



04.09.2023

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 2022-23

In compliance with Regulation 34(1) of the SEBI Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of 32nd Annual General Meeting (AGM) and Annual Report of the Company for the financial year 2022-23. 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

ANUPAM Digitally signed by
ANUPAM GUPTA
GUPTA Date: 2023.09.04
13:55:21 +05'30'

Anupam Gupta
Managing Director
DIN: 02294687

**PRO FIN CAPITAL
SERVICES LTD.**



32ND Annual Report 2022-2023

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

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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	
Neeraj Arora Independent Director	00177569	
AUDITOR		Mohandas & Co. 10, Krihna Cottage, Dattapada Road 2, Dattapada Subway, Borivali East, Mumbai 400066
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.co.in
CIN		L51909MH1991PLC250695

DIRECTORS' REPORT

To:
The Members of Pro Fin Capital Services Limited

Your Directors have pleasure in presenting their 32nd Annual Report and the audited financial statements for the financial year ended 31st March 2023

1 Financial Results

The summarized financial results for the financial year ended 31st March 2023 are presented below:

Rs. In Lakhs

Details	Financial year ended 31 st March 2023 (stand alone)	Financial year ended 31 st March 2022 (stand alone)
Income	2014.83	2670.29
Profit before tax	134.00	629.27
Taxation	46.00	150.05
Profit for the year	55.64	376.65
Balance brought forward previous year (loss)	84.53	-292.12
Less: Dividend proposed including dividend distributioin tax	---	---
Balance carried to balance sheet	140.17	84.52

- Performance Highlights**

The Income during the financial year ended 31st March 2023 is 2014.83 Lakhs compared to Rs. 2670.29 Lakhs. The Profit for the year for the financial year ended 31st March 2023 is Rs. 55.64 lakhs compared to Rs. 376.65 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 2022-23.

- Share Capital**

During the year under review, The share of face value of Rs. 10 per share was split into 10 shares of Rs. 1 each.

After split, bonus shares were issued and allotted on 02.05.2022 in the ratio of 2 bonus shares for every share held.

The Paid-up share Capital of the Company stood at Rs. 212007000 consisting of 212007000 equity shares of Rs. 1/ each after split and bonus issue.

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 2023.

4. NBFC registration with RBINBFC registration with RBI

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

5. Subsidiaries and 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. Anupam 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. Key Managerial persons

The following are the key persons during the year under report.

Name	Designation
Anupam Gupta	Managing Director
Abhay Gupta	Whole Time Director
Atul Kumar	Independent Director
Manav Kumar	Independent Director
Neeraj Arora	Director
Neelam	Independent Director

10. 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 16 (Sixteen) times on 02.05.2022, 06.05.2022, 30.05.2022, 08.08.2022, 19.08.2022, 22.08.2022, 08.09.2022, 01.10.2022, 28.10.2022, 15.11.2022, 02.01.2023, 30.01.2023, 13.02.2023, 14.02.2023, 24.02.2023, and 08.03.2023

11. 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 9 times on 02.05.2022, 06.05.2022, 30.05.2022, 08.08.2022, 08.09.2022, 15.11.2022, 02.01.2023, 13.02.2023 and 14.02.2023.

12. 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 02.01.2023 and 13.02.2023.

13. 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 212007000 at the face value of Rs. 1/- 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 2023, 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 2022-23.

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, 2023 and state that:

- (i) That in preparation of annual accounts for the year ended 31st March 2023 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 2023 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. Mohandas & Co, Chartered Accountants was appointed as a statutory auditors of the Company in the board meeting held on 13.02.2023.

Your directors request your approval to appoint them as statutory auditors of the Company to hold office from Conclusion of this AGM till the conclusion of 37th AGM.

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 2022-23. The Secretarial Audit Report for the financial year 2022-23 has been annexed to this Report.

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

- a) Observation regarding non filling of form SH-7 on increase of authorized share capital and form PAS-3 for non filling of return of allotment of bonus shares
Due to oversight the filling remained pending, the company has initiated necessary actions in this regards.
- b) Regarding cancellation of 3,25,00,000 equity shares of Rs. 1 each on preferential basis.
The observations in paras 6.3, 6.4 and 6.5 in the secretarial audit report are self explanatory it does not required further comments. In view of the revocation of allotment of equity shares, filling of return of allotment in form PAS 3 was not required

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

In terms of provisions of Section 135 of the Companies Act, 2013, and rules framed thereunder. A separate section on Annual Report on CSR Activities is annexed to this Report.
As per section 135 of companies Act, 2013 company proposes to transfer Rs. 248374 to one of the funds mentioned in Schedule VII to the Companies Act, 2013

29. Related party transactions

All transactions entered with related parties for the financial year ended 31st March 2023 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. Corporate Governance & Compliance Certificate:

A separate section on Corporate Governance is included in the Annual Report and the certificate from company secretary confirming the Compliance of the conditions on the Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this Report.

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: 29.08.2023

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 2023	Anupam Gupta 9.62:1 Abhay Gupta 9.62:1												
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 st March 2023	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	14												
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 2022												
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.	4%												
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="1"> <tr> <td>KMP</td> <td>against PBT</td> <td>Against operations</td> </tr> <tr> <td>MD</td> <td>22.45%</td> <td>1.48%</td> </tr> <tr> <td>WTD</td> <td>22.45%</td> <td>1.48%</td> </tr> <tr> <td>CS</td> <td>4.97%</td> <td>0.33%</td> </tr> </table>	KMP	against PBT	Against operations	MD	22.45%	1.48%	WTD	22.45%	1.48%	CS	4.97%	0.33%
KMP	against PBT	Against operations												
MD	22.45%	1.48%												
WTD	22.45%	1.48%												
CS	4.97%	0.33%												
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	No employee received remuneration in excess of the highest paid director during the year.												

	employees who are not directors but receive 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>31/03/2022</td> </tr> <tr> <td>2183.67</td> <td>10801.75</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>34.33</td> <td>38.30</td> </tr> </table>	31/3/2022	31/03/2022	2183.67	10801.75	31/03/2022	31/03/2021	34.33	38.30
31/3/2022	31/03/2022									
2183.67	10801.75									
31/03/2022	31/03/2021									
34.33	38.30									
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.

Annual Report on CSR Activities for the Financial Year 2022-23

1. Brief outline on CSR Policy of the Company:

In accordance with Section 135 of the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Amendment Rules 2021, Pro Fin Capital Services Limited (The Company) has formulated its CSR Policy duly approved by the Board of Directors. CSR is essentially a way of conducting business responsibly and the Company shall endeavor to conduct its business operations and activities in a socially responsible and sustainable manner at all times. The Company will strive to contribute to inclusive growth and sustainable development with emphasis on development of weaker sections of society and in the Aspirational Districts of the country.

2. Composition of CSR Committee:

Since the amount required to be spent by a company on CSR does not exceed fifty lakh rupees, the the requirement for constitution of the CSR Committee is not mandatory and the functions of the CSR Committee, is discharged by the Board of Directors of the company.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.profincapital.co.in
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable
5. 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
		Not Applicable	

6. Average net profit of the company as per section 135(5): Rs 12418685.00
7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 248374
 - (b) Surplus arising out of the CSR projects or programmers or activities of the previous financial years: NIL
 - (c) Amount required to be set off for the financial year, if any: Nil
 - (d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 248374
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in `)	Amount Unspent (`)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.(in `)	Date of transfer	Name of the Fund	Amount. (in `)	Date of transfer
NIL	NIL	NIL	NIL	NIL	NIL

(b) Details of CSR amount spent against ongoing projects for the financial year:

Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Project duration	Amount allocated for the project (in `)	Amount spent in the current financial Year (in `)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in `)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation Through Implementing Agency
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

SR. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in `)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(d) Amount spent in Administrative Overheads : ` NIL

(e) Amount spent on Impact Assessment, if applicable : ` NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ` NIL

(g) Excess amount for set off, if any : NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years:

SR. No.	Preceding	Amount	Amount	Amount transferred to any fund	Amount
---------	-----------	--------	--------	--------------------------------	--------

Financial year	transferred to Unspent CSR Account under section 135 (6)(in `)	spent in the reporting Financial Year (in `)	specified under Schedule VII as per section 135(6), if any.	remaining to be spent in succeeding financial years. (in `)
-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

Sr No	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in `)	Amount spent on the project in the reporting Financial Year (in `)	Cumulative amount spent at the end of reporting Financial Year. (in `)	Status of the project - Completed /Ongoing
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: ` NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address : NIL

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

The company operates as NBFC registered with RBI the company's operations are confined to in Mumbai city. As there are no CSR projects, the company proposes to transfer the csr obligation i.e Rs. 248374 to any fund included in Schedule VII of the Act.

