Managing Director
DIN: 02294699

**PRO FIN CAPITAL
SERVICES LTD.**



31ST Annual Report 2021-2022

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

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CORPORATE INFORMATION

BOARD OF DIRECTORS	
Mr. Anupam Narain Gupta Managing Director	02294687
Mr. ABHAY NARAIN GUPTA Jt. Managing Director	02294699
Mr. ATUL KUMAR Independent Director	07271915
Mr. MANAV KUMAR Independent Director	08309105
NEELAM Women Director	09051272
AUDITOR	A K Kocchar & Associates 601, Vakratunda Corporate Park, Off, Aarey Road, Behind Udipi Vihar, Goregaon (E), Mumbai.
BANKERS	HDFC Bank Limited Punjab National Bank ICICI Bank Limited
REGISTRAR AND SHARE TRANSFER AGENTS	Beetal Financial & Computer Services (p) Ltd Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Harsukhdas Mandir, New Delhi- 110062 Tel: .011 29961281/83 Fax: 011 29961284
REGISTERED OFFICE	B/503, Western Edge II, Western Express Highway, Borivali (East), Mumbai- 400 066 Tel: 022 – 28702070 Fax: 022- 28702072
Email ID	profin.capital1@gmail.com
Website	www.profincapital.com
CIN	L51909MH1991PLC250695

DIRECTORS' REPORT

To:
The Members of Pro Fin Capital Services Limited

Your Directors have pleasure in presenting their 31st Annual Report and the audited financial statements for the financial year ended 31st March 2022

1 Financial Results

The summarized financial results for the financial year ended 31st March 2022 are presented below:
Rs. In Lakhs

Details	Financial year ended 31 st March 2022 (stand alone)	Financial year ended 31 st March 2021 (stand alone)
Income	2670.29	2023.713
Profit before tax	629.27	704.03
Taxation	150.05	3.01
Minority Interest	----	----
Transfer to statutory reserve & provision for standard assets	102.56	----
Profit for the year	376.65	706.57
Balance brought forward previous year (loss)	292.12	414.45
Less: Dividend proposed including dividend distribution tax	---	----
Balance carried to balance sheet	84.52	(292.12)

- **Performance Highlights**

The Income during the financial year ended 31st March 2022 is 2670.29 Lakhs compared to Rs. 2023.713. Lakhs. The Profit for the year for the financial year ended 31st March 2022 is Rs 376.65 lakhs compared to Rs. 706.57 lakhs in the previous year.

- **Dividend and Reserves**

Board of Directors of the Company does not recommend any dividend for the year under consideration. No amount is transferred to General reserves for the financial year 2021-22.

- **Share Capital**

During the year under review, there was no change in the share Capital structure and the paid up capital of the Company remains at Rs. 70,669,000 during the year the company had not issued any securities carrying convertible in to Equity Shares or carrying differential voting rights.

The Board of Directors allotted 32,50,000 warrants, on preferential basis, at the meeting held on 7 the July 2021, pursuant to provisions in chapter V of SEBI ICDR 2018.

2. Change In Nature Of Business, If Any:

During the year under review there is no change in nature of business.

3. Finance & Accounts

The Company prepares its financial statements in accordance with the requirements of the Companies Act 2013 (hereinafter referred as "the Act" or "Act") and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis in conformity with the Indian Accounting Standards ("Ind AS"). The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the financial year ended 31st March 2022.

4. NBFC registration with RBI NBFC registration with RBI

During the year under report, the Company continues to be registered with RBI as an NBFC.

5. Subsidiaries and Associate Company

During the financial year under report, Tera Natural Resources Private Limited ceased to be an associate company. The Company is not a subsidiary of any company, nor does it have any subsidiaries and it has not entered into any Joint Venture nor has any Associate Company during the year.

6. Statement On Annual Evaluation Of Board, Committee And Its Directors

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholder Relationship and Nomination & Remuneration Committees. A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non-Independent Directors was carried out by Independent Directors. The Directors expressed their satisfaction with the evaluation process

7. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration Policy is available on company's website www.profincapital.co.in

8. Board of Directors

The Board of Directors of the Company is duly constituted.

Mr. Abhay Gupta retires by rotation and being eligible offers himself for reappointment. Appropriate resolution for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM

9. Meetings of Board of Directors

The Meetings of the Board of Directors are scheduled well in advance and held at the Registered Office of the Company at Borivali. The notice confirming the meeting and the detailed agenda is sent well in advance to all the Directors.

During the year under report, the Board met 9 (Nine) times on 03.05.2021, 22.06.2021, 07.07.2021, 13.08.2021, 03.09.2021, 05.10.2021, 14.11.2021, 08.02.2022 and 21.03.2022.

10. Audit Committee

The Audit Committee consists of two independent directors and the CFO, namely:

- 1) Mr. Atul Kumar
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta – CFO

During the year, the Audit Committee met 4 times on 22.06.2021, 13.08.2021, 14.11.2021 and 08.02.2022.

11. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of two independent directors and the CFO, namely:

- 1) Mr. Atul Kumar
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta – CFO

During the year, the Nomination and Remuneration met Two time on 05.10.2021 and 08.02.2022.

12. Internal Financial Controls:

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

13. Listing of shares on BSE

During the financial year under report, the equity shares issued by the company continue to be listed on BSE. The Listed Capital of the Company is 70,66,900 at the face value of Rs. 10/- each.

14. Extract of Annual Return

The extract of Annual Return in Form MGT 9, as required in section 92 of the Companies Act, 2013, as at 31st March 2022, can be accessed by clicking at the following link www.profincapital.co.in/downloads.php

15. Vigil Mechanism / Whistle Blower Policy

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach Chairman of the Audit Committee of the Company. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise concerns about serious irregularities within the Company.

16. 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's 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. All Board Directors and the designated employees have confirmed compliance with the Code. The Companies Code of Conduct is available on companies Website.

17. Particulars of loans, guarantees or investments by the Company

The particulars of loans are mentioned in the Auditors note relating to related party transactions during the year.

18. Significant and material orders passed by the Regulators or Courts

There are no significant and material orders passed by the regulators or courts against the Company during the year.

19. Material Changes Affecting The Financial Position Of The Company:

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2021-22.

20. Directors responsibility statement

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134 (3) (c) read with section 134(5) of the Companies Act, 2013 in preparation of the Annual Accounts for the year ended on March 31, 2022 and state that:

- (i) That in preparation of annual accounts for the year ended 31st March 2022 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) And applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022 and of the profit of the Company for the year ended on that date;

- (iii) That the directors have taken proper and sufficient care 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;
- (iv) That the annual accounts have been prepared on a going concern basis
- (v) That the directors have devised proper systems to ensure compliance with the provisions of all applicable law and that such systems were adequate and operating effectively

21. Statement On Declaration By Independent Director:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rules and Regulation 16(1) (b) of SEBI (Listing Obligation and disclosure requirements) Regulation, 2015 with the Stock Exchanges.

22. Statutory auditors

M/s. A K Kocchar & Associates, Chartered Accountants was appointed as a statutory auditors of the Company w.e.f. 26.06.2020 for the term of 5 years.

23. Cost Audit

The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the company's operations.

24. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. L. Krishnamoorthy, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year 2021-22 has been annexed to this Report.

With regard to the observation in secretarial audit report it is clarified as under:

Delay in filling the forms with ROC: it is clarified that the forms remained to be filled with ROC through oversight. However the Company has applied to the Central Government for Condonation of Delay. Once the delay is condoned, the form will file.

SEBI prohibitory order: The Secretarial Auditor observations are self explanatory. The restrictions and prohibitions mentioned in the SEBI order were for the period of six months i.e from November 17, 2021. As on the date of this report, they are not applicable.

25. Internal control system and their adequacy

The Company has an effective internal control system commensurate with its size and scale of its operations. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

26. Environment and safety

The Company's operations do not pose any environmental hazards.

27. Statutory Information

- (A) Conservation of energy: Not applicable
(B) Technology Absorption: Not applicable
(C) Foreign exchange earnings and expenses: Not applicable

28. Corporate Social Responsibility

The provisions of Section 135 are not applicable to the Company.

29. Related party transactions

All transactions entered with related parties for the financial year ended 31st March 2022 were on arm's length basis and in the ordinary course of business. Hence provisions of Section 188 of the Companies Act, 2013 are not attracted and disclosure in Form AOC 2 is not required. All related party transactions are placed before the Audit Committee and the Board of Directors for approval. The related party transactions during the year are disclosed in the Notes to the Accounts at appropriate place.

30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Policy with respect to Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and has framed a Committee for implementation and periodical review of such policy.

31. The required disclosures under the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are given in annexure 1 which forms part of Report.
32. In terms of Regulation 15(2) of SEBI (LODR) Regulation Relating to Corporate Governance are not applicable to the company and hence the details are not given.

33. Acknowledgement

Your Directors would like to place on record their sincere appreciation to Shareholders, Bankers, Institutions and Employees for their co-operation and support.

