



27.09.2023

To,

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

Ref: Scrip Code: 511557; Scrip Name: PROFINC

**Sub: Proceedings/ Outcome of 32<sup>nd</sup> Annual General Meeting of the Members of Pro Fin Capital Services Limited ('the Company') held on Wednesday, September 27, 2023.**

This is to inform the exchange that the 32<sup>nd</sup> AGM of the Company was held today i.e. 27<sup>th</sup> September 2023 at 01:00 P.M. at the registered office of the Company situated at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066, to transact all the businesses mentioned in the Notice dated 29<sup>th</sup> August, 2023.

A summary of the proceedings of the 32<sup>nd</sup> AGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "Annexure - A". The details of the e-voting results and ballot papers at the AGM on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

Please take the above information on record.

Thanking you.

**For PRO FIN CAPITAL SERVICES LTD**

**Anupam Gupta**  
Director  
DIN: 02294687

PROCEEDINGS OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING (“AGM”) OF

PRÓ FIN CAPITAL SERVICES LTD

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

The 32<sup>nd</sup> AGM of the members of the Company was held on 27<sup>th</sup> September 2023 at 01:00 P.M. at the registered office of the Company situated at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066.

➤ **Proceedings in brief:**

Mr. Anupam Gupta was elected as the Chairman for the AGM and welcomed the members to the 32<sup>nd</sup> AGM of the Company. The requisite quorum being present, the chairman called the meeting in order. The members were informed that the registers and documents as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws are available for the inspection during the meeting.

The Chairman delivered the speech and gave an overview on the financial performance of the Company for the financial year 2022-23. The Chairman also shared the company's vision and aspirations with the members. The Notice of the AGM along with the Annual Report for the financial year 2022-23 was taken as read. Thereafter, the auditor's report and Secretarial Audit report were also taken as read.

➤ **Scrutinizer:**

Pooja Amrat Shetty proprietor of M/s Pooja Shetty & Co. (COP: 21062), Company Secretary in Practice was appointed as Scrutinizer to conduct the voting process (through remote e-voting and through ballot papers at the AGM).

➤ **Voting by Members:**

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

The remote e- voting commenced on Sunday, 24<sup>th</sup> September, 2023 from 9.00 a.m. (IST) and ended on Tuesday, 26<sup>th</sup> September, 2023 at 5.00 p.m. (IST). As for the same, the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL) as an agency to provide e-voting facility.



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

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

➤ **Agenda Items:**

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

**Ordinary Businesses:**

- 1) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31st March 2023, the report of the Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Anupam Narain Gupta (Din- 02294687) who retires by rotation and being eligible offers himself for re appointment
- 3) Appointment of M/s Mohandas & Co Chartered Accountants as the auditors of the Company

**Special business**

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

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Company's policy on related party transactions, and based on the recommendations and approvals of the Audit Committee and the Board of Directors of the Company, 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, provided however that the value of such transactions/contracts/arrangements will not exceed Rs. 50.00 crores (Rupees fifty crores) in a financial year commencing from the financial year 2023 24 to financial year 2027 28.

#### 5. Approval of material related transactions with Triyamb Securities Private Limited

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further approval to the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Triyamb Securities Private Limited, a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial transactions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turn over, if applicable, as per Company's last audited financial statements or any other material threshold as may be applicable under law/Listing Regulations from time to time provided however that the value of such transactions/contracts/arrangements will not exceed Rs. 50.00 crores (Rupees fifty crores) in a financial year commencing from the financial year 2023 24 to financial year 2027 28

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.

#### 6. Approval of material related transactions with Ambe Securities Private Limited

RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2014 (Listing Regulations) and any other applicable provisions, including any amendment, modification, variation or re enactment thereof, the Members of the Company do hereby ratify and accord further



approval to the Board of Directors of the Company (the "Board" which term shall be deemed to include any committee (s) constituted/to be constituted by the Board, the Managing Director and or the Whole Time Director) for entering into and/or carrying out and /or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Ambe Securities Private Limited, a related party, whether by way of renewal/extension/modification of earlier contracts/arrangements, transactions or otherwise with respect to financial transactions, including lending and/or borrowing transactions, whether individually and/or in the aggregate, may exceed 10% of the annual stand alone and/or annual consolidated turnover, 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 provided however that the value of such transactions/contracts/arrangements will not exceed Rs. 50.00 crores (Rupees fifty crores) in a financial year commencing from the financial year 2023 24 to financial year 2027 28

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. Appointment of Mr. Neeraj Arora (Din: 00177569) as a Director of the Company

RESOLVED THAT pursuant to provisions of sections 160 and other applicable provisions, if any, of the Companies Act 2013 (The Act) and the relevant rules made thereunder, Mr. Neeraj Arora, (DIN 00177569) who is appointed as Additional Director by the Board of Directors of the Company, and who continues as additional director upto the date of this annual general meeting and in respect of whom the Company has received the notice from a members proposing his candidature pursuant to section 160 of the Act, be and is hereby appointed as a director liable to retire by rotation.

"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."

8. Appointment of Mr. Atul Kumar (Din: 07271915) as an Independent Director of the Company for the second term of five years:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Atul Kumar (Din: 07271915), who was appointed by the Members of the Company at their Annual General Meeting held on 30.09.2019 as an Independent Director of the Company for a first term of five consecutive years commencing from 05.09.2018 and who holds office of the Independent Director up to September 2023 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from September 2023 to September 2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”

9. Re-appointment of Mr. Anupam Gupta (Din- 02294687) as the Managing Director

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Anupam Gupta (Din- 02294687) as Managing Director of the Company for the period of five years with effects from April 01, 2023 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

9. 10. Re-appointment of Mr. Abhay Gupta (Din- 02294699) as the Jt. Managing Director

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Abhay Gupta (Din- 02294699) as Jt. Managing Director of the Company for the period of five years with effects from April 01, 2023 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”



**Conclusion**

The Chairman then proposed a vote of thanks to all members for their participation and support. The meeting was concluded at 02.30 P.M.

**For PRO FIN CAPITAL SERVICES LTD**

**Anupam Gupta**

**Director**

**DIN: 02294687**