For and on behalf of Board of Directors

Place: Mumbai

Date: 29.08.2023

Sd/-
(Anupam N. Gupta)
Managing Director

SECRETARIAL AUDIT REPORTFor the financial year ended 31st March 2023

(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 2022 to 31st March 2023) covering the financial year ended on 31st March 2023, 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 2023 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 Directions issued by RBI as applicable to the Company, as registered NBFC;
- vi) 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 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.
- c) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited

5 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, subject to the following observations.

Observations:

6.1 Pursuant to the resolutions passed at the extraordinary general meeting held on 18th April 2022:

- a) The face value of the equity shares of Rs. 10 each was subdivided into face value of Rs. 1 each
- b) The authorized capital of the company was increased from Rs. 8.50 crores to Rs.25.00 crores
- c) issued bonus shares, after subdivision, in the ratio of 2 bonus shares for every equity share held.
- d) At the board meeting held on 2nd May 2022, 14,13,38,000 equity shares of Rs. 1 each, by way of bonus shares were allotted to the members whose name appeared on the Register of Members, as on 29th April 2022 (Being the record date).

e) The Company obtained from BSE listing and trading approval for the sub divided shares and bonus shares issued and allotted

6.2 However, notice of increase in authorized capital and sub division of shares, pursuant to section 64(1) of the Act was not given to the Registrar of Companies, in form SH 7. The filing of such was pending as on 31st March 2023. Consequently, the return of allotment on allotment of bonus shares made on 2nd May 2022, in form PAS 3, was not filed. This was also pending as on 31st March 2023.

6.3 At the meeting of the Board of Directors of the Company held on 6th May 2022. 3,25,00,000 equity shares of Rs. 1 each (after subdivision) were allotted to the warrant holders. The warrants were issued on preferential basis during the financial year ended 31st March 2022. No allotment (in form PAS3) of shares issued and allotted to the warrant holders on 6th May 2022, was filed

6.4 As the Company could not obtain listing approval from BSE, for the shares allotted on 6th May 2022, the Board of directors at the meeting held on 14th February 2023, decided to revoke the said allotment. BSE was informed accordingly.

6.5 Consequent to action under 6.4 above, the issue of bonus shares, numbering 6,50,00,000 to the equity share holders on preferential basis, approved at the annual general meeting held on 30th September 2022, was not given effect to.

7 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.

8 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 : 4th July 2023

Name: LakshminarayanKrishnamoorthy
FCS No 2358; COP 6885
UDIN: F002358E000546110
Peer Review Unique Identification Number: I2005MH514200

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 2023.
- 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: 4TH July 2023

Lakshminarayan Krishnamoorthy
FCS 2358; COP 6885

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Just as the world was on the mend post multiple waves of COVID, the Russia-Ukraine conflict induced a trail of irreversible economic, social and political effects. Global inflation touched an all-time high of >8% with many developed economies witnessing double digit inflation figures for the first time in many decades. This led the central banks across the globe to simultaneously hike interest rates in a bid to tame inflation. Repercussions of the conflict were also visible in disrupted trade relations and spiralling energy prices resulting in severe global energy crunch leading to significant diversion from the otherwise chartered growth paths. While the ramifications were evident all over the world, Europe was hit the hardest. As Europe braved an unprecedented energy crisis, people worldwide realized the importance of self-reliance for energy and consequentially, countries advanced their climate goals. This turbocharged the growth momentum of renewables and green sources. As supply chain disruptions and rise in commodity prices posed a temporary retardant to this growth story, bulk of low-carbon investments were directed towards building resilient supply ecosystems along with renewable capacities. Having weathered the storm in 2022, this year the economies will be seen establishing their redefined pathways.

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: 29.08.2023

For and on behalf of the Board of Directors

Sd\-

(Anupam N Gupta)

Managing Director

CORPORATE GOVERNANCE REPORT:

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance ensures best management practices, compliance of laws, rules, and regulations in the Company and also provides appropriate framework for the Board and its Committees, to achieve objectives of the Company for the benefit of the Company and its stakeholders. Our Company is committed to good Corporate Governance Requirement of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Code of Conduct on Prevention of Insider Trading and also Code of Conduct for Directors and Senior Management Personnel are fully complied by our Company

Pro Fin Capital Services Limited's commitment for effective Corporate Governance continues and the company has always been at their bench marking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders. The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance. Your company endeavor to adopt best governance practices. Our commitment is reflected in the steps that we have taken to ensure compliance of law and by regularly reviewing the systems and procedures. Your Company constantly strives to achieve enhancement of shareholders' value and effective utilization of resources to realize long term goals.

2) BOARD OF DIRECTORS:

A fundamental requirement of Board membership is independence, knowledge and experience based upon the absence of relationships and interest that could compromise, or could be perceived as compromising the ability of a Director to exercise judgment in the best interests of the Company.

2.1) Composition:

The Board has an optimum combination of Executive and non-Executive Directors and is in conformity with corporate governance criteria as per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the listing agreement entered into with the stock exchanges, in which the Company's Shares are listed. The composition of the Board as on 31st March, 2023 consists of Six (06) Directors, among which Three (2) are Executive Directors, Three (4) are Non-Executive Independent Directors. The Board is classified broadly as follows:

Sr. No	Name of the Director	Status	Category	Shareholding in the Company
1	Anupam Gupta	Managing Director	Promoter and Executive Director	33,23,160
2	Abhay Gupta	Whole Time Director	Promoter and Executive Director	11,18,200

3	Neeraj Arora	Non-Executive Director	Non- Promoter and Non-Executive Director	-
4	Atul Kumar	Non-Executive Independent Director	& Non- Promoter and Non-Executive Director	-
5	Manav Kumar	Non-Executive Independent Director	& Non- Promoter and Non-Executive Director	-
6	Neelam	Non-Executive Independent Director	& Non- Promoter and Non-Executive Director	-

Independent Director shall mean non-Executive Director of the Company who:

1. An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

(a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

(c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) who, neither himself nor any of his relatives –

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

(a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

(f) who possesses such other qualifications as may be prescribed.

2.2) Skill of Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating Directors on the Board:

Leadership	Ability to inspire, motivate and offer direction and leadership to others and represent the Company before internal and external stakeholders.
Management	Knowledge or expertise or understanding of sound management and business principles or experience of working in senior management position of any organization.
Financial expertise	An understanding of financial statements and the accounting principles used by the Company to prepare its financial statements; including the ability to assess the general application of such accounting principles in connection with the accounting for the Company
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.
Information Technology	Knowledge and experience in the strategic use of information management in operations of the Company and to provide unique business solutions
Human Resource	Experience in developing strategies or handling matter like development of talent and retention, succession planning and driving change and long term.

In the table below, specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of the mark against a members' name does not necessarily mean the member does not possess the corresponding skill or qualification:

Area of Expertise	Name of Director(s) possessing skill
Leadership	Anupam Gupta, Abhay Gupta
Management	Anupam Gupta, Abhay Gupta
Financial expertise	Anupam Gupta , Abhay Gupta
Strategy Development and Implementation	Anupam Gupta , Abhay Gupta, Atul Kumar
Information Technology	Anupam Gupta, Abhay Gupta, Manav Kumar
Human Resource	Abhay Gupta

2.3) Board Meetings & Procedures:

The Board meets at least four times in a year and not more than 120 days gap between these meetings and more frequently if deemed necessary, to transact its business. The Company Secretary, in consultation with the Chairman and Managing Director, prepares the agenda for the meeting. Information and data that are important to the Board's understanding of the business in general and relating to matters tabled for discussion. The Agenda and relevant enclosures are distributed to the members of the Board sufficiently in advance of the meeting. Sensitive material, however, is presented for discussion at the meeting only. The meetings of the Board of Directors are generally held at Company's registered office at Mumbai, and are generally scheduled well in advance. The Company Secretary records the minutes of the proceedings of each Board Meeting and Committee Meeting. Draft minutes are circulated to all the members of the Board/Board Committee for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting. The important decision taken in the Board/Committee Meetings are communicated to the concerned departments/ persons for taking necessary actions and an action taken report is placed in the next meeting of the Board/Committee for noting the same.