Place: Mumbai
Date: 08.09.2021

For and on behalf of Board of Directors

Sd/-
(Anupam N. Gupta)
Managing Director

PRO FIN CAPITAL SERVICES LIMITED

(CIN: L51909MH1991PLC250695)

(A) The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

Sr No	Requirements	Disclosure												
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31 st March 2022	Anupam Gupta 8.6:1 Abhay Gupta 8.6:1												
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 st March 2022	Anupam Gupta 0% Abhay Gupta 0%												
3	The percentage increase of in the median remuneration of employees in the financial year.	0%												
4	The number of permanent employees on the roll of the Company	17												
5	The explanation on the relationship between average increase in remuneration and the Company performance	Both KMPs draw the same remuneration which they were drawing for the financial year ended 31 st March 2021												
6	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	5%												
7	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the financial year ended 31 st March 2022 <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">KMP</td> <td style="width: 35%;">against PBT</td> <td style="width: 50%;">Against operations</td> </tr> <tr> <td>MD</td> <td>4.77%</td> <td>1.12%</td> </tr> <tr> <td>WTD</td> <td>4.77%</td> <td>1.12%</td> </tr> <tr> <td>CS</td> <td>0.72%</td> <td>0.17%</td> </tr> </table>	KMP	against PBT	Against operations	MD	4.77%	1.12%	WTD	4.77%	1.12%	CS	0.72%	0.17%
KMP	against PBT	Against operations												
MD	4.77%	1.12%												
WTD	4.77%	1.12%												
CS	0.72%	0.17%												
8	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of directors												

9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest paid director during the year.								
10	Variations in the market capitalization of the Company, price earning ratio as the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<p>Capitalisation: (Rupees in lakhs)</p> <table border="0"> <tr> <td>31/3/2022</td> <td>31/03/2021</td> </tr> <tr> <td>10801.75</td> <td>2296.74</td> </tr> </table> <p>Price earning ratio:</p> <table border="0"> <tr> <td>31/03/2022</td> <td>31/03/2021</td> </tr> <tr> <td>38.30</td> <td>-4.34</td> </tr> </table>	31/3/2022	31/03/2021	10801.75	2296.74	31/03/2022	31/03/2021	38.30	-4.34
31/3/2022	31/03/2021									
10801.75	2296.74									
31/03/2022	31/03/2021									
38.30	-4.34									
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration paid is as per the remuneration policy of the Company								

There were no employees who were In receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000 per annum or in part of year who were in receipt of remuneration which in aggregate was not less than Rs. 8,50,000 p.m. Hence no details are shown as required under section 197(12) of the Act and the relevant rules made thereunder.

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2022

(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 of PRO FIN CAPITAL SERVICES LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRO FIN CAPITAL SERVICES LIMITED (CIN: L51909MH1991PLC250695)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

2 Based on my verification of the Company's 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 the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period (from 1st April 2021 to 31st March 2022) covering the financial year ended on 31st March 2022, 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 hereunder.

3 I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022 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 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 there under to the 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 (SEBI) (Substantial Acquisition of Shares and Takeover) Regulations, 2011; (SAST Regulations)
 - (b) SEBI (Prohibition of Insider Trading) Regulations 2015;
 - (c) SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018;(SEBI ICDR)
 - (d) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR)
 - (e) SEBI (Registrars to an issue and Share Transfer Agents) Regulations 1992 regarding the Companies Act 2013 and dealing with the clients.
 - (f) There were no events during the audit period necessitating compliance with the following regulations:

SEBI (Share based Employee Benefits and Sweat Equity) Regulations 2021;
SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations 2008;

SEBI (Issue and Listing of Non convertible Securities)Regulations 2021
 SEBI (Delisting of Equity Shares) Regulations 2021
 SEBI (Buyback of Securities) Regulations 2018

4 During the financial year ended 31st March 2022, the Company issued and allotted 32.50,000 warrants on preferential basis pursuant to approval given by members by special resolution and in accordance with the regulations in Chapter V of SEBI (ICDR) 2018. The warrant holders are entitled to subscribe equal number of equity shares on payment of balance 75% of the price of each share

5 I have also examined the compliance with the applicable clauses of the following statutory provisions/standards/regulations:

a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.(SEBI LODR)

b) The Secretarial Standards issued by The Institute of Company Secretaries of India.

The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited

6 As at the previous financial year ended 31st March 2021, the Company's paid up capital does not exceed Rupees ten crores and its net worth does not exceed Rupees twenty five crores. Therefore, as per Regulation 15(2) of SEBI LODR, the corporate governance regulations 17, 17(A), 18 to 23, 24 (24A), 25 to 27, 46(2)(b) to (i) and (t) and paras C, D and E of Schedule V to the said Regulations are not applicable during the financial year ended 31st March 2022.

7 Subject to the above, during the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

7.1 The Company has not filed form MGT 14 in respect of special resolution passed on 23rd June 2021 and form SH 7 for increase in authorized capital with the Registrar of Companies, Mumbai within the time mentioned in the Act. Such filings were pending as on 31st March 2022.

7.2 The Securities and Exchange Board of India (SEBI) in its order No. WTM/AB/IVD/ID19/14185 dated 17th November 2021, has restrained Ms. Neha Gupta, a constituent of the promoter group of the Company and Mr. Atul Kumar, Director of the Company, from accessing the securities market and further prohibited them from buying, selling, or otherwise dealing in securities directly or indirectly, or being associated with securities market in any manner, for a period of six months from the date of the above order. SEBI also imposed monetary penalty on the above two persons. The SEBI order relates to issues pertaining to another listed company.

8 I further report that

- i) 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;
- ii) 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 seeking and

obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

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

9 I further report that during the audit period there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai

Dated : 3rd September 2022

Name: LakshminarayanKrishnamoorthy

FCS No 2358; COP 6885

UDIN: F002358D000903115

Peer Review Unique Identification Number: I2005MH514200

Note: This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

To

The Members

PRO FIN CAPITAL SERVICES LIMITED

The Secretarial Audit of even date is to be read with this letter.

- 1 The management is responsible for compliance of applicable laws, rules, regulations, standards, directions as applicable to Pro Fin Capital Services Limited (the Company). Our examination of the records and procedures was based on test check basis for issuing the Secretarial Audit Report for the financial year ended 31st March 2022.
- 2 The management of the Company is responsible for the maintenance of secretarial and other records as applicable to the Company under various laws. Our responsibility is to issue Secretarial Audit Report which is based on the relevant records maintained and information/explanations as furnished to us by the Company and its officials. Wherever required, the management representation about compliance of laws as applicable to the Company including major events during the audit period have been obtained from the management.
- 3 We have followed the laid down audit practices for verifying the correctness and contents of the secretarial and other records. The practices followed by us gave us reasonable basis to form our opinion for issuing the Secretarial Audit Report.
- 4 We have not verified the authenticity and signatures of the books and the financial accounts as maintained by the Company.
- 5 The Secretarial Audit Report does not give an assurance as to the future viability of the Company nor of the potency and competency with which the management has conducted the affairs of the Company.

Place: Mumbai

Dated: 3RD September 2022,

Lakshminarayan Krishnamoorthy

FCS 2358; COP 6885

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Towards end of CY2020 and beginning of CY2021 global economy was showing signs of recovery. Yet the recurring Covid-19 waves led to lockdowns and travel restrictions leading to supply chain disruptions and subdued growth in CY2021. The emerging and low-income countries faced public health challenges when the highly transmissible second wave hit their economy. As per the IMF, advanced economies are bound to bounce back to almost pre-pandemic levels of growth. The developing economies are expected to lag by around 5% than pre-pandemic levels. The IMF's forward-looking projections for the year 2022 were unchanged at 4.9%.

However since then the global dynamics have changed. Global agencies and economic analysts were predicting a global recovery in the second part of 2022. However the war in Ukraine has triggered a costly geo political crisis. The economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. The disruption of oil prices on the world market is expected to lead to an increase in fuel prices and higher costs of food production. Since the beginning of the war fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest.

INDIAN ECONOMIC OVERVIEW

India's economy grew by 8.4% year-on-year in Q2 of CY 2022. On a sequential basis (quarter-on-quarter basis), domestic economic output expanded by 10.4%. With the easing of lockdown restrictions across states along with the steady decline in COVID-19 cases and an increased pace of vaccination, a higher economic activity and output was recorded in the latest quarter.

With increasing signs of higher level of activity across sectors, there's an optimism regarding the strengthening of recovery in the domestic economy. Growth in industrial output remained unchanged, at 3.2% in October 2021, compared with 3.1% in the previous month. Negative growth in the capital and consumer goods segment limited growth in overall industrial output. Weakening of the base has contributed to a decreased momentum in industrial activity and brought it down from the double-digit growth witnessed during the first five months of CY 2021. Output in all sectors witnessed an improvement in November, except electricity, capital goods and consumer goods segment.

Demand and investments are yet to see a meaningful and durable pick-up. Improvements in these segments are expected to be limited, given that even before the pandemic, the domestic economy was grappling with low demand and a subdued investment climate. To add to this, domestic and external challenges still abound. The rise in price levels and the underlying threats as a result of COVID-19 virus and its strains could be a set-back/challenge for domestic as well as global recovery

OVERVIEW OF THE FINANCIAL SERVICES INDUSTRY

Non-banking financial companies (NBFCs) showed resilience in 2021 despite the coronavirus pandemic woes and are expected to witness continued momentum in growth this year. This year, the growth will be driven by the uptick in the economy, stronger balance sheet, higher provisions and improved capital positions of NBFCs.

Overall, there is some loss of the momentum of near-term growth while global factors are turning adverse. Looking ahead, domestic growth drivers are gradually improving. Considering all these factors, real GDP growth is projected at 7.8 per cent for 2022-23. (RBI governor in press release: Governor's Statement: February 10, 2022)

On the other hand, gross non-performing assets (NPAs) of NBFCs are likely to rise, following the Reserve Bank of India's (RBI) move to tighten the NPA norms in November 2021.

"Our baseline assumption is that the worst is behind them (NBFCs) and things will start improving here on. We expect NBFCs to show higher growth and they will benefit from the economy moving up. The asset under management (AUM) of shadow banking players is expected to grow at 6-8 per cent in the current financial year and 8-10 per cent in the next financial year." (As per CRISIL report)

To strengthen supervision over NBFCs, the Reserve Bank of India (RBI) introduced scale-based regulation and revised NPA recognition and upgradation norms during 2021.

In a report released in November 2021, CARE Ratings said there would be an increase of up to 300 basis points (bps) in gross NPAs with a limited impact for shorter-tenure loans due to the revised NPA norms.

BUSINESS & OPERATIONAL OVERVIEW

Your Company follows a customer –centric business philosophy, with its growth strategy centered on transparency in term of offerings, suitability of products and variety of choices to meet a range of needs of its customers.

A key strength of your company is the variety of its funding sources, which helps it optimize funding costs, protect interest margins, and retain its diversified funding portfolio. At the same time, this also enables the Company to achieve funding stability and liquidity, facilitating reduction in average borrowing costs.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Due to the financial crises and other certain unavoidable circumstances, The Income during the financial year ended 31st March 2022 is 26,70,29,943 compared to Rs. 20,23,71,250. The Profit for the year for the financial year ended 31st March 2022 is Rs 3,76,65,389 compared to loss of Rs. (7,06,57,968) in the previous year.

