



Secretarial Compliance Report of Pro Fin Capital Services Limited for the financial year ended 31st March 2024 (for the period from 1st April 2023 to 31st March 2024)

I, Lakshminarayan Krishnamoorthy, Practising Company Secretary, (having membership Number FCS 2358 and COP 6885) have examined:

- (a) All the documents and records made available to me and the explanation provided by Pro Fin Capital Services Limited (the listed entity);
- (b) The filings/submissions made by the listed entity;
- (c) Website of the listed entity;
- (d) Any other document/filing as may be relevant which has been relied upon to make the certification

For the year ended 31st March 2024("Review Period") in respect of compliances with the provisions of :

- (a) The Securities and Exchange Board of India Act 1992("SEBI Act") and the regulations , circulars, guidelines issued thereunder: and
- (b) The Securities Contracts (Regulation) Act 1956 ("SCRA"), rules made thereunder and the regulations, circulars , guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) SEBI (Listing Obligations and Disclosure Requirements)Regulations 2015
- (b) SEBI(Issue of Capital and Disclosure Requirements) Regulations 2018
- (c) SEBI (Substantial Acquisition of Shares and Takeovers)Regulations 2011
- (d) SEBI (Buyback of Securities) Regulations 2018
- (e) SEBI (Share based Employee Benefits and Sweat Equity)Regulations 2021
- (f) SEBI (Issue and listing of Non-Convertible Securities) Regulations 2021
- (g) SEBI (Prohibition of Insider Trading) Regulations 2015

And circulars/guidelines issued thereunder:

During the Review Period, no event took place which would attract compliance of SEBI Regulations referred to in (d), (e) and (f) referred to above.

II Based on the above examination, I hereby report that during the Review Period , the listed entity has complied with the provisions of the above regulations and circulars/guidelines issued thereunder except in respect of the matter specified below:

Sr.No	Regulation in LODR	Compliance requirement	Deviation	Action taken
1	6(1A)	The listed entity is required to fill the vacancy of Compliance Officer within 3 months from the date of the vacancy	The vacancy arose in the month of August 2023 but it is not yet filled in.	<p>The management represented that it had interviewed about 10 candidates. It has short listed 3. None of the short listed candidates, though accepted the offer and promised to join the next day, did not turn up.</p> <p>I, the undersigned, confirm the above, as I was involved in interviewing the candidates and short listing them.</p> <p>The vacancy still remains unfilled. The Management represented that they are taking steps to get the candidates through various sources and that the efforts are on to fill the vacancy as soon as possible.</p>

III I hereby report that during the review period, the compliance status of the listed entity is given below with necessary observations/remarks

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards(SSl) issued by the Institute of Company Secretaries of India (ICSI) .</p>	Yes	None

2	<p><u>Adoption and timely updation of the policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated , as per the regulations /guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p>
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web links provided in annual corporate governance reports under regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p> <p>None</p>
4	<p><u>Disqualification of director:</u></p> <p>None of the Directors of the listed entity is disqualified under section 164 of the Companies Act 2013,(as confirmed by the listed entity)</p>	<p>Yes</p>	<p>None</p>
5	<p><u>Details related to subsidiaries of listed entity:</u></p> <p>(a) Identification of material subsidiary</p> <p>(b) Requirement with respect to disclosure of material as well as other subsidiaries</p>	<p>Not applicable</p> <p>Not applicable</p>	<p>The listed entity has no subsidiary.</p>

6	<p><u>Preservation of documents:</u></p> <p>The Listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under the LODR Regulations</p>	Yes	None
7	<p><u>Performance evaluation :</u></p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	None
8	<p><u>Related party transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /rejected by the Audit Committee.</p>	<p>Yes</p> <p>Not applicable</p>	<p>None</p> <p>The transactions were given prior approval by the audit committee.</p>
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the</p>		

	<p>required disclosures under Regulation 30 read along with Schedule III of SEBI LODR 2015 within the time limits prescribed thereunder.</p>	<p>Yes.</p>	<p>It was reported in the last report for 31st March 2023, that an application under section 7 of IBC was filed against the listed entity at NCLT, Mumbai at the fag end of 31st March 2023.</p> <p>This disclosure was not made since, as per IBC provisions, section 7 application could not be maintained against the listed entity which is a NBFC registered with RBI.</p> <p>The listed entity filed its reply before the NCLT. It took the stand before NCLT that it is an NBFC registered with RBI and section 7 application could not be filed against it. After hearing, the financial creditor who filed the application against the listed entity withdrew the application unconditionally.</p>
10	<p><u>Prohibition of Insider trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations , 2015</p>	<p>Yes</p>	<p>None</p>
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any.</u></p> <p>No actions taken against the listed entity its promoters/directors/subsidiaries either by SEBI or by stock exchanges (including the standard operating procedures issued by SEBI through various circulars) under SEBI regulations and</p>	<p>No</p>	<p>Please see the separate paragraph IV hereunder</p>

	<p>circulars/guidelines issued thereunder: (or) The actions taken against the listed entity/ its promoters/its directors subsidiaries either by SEBI or by Stock Exchanges as specified in the last column.</p>		Please see the separate paragraph IV hereunder
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries.</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year , the listed entity and/or its subsidiary (ies) have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master circular on compliance with the provisions of the LODR requirements by listed entities.</p>	Not applicable	There is no resignation of statutory auditor during the financial year 2023-24 (1/04/2023 to 31/03/2024)
13	<p><u>No additional non-compliance observed</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Please see the separate paragraph IV hereunder

IV Action taken by SEBI or Stock Exchange(s), if any:

- i) During the Review Period, SEBI issued show cause notice to Mr. Anupam Gupta, one of the promoters of the listed entity and Ambe Securities Private Limited , one of the constituents of promoter group of the listed entity, for alleged non compliance of Regulation 29(1) and 29(2) of SAST Regulations in respect of dealing of shares in Winpro Industries Limited (formerly Jump Networks Limited), a listed company, during the year 2018 and 2019.

Necessary replies were filed by the above noticees with SEBI with reference to the show cause notice and personal hearing was also asked for.

- ii) During the Review Period, the listed entity (Pro Fin Capital Services Limited)received show cause notice from SEBI for alleged non compliance of regulation 28(1) of LODR read with Regulation 160(f) of SEBI(ICDR) 2018 and pricing of the preferential issue in accordance with Regulation 164 (1) of SEBI (ICDR) 2018 (as applicable when the preferential issue was made) The listed entity has replied to the show cause notice and a personal hearing was asked for.

V Assumptions & Limitation of scope and review:

- 1 Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
- 2 My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3 I have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- 4 The report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of SEBI LODR2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Date : 14th May 2024

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Krishnamoorthy
Lakshminarayan Krishnamoorthy

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