Numbers & Dates of Board Meetings held during the year:

- (i) During the F.Y. 2022 - 23, the Board of Directors met 16 (Sixteen) times on the following dates:

Sl. No	Date of Board Meeting	Total Members	Attendance number by of members
1	02.05.2022	5	5
2	06.05.2022	5	5
3	30.05.2022	5	5
4	08.08.2022	5	5
5	19.08.2022	5	5
6	22.08.2022	5	5
7	08.09.2022	5	5
8	01.10.2022	5	5
9	28.10.2022	5	5
10	15.11.2022	5	5
11	02.01.2023	5	4
12	30.01.2023	6	6
13	13.02.2023	6	6
14	14.02.2023	6	6
15	24.02.2023	6	6
16	08.03.2023	6	6

- (ii) The details of attendance of each Director at the Board Meetings, last Annual General Meeting are as follows:

Name of the Director	No. of Board Meeting held	No of Board Meeting attended	Last AGM	Director ship in other company
Anupam Gupta	16	15	Present	5
Abhay Gupta	16	16	Present	6
Neelam	16	16	Present	2
Neeraj Arora	5	5	Not Applicable	1
Atul Kumar	16	16	Present	1
Manav Kumar	16	16	Present	2

3) COMMITTEES OF BOARD:

The Board has constituted various committees for smooth and efficient operation of the activities and is responsible for constituting, assigning, co-opting and fixing the term of reference of the committees in line with the laws of the land. The chairman, quorum and the terms of reference of each committee has been approved by the Board.

The draft minutes of the proceedings of each committee meeting duly initialed by the Chairman of the respective committee meeting are circulated to the members of that committee for their comments and thereafter, confirmed by the respective committee in its next meeting. The Board also takes note of the minutes of the meetings of the committees duly approved by their respective Chairman and material recommendations/decisions of the committees are placed before the Board for approval.

3.1) AUDIT COMMITTEE:

The Primary objective of the Audit Committee of the Company is to monitor and provide effective supervisions of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting. The Audit Committee met Nine (9) times during the financial year 2022-23. The composition and attendance of the committee are given below:

Composition:

Name of Director	Meeting attended
Atul Kumar	9
Manav Kumar	9
Abhay Gupta	9

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the act and the Listing Regulations. Terms of reference broadly are as under:

- (a) To hold periodic discussions with the Statutory Auditors of the Company concerning the financial reports of the Company, internal control systems, scope of audit and observations of the Auditors/ Internal Auditors;
- (b) To review compliance with internal control systems;
- (c) To review the quarterly, half yearly and annual financial results of the Company before submission to the Board;
- (d) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report;
- (e) Recommending the appointment/reappointment of statutory auditors and fixation of their remuneration.

3.2 Nomination and Remuneration Committee

The purpose of the Nomination and Remuneration committee of the company shall be to discharge the Board's responsibilities relating to remuneration of the Company's Executive Directors. The committee has overall responsibility for approving and evaluating and recommending plan, policies and programs relating to remuneration of Executive Directors of the Company. Committee consists of majority of Independent Directors and non-Executive Director.

Composition:

Name of Director	Meeting attended
Atul Kumar	2
Manav Kumar	2
Abhay Gupta	2

Terms of Reference:

- To appraise the performance of Managing and Executive Director; and
- To determine and recommend to the Board, compensation payable to Managing Director, Whole-time Director, Executive Directors & NonExecutive Directors.

Remuneration to Directors : As approved by the members and Nomination & Remuneration committee, a remuneration of Rs 30 Lakhs was paid to Mr. Anupam Gupta and Abhay Gupta each for FY 2022-23.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE :

The "Share Transfer and Investor Grievance Committee" comprising Two Executive Directors and one Independent Non-Executive Director headed the committee of the company. The functioning and terms of reference of the Committee, inter-alias, approves issue of duplicate certificates and overseas and reviews all matters connected with securities transfers. The Committee also looks into redressing of investor's grievance pertaining to transfer/transmission of shares, dividends, dematerialization/re-materialization, and replacement of lost/stolen/mutilated share certificates, splitting, conversion and other related issues and to strengthen investor relation. In addition to the above, the Committee

also addresses to complaints like non-transfer of shares, non-receipt of declared dividends, etc.

During the year, the Committee has met Four times on 30.05.2022, 08.08.2022, 08.09.2022, 15.11.2022 and 14.02.2023 for consideration of share transfers, issue of duplicate shares, re-materialization of shares and other investors' grievances. The constitution of the Committee and the attendance of each member of the Committee are given below:

Name of the Director	Designation	Status
Atul Kumar		Non-Executive Independent Director
Manav Kumar	Member	Non-Executive Independent Director
Abhay Gupta	Member	Promoter and Executive Director

MEETING OF INDEPENDENT DIRECTORS :

The Independent Directors had met during the year on 08.03.2023 to review the performance of Non-Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company, and to assess the efficiency of flow of information between the management and the Board.

4. GENERAL BODY MEETINGS:

Details of location and time of last 3 years Annual General Meetings are as under:

Financial Year	Venue	Date	Day	Time	Special Resolution Passed
2019-20	Video Conference / Other Audio Visual Means	30.09.2020	Wednesday	02.00	4
2020-21	Video Conference / Other Audio Visual Means	30.09.2021	Thursday	02.00	0
2021-22	Registered Office	30.09.2022	Friday	11.00	2

Extra-Ordinary General Meeting:

Financial Year	Venue	Date	Day	Time	Special Resolution Passed
EGM	Video Conference	18.04.2022	Monday	12.30	2

5. DISCLOSURES:

5.1) Disclosure regarding materially significant related party transactions:

There are no materially significant related party transactions made by the Company with its promoters, Directors or the management, their relatives conflicting with company's interests. Other related party transactions have been reported in the Notes on Accounts.

5.2) Disclosure of non-compliance by the company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities or any matter related to capital markets during the last three years:

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as well as regulations and guidelines of SEBI. penalties have been levied or strictures have been passed by Stock Exchange or SEBI or any other Statutory Authority on the matter relating to capital markets during the last three years are as follows.

Sr. No	Applicable Regulation of SEBI (LODR) Regulations, 2015	Fine amount	Fines levied for Quarter ended
1	Regulation 17(1)	5900	March 2023
2	Regulation 27(2) Non-submission of the Corporate governance compliance report within the period provided under this regulation	21240	September 2022
3	Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis.	253700	September 2022
4	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	542800	December 2022
5	Regulation 33	5900	September 2022

5.3) Disclosures regarding appointment/re-appointment of Directors:

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), 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

Mr. Anupam Gupta (Din- 02294687) is reappointed as a Managing Director of the Company for the period of five years with effects from April 01, 2023

Mr. Abhay Gupta (Din- 02294699) is reappointed as a Jt. Managing Director of the Company for the period of five years with effects from April 01, 2023

pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Neeraj Arora (Din: 00177569), be and is hereby appointed as an Independent Director of the Company.

The brief resume of the Directors being appointed/re-appointed and other relevant information is given elsewhere in this Annual Report, which form part of the Corporate Governance Report.

5.4) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee :

Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

6. Non-mandatory Requirements :

The Company has complied with all the mandatory requirements of Regulation 27 (2) of the SEBI (LODR) Regulation, 2015 relating to Corporate Governance. The Company has set up a remuneration committee pursuant to Regulation 27 (2) of the SEBI (LODR) Regulation, 2015. During the financial year 2022-23 there is no audit qualification in the company's financial statement. The Company will continue to adopt best practices to ensure the regime of unqualified statements.

7) MEANS OF COMMUNICATION :

The audited and un-audited Financial Results of the Company are published in English newspapers and local Odia daily newspapers.

There is no practice of sending half yearly results to the household of shareholders. The financial results and official news releases are also placed on the Company's website www.profincapital.co.in

8) GENERAL SHAREHOLDERS INFORMATION :

8.1) Annual General Meeting:

The Thirty Second Annual General Meeting ("the AGM") of the company will be held on Wednesday, 27th September, 2023 at 01.00 Noon at the Registered Office of the Company at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066

8.2) Financial Calendar for the year 2023-24 :

The Company follows 1st April to 31st March as its financial year. The financial Calendar for the year 2023-24 (Provisional) as follows:

Sl No.	Financial Calendar	Tentative Schedule
1	Results for the first quarter ending 30th June' 2023	By 14th August, 2023
2	Results for the second quarter ending 30th September' 2023	By 14th November, 2023
3	Results for the third quarter ending 31st December, 2023	By 14th February, 2024
4	Results (Audited) for the	By 30th May, 2024

	financial year ending 31st March, 2024	
5	Annual General Meeting for the year ending 31st March, 2024	By the end of September, 2024

8.3) Dates of Book Closure :

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 21th day of September, 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.

8.4) Dividend :

The Board of Directors has decided not to declare any dividend for the year under review due to bad financial condition of the Company. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends.

8.5) Listing on Stock Exchanges:

The Company's shares are presently listed with The Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, and Mumbai-400 001, which has nationwide trading terminals. The Annual Listing fees for the year 2023-24 have already been paid to The Bombay Stock Exchange Limited (BSE).