ACCOUNTING RATIO

Particulars	31.03.2022	31.03.2021
Capital to risk-weighted assets ratio (CRAR)	3.79%	2.21%
Tier I CRAR	3.79%	2.21%
Tier II CRAR	-	-
Liquidity Coverage Ratio	1.23	1.75

OPPORTUNITIES AND THREATS

Non-banking finance companies (NBFCs) form an integral part of the Indian financial ecosystem. By extending the line of secured and unsecured credit to millions of underbanked and unbanked individuals and businesses across the country, these companies provide them an opportunity to be a part of the financial mainstream.

Furthermore, the NBFC lending model is also under pressure as a result of increased internal and external forces such as:

1. **Operational Risk** It arises when the flow of and controls over the operations of the company are lacking, which has adverse impact on the continuity of business, reputation and profitability of the company.
2. **Credit Risk** It is a risk of default or non-repayment of loan by a borrower which involves monetary loss to the company, both in terms of principal and interest.
3. **Business Risk** Morarka Finance being a NBFC is exposed to various external risks which have direct bearing on the sustainability and profitability of the Company. Foremost amongst them are Industry Risk and Competition Risk. The volatile macro-economic conditions and changes in sector attitude in various economic segments cause ups and downs in the business, and result in loan asset impairment.
4. **Regulatory Risk** It is the risk of change in laws and regulations materially impacting the business.
5. **Human Capital Risk** Human capital risk is the gap between the goals of the organisation and the skills of its workforce.

SEGMENT – WISE PERFORMANCE

The Company is engaged in financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

OUTLOOK

With the long term India growth story intact, we continue to remain enthused about the growth prospects of financial services sector in India. However given the inherent linkage of most of our business with the economy and capital markets, our financial performance is subject to fluctuations depending on the pace of economic growth and activity in the capital market. The last financial year has been year of new

initiatives for company. The new financial year will see a lot of our initiatives taking shape and being deployed

HUMAN RESOURCES

For enhanced performance of any organization, it is important that its human resources are abreast of new developments and possess relevant skill sets. To realize this, the emphasis on training and development activities has been increased.

During this uncertain times facility of work from home has been adopted by the Company for the welfare and wellbeing of its employees.

INTERNAL CONTROL SYSTEMS

Your Company has an adequate system of internal controls for business processes, operations, financial reporting, fraud control, and compliance with applicable laws and regulations, among others. Your company's Management Assurance and Audit function is headed by a senior management personnel with reporting lines to the Audit Committee of the Board and a dotted line reporting to the Managing Director.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance department of the Company is continued to play a pivotal role in ensuring implementation of Compliance functions in accordance with the directives issued by regulators, the Company's Board of Director's and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New instructions / guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and the functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in their course of their activities and processes. New products and process launched during the year were subjected to scrutiny from compliance standpoint and proposals of financial services were screened from risk control prospective.

The company has complied with all requirement of regulatory authorities. No penalties / strictures were imposed on the Company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market during the year.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis " describing the Company's objectives, projects, estimates, expectations and predictions may forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the company's operations are influenced by many external and internal factors beyond the control of the

Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Mumbai

Date: 08.09.2021

For and on behalf of the Board of Directors

Sd\-

(Anupam N Gupta)

Managing Director



INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS OF PRO FIN CAPITAL SERVICES LTD

Report on the Financial Statements

We have audited the accompanying financial statements of **PRO FIN CAPITAL SERVICES LTD**, which comprise the Balance Sheet as at **31/03/2022**, the Statement of Profit and Loss, the **cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Auditor's Opinion

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 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 **31/03/2022**, and its **Profit and its cash 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. 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 statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read such other information as and when made available to us and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

Responsibility of Management and Those Charged with Governance (TCWG)

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements 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 Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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 judgement 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. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("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 the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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, 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 31/03/2022 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2022 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".
- (g) 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 has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR A K KOCCHAR & ASSOCIATES
(Chartered Accountants)
Reg No. :0120410W

SHANTILAL KUMAR
HITESH KUMAR

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Date : 30/05/2022
Place : Mumbai

HITESH KUMAR S
Partner
M.No. : 134763
UDIN : 22134763AJYAAL7413

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of PRO FIN CAPITAL SERVICES LTD.

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

We have audited the internal financial controls over financial reporting of PRO FIN CAPITAL SERVICES LTD as of March 31, 2022 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. 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 operating effectively as at March 31, 2022, 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 issues by the Institute of Chartered Accountants of India.

FOR A K KOCCHAR & ASSOCIATES
(Chartered Accountants)
Reg No. :0120410W

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Date: 2022.05.30
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Date : 30/05/2022
Place : Mumbai

HITESH KUMAR S
Partner
M.No. : 134763
UDIN : 22134763AJYAAL7413

ANNEXURE - A

**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st
March 2022**

To,

The Members of PRO FIN CAPITAL SERVICES LIMITED

i. Property, Plant and Equipment and Intangible Assets

- (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statement are held in the name of the company as at the balance sheet date.
- (d) 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 revalued its Property, plant and equipment or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company as at 31/03/2022 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. Inventory and other current assets

- (a) The Company has only shares in listed companies as its inventory as the company is into providing financial services and trading in shares activity, the shares are valued at NAV or cost whichever is lower.
- (b) The company has not been sanctioned working capital limits at any point of time during the year, from bank or financial institutions on the basis of security of current assets and hence reporting under clause ii(b) is not applicable.

- iii.** The company has made investments, granted loans and advances to companies, firms, limited liability partnerships and any other parties during the year. With respect to such investments, loans and advances:

- (a) The principal business of the company is to give loans, hence reporting under clause iii(a) not applicable.
- (b) In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are prima facie not prejudicial to the company's interest.
- (c) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.
- (d) In respect of loans granted by the company, the loans are repayable on demand. Hence there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) The principal business of the company is to give loans, hence reporting under clause iii(e) not applicable.
- (f) The company had granted loans to related party repayable on demand amounting to Rs. 10.02 crores (3.86% of total loans and advances).

iv. Loan to Directors and Investment by the Company

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. Deposits Accepted by the Company

The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi. Maintenance of Cost records

The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. Statutory Dues

- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.

- (b) According to the records of the company, the dues of Income Tax not been deposited on account of dispute, are as follows :

Amount Under Dispute	Amount Paid	Period to Which it relates	Forum where dispute is pending
Rs. 43,86,932	0	F.Y – 2016-17	Commissioner of Income Tax (Appeals)

viii. Disclosure of Undisclosed Transactions

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.

ix. Loans or Other Borrowings

- (a) The company has not defaulted in repayment of dues to financial institution or bank .
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us, term loans availed by the company during the year, were applied by the company for the purposes for which the loans were taken.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause (ix)(d) of the Order is not applicable.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year on the pledge of securities held and hence reporting on clause 3(ix)(f) of the Order is not applicable.

X. Money raised by IPO, FPOs

- (a) The Company has not raised moneys by way of initial public offer or further public offer during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the company had not made preferential allotment or private placement of shares and hence reporting under clause 3(x)(b) of the order is not applicable.

xi. Reporting of Fraud During the Year

- (a) To the best of our knowledge, no material 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 upto the date of this report
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

xii. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. Related party transactions

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Ind As.

xiv. Internal audit system

In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

xv. Non cash transactions

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.

xvi. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

- a) The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and registrations has been obtained by the company.
- b) The Company has not conducted any housing finance activities and is not required to obtain CoR for such activities from the RBI.
- c) The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- d) According to the information and explanations provided to us during the course of audit, the group does not have any CIC. Accordingly, the requirements of clause xvi(d) are not applicable.

xvii. Cash Losses

The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii. Consideration of outgoing auditors

The issues, objections or concerns raised by the outgoing auditors has been taken into considerations.

xix. Material uncertainty in relation to realisation of financial assets and payment of financial liabilities

According to the information and explanations given to us and 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, 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 that the 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. Compliance of CSR

In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Place : Mumbai
Date : 30/05/2022

FOR A K KOCCHAR & ASSOCIATES
(Chartered Accountants)
Reg No.: 120410W

Hitesh Kumar S
(Partner)
Membership No : 134763
UDIN: 22134763AJYAAL7413

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Balance Sheet as at 31st March, 2022

Particulars	Note	As at 31st March 2022	As at 31st March 2021
		Rupees	Rupees
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	2	20,77,205	40,63,239
(b) Loans & Advances	3	2,73,71,64,715	2,54,07,03,832
(c) Investments	4	5,21,05,959	11,47,33,754
(d) Trade Receivable	5	-	2,36,000
(e) Other financial assets	6	27,74,896	22,00,000
Total Financial Assets		2,79,41,22,774	2,66,19,36,825
Non-Financial Assets			
(a) Deferred tax assets (Net)		-	-
(b) Current tax assets (Net)	7	2,58,27,197	2,30,80,507
(c) Property, Plant and Equipment	8	4,70,01,905	5,06,95,401
(d) Investment Property	9	17,72,91,709	-
(e) Inventories	10	2,17,76,797	1,65,87,050
(F) Other Non-Financial assets			
Total Non-Financial Assets		27,18,97,608	9,03,62,958
TOTAL ASSETS		3,06,60,20,382	2,75,22,99,784
LIABILITIES AND EQUITY			
Liabilities			
Financial Liabilities			
(a) Trade payables	11	3,23,77,385	5,76,66,197
(b) Borrowings (Other than Debt Securities)	12	2,52,72,62,586	2,13,91,20,983
(c) Other Financial liabilities	13	10,91,63,537	30,74,72,802
Total Non-Financial Liabilities		2,66,88,03,508	2,50,42,59,981
Non-Financial liabilities			
(a) Deferred Tax Liabilities (Net)		11,22,697	6,17,165
(b) Provisions	14	1,03,94,659	97,22,815
(c) Other Non-Financial liabilities		-	-
(d) Current Tax Liabilities (Net)			
Total Financial Liabilities		1,15,17,356	1,03,39,980
Equity			
(a) Equity Share capital	15	7,06,69,000	7,06,69,000
(b) Other Equity	16	31,50,30,519	16,70,30,822
Total Equity		38,56,99,519	23,76,99,822
TOTAL EQUITY AND LIABILITIES		3,06,60,20,382	2,75,22,99,784
Notes forming part of financial statements In terms of our report attached	1-37		

For A K Kocchar & Associates
Chartered Accountants
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S
PARTNER
Mem No. - 134763

Anupam Gupta
(Managing Director)
(DIN-02294687)

Abhay Gupta
(Jt Managing Director)
(DIN-02294699)

Place : Mumbai
Date : 30/05/2022
UDIN : 22134763AJYAAL7413

Manav Kumar
(Independent Director)
(DIN-08309105)

Chayya Piyush Patel
(Company Secretary)

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695

Statement of Profit and Loss for the year ended 31 March, 2022

Sr. No.	Particulars	Note	For the year ended 31 March, 2022	For the year ended 31 March, 2021
1	Revenue From Operations	17	26,70,29,943	20,23,71,250
2	Other Income	18	7,95,86,640	2,00,637
3	Total Income (1+2)		34,66,16,583	20,25,71,887
4	Expenses			
	(a) Purchase of Stock In Trade (Shares)	19	6,58,53,553	-
	(b) Change In Inventories of finished Goods, Stock in Trade and Work in Progress	20	(51,89,747)	7,47,23,179
	(c) Employee benefits expense	21	1,19,72,735	2,94,99,500
	(d) Finance Expense	22	19,51,30,453	14,95,51,914
	(d) Depreciation and Amortisation Expense	23	36,93,496	42,84,049
	(e) Other Expenses	24	1,22,29,020	1,49,16,293
	Total Expenses		28,36,89,510	27,29,74,935
5	Profit / (Loss) Before Tax (3 - 4)		6,29,27,073	(7,04,03,048)
6	Tax Expenses:			
	Short/Excess Provison for Tax		-	-
	Current Tax		1,45,00,000	-
	Deferred Tax		5,05,532	3,01,392
	Provision For Standard Assets		6,71,844	(46,472)
	Statutory reserve		95,84,308	-
	Proposed Dividend			
7	Profit / (Loss) for the year (5 -6)		3,76,65,389	(7,06,57,968)
8	Earnings per share (of ₹10/- each):			
	(a) Basic	30	5.33	-9.99
	(b) Diluted	30	3.99	(7.48)
	Accompanying notes forming part of the financial statements	1-37		

In terms of our report attached.

For A K Kocchar & Associates
Chartered Accountants
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S
PARTNER
Mem No. - 134763

Anupam Gupta
(Managing Director)
(DIN-02294687)

Abhay Gupta
(Jt Managing Director)
(DIN-02294699)

Place : Mumbai
Date : 30/05/2022
UDIN : 22134763AJYAAL7413

Manav Kumar
(Independent Director)
(DIN-08309105)

Chhaya Piyush Patel
(Company Secretary)

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Cash Flow Statement as on 31st March, 2022

Sr. No	PARTICULARS	As at 31st March 2022	As at 31st March 2021
		Rupees	Rupees
A)	Cash Flow from Operating Activities		
	Net Profit/(Loss) before tax and extra ordinary items	6,29,27,073	(7,04,03,048)
	Add: Depreciation	36,93,496	42,84,049
	Less:- Interest Income	-	(2,00,637)
	Add:- Interest Exps	19,51,30,453	14,95,51,914
	Operating profit/(Loss) before working capital Change	26,17,51,022	8,32,32,278
	Decrease/ (Increase) in Trade Recivables	2,36,000	(2,36,000)
	Decrease/ (Increase) in Other Financial Assets	(5,74,896)	-
	Decrease/ (Increase) in Loans & Advances	(19,64,60,883)	1,16,18,079
	Decrease/ (Increase) in Inventory	(51,89,747)	7,47,23,179
	Increase/ (Decrease) in Other Non-Financial Liabilities	-	59,98,379
	Increase/ (Decrease) in Other Financial Liabilities	(19,83,09,265)	(5,53,42,039)
	Increase/ (Decrease) in Trade Payables	(2,52,88,812)	71,25,487
	Cash Generate from operations	(16,38,36,581)	12,71,19,363
	Direct Tax/FBT Paid (net of refund)	(1,72,46,690)	(1,10,78,259)
	Net Cash Outflow from Operating Activities	(18,10,83,271)	11,60,41,104
B)	Cash Flow from Investing Activities etc		
	Purchase of Investment Property	(17,72,91,709)	-
	Purchase in Fixed Assets	-	(11,00,00,000)
	(Increase)/ Decrease of Investments	6,26,27,795	(3,69,450)
	Net Cash Inflow from Investing activities	(11,46,63,914)	(11,03,69,450)
C)	Cash Flow from Financing Activities		
	Repayments of Long Term Secured Loans	(67,33,226)	(40,63,404)
	Interest Received	-	2,00,637
	Proceeds Received in Long Term Borrowings	39,48,74,830	15,84,34,527
	Interest Paid	(19,51,30,453)	(14,95,51,914)
	Proceeds from Issue of Share Warrants	10,07,50,000	-
	Net Cash Outflow from Financing Activities	29,37,61,150	50,19,846
	Net Increase in cash and cash equivalents	(19,86,034)	1,06,91,501
	Cash & Cash Equivalents		
	- Opening	40,63,238	(66,28,264)
	Cash & Cash Equivalents		
	- Closing	20,77,204	40,63,238

In terms of our report attached.
For A K Kocchar & Associates
Chartered Accountants
FRN : 120410W

For and on behalf of the Board of Directors

Hitesh Kumar S
PARTNER
Mem No. - 134763

Anupam Gupta
(Managing Director)
(DIN-02294687)

Abhay Gupta
(Jt Managing Director)
(DIN-02294699)

Place : Mumbai
Date : 30/05/2022
UDIN : 22134763AJYAAL7413

Manav Kumar
(Independent Director)
(DIN-08309105)

Chhaya Piyush Patel
(Company Secretary)

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Statement of Changes in Equity for the year ended 31 March, 2022

A. Equity Share Capital

Current Reporting Period :

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share Capital during the current year	Balance at the end of the current reporting period
7,06,69,000	-	7,06,69,000	-	7,06,69,000

Previous Reporting Period :

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share Capital during the current year	Balance at the end of the current reporting period
7,06,69,000	-	7,06,69,000	-	7,06,69,000

B. Other Equity

Current Reporting Period :

Particulars	Reserves and Surplus				Money Received against Share Warrants	Total
	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		
Balance at the Beginning of the current reporting period	17,89,53,001	5,00,000	1,67,90,667	(2,92,12,846)	-	16,70,30,822
Changes in Accounting Policy or Prior Period Items	-	-	-	-	-	-
Restated Balance at the Beginning of the Current Reporting Period	17,89,53,001	5,00,000	1,67,90,667	(2,92,12,846)	-	16,70,30,822
Total Comprehensive Income for the Current Year	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	3,76,65,389	-	3,76,65,389
Transfer to Statutory Reserve	-	-	95,84,308	-	-	95,84,308
Proceeds of Share Warrants Issued	-	-	-	-	10,07,50,000	10,07,50,000
Balance at the End of the Current Reporting Period	17,89,53,001	5,00,000	2,63,74,975	84,52,543	10,07,50,000	31,50,30,519

Previous Reporting Period :

Particulars	Reserves and Surplus				Money Received against Share Warrants	Total
	Securities Premium	General Reserve	Statutory Reserve	Retained Earnings		
Balance at the Beginning of the current reporting period	17,89,53,001	5,00,000	1,67,90,667	4,14,45,122	-	23,76,88,790
Changes in Accounting Policy or Prior Period Items	-	-	-	-	-	-
Restated Balance at the Beginning of the Current Reporting Period	17,89,53,001	5,00,000	1,67,90,667	4,14,45,122	-	23,76,88,790
Total Comprehensive Income for the Current Year	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	(7,06,57,968)	-	(7,06,57,968)
Proceeds of Share Warrants Issued	-	-	-	-	-	-
Balance at the End of the Current Reporting Period	17,89,53,001	5,00,000	1,67,90,667	(2,92,12,846)	-	16,70,30,822

During the year under consideration, on the 7th July 2021, the company had preferential issue of 32,50,000 Equity Shares pari pasu to the existing equity shares, at a fair value of Rs. 31 per share, against the said issue the company had received share application money of Rs. 7.75 per share amounting to Rs. 2,51,87,500/- (i.e. 32,50,000 * 7.75)

However, Before the date of the Balance sheet, the company had further received, allotment money of Rs. 23.25 per share on 6th may 2022 amounting to a total consideration of Rs. 7,55,62,500/- (i.e. 32,50,000 * 23.25), subsequent to which the company had allotted the shares to the respective preferential share holder

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Notes to account for the year ending 31 March 2022

NOTE NO. 1
SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements of the company are prepared under historical cost convention and in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention .

USE OF ESTIMATES

In preparing the accounts in accordance with generally accepted accounting principles, the management is required to make estimates and assumptions that effect the reported balances of assets and liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Examples of such estimates include Provision For Income Tax, etc.

BASIS OF ACCOUNTING

The Company follows mercantile system of accounting in accordance with requirements of the Companies Act, 2013.

REVENUE RECOGNITION

a.) The company recognises interest income using effective interest rate on all financial assets. The company recognises interest income on accrual basis.

b.) Transactions in respect of Investments/ Dealing in Securities are recognised on settlement date.

c.) All other income are recognised on accrual basis.

EXPENSES

a.) Borrowing Costs on Financial Liabilities are accounted on accrual basis

b.)Expenses are accounted on accrual basis.

FIXED ASSETS

Fixed assets are stated at the cost of acquisition, net of Goods and Service Tax less accumulated depreciation and impairment loss, if any. All costs, including incidental costs related to acquisition and installation till the asset is put to use commercially or otherwise, attributable to fixed assets are capitalized.