8.6) Company Stock code:

The BSE Limited (BSE), Scrip Code is '511557'.
The ISIN Number of Profin is INE732K01027)

8.7) Market Price Data for the year 2022-23:

The monthly high and low quotations of Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2022-23 under review are as under:

Month	High(Rs.)	Low(Rs.)	Volume(Nos)
Apr-22	216.15	7.5	940011
May-22	9.08	3.84	12129362
June -22	3.83	1.75	23304541
July -22	1.9	1.14	75209028
Aug -22	2.07	1.45	42066590
Sep-22	1.99	1.44	73563026
Oct-22	2.47	1.96	52939669
Nov-22	2.1	1.4	22877064
Dec-22	1.69	1.23	35163807
Jan-23	1.48	1.21	11740999
Feb – 23	1.3	1	8787005
March -23	1.38	0.99	12005313

8.8) Registrar and Share Transfer Agents:

All share transfer and related operations are conducted by the Registrar and Share transfer Agent of the company both in physical and dematerialized form, the address of which is given below:

Beetal Financial & Computer Services (p) Ltd

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping Centre,

Nr. Dada Harsukhdas Mandir,

New Delhi- 110062

Tel: .011 29961281/83

Fax: 011 29961284

Email: beetalrta@gmail.com

8.9) Share transfer systems:

Transfers of Securities in physical form are registered and duly transferred share certificates are dispatched within 15 days of receipt, provided the documents are in order. With regard to Shares in demat mode, the procedure is adopted as per the provisions of Depositories Act, 1996. The Shareholders are advised to contact the Registrar and Share Transfer Agents at their address for effecting transfer of shares both in physical and electronic form.

8.10) Shares held in physical and dematerialized form :

As on 31st March 2023, 85.74% of shares of the company were held in dematerialized form and the rest in physical form. The details of shares held in Physical and dematerialized form is given below:

Details of Shares Position as on 31.03.2023 % of holding

Details of Shares	Position as on 31.03.2023	% of holding
NSDL ACCOUNT	42440979	20.02
CDSL ACCOUNT	139320021	65.72
PHYSICAL HOLDING	30246000	14.26
TOTAL SHARES	212007000	100.00

8.11) Distribution of Shareholdings as on 31st March 2023:

As of 31st March, 2023 the distribution of company shareholding were as follows:

No of Equity Shares held	No of shareholders	% of shareholders	No. of shares	% of shareholding
UP TO 5000	19940	80.61	19480434	9.1886
5001 TO 10000	2161	8.73	15683588	7.3977
10001 TO 20000	1469	5.93	20500425	9.6697
20001 TO 30000	474	1.91	11952440	5.6378
30001 TO 40000	162	0.65	5708432	2.6926
40001 TO 50000	145	0.58	6627967	3.1263
50001 TO 100000	201	0.81	14468053	6.8243
100001 AND ABOVE	182	0.73	117585661	55.4631

8.12) Shareholding Pattern as on 31st March, 2023 :

Category	No of Shares	% of Shares Capital
Promoter & Promoter Group	29684780	14
Public	182322220	86

8.13) GDRs/ADRs/Warrants:

The Company has not issued any GDRs/ ADRs/Warrants during the Financial Year 2022-23.

8.14) Details of Shares held more than 1% as on 31st March, 2023 :

Name of Shareholders	No of Shares held	% of Shareholding
Triyamb Securities Private Limited	23425000	11.05
Anupam Narain Gupta	3323160	1.57
Shreni Construction Private Limited	6270400	2.96
Apurva Chopra	7947531	3.75
Bhavna Aggarwal	3020000	1.42
Chandra Shekhar	4911100	2.32
Kavee Kumar	2775000	1.31
Priya Agrawal	2350000	1.11
Uma .	3182669	1.50

8.15). SEBI Complaints Redress System (SCORES):

Securities Exchange Board of India has introduced for quick resolution of Investors Grievances, SEBI Complaints Redressal System (SCORES). The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are:

Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8.16) CODE OF CONDUCT :

a) The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been hosted on the Company's website www.alfa.in. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as on 31st March 2023. The declaration signed by the Chairman cum Managing Director of the Company is given below:

DECLARATION

"We, Shri Anupam Gupta, Managing Director and Shri Abhay Gupta, Director of Pro Fin Capital Limited, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance of the code of conduct for the Financial Year ended 31st March, 2023."

FOR AND ON BEHALF OF THE BOARD

FOR AND ON BEHALF OF THE BOARD

Sd/-
Anupam Gupta

Sd/-
Abhay Gupta

PLACE : Mumbai

DATE : 29.08.2023

b) In terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the Managing Director and Chief Finance Officer of the Company on the financial statements and internal control relating to financial reporting, obtained by the Board of Directors, is given below:

Managing Director and CFO Certification

To
The Board of Directors
Pro Fin Capital Services Limited

We, Anupam Gupta, Managing Director and Abhay Gupta, Chief Financial Officer, responsible for the finance function hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2023 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or volatile of the company's code of conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the designs or operation of such internal controls, if any of which we are aware of have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
- i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements, but the Company has adopted IND-AS as per Companies Act 2013 and SEBI Circular CIR/CFD/FAC/62/2016; dated 05.07.2016 and accordingly suitable changes are being made in the financial statement; and
 - iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 29.08.2023

Sd/-
Managing Director

Sd/-
Chief Financial Officer

8.18) Address for Correspondence :

Any query relating to shares and requests for transactions such as transfer, transmission and nomination facilities, duplicate share certificates, change of address, non-receipt dividend/ Annual Report, as also regarding dematerialization of shares may please be taken up with.

Company Secretary & Compliance Officer,

Pro Fin Capital Services Limited

503, Western Edge -II,

Western Express Highway,

Borivali (East),

Mumbai – 4000

Phone No:

8.19) CIN Number :

The Corporate identity Number (“CIN”) of the company, as allotted by Ministry of Company Affairs is L31102OR1982PLC001151.

Place: Mumbai

Sd/-

Sd/-

Date: 29.08.2023

Managing Director

Chief Financial Officer

Practicing Company Secretary's Certificate on corporate governance

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To: The members of Pro Fin Capital Services Limited

I have examined the compliance of the conditions of corporate governance of Pro Fin Capital Services Limited (the Company) for the financial year ended 31st March 2023., as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub section 2 of Regulation 46 and paras C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015 (SEBI LODR).

2 In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management , I certify that the Company has complied with the condition of corporate governance as stipulated in SEBI LODR for the financial year ended 31st March 2023

3 The compliance of the conditions of corporate governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4 I further note that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Lakshminarayan Krishnamoorthy

FCS No 2358; COP 6885

UDIN F002358E000892049

PRUIN: I2005MH514200

Dated: 29th August 2023

CERTIFICATE ON NON DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

To:

The Members
Pro Fin Capital Services Limited
503, Western Edge II
Western Express Highway
Borivali East
Mumbai 400066

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pro Fin Capital Services Limited (CIN I51905MH1991PLC25695), having its registered office at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066 (the Company) produced before me by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with sub clause 10(i), Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and according to the verification (including Directors Identification number) at MCA portal as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company, as detailed below, as at the financial year ended 31st March 2023, have been disqualified within the meaning of section 164 of the Companies Act 2013 read with the relevant rules. Nor have they been debarred from being appointed or continuing as Directors of the Company, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other authority as Directors of the Company.

S. No	Name	DIN	Date of appointment *
1	Mr. Anupam Gupta	02294687	16/02/2011
2	Mr. Abhay Narain Gupta	02294699	16/02/2011
3	Mr. Atul Kumar	07271915	05/09/2018
4	Mr. Manav Kumar	08309105	04/04/2019
5	Ms. Neelam	09051272	12/02/2021
6	Mr. Neeraj Davinderkumar Arora	00177569	02/01/2023

- Dates of appointment of S. No. 1 to 5 is as per MCA portal

@ The DIN has been deactivated due to non compliance of KYC. Form DIR 12 was not filed as at 31/03/2023.

Lakshminarayan Krishnamoorthy

FCS 2358; COP 6885

UDIN: F002358E000892051

PRUIN:I2005MH514200

Dated: 29th August 2023

.

MOHANDAS & CO.

B.M.SHETTY
B.Com, F.C.A

Chartered accountants

10,Krihna Cottage, Dattapada Road No.2, Dattapada Sub-way, Borivali (East), Mumbai – 400066

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PRO FIN CAPITAL SERVICES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of **Pro Fin Capital Services Limited** (“The Company”), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of the significant accounting policies and their explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

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. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to

cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, 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 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the financial 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 does have disclosed the impact of pending litigation on its financial position in its financial statements.
 - ii. The Company has made provision as required under applicable law and 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 the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
 - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (a) and (b) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 - vi. With respect to the matter to be included in the Auditors' Report under section 197(16) of the act: In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors

during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W**

**CA. Belle Mohandas Shetty
(Proprietor)
M. NO.: 031256
UDIN:**

**Place: Mumbai
Date: 31st May 2023**

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **Pro Fin Capital Services Limited** as of March 31, 2023 in conjunction with our audit of the 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

**For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W**

**CA. Belle Mohandas Shetty
(Proprietor)
M. NO.: 031256
UDIN:**

**Place: Mumbai
Date: 31st May 2023**

ANNEXURE - A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2023

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/unlisted 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. 9.93 crores (3.36% 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 willful 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.