DEPRECIATION & AMORTISATION

Depreciation on tangible fixed assets is provided at the written down value of assets based on the useful life of the assets as prescribed in schedule II of the companies Act 2013.

STOCK-IN-TRADE (INVENTORIES)

During the current year quoted shares are valued at cost or Net Realisable Value whichever is lower as on balance sheet date as per Ind AS - 2 and due to valuation at cost or Net realisable value whichever is lower, the company had reduced the inventory value amounting to Rs. 1,29,61,073/- by giving appropriate effect in the Profit & Loss Account.

TAXATION

a) Income tax comprises of the current tax provision and the net change in the deferred tax asset or liability in the year.

b) Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between carrying values of the assets and liabilities and their respective tax basis. Deferred tax assets are recognized subject to management's judgement that realization is more likely than not. Deferred Tax Assets or Liabilities are measured using substantially enacted tax rates as on the Balance Sheet date. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in the period of enactment of the change.

RETIREMENT BENEFITS

Provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 are charged to Profit & Loss account on accrual basis.

All other contributions / employee benefits are charged to Profit and Loss account on accrual basis.

INVESTMENTS

Investments are measured at amortised cost.

IMPAIRMENT OF FIXED ASSETS

An asset is treated as impaired, when carrying cost of assets exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment loss recognized in prior year is recorded when there is an indication that impairment loss recognized earlier for the assets no longer exists or has decreased.

PROVISIONS

Provision is recognised when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and 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.

CONTINGENT LIABILITY

No provision is made of liabilities, which are contingent in nature, but if material, the same has been disclosed by way of notes to accounts.

Note No. 2

CASH & CASH EQUIVALENTS

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Cash in Hand	16,81,301	16,70,278
Balance with Scheduled Banks	3,95,903	23,92,960
Grand Total	20,77,204	40,63,238

Note No. 3

LOANS & ADVANCES

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Advances(Unsecured,Considered Good)	2,49,83,92,683	2,24,12,96,824
Loans & Advance to Related Party	10,02,72,032	18,94,07,008
Capital Advances	13,85,00,000	11,00,00,000
Grand Total	2,73,71,64,715	2,54,07,03,832

Note No. 4**INVESTMENTS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Shares in Associate Company		
Tera Natural Resource & Pellets Pvt Ltd 128150 Equity Shares of Rs 10/- per share for Rs 323/- each	-	4,14,95,931
Fixed Deposit	-	30,36,149
IIFL Non Convertible Debentures	2,22,04,975	4,03,00,690
Other Investments	2,99,00,984	2,99,00,984
Grand Total	5,21,05,959	11,47,33,754

During the year under consideration, the company had sold 1,28,150 equity shares of Tera Natural Resource and Pellets Pvt Ltd (Associate Company). Refer Note - 18

Note No. 5**TRADE RECEIVABLE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Undisputed Trade Receivables - Considered Good		
Less than 6 Months	-	2,36,000
(During the year under consideration the company does not have any outstanding debtors as at the date of the Balance sheet)		
Grand Total	-	2,36,000

Note No. 6**OTHER FINANCIAL ASSETS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Security Deposit :		
Related Parties :		
Rashi Gupta	22,00,000	22,00,000
Interest Receivable :		
India Infoline	5,74,896	-
Grand Total	27,74,896	22,00,000

Note No. 7**CURRENT TAX ASSETS (NET)**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Balance with Income Tax Authority (Net of Provisions)	2,58,27,197	2,30,80,507
Grand Total	2,58,27,197	2,30,80,507

Note No. 10**INVENTORIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Inventories -Shares (At lower of cost or Market value)	2,17,76,797	1,65,87,050
Grand Total	2,17,76,797	1,65,87,050

Note No. 11**TRADE PAYABLES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Trade Payables		
(I) MSME	-	-
(II) Others		
Less than 1 Year	2,92,52,535	30,15,000
1 - 2 Years	30,15,000	5,46,51,197
2 - 3 Years	1,09,850	-
More than 3 Years	-	-
(As stated by the company, there are no disputed Trade Payables either to MSME or to Others as at the date of the Balance sheet)		
Grand Total	3,23,77,385	5,76,66,197

Note No. 12

BORROWINGS (Other than Debt Securities)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Secured Loans :		
Term Loans From Banks		
LOAN FROM HDFC BANK	-	5,97,112
LOAN FROM ICICI BANK (Repayble in 240 installments) (Against Hypothecation of Property @ Banglore @ 8th Floor, C-Wing, Mittal Towers, Mahatma Gandhi Road, Bengaluru - 560001)	4,61,57,564	4,71,15,494
LOAN FROM ADITYA BIRLA HOUSING FINANCE LIMITED (Repayble in 120 installments) (Against Hypothecation of Property @ Mumbai @ 26th Floor, Pent House No. Ph01, Wing A, Building Number 1, Oberoi Gardens Chsl, Victoria Gardens, Thakur Village, Kandivali East, Mumbai - 400101, Owned by one of the directors of the company)	5,72,98,994	6,24,77,178
LOAN FROM ICICI BANK (Repayble in 48 installments) (Against Hypothecation of Property @ Banglore @ 8th Floor, C-Wing, Mittal Towers, Mahatma Gandhi Road, Bengaluru - 560001 - 2nd Charge)	76,92,788	93,34,563
LOAN FROM INDIABULLS COMMERCIAL CREDIT LIMITED (Loan Repayble in 42 installments) (Against Hypothecation of Unit No 007-010, Madhava, C-4, Block - E, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Owned by one of the group companies) (Against Hypothecation of Office Space at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai - 400066, Owned by spouse of one of the directors) (Against Hypothecation of Property @ Banglore @ 8th Floor, C-Wing, Mittal Towers, Mahatma Gandhi Road, Bengaluru - 560001) (Against Hypothecation of residential unit at B/2601, Oberoi Gardens, Thakur Village, Kandivali East, Mumbai - 4000101, Owned by one of the directors of the company)	58,53,79,675	55,92,91,460
LOAN FROM DHANVARSHA FINVEST LIMITED (Repayble in 48 installments) (Unsecured Loan)	1,66,79,757	1,69,35,157
LOAN FROM INDIA INFOLINE	74,40,021	6,07,819
ICICI OVERDRAFT	-	12,532
Unsecured Loans From Related Parties	1,59,82,98,399	1,27,28,74,717
Unsecured Loans From Others	20,83,15,388	16,98,74,950
Grand Total	2,52,72,62,586	2,13,91,20,983

Note No. 13

OTHER FINANCIAL LIABILITIES

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Proposed Dividend	2,37,083	2,37,083
Outstanding Expenses	1,08,85,847	87,10,117
Statutory Liabilities	1,85,70,746	1,07,85,856
Advances :		
From Related Parties	-	13,61,45,996
From Others	7,94,69,861	15,15,93,750
Grand Total	10,91,63,537	30,74,72,802

Note No. 14

PROVISIONS

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Provision for Standard Asset (as per RBI Guidelines)	1,03,94,659	97,22,815
Grand Total	1,03,94,659	97,22,815

Note No. 15

SHARE CAPITAL

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
AUTHORISED SHARE CAPITAL 85,00,000 Equity Shares of Rs.10/- each	8,50,00,000	8,50,00,000
ISSUED 70,66,900 Equity Shares of Rs. 10/- each fully paid	7,06,69,000	7,06,69,000
SUBSCRIBED & PAID UP 70,66,900 Equity Shares of Rs. 10/- each fully paid	7,06,69,000	7,06,69,000
Grand Total	7,06,69,000	7,06,69,000

Note 15 (a) Reconciliation of number of shares

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares Held	Rs	No. of Shares Held	Rs
Equity Shares:				
Shares At the Beginning of the year	70,66,900	7,06,69,000	70,66,900	7,06,69,000
Add: Shares Issued during the year	-	-	-	-
Shares At the End of the year	70,66,900	7,06,69,000	70,66,900	7,06,69,000

Note 15 (b)

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
ANUPAM NARAIN GUPTA	3,21,180	4.54	7,31,806	10.36
TRIYAMB SECURITIES PRIVATE LIMITED	7,60,000	10.75	9,73,534	13.78
DIPAK MATHURBHAI SALVI	4,12,184	5.83	-	0.00

Details of shares held by promoters in the company :

Promoter Name	As at 31st March 2022		As at 31st March 2021		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Abhay Narain Gupta	93,940	1.33%	90,063	1.27%	4.30%
Anupam Narain Gupta	3,21,180	4.54%	7,31,806	10.36%	56.11%
Neha Anupam Gupta	37,084	0.52%	2,87,084	4.06%	87.08%
Narain Kumar Gupta	-	0.00%	77,625	1.10%	100.00%
Rashi Abhaykumar Gupta	-	0.00%	270	0.00%	100.00%
Anupam Gupta HUF	18,500	0.26%	21,200	0.30%	12.74%
Abhay Gupta HUF	-	0.00%	14,986	0.21%	100.00%
Narain Kumar Gupta HUF	-	0.00%	46,425	0.66%	100.00%
Ambe Securities Private Limited	5,030	0.07%	4,970	0.07%	1.21%
Triyamb Securites Private Limited	7,60,000	10.75%	9,73,534	13.78%	21.93%

Note No. 16

OTHER EQUITY

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
General Reserves - As per last Balance Sheet	5,00,000	5,00,000
Securities Premium		
Opening Balance	17,89,53,001	17,89,53,001
Add: Additions During the year	-	-
Closing Balance	17,89,53,001	17,89,53,001
Statutory Reserve		
Opening Balance	1,67,90,667	1,67,90,667
Add: Additions During the year	95,84,308	-
Closing Balance	2,63,74,975	1,67,90,667
Profit & Loss Account		
Opening balance	(2,92,12,846)	4,14,45,122
Add: Preferential Share Warrants Deffered	-	-
Add: Profit / (Loss) for the year	3,76,65,389	(7,06,57,968)
	84,52,543	(2,92,12,846)
Grand Total	21,42,80,519	16,70,30,822