**For Mohandas & Co.
Chartered
Accountants
Firm Reg. No.
106529W**

**CA. Belle Mohandas
Shetty
(Proprietor)
M. NO.: 031256**

**Place: Mumbai
Date: 31st May 2023
UDIN: 23031256BGWFDO7223**

PRO FIN CAPITAL SERVICES LIMITED

CIN - L51909MH1991PLC250695

Balance Sheet as at 31st March, 2023

Particulars	Note	As at 31st March 2023	As at 31st March 2022
		Rs In Lacs	Rs In Lacs
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	2	5.27	20.77
(b) Loans & Advances	3	31138.09	27371.65
(c) Investments	4	521.06	521.06
(d) Trade Receivable	5	.00	.00
(e) Other financial assets	6	78.83	27.75
Total Financial Assets		31743.26	27941.23
Non-Financial Assets			
(a) Deferred tax assets (Net)		.00	.00
(b) Current tax assets (Net)	7	730.85	258.27
(c) Property, Plant and Equipment	8	438.62	470.02
(d) Investment Property	9	1772.92	1772.92
(e) Inventories	10	257.54	217.77
(F) Other Non-Financial assets			
Total Non-Financial Assets		3199.94	2718.98
TOTAL ASSETS		34943.19	30660.20
LIABILITIES AND EQUITY			
Liabilities			
Financial Liabilities			
(a) Trade payables	11	71.81	323.77
(b) Borrowings (Other than Debt Securities)	12	28009.17	25272.63
(c) Other Financial liabilities	13	2800.28	1091.64
Total Non-Financial Liabilities		30881.26	26688.04
Non-Financial liabilities			
(a) Deferred Tax Liabilities (Net)		13.50	11.23
(b) Provisions	14	118.29	103.95
(c) Other Non-Financial liabilities		.00	.00
(d) Current Tax Liabilities (Net)			
Total Financial Liabilities		131.79	115.17
Equity			
(a) Equity Share capital	15	2120.07	706.69
(b) Other Equity	16	1810.06	3150.31
Total Equity		3930.13	3857.00
TOTAL EQUITY AND LIABILITIES		34943.19	30660.20
Notes forming part of financial statements In terms of our report attached	1-37		
For Mohandas & Co.		For and on behalf of the Board of Directors	
Chartered Accountants			
FRN : 106529W			
sd/-		sd/-	sd/-
CA. Belle Mohandas Shetty		Anupam Gupta	Abhay Gupta
PARTNER		(Managing Director)	(Jt Managing Director)
Mem No. - 031256		(DIN-02294687)	(DIN-02294699)
		sd/-	sd/-
Place : Mumbai		Manav Kumar	Chayya Piyush Patel
Date : 31.05.2023		(Independent Director)	(Company Secretary)
UDIN : 23031256BGWFDO7223		(DIN-08309105)	52

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Statement of Profit and Loss for the year ended 31 March, 2023

Sr. No.	Particulars	Note	For the year ended 31 March, 2023 (Rs. In Lacs)	For the year ended 31 March, 2022 (Rs. In Lacs)
1	Revenue From Operations	17	2014.83	2670.30
2	Other Income	18	39.60	795.87
3	Total Income (1+2)		2054.43	3466.17
4	Expenses			
	(a) Purchase of Stock In Trade (Shares)	19	405.11	658.54
	(b) Change In Inventories of finished Goods, Stock in Trade and Work in Progress	20	-39.78	-51.90
	(c) Employee benefits expense	21	108.32	119.73
	(d) Finance Expense	22	1215.38	1951.30
	(d) Depreciation and Amortisation Expense	23	31.40	36.93
	(e) Other Expenses	24	200.39	122.29
	Total Expenses		1920.82	2836.90
5	Profit / (Loss) Before Tax (3 - 4)		133.61	629.27
6	Tax Expenses:			
	Short/Excess Provison for Tax		.00	.00
	Current Tax		43.85	145.00
	Deferred Tax		2.27	5.06
	Provision For Standard Assets		14.35	6.72
	Statutory reserve		17.50	95.84
	Proposed Dividend			
7	Profit / (Loss) for the year (5 -6)		55.64	376.65
8	Earnings per share (of `10/- each):			
	(a) Basic	30	0.03	5.33
	(b) Diluted	30	0.03	5.33
	Accompanying notes forming part of the financial statements	1-37		

In terms of our report attached.

For Mohandas & Co.
Chartered Accountants
FRN : 106529W

sd/-
CA. Belle Mohandas Shetty
PARTNER
Mem No. - 031256

Place : Mumbai
Date : 31.05.2023
UDIN : 23031256BGWFDO7223

For and on behalf of the Board of Directors

sd/-
Anupam Gupta
(Managing Director)
(DIN-02294687)

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

sd/-
Manav Kumar
(Independent Director)
(DIN-08309105)

sd/-
Chhaya Piyush Patel
(Company Secretary)
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PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Cash Flow Statement as on 31st March, 2023

Sr.	PARTICULARS	As at 31st March 2023	As at 31st March 2022
		Rupees	Rupees
A)	Cash Flow from Operating Activities		
	Net Profit/(Loss) before tax and extra ordinary items	133.61	629.27
	Add: Depreciation	31.40	36.93
	Less:- Interest Income	.00	.00
	Add:- Interest Exps	1214.85	1951.30
	Operating profit/(Loss) before working capital Change	1379.85	2617.51
	Decrease/ (Increase) in Trade Recivables	.00	2.36
	Decrease/ (Increase) in Other Financial Assets	-51.08	-5.75
	Decrease/ (Increase) in Loans & Advances	-3766.44	-1964.61
	Decrease/ (Increase) in Inventory	-39.78	-51.90
	Increase/ (Decrease) in Other Non-Financial Liabilities	.00	.00
	Increase/ (Decrease) in Other Financial Liabilities	1708.65	-1983.09
	Increase/ (Decrease) in Trade Payables	-251.96	-252.89
	Cash Generate from operations	-1020.76	-1638.37
	Direct Tax/FBT Paid (net of refund)	-516.43	-172.47
	Net Cash Outflow from Operating Activities	-1537.19	-1810.83
B)	Cash Flow from Investing Activities etc		
	Purchase of Investment Property	.00	-1772.92
	Purchase in Fixed Assets	.00	.00
	(Increase)/ Decrease of Investments	.00	626.28
	Net Cash Inflow from Investing activities	.00	-1146.64
C)	Cash Flow from Financing Activities		
	Repayments of Long Term Secured Loans	.00	-67.33
	Interest Received	.00	.00
	Proceeds Received in Long Term Borrowings	2736.55	3948.75
	Interest Paid	-1214.85	-1951.30
	Proceeds from Issue of Share Warrants	.00	1007.50
	Net Cash Outflow from Financing Activities	1521.69	2937.61
	Net Increase in cash and cash equilents	-15.50	-19.86
	Cash & Cash Equivalents		
	- Opening	20.77	40.63
	Cash & Cash Equivalents		
	- Closing	5.27	20.77

In terms of our report attached.
For Mohandas & Co.
Chartered Accountants
FRN : 106529W

For and on behalf of the Board of Directors

CA. Belle Mohandas Shetty
PARTNER
Mem No. - 031256

Anupam Gupta
(Managing Director)
(DIN-02294687)

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

Place : Mumbai
Date :
UDIN :

Manav Kumar
(Independent Director)
(DIN-08309105)

Chhaya Piyush Patel
(Company Secretary)
54

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Statement of Changes in Equity for the year ended 31 March, 2023

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
706.69	.00	706.69	1413.38	2120.07

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
706.69	.00	706.69	.00	706.69

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	1789.53	5.00	263.75	84.53	1007.50	3150.31
Changes in Accounting Policy or Prior Period Items	.00	.00	.00	.00	.00	.00
Restated Balance at the Beginning of the Current Reporting Period	1789.53	5.00	263.75	84.53	1007.50	3150.31
Total Comprehensive Income for the Current Year	.00	.00	.00	.00	.00	.00
Dividends	.00	.00	.00	.00	.00	.00
Transfer to Retained Earnings	.00	.00	.00	55.64	.00	55.64
Transfer to Statutory Reserve			17.50			17.50
Proceeds of Share Warrants Issued/ Issue of Bonus Shares	-1408.38	-5.00	.00	.00	.00	-1413.38
Balance at the End of the Current Reporting Period	381.15	.00	281.25	140.17	1007.50	1810.06

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	1789.53	5.00	167.91	-292.13	.00	1670.31
Changes in Accounting Policy or Prior Period Items	.00	.00	.00	.00	.00	.00
Restated Balance at the Beginning of the Current Reporting Period	1789.53	5.00	167.91	-292.13	.00	1670.31
Total Comprehensive Income for the Current Year	.00	.00	.00	.00	.00	.00
Dividends	.00	.00	.00	.00	.00	.00
Transfer to Retained Earnings	.00	.00	.00	376.65	.00	376.65
Transfer to Statutory Reserve			95.84			95.84
Proceeds of Share Warrants Issued	.00	.00	.00	.00	1007.50	1007.50
Balance at the End of the Current Reporting Period	1789.53	5.00	263.75	84.53	1007.50	3150.31

During the year under review the share of face value of Rs. 10 per share was split into 10 shares of face value of Rs. 1 each.

During the year under review Company has issued the Bonus Shares in the ratio of 2 bonus shares for every share held.

PRO FIN CAPITAL SERVICES LIMITED
CIN - L51909MH1991PLC250695
Notes to account for the year ending 31 March 2023

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. 28457453/- 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	2.41	16.81
Balance with Scheduled Banks	2.87	3.96
Grand Total	5.27	20.77

Note No. 3
LOANS & ADVANCES

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Advances(Unsecured,Considered Good)	28579.72	24983.93
Loans & Advance to Related Party	993.37	1002.72
Capital Advances	1565.00	1385.00
Grand Total	31138.09	27371.65

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	.00	.00
Fixed Deposit	.00	.00
IIFL Non Convertible Debentures	222.05	222.05
Other Investments	299.01	299.01
Grand Total	521.06	521.06

During the previous 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	.00	.00
(During the year under consideration the company does not have any outstanding debtors as at the date of the Balance sheet)		
Grand Total	.00	.00

Note No. 6**OTHER FINANCIAL ASSETS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Security Deposit :		
Related Parties :		
Rashi Gupta	22.00	22.00
Interest Receivable :		
India Infoline	56.83	5.75
Grand Total	78.83	27.75

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

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Balance with Income Tax Authority (Net of Provisions)	730.85	258.27
Grand Total	730.85	258.27

Note No. 10**INVENTORIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Inventories -Shares (At lower of cost or Market value)	257.54	217.77
Grand Total	257.54	217.77

Note No. 11**TRADE PAYABLES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Trade Payables		
(I) MSME	.00	.00
(II) Others		
Less than 1 Year	16.21	292.53
1 - 2 Years	24.35	30.15
2 - 3 Years	30.15	1.10
More than 3 Years	1.10	.00
(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	71.81	323.77

Note No. 12**BORROWINGS (Other than Debt Securities)**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Secured Loans :		
Term Loans From Banks		
LOAN FROM HDFC BANK	.00	.00
LOAN FROM ICICI BANK (Repayable in 240 installments) (Against Hypothecation of Property @ Banglore @ 8th Floor, C-Wing, Mittal Towers, Mahatma Gandhi Road, Bengaluru - 560001)	437.53	461.58
LOAN FROM ADITYA BIRLA HOUSING FINANCE LIMITED (Repayable 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)	530.90	572.99
LOAN FROM ICICI BANK (Repayable in 48 installments) (Against Hypothecation of Property @ Banglore @ 8th Floor, C-Wing, Mittal Towers, Mahatma Gandhi Road, Bengaluru - 560001 - 2nd Charge)	.00	76.93
LOAN FROM INDIABULLS COMMERCIAL CREDIT LIMITED (Loan Repayable in 42 installments) (Against Hypothecation of Unit No 007-010, Madhava, C-4, Block - E, Bandra Kuria Complex, Bandra East, Mumbai - 400051, Owned by one of the group companies) (Against Hypothecation of Office Space at 503, Westren 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)	5951.47	5853.80
LOAN FROM DHANVARSHA FINVEST LIMITED (Repayable in 48 installments) (Unsecured Loan)	201.10	166.80
LOAN FROM INDIA INFOLINE	371.92	74.40
ICICI OVERDRAFT	.00	.00
Unsecured Loans From Related Parties	18287.32	15982.98
Unsecured Loans From Others	2228.93	2083.15
Grand Total	28009.17	25272.63

Note No. 13**OTHER FINANCIAL LIABILITIES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Proposed Dividend	2.37	2.37
Outstanding Expenses	118.61	108.86
Statutory Liabilities	563.19	185.71
Advances :		
From Related Parties	.00	.00
From Others	2116.12	794.70
Grand Total	2800.28	1091.64

Note No. 14**PROVISIONS**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Provision for Standard Asset (as per RBI Guidelines)	118.29	103.95
Grand Total	118.29	103.95

Note No. 15**SHARE CAPITAL**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
AUTHORISED SHARE CAPITAL		
32,00,00,000 Equity Shares of Rs.1/- each	3200.00	850.00
ISSUED		
212007000 Equity Shares of Rs. 1/- each fully paid	2120.07	706.69
SUBSCRIBED & PAID UP		
212007000 Equity Shares of Rs. 1/- each fully paid	2120.07	706.69
Grand Total	2120.07	706.69

Note 15 (a) Reconciliation of number of shares

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares Held	Rs	No. of Shares Held	Rs
Equity Shares:				
Shares At the Beginning of the year	706.69	706.69	70.67	706.69
Add: Shares Issued during the year	1413.38	1413.38	.00	.00
Shares At the End of the year	2120.07	2120.07	70.67	706.69

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 2023		As at 31st March 2022	
	No. of Shares Held	% of holding	No. of Shares Held	% of holding
TRIYAMB SECURITIES PRIVATE LIMITED	234.25	.00	7.60	.00
DIPAK MATHURBHAI SALVI	-	-	4.12	.00

Details of shares held by promoters in the company :

Promoter Name	As at 31st March 2023		As at 31st March 2022		% Change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Abhay Narain Gupta	11.18	.00	.94	.00	.00
Anupam Narain Gupta	33.23	.00	3.21	.00	.00
Neha Anupam Gupta	11.13	.00	.37	.00	.00
Anupam Gupta HUF	5.55	.00	.19	.00	.00
Ambe Securities Private Limited	1.51	.00	.05	.00	.00
Triyamb Securites Private Limited	234.25	.00	7.60	.00	.00

The share of face value of Rs. 10 per share was split into 10 shares of face value of Rs. 1 each.

During the year under review Company has issued the Bonus Shares in the ratio of 2 bonus shares for every share held

Note No. 16

OTHER EQUITY

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
General Reserves - As per last Balance Sheet		
Opening Balance	5.00	5.00
Add: Additions/ (Deduction) During the year	-5.00	.00
Closing Balance	.00	5.00
Securities Premium		
Opening Balance	1789.53	1789.53
Add: Additions/ (Deduction) During the year	-1408.38	
Closing Balance	381.15	1789.53
Statutory Reserve		
Opening Balance	263.75	167.91
Add: Additions/ (Deduction) During the year	17.50	95.84
Closing Balance	281.25	263.75
Profit & Loss Account		
Opening balance	84.53	-292.13
Add: Additions/ (Deduction) During the year	.00	.00
Add: Profit / (Loss) for the year	55.64	376.65
	140.17	84.53
Preference Shares Warrants Application Money		
Opening Balance	1007.50	1007.50
Add: Additions/ (Deduction) During the year	.00	.00
Closing Balance	1007.50	1007.50
Grand Total	1810.06	3150.31

Note No. 17

REVENUE FROM OPERATIONS

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Sale of Shares	80.36	627.47
Interest Received	1934.47	2042.83
Grand Total	2014.83	2670.30

Note No. 18

INDIRECT INCOME

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Dividend	.00	.51
Rent Income	39.60	.00
Sundry Balances Written Back	.00	688.58
Profit on Sale of Shares of Associate Company (Tera Natural Resources and Pellets Private Limited - Refer Note. 4)	.00	106.78
Grand Total	39.60	795.87

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

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Purchase of Shares	405.11	658.54
Grand Total	405.11	658.54

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

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Opening Stock of Shares	217.77	165.87
Closing Stock of Shares	257.54	217.77
Grand Total	-39.78	-51.90

Note No. 21**EMPLOYEE BENEFIT EXPENSE**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Salaries & Establishment :		
Other Than Related Party	48.32	38.73
Related Party	.00	21.00
Mangerial Remuneration	60.00	60.00
Grand Total	108.32	119.73

Note No. 22**Finance Expense**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Interest on Car Loan	.00	.16
Interest to Private Parties	775.39	1108.28
Interest on Property loan	33.12	47.21
Interest to Aditya Birla Housing Finance Limited	61.49	62.69
Interest to Dhanvarsha Finvest Limited	42.00	31.50
Interest on Top Up Loan from ICICI	3.46	7.37
Interest to Indiabulls Commercial Credit Limited	299.45	682.92
Bank Interest and Processing Charges	.47	11.17
Grand Total	1215.38	1951.30

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

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Depreciation	31.40	36.93
Grand Total	31.40	36.93

Note No. 24**OTHER EXPENSES**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Other than Related Party		
Advertisement Expenses	.50	.68
Audit Fee	.00	5.00
Business Promotion	43.86	11.15
Car Expense	8.83	2.08
Donation	.00	10.07
Electricity & Water Charges	1.23	1.34
Membership & Subscription	4.29	1.36
Office Expense	36.96	4.48
Professional & Consultancy Expenses	31.51	14.49
Rates and Taxes	4.99	1.35
Rent	18.00	24.00
Repair & Maintenance	5.70	2.36
Staff Welfare	8.86	2.46
Taxes & Brokerage	.27	2.33
Telephone & Communication Expenses	1.98	.24
Travelling Expenses	4.36	14.32
Insurance Expenses	.61	.58
Bad Debts Written Off	10.43	.00
Related Party		
Rent - Rashi Gupta	18.00	24.00
Grand Total	200.39	122.29

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 2023.