Note No. 17

REVENUE FROM OPERATIONS

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Sale of Shares	6,27,46,571	57,16,793
Interest Received	20,42,83,372	19,66,54,457
Grand Total	26,70,29,943	20,23,71,250

Note No. 18

INDIRECT INCOME

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Dividend	50,805	637
Processing Charges	-	2,00,000
Sundry Balances Written Back	6,88,58,281	-
Profit on Sale of Shares of Associate Company (Tera Natural Resources and Pellets Private Limited - Refer Note. 4)	1,06,77,554	-
Grand Total	7,95,86,640	2,00,637

Note No. 19**PURCHASE OF STOCK IN TRADE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Purchase of Shares	6,58,53,553	-
Grand Total	6,58,53,553	-

Note No. 20**CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Opening Stock of Shares	1,65,87,050	9,13,10,229
Closing Stock of Shares	2,17,76,797	1,65,87,050
Grand Total	(51,89,747)	7,47,23,179

Note No. 21**EMPLOYEE BENEFIT EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Salaries & Establishment :		
Other Than Related Party	38,72,735	2,13,99,500
Related Party	21,00,000	18,00,000
Mangerial Remuneration	60,00,000	63,00,000
Grand Total	1,19,72,735	2,94,99,500

Note No. 22**Finance Expense**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Interest on Car Loan	16,163	1,92,350
Interest to Private Parties	11,08,28,145	12,73,83,778
Interest on Property loan	47,20,786	48,11,225
Interest to Aditya Birla Housing Finance Limited	62,69,189	43,62,127
Interest to Dhanvarsha Finvest Limited	31,50,000	-
Interest on Top Up Loan from ICICI	7,36,598	4,77,035
Interest to Indiabulls Commercial Credit Limited	6,82,92,481	1,22,19,217
Bank Interest and Processing Charges	11,17,092	1,06,182
Grand Total	19,51,30,453	14,95,51,914

Note No. 23**DEPRECIATION & AMORTISATION EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Depreciation	36,93,496	42,84,049
Grand Total	36,93,496	42,84,049

Note No. 24**OTHER EXPENSES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Other than Related Party		
Advertisement Expenses	67,830	1,03,806
Audit Fee	5,00,000	1,50,000
Business Promotion	11,15,100	16,55,334
Car Expense	2,07,778	3,39,266
Commission	-	7,00,000
Donation	10,07,000	47,000
Electricity & Water Charges	1,33,830	1,34,259
Membership & Subscription	1,36,172	83,462
Office Expense	4,48,034	5,70,429
Professional & Consultancy Expenses	14,48,738	45,99,173
Rates and Taxes	1,34,750	3,62,619
Rent	24,00,000	24,00,000
Repair & Maintenance	2,36,262	2,04,394
Staff Welfare	2,46,037	2,07,492
Taxes & Brokerage	2,33,456	18,985
Telephone & Communiacion Expenses	24,364	25,126
Travelling Expenses	14,31,782	8,36,917
Insurance Expenses	57,888	78,031
Related Party		
Rent - Rashi Gupta	24,00,000	24,00,000
Grand Total	1,22,29,020	1,49,16,293

NOTE NO. 25

Balances of Sundry Debtors, Sundry Creditors, Loans and Advances, Receivables and Payable are subject to confirmation/reconciliation, if any.

NOTE NO. 26

In the opinion of the Board of Directors adequate provision has been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the value stated in the Balance Sheet.

NOTE NO. 27

As per the provision of "The Micro, Small and Medium Enterprise Development Act, 2006" there were no amounts payable including interest to micro, small and medium enterprise as on 31st March 2022.

NOTE NO. 28**DEFERRED TAX**

In compliance with the Indian Accounting Standard - Ind AS 12 relating to "Income Taxes" issued by the Institute of Chartered Accountants of India, the Company has adjusted the Deferred Tax Liabilities / (Assets) (net) arising out of timing difference accruing during the year aggregating Rs.505,532/- (Previous Year Rs.301,392/-) in the Profit & Loss Account.

Major components of Deferred Tax Assets & Liabilities on account of timing differences are :

Particulars	Current Year		Previous Year	
	Assets	Liabilities	Assets	Liabilities
Depreciation	-	5,05,532	-	3,01,392
Total	-	5,05,532	-	3,01,392

NOTE NO. 29**ADVANCES**

During the year under consideration, the company had given total loans and advances of Rs. 259.86 Crores, out of the said advances on an amount of Rs. 226.54 Crores the company has charged average interest rate of approx. 9%, and on the balance advances given of Rs. 33.32 Crores the company has not charged any interest as the said loan and advances are interest free in nature.

However, during the year under consideration the company has also taken interest free financial advances of Rs. 7.95 crores on the said amount also the company has not paid any interest.

The company had written back loans received and advances not recoverable from parties amounting to Rs. 6.89 crores from a total of 25 parties, the said loans were written back as the same were not payable any further or the same are not recoverable, the write back was done after due approval from the board, since the amount had been received and not payable the same was offered as income by the company.

NOTE NO. 30**EARNINGS PER SHARE**

The Basic / Diluted earnings per share is computed by dividing net profit attributable to equity shareholders for the financial year by weighted average number of equity shares outstanding during the financial year.

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Profit or Loss Attributable to Ordinary Shareholders	3,76,65,389	-7,06,57,968
Total Number of Equity Shares	70,69,900	70,69,900
Earning per Share (Rs.)		
Basic	5.33	-9.99
Diluted Equited Shares		
Total Number of Equity Shares	70,69,900	70,69,900
Add : Weighted Average of Equity Shares Alloted before Balance Sheet date (Refer Equity Share Capital Note	23,77,397	23,77,397
Total Diluted Equity Shares	94,47,297	94,47,297
Diluted	3.99	-7.48
Face Value per Share (Rs.)	10	10

NOTE NO. 31**RELATED PARTY DISCLOSURES**

As required by Indian Accounting Standard - Ind AS 24 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India following are the details of transactions during the year with related parties as defined in Ind AS 24.

List of related parties**Companies Under Same Management**

Tera Natural Resources and Pellets Private Limited
Triyamb Securities Private Limited
Asian Fintrade Services Private Limited
Ambe Securities Private Limited
Profin Commodities Private Limited
Koshika Bioscience Private Limited
Milgrey Finance and Investments Limited

Key Managerial Persons

Mr. Anupam Narain Gupta
Mr. Abhay Narain Gupta
Mr. Atul Kumar
Mr. Manav Kumar
Mrs. Neelam Ahire

Relative of Key Managerial Persons

Mrs. Rashi Gupta
Mrs. Neha Anupam Gupta
Mr. Narain Kumar Gupta

Details of transaction with Related Parties are as follows :

PARTICULARS	Current Year		Previous Year	
	Transaction Value	Outstanding Balance	Transaction Value	Outstanding Balance
Salary				
Relative of Key Managerial Persons	21,00,000	89,40,650	18,00,000	50,02,450
Rent				
Relative of Key Managerial Persons	24,00,000	53,59,850	24,00,000	29,24,850
Key Managerial Persons Remuneration				
Key Managerial Person Remuneration	60,00,000	65,73,800	63,00,000	26,24,600
Interest Received				
Key Managerial Persons	-	-	75,47,316	3,89,14,210
Relative of Key Managerial Persons	-	-	45,35,355	-
Associate Companies	86,08,732	10,02,72,032	70,93,036	9,25,24,173
Interest Paid				
Associate Companies	8,45,79,095	1,55,00,90,124	9,36,51,402	1,30,35,86,240
Purchase of Shares				
Associate Companies	1,29,20,000	-	-	-
Loans Given				
Key Managerial Persons	3,89,14,210	-	(17,56,48,980)	3,89,14,210
Relative of Key Managerial Persons	-	-	(2,94,36,658)	-
Associate Companies	5,07,31,694	10,02,72,032	6,55,68,028	15,10,03,726
Loans Taken				
Associate Companies	15,29,00,016	1,56,19,20,729	(28,20,64,163)	1,40,90,20,713
Key Managerial Persons	3,63,77,670	3,63,77,670	-	-
Sale of Investments in Associate Company				
Associate Company	5,21,73,485	-	-	-

The company had availed secured loan from Aditya Birla Housing Finance Limited against the hypothecation of property owned by Key Managerial Person situated at 26th Floor, Pent House No. Ph01, Wing A, Building Number 1, Oberoi Gardens Chsl, Victoria Gardens, Thakur Village, Kandivali East, Mumbai - 400101.

The company had availed secured loan from Indiabulls Commercial Credit Limited against the hypothecation of property owned by Associate Company situated at Unit No 007-010, Madhava, C-4, Block - E, Bandra Kuria Complex, Bandra East, Mumbai - 400051, property owned by relative of Key Managerial Person situated at 503, Westren Edge II, Western Express Highway, Borivali East, Mumbai - 400066 and property owned by Key Managerial Person situated at B/2601, Oberoi Gardens, Thakur Village, Kandivali East, Mumbai - 4000101.

NOTE NO. 32

Previous Year's figures have been regrouped / rearranged wherever necessary so as to conform with current year's figures and rounded off to the nearest rupee.

NOTE No. 33

The company during the year had not invested or traded in Crypto currency or Virtual Currency.

NOTE No. 34

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

NOTE No. 35

The company had not been declared as wilful defaulter by any bank or financial institution or other lenders.