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.2.27 Lakhs (Previous Year Rs. 5.06 Lakhs) 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	.00	2.27	.00	5.06
Total	.00	2.27	.00	5.06

NOTE NO. 29**ADVANCES**

During the year under consideration, the company had given total loans and advances of Rs. 295.70 Crores, out of the said advances on an amount of Rs. 188.27 Crores the company has charged average interest rate of approx. 9% or more, and on the balance advances given of Rs. 107.43 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. 163.36 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. 0.10 crores from a party, the said loans were written off as the same were not payable any further or the same are not recoverable, the write back/off was done after due approval from the board.

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	55.64	376.65
Total Number of Equity Shares	212007000	7069900
Earning per Share (Rs.)		
Basic	0.03	5.33
Diluted		
Total Number of Equity Shares	212007000	7069900
Add : Weighted Average of Equity Shares Alloted before Balance Sheet date (Refer Equity Share Capital Note	0	0
Total Diluted Equity Shares	212007000	7069900
Diluted	0.03	5.33
Face Value per Share (Rs.)	10	10
During the previous year the face value of Share is Rs. 10/- each against the current year of Rs. 1/- . Therefore, previous year EPS was on face value of Rs 10/- each against the current year of Rs. 1/-		

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

Triyamb Securities Private Limited
Asian Fintrade Services Private Limited
Koshika Bioscience Private Limited
Milgrey Finance and Investments Limited
Ind Renewable Energy Limited
Asian Commtrade Private Limited

Key Managerial Persons

Mr. Anupam Narain Gupta
Mr. Abhay Narain Gupta
Mr. Atul Kumar
Mr. Manav Kumar
Mrs. Neelam
Mr. Neeraj Arora

Relative of Key Managerial Persons

Mrs. Rashli 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	.00	35.81	21.00	89.41
Rent				
Relative of Key Managerial Persons	18.00	69.80	24.00	53.80
Key Managerial Persons Remuneration				
Key Managerial Person Remuneration	60.00	82.80	60.00	65.74
Interest Received				
Key Managerial Persons	.00	.00	.00	.00
Relative of Key Managerial Persons	.00	.00	.00	.00
Associate Companies	.00	.00	86.09	.00
Interest Paid				
Associate Companies	.00	.00	845.79	15500.90
Purchase of Shares				
Associate Companies	.00	.00	129.20	.00
Key Managerial Persons	441.72	.00	.00	.00
Loans Given				
Key Managerial Persons	.00	.00	389.14	.00
Relative of Key Managerial Persons	.00	22.00	.00	.00
Associate Companies	13.00	994.72	507.32	1002.72
Loans Taken				
Associate Companies	6125.22	2094.79	1529.00	15619.21
Key Managerial Persons	632.89	978.97	363.78	363.78
Sale of Investments in Associate Company				
Associate Company	.00	.00	521.73	.00

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 Kurla 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 proeprty 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	993.37	.00

NOTE NO. 37

Accounting Ratios

PARTICULARS	31 ST MARCH 2022	31 ST MARCH 2021
Capital to risk-weighted assets ratio (CRAR)	0.08	0.04
Tier I CRAR	0.08	0.04
Tier II CRAR	0.00	0.00
Liquidity Coverage Ratio	1.04	1.23

As Per our audit report of even Date

For Mohandas & Co.
Chartered Accountants
FRN : 106529W

For and on behalf of the Board of Directors

CA. Belle Mohandas Shetty
PARTNER
Mem No. - 031256

Anupam Gupta
(Managing Director)
(DIN-02294687)

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

Place : Mumbai
Date : 31.05.2023
UDIN : 23031256BGWFD07223

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 1,2022	Addition during the year	Ded/Adj during the year	As at March 31,2023	Upto March 31, 2022	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2023	As at March 31,2023	As at March 31,2022
MOTOR VEHICLES	133.94	.00	.00	133.94	114.11	7.65	.00	.00	121.77	12.17	19.83
OFFICE EQUIPMENT	.98	.00	.00	.98	.83	.10	.00	.00	.94	.04	.15
BUILDINGS	543.95	.00	.00	543.95	93.90	23.64	.00	.00	117.54	426.41	450.05
Total :	678.87	.00	.00	678.87	208.85	31.40	.00	.00	240.24	438.62	470.02
Previous Year Total	678.87	.00	.00	678.87	171.91	36.93	.00	.00	208.85	470.02	506.95

INVESTMENT PROPERTY

Note 9:

Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION					NET BLOCK		
	As at April 1,2022	Addition during the year	Ded/Adj during the year	As at March 31,2023	Upto March 31, 2022	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2023	As at March 31,2023	As at March 31,2022
Property	1772.92	.00	.00	1772.92	.00	.00	.00	.00	.00	1772.92	1772.92
Total :	1772.92	.00	.00	1772.92	.00	.00	.00	.00	.00	1772.92	1772.92
Previous Year Total	.00	1772.92	.00	1772.92	.00	.00	.00	.00	.00	1772.92	.00

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held on Wednesday, 27th September 2023, at the registered office of the Company at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai 400066 at 01:00 PM 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 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) To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act 2013 and the relevant rules framed thereunder, M/s Mohandas & Co Chartered Accountants be and are hereby appointed as the auditors of the Company from the conclusion of this annual general meeting till the conclusion of the 37th annual general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix their remuneration for every financial year.

Special business

4 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 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 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, 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.

5 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 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

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 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.

7. Appointment of Mr. Neeraj Arora (Din: 00177569) as a 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 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 whos 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

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

“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.

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

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

“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.”

11. Issue and allotment of warrants with in option to apply for and be allotted equivalent number of equity shares on preferential issue

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c) of the Companies Act 2013 (the Act) and other applicable and relevant rules made thereunder (including any amendments, statutory modifications or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (SEBI REGULATIONS), SEBI LODR, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Company Affairs(MCA), Securities And Exchange Board of India (SEBI), Reserve Bank of India (RBI), Government of India (GOI), stock exchange and /or any other competent authorities (Applicable Regulatory Authorities) from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable

Regulatory Authorities, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from them in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and / or sanctions, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (the Board which term shall include any committee thereof which the Board may constitute or may hereinafter constitute to exercise its powers including the powers conferred by this resolution, to create, offer issue and allot 9,75,00,000 (Nine Crore Seventy Five Lakh) Equity shares convertible warrants(warrants) each carrying a right to subscribe to one equity share of Rs. 1 each per warrant, at a price to be determined as per Chapter V of the SEBI (ICDR) 2018 by way of preferential issue to the identified persons mentioned below:

i) Persons belong to the promoter group

Sr. No.	Name of the person	Number of warrants
1	Neha Gupta	90,00,000 (Ninety Lakhs)
2	Rashi Gupta	90,00,000 (Ninety Lakhs)
3	Satyawati Gupta	90,00,000 (Ninety Lakhs)
4	Ambe Securities Private Limited	4,50,00,000 (Four Crore Fifty Lakhs)

i) Persons not belonging to promoter group(Non-Promoters)

Sr. No.	Name of the person	Number of warrants
5	Hemal Mehta	90,00,000 (Ninety Lakhs)
6	Anilkumar Agrawal	1,65,00,000 (One Crore Sixty Five Lakhs)

On such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Resolved further that the relevant date for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be August 28, 2023, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. September 27, 2023.