NOTE NO. 36

Loans and Advances granted to Promoters, Directors, KMPs and the Related Parties

Type of Borrower	Amount of Loan or Advance Outstanding	Percentage to the total Loans and Advances in the nature of loans
Koshika Bioscience Private Limited	10,02,72,032	3.86%

NOTE NO. 37

Accounting Ratios

PARTICULARS	31ST MARCH 2022	31ST MARCH 2021
Capital to risk-weighted assets ratio (CRAR)	3.79%	2.21%
Tier I CRAR	3.79%	2.21%
Tier II CRAR	-	-
Liquidity Coverage Ratio	1.23	1.75

As Per our audit report of even Date

FOR A K KOCCHAR & ASSOCIATES
Chartered Accountants
FRN : 120410W

For and on behalf of the Board of Directors

HITESH KUMAR S
PARTNER
Mem No. - 134763

Anupam Gupta
(Managing Director)
(DIN-02294687)

Abhay Gupta
(Jt Managing Director)
(DIN-02294699)

Place : Mumbai
Date : 30/05/2022
UDIN : 22134763AJYAL7413

Manav Kumar
(Independent Director)
(DIN-08309105)

Chhaya Piyush Patel
(Company Secretary)

PRO FIN CAPITAL SERVICES LTD

Regd Office : 503, WESTERN EDGE II, WESTERN EXPRESS HIGH WAY, BORIVALI EAST, MUMBAI 400050-400066, MAHARASHTRA

Contact No: 022-9892050006, Email: profin.capital1@gmail.com

PROPERTY, PLANT AND EQUIPMENT

Note 8:

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at April 1,2021	Addition during the year	Ded/Adj during the year	As at March 31,2022	Upto March 31, 2021	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2022	As at March 31,2022	As at March 31,2021
MOTOR VEHICLES	1,33,94,138.00	-	-	1,33,94,138.00	1,05,10,781.00	9,00,472.00	-	-	1,14,11,253.00	19,82,885.00	28,83,357.00
OFFICE EQUIPMENT	97,997.00	-	-	97,997.00	71,593.00	11,900.00	-	-	83,493.00	14,504.00	26,404.00
BUILDINGS	5,43,94,500.00	-	-	5,43,94,500.00	66,08,860.00	27,81,124.00	-	-	93,89,984.00	4,50,04,516.00	4,77,85,640.00
Total :	6,78,86,635.00	-	-	6,78,86,635.00	1,71,91,234.00	36,93,496.00	-	-	2,08,84,730.00	4,70,01,905.00	5,06,95,401.00
Previous Year Total	6,78,86,636.00	-	-	6,78,86,634.00	1,29,07,185.00	42,84,049.00	-	-	1,71,91,234.00	5,06,95,401.00	5,49,79,450.00

INVESTMENT PROPERTY

Note 9:

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at April 1,2021	Addition during the year	Ded/Adj during the year	As at March 31,2022	Upto March 31, 2021	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2022	As at March 31,2022	As at March 31,2021
Property	-	17,72,91,709	-	17,72,91,709	-	-	-	-	-	17,72,91,709	-
Total :	-	17,72,91,709	-	17,72,91,709	-	-	-	-	-	17,72,91,709	-
Previous Year Total	-	-	-	-	-	-	-	-	-	-	-

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held on Friday, 30th September 2022, at the registered office of the Company at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066 at 11.00 to transact the following business:

Ordinary business

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

Special business

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

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the ordinary resolution No. 1 in the postal ballot notice dated 24.05.2021 approved by the members, subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the Rs. 25,00,00,000 (Twenty Five Crore) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 1/- (Rupee one) each to Rs. 32,00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 each ranking pari passu in all respects with the existing equity shares and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 32,00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 each

” RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised

to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

4 - AMENDMENT OF CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION

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

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

3. The Authorised Share Capital of the Company is Rs. 32, 00,00,000 (Thirty Two Crores) divided into 32,00,00,000 (Thirty Two Crores) equity shares of Rs. 1 each with powers to increase or reduce the share capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue shares of higher or lower denomination.

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

5 TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

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

RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 58 of the Company’s Articles of Association, and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of Rs. 6,50,00,000 (Six Crore Fifty Thousand) Security Premium of the Company out of Rs. 10,63,65,001 as per the Financial Statements of the Company as on 30.06.2022, or such other amount as may be considered necessary by the Board for the purpose of issue of 6,50,00,000/- (Six Crore Fifty Thousand Only) Bonus Equity Shares of Rs. 1/- (Rupees one only) each, credited as fully paid-up to the holders of the Equity Shares of the Company issued by way of preferential issue on May 06, 2022 in the proportion of 2:1 i.e.2 (Two) Bonus Equity Shares of Rs. 1- (Rupees One only) each, for every 1 (One) existing fully paid-up Equity Shares of Rs. 1/- (Rupees one only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

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

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

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

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

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

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

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

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

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

7 Approval of material related transactions with Triyamb Securities Private Limited

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further approval to the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether

individual transaction or transactions taken together or series of transactions or otherwise) with Triyamb Securities Private Limited , a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial tractions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turn over, if applicable, as per Company's last audited financial statements or any other material threshold as may be applicable under law/Listing Regulations from time to time.

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

8 Approval of material related transactions with Ambe Securities Private Limited

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

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

RESOLVED FURTHER THAT the Members of the Company do hereby ratify and accord further approval to the Board to sign and execute all such document, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred

to any Committee of Directors and/or director(s) of the Company to give effect to this resolution.

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

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

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

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

Date : 08.09.2022

Place: Mumbai

**By order of the Board of Directors
(Anupam Narain Gupta)
Managing Director**

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 31st ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. 30th September 2022.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE PROXY HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING. 89

2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.

3. The proxy-holder shall provide identity proof at the time of attending the Meeting

4. In case of joint holders attending the Meeting together, only such joint holder who is higher in the order

5. Members seeking any information or clarification on the Annual Report 2021-22 are requested to send written queries to the Company, at least twenty-four hours before the date of the Meeting to enable the Company to compile the information and provide replies at the Meeting.

6. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.

7. Members / proxies / authorized representatives should bring duly filled Attendance Slip enclosed herewith along with a valid identify proof such as PAN card, passport, AADHAAR card, or driving license to enter the venue and attend the Meeting.

8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office well in advance so that the same may reach him at least 10 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.

10. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.

11. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 The Register of Members and Share Transfer Register of the Company will remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive) for purpose of 31st Annual General Meeting of the Company.

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

13. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during the business hours on all working days, up to the date of the Meeting.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.

15. 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 Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company/
Registrars and Transfer Agents.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

M/s. BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi - 110062.

17. The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. The Company also does not organize any plant visits for its Members. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

18. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Accordingly, the Notice of the Meeting along with the Annual Report 2021- 22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository, unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes.

19. Members may note that the Notice of the Meeting and the Annual Report 2021-22 is available on the Company's website www.profincapital.com and also on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. The physical copies of the same will also be available at the Company's registered office for inspection during the business hours on working days except Saturdays and Sundays up to the date of the Meeting i.e. 30th September, 2022.

20. Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of the resolutions proposed in this Notice.

21. A facility for voting by Poll or otherwise will also be made available to the Members attending the Meeting and who have not already cast their votes by remote e-voting prior to the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes at the meeting.

22. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Friday, September 23, 2022. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e. Friday, September 23, 2022, only shall be entitled to avail the facility of remote e-voting provided at the Meeting.

23. The remote e-voting period commences on Tuesday, 27th September, 2022 from 9:00 a.m. IST and ends on Thursday, 29th September, 2022 at 5:00 p.m. IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 23rd September, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

24. Voting Results

The Board of Directors of the Company has appointed Mr. Lakshminarayan Krishnamoorthy, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.

25. The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 30th September, 2022.

27. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e Friday, September 23, 2022, may obtain the user ID and Password by sending a request to the abovementioned email ids and can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

28. Further, pursuant to the provisions of section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the IEPF Authority. Those Members, who have not encashed the dividend, are requested to ensure that they claim their unclaimed dividends, before it is transferred to the IEPF Authority.

29. The Companies Act provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

30. As per Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1st April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take necessary actions to dematerialize their physical Equity Shares of the Company promptly

31. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, in respect of Special Business set out above is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment as Director are set out in the Annexure to the Explanatory Statement.

32. The Annual Report 2021-22 of the Company will be made available on the website of the Company at www.profincapital.com.

33. The route map showing directions to reach the venue of the 31st Annual General Meeting is annexed.

34. In terms of provisions of section 108 of the Companies Act, 2013 and rules framed thereunder, members have been provided with facility to cast their vote electronically, through the e-voting services, on all resolutions set forth in this notice.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 27,2022 at 09:00A.M. and ends on September 29,2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2022.

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 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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. Password details for shareholders other than Individual shareholders 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 to 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 etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 murti_1945@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 profin.capital1@gmail.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 profin.capital1@gmail.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 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.

Date: 08.09.2021

Place: Mumbai

By order of the Board of Directors

Anupam Narain Gupta

Managing Director

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

Item No. 3 and 4

At present the Authorized share capital of the company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 25,00,00,000 (Twenty Five Crores) equity shares of Rs. 1/- (Rupee one) each. The Board of Directors of the company in its meeting held on Thursday, 07th September, 2022 have recommended to issue bonus shares at the ratio of 2:1 [i.e. 2 (Two) fully paid up equity shares for every 1 (one) equity shares held, subject to approval of members of the Company to the holder of the Equity Shares of the Company issued by way of preferential issue on May 06, 2022. Accordingly, pursuant to the said issuance of bonus shares as set out in Item No. 5 would require increase in the authorized share capital of the Company and the revised authorized share capital of your Company will be Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 32,00,00,000

(Thirty Two Crores) Equity Shares of Re. 1/- (Rupees One only) each. Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association and capital clause in the Articles of Association to increase the Authorised Share Capital. As per the provisions of sections 13 & 61 of the companies Act, 2013, approval of the shareholders is required to be accorded for alteration

in the Memorandum of Association and capital clause in the Articles of Association and for increasing the Authorized Share Capital of the Company by way of passing a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth in Item no. 3 and 4 for the approval of the members as Special Resolution.

The Memorandum of Association and the Articles of Association of the Company with proposed amendments are available electronically and the Company would make them available on a specific request received from a member in this regard.

Item No. 5

In appreciation of continuing support from Shareholders of the Company , the Board of Directors at its meeting held on September 08, 2022, subject to consent of the Members of the Company , approved and recommended issue of Bonus Equity Shares of Face Value of Re. 1/- (Rupee One) each credited as fully paid-up to the Members of the Company, who have been issued and allotted equity shares of Rs. 1 each on preferential basis . The bonus shares will be issued in the proportion of 2 (Two) new fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each held by them This will be achieved Rs. 6,50,00,000 (Six Crore Fifty Thousand) Security Premium of the Company of Rs. 6,50,00,000 as per the Financial Statements of the Company as on 30.06.2022, by capitalization of Rs. Rs. 6,50,00,000 (Six Crore Fifty Thousand) out of Security Premium of the Company of Rs. 6,50,00,000 as per the Financial Statements of the Company as on 30.06.2022, Further, the Articles of Association of the Company permits the said issuance of Bonus Equity Shares to the Members of the Company.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.6 of this Notice.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Item NO 6,7 and 8

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

With effect from April 1, 2022, Regulation 23 of SEBI Listing Regulations, mandates prior approval of the Shareholders through ordinary resolution for all 'material' Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company has been providing financial assistance to various related parties to achieve business objectives. It also enters into various operational transaction with related parties, from time to time, in the ordinary course of business and on arms length basis.

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant their approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

The Audit Committee of the Company comprises of only Independent Directors as Members which helps in providing an objective judgement to all transactions proposed for approval.

Details of the Material Related Party Transaction, as required, under SEBI Circular no. SEBI /HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr No	Particulars	Details
1	Name of the Related Party	1) Milgrey Finance And Investments Limited 2) Triyamb Securities Private Limited 3) Ambe Securities Private Limited
2	Nature of Relationship	They are related party as per definition in section__ of the Companies act, 2013
3	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	These will be decided by Audit Committee
4	Transaction related to providing loan(s)/ advances(s) or securities for loan taken by a related party	The Company being the NBFC company provides financial assistance to company in the form of loan, guarantee, letter of credit/comfort or investment from time to time (financial assistance) in order to meet its funding requirements, provide support and comfort to customers/regulators and provide for exigencies. Such financial assistance is provided with the prior approval of the Audit Committee and the Board of Directors, as the case may be. The Audit Committee of the Company has approved the transaction at its Meeting held on March 21, 2022.
5	Details of the source of funds in connection with the proposed transaction	The Line of Credit would be provided from the internal accruals/own funds of the Company.
6	If any financial indebtedness is incurred to make or give such loans/advances/ securities for loan and	Not Applicable

	Nature of Indebtness/ Cost of Funds/Tenure	
7	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>The Line of Credit will be provided at an arms length basis and a fee will be charged when the line of credit is drawn down.</p> <p>The rate of interest for the drawn amount shall be the prevailing State Bank of India MCLR plus 300 bps, p.a. payable monthly, to be reset with every change in the MCLR.</p>
8	Purpose for which funds will be utilised by related parties	<p>Funds will be utilised by related parties towards business objectives and discharging its payment obligations. The Company is seeking an enabling approval from the shareholders</p> <p>.</p>
	Any advance paid or received for the transaction	Not Applicable
	Percentage of Pro Fin Capital Services Limited standalone turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>The percentage will vary from year to year depending upon the turnover of Pro Fin Capital Services Limited.</p> <p>This is an enabling resolution seeking approval in case the transaction with the related parties exceed 10% of the annual turnover the Pro Fin Capital Services Limited.</p>
	Details about valuation, arms length and ordinary course of business	As the proposal relates to providing financial assistance, the question of valuation does not arise.
	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	<p>This will provide financial assistance to related parties to enable them to overcome miss match of their assets and liabilities.</p> <p>The Company derives benefits by way of interest as the Company is loan NBFCcompany.</p>
	Any other information relevant or important	All relevant/ important information forms a part of this Explanatory

	for the shareholders to take an informed decision	statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
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The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee as a part of Company’s Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Board recommends the resolution set out at Item No. 6, 7 and 8 for approval of the Shareholders

The Directors of the Company ,who are directors and/or members in the respective related party may be deemed to be concern or interested.

The members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at item No. 6,7 and 8.

Item No. 9

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. NEELAM (Din: 09051272) as an Additional Director from 05.10.2021. In terms of Section 161(1) of the Companies Act, 2013 Ms. NEELAM (Din: 09051272) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Ms. NEELAM (Din: 09051272), being eligible has offered herself for appointment as a Director. The Board of Directors is of the opinion that Ms. NEELAM (Din: 09051272) has knowledge and varied experience will be of great value to the Company.

The Board recommends the Ordinary Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Brief Profile of Director being Re-appointed:

Name	Abhay Narain Gupta
DIN	02294699
Age	41
Date of Appointment	16/02/2011
Qualification	H.S.C
Other Directorship	<ol style="list-style-type: none"> 1) Ind Renewable Energy Limited 2) Milgrey Finance And Investments Limited 3) Asian Commtrade Private Limited 4) Asian Fintrade Services Private Limited 5) Koshika Bioscience Private Limited 6) Triyamb Securities Private Limited
Expertise	Mr. Abhay Gupta has rich experience in financial market
Chairman/member of committee of the Board of the Companies on which he /she is a Director	<ol style="list-style-type: none"> 1) Milgrey Finance And Investments Limited Nomination & Remuneration Committee - Chairman
Number of meetings attended during the year	8
Shareholding in the Company	93,940
Relationship with any Director (s) of the Company	He is related to Mr. Anupam Gupta- Managing director

Name	Neelam
DIN	09051272
Age	34
Date of Appointment	12/02/2021
Qualification	B.Com
Other Directorship	<ol style="list-style-type: none"> 1) PRO FIN CAPITAL SERVICES LIMITED 2) MILGREY FINANCE AND INVESTMENTS LIMITED
Expertise	Ms. Neelam has rich experience in financial market

Chairman/member of committee of the Board of the Companies on which he /she is a Director	NIL
Number of meetings attended during the year	0
Shareholding in the Company	NIL
Relationship with any Director (s) of the Company	NIL

Date : 08.09.2021

Place: Mumbai

**By order of the Board of Directors
(Anupam Narain Gupta)
Managing Director-**

Pro FIN CAPITAL SERVICES LIMITED

CIN: L51909MH1991PLC250695

Registered Office: 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai – 400 066
 Tel No. 022 -28702070, website: www.profincapital.com Email: profin.capital1@gmail.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (management & Administration) Rules, 2014)

31st Annual General Meeting on Friday, 30th September, 2022

CIN	L51909MH1991PLC250695		
Name of the Company	Pro Fin Capital Services Limited		
Registered Office:	503, Western Edge II, Western Express Highway, Borivali (E), Mumbai – 400066		
Name of the Member(s)			
Registered Address:			
E-mail id:			
Folio No./Client Id		DP ID:	

I/we, being the member(s) of shares of the above named Company, hereby appoint

1. Name		
Address		
Email Id	Signature	
Or failing him		
2. Name		
Address		
E-mail id	Signature	
Or failing him		
3. Name		
Address		
E-mail id	Signature	

As my/our proxy to attend or vote for me /us and on my/our behalf at the Thirty First Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 11.00 am at the Registered Office

of the Company at B/503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional) (See Note No. 4)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31st March 2022, the report of the Directors and the Auditors thereon.		
2.	To appoint a director in place of Mr. Abhay Narain Gupta (Din- 02294699) who retires by rotation and being eligible offers himself for re appointment		
Special business			
3.	To approve increase in authorised share capital of the company and make consequent alteration in clause v of the memorandum of association		
4.	Amendment of capital clause in the articles of association		
5.	To consider and approve the issuance of bonus shares:		
6.	Approval of material related transactions with milgrey finance and investments limited		
7.	Approval of material related transactions with triyamb securities private limited		
8.	Approval of material related transactions with ambe securities private limited		
9.	Appointment of ms. neelam (din: 09051272) as women director of the company		

Signed this Day of2022.

Signature of the shareholder: _____

Signature of 1st Proxy holder: _____

Signature of 2nd Proxy holder: _____

Affix Revenue
Stamp

Signature of 3rd Proxy holder: _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. If Appointed for more than fifty Members, the proxy shall choose any of the fifty members and confirm the same to the Company before the commencement of specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid
3. Any alteration or correction made to this proxy form must be initialed by the signatory / signatories.
4. If you wish to vote for a resolution, place a tick in the corresponding box under the column marked for.

If you wish to vote against a resolution, place a tick in the corresponding box under the column marked against. If no direction is give, your proxy may vote or abstain as he / she thinks fit.

Instructions

1. Unsigned. Incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
2. A shareholder can opt for only one mode of voting i.e either through e-voting or by ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. The right of voting by ballot form shall not be exercised by a proxy.
4. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. Beetal Financial & Computer Services (P) Ltd. Shareholders are requested to keep the same updated.
5. There will be only one ballot form for every folio /DP ID/ Client ID irrespective of the number of joint holders.
6. In case of joint holders, the ballot form should b signed by the first named shareholder and in his /her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot form from other joint holders.
7. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc a certified copy of the relevant authorization /board resolution to vote should accompany the ballot form.

PRO FIN CAPITAL SERVICES LIMITED

CIN: L51909MH1991PLC250695

Registered Office: 503, Western Edge II,
Western Express Highway, Borivali (East), Mumbai-400 066

Tel No. 022-28702070 Fax: 022-28702072

Website: www.profincapital.com Email: profin.capital1@gmail.com

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Regd. Folio No. / DP ID* / Client ID*:	Sl. No.
Name :	
Address :	

I/We certify that I/we am/are registered Member /proxy for the registered Member of the Company.

I/ We hereby record my presence at the 31st Annual General Meeting of PRO FIN CAPITAL SERVICES LIMITED, at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066, on Friday, the 30th day of September, 2022 at 11:00 A.M.

ELECTRONIC VOTING PARTICULARS

EVEN Electronic Voting Event Number	USER ID	PASSWORD

The Remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
From	Up to

The cut off date for the purpose of remote e-voting & voting at the AGM is _____

Signature of the Member/Proxy

Note:

- Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

- **Invitation to attend the 31st Annual General Meeting on 30th September, 2022**

You are cordially invited to attend the 31st Annual General Meeting of the Company on Friday, 30th September, 2022 at 11:00 A.M. at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066.

- **ROUTE MAP TO THE VENUE**