RESOLVED FURTHER THAT the issue of warrants and the equity shares to be allotted on exercise of convertible option under the warrants shall be subject to the following terms and conditions:

- i) An amount equivalent to 25% of the price as may be determined as on the relevant date, shall be payable at the time of subscription of allotment of each warrant and the balance 75% of the price shall be payable by the warrant holder against each warrant at the time of allotment of equity shares pursuant to exercise of option attached to warrants. The amount

- paid against the warrants shall be adjusted/set off against the price for the resultant equity share;
- ii) The warrants shall be allotted within a period of 15 days from the deemed date of passing of the special resolution ;
 - iii) The equity shares allotted on exercise of option under the warrants, shall be subject to lock in for such period as may specified in the provisions of Chapter V of SEBI ICDR 2018.
 - iv) The warrants do not give to its holders any rights /entitlements as a shareholder of the Company. The warrants are not tradable in any stock exchange nor are they transferable.
 - v) The warrant holders may exercise their option to subscribe for the equity shares in one or more tranches at any time on or before expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants to be converted into shares along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the members allot the corresponding number of equity shares in dematerialized form
 - vi) The equity shares to be allotted on exercise of option to subscribe to the equity shares by the warrant holders, shall be fully paid up, and rank pari passu with the existing equity shares in all respects (including with respect to dividend and voting powers)from the date of allotment thereof, and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
 - vii) In the event the warrant holder does not exercise the option under the warrants to subscribe to the equity shares within 18 months from the date of allotment of warrants, the warrants shall lapse and the amount paid to the Company at the time of subscription of the warrants shall be forfeited
 - viii) The equity shares to be allotted and issued on exercise of option to subscribe to the equity shares, will be listed in Bombay Stock Exchange(BSE) subject to receipt of necessary and approvals from BSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining in principle approval, listing of shares, filing of requisite forms, documents with the applicable regulatory authorities as may be necessary or required in this regard and settle any questions and difficulties that may arise in the proposed preferential issue and utilization of issue proceeds without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a committee of the Board or any such person(s), as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purpose of preferential issue and settle any questions or difficulties that may arise in regard to the preferential issue.

Date : 29.08.2023
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 32nd 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. 27th September 2023.

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 2022-23 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 21st September, 2023 to 27th September, 2023 (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 2022-23 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 2022-23 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. 27th September, 2023.

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. Wednesday, 20th September, 2023,. 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. Wednesday, 20th September, 2023, only shall be entitled to avail the facility of remote e-voting provided at the Meeting.

23. The remote e-voting period commences on Sunday, 24th September, 2023 from 9:00 a.m. IST and ends on Tuesday, 26th September, 2023 at 5:00 p.m. IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 20th September, 2023, 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 Mrs. Pooja Amrat Shetty, 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. Wednesday, 27th September, 2023.

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 Wednesday, September 20, 2023, 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 2022-23 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 32nd 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 Sunday, September 24 2023 at 09:00 A.M. and ends on Tuesday, September 26, 2023 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 20, 2023, 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 20, 2023.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.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 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

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from

	<p>a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting 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 pooja.shetty077@gmail.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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to **NSDL** 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: 29.08.2023
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 4,5 and 6

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 May 30, 2023.
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 Nature of Indebtness/ Cost of Funds/Tenure	Not Applicable
7	Applicable terms, including covenants, tenure, interest rate,	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

	repayment schedule, whether secured (nature of security) or unsecured	down. 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.
8	Purpose for which funds will be utilised by related parties	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 .
	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	The percentage will vary from year to year depending upon the turnover of Pro Fin Capital Services Limited. 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.
	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	This will provide financial assistance to related parties to enable them to overcome miss match of their assets and liabilities. The Company derives benefits by way of interest as the Company is loan NBFCcompany.
	Any other information relevant or important for the shareholders to take an informed decision	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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. 7

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Neeraj Arora) as an Additional Director in the Board Meeting held on 15.07.2023. In terms of Section 161(1) of the Companies Act, 2013 Mr. Neeraj Arora holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Neeraj Arora being eligible has offered himself for appointment as a Director. The Board of Directors is of the opinion that Mr. Neeraj Arora 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.

Item No. 8

Mr. Atul Kumar was appointed as Independent Directors on the Board of Directors of your Company ("the Board") effective 05.09.2018 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their AGM held on 30.09.2019. He hold office as Independent Directors of the Company up to September 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such

appointment in the Board's report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of their respective first term.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Atul Kumar for the office of Director of the Company.

The Company has received declarations from Mr. Atul Kumar confirming that he meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Atul Kumar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to continue as Directors. They are not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. They do not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice

Brief Profile of Mr. Atul Kumar are mentioned below:

Mr. Atul Kumar, has done Master of Business Administration [MBA] in finance and has a decade experience in the financial market

Further the performance evaluation of Mr. Atul Kumar was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and their advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high performance ratings received by the said Independent Directors in their respective performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Atul Kumar as Independent Directors of the Company would be of immense benefit and value to the Company.

Mr. Atul Kumar would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imburement for expenses incurred in connection with attending Board/ Committee meetings, remuneration including commission as determined each year by the NRC and the Board within the limits approved by the Members of the Company from time to time, as permitted by law with requisite approvals.

None of them are inter-se related to each other or to any other Director or Key Managerial Personnel ("KMPs") of the Company. Their attendance record at Board and Committee meetings of the Company held during last three years, on an average, has been more than 80%

Other disclosures and details of terms and conditions of reappointment of Mr. Atul Kumar as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

Terms and conditions of the appointment of Mr. Atul Kumar as Independent Directors of the Company are available on the website of the Company and can be accessed on the web site of company profincapital.co.in.

Save and except for Mr. Atul Kumar, and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at 8 of the Notice.

The Board recommends the Special Resolutions as set out at 8 of the accompanying Notice for the reappointment of Mr. Atul Kumar, as Independent Directors of the Company to hold office for a second term of five consecutive years, commencing from September 2023 to September 2028 on such terms as stated herein for approval of the Members of the Company.

All relevant documents and papers relating to Item Nos. 8 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to profin.capital1@gmail.com.

Item No. 9

Item No. 4: The Board of Directors at its meeting held on August 29, 2023 re-appointed Mr. Anupam Gupta (Din- 02294687) as Managing Directors of the Company with effect from April 01, 2023 for the period of Five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and remuneration Committee. The main terms and conditions of his re-appointment as Managing Director are as follows:

- a. The of appointment: Five years with effect from April 01, 2023
- b. Salary: 75,000/- (Rupees Seventy Five Thousand) per month inclusive of all benefits and perquisites.
- c. The Managing Director Shall Exercise substantial powers of management subject to supervision, direction and control of the Board of Directors
- d. The employment can be terminated by either party by giving 3 months notice in writing.

The Board therefore recommends the resolution for your approval

Except Mr. Abhay Gupta (being relative of the appointee) and their relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested in this Resolution.

Item No. 10:

The Board of Directors at its meeting held on August 29, 2023 re-appointed Mr. Abhay Gupta (Din-02294699) as Jt. Managing Directors of the Company with effect from April 01, 2023 for the period of Five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and remuneration Committee. The main terms and conditions of his re-appointment as Managing Director are as follows:

- a. The of appointment: Five years with effect from April 01, 2023
- b. Salary: 75,000/- (Rupees Seventy Five Thousand) per month inclusive of all benefits and perquisites.
- c. The jt. Managing Director shall perform such functions as may be assigned to him by the Board.

The Board therefore recommends the resolution for your approval

Except Mr. Anupam Gupta and (being relative of the appointee) and their relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested in this Resolution.

Item No. 11:

- i) **Particulars of offer, including date of passing of the Board resolution, kind of securities offered, maximum number of securities to be issued and the issue price.**

The Board of Directors at their meeting held on 29th August 2023 had, subject to approval of the members of the Company and such other approvals as may be required, approved the issuing of 9,75,00,000 (Nine Crore Seventy Five Lakh) warrants each carrying a right to subscribe to one equity share of Rs. 1 to the persons of promoter group and persons of non promoter group , as per details given in the resolution, at a price to be determined as on the relevant date as per Chapter V of SEB ICDR 2018.

An amount equivalent to 25% of the price as may be determined as on the relevant date, shall be payable at the time of allotment of each warrant and the balance 75% of the price shall be payable by the warrant holder against each warrant at the time of allotment of equity shares pursuant to exercise of option attached to warrants. The amount paid against the warrants shall be adjusted/set off against the price for the resultant equity share.

The terms and conditions of the preferential allotment of warrants and of the equity shares to be allotted on exercise of option to subscribe for the equity shares under the warrants are mentioned in the resolution.

ii) Objects of preferential issue

The proceeds of the issue are to be utilized for future funding requirements of the business of the Company and other general corporate purposes of the Company.

iii) Relevant Date

The relevant date for determining the floor price shall be 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue

Relevant date is August 28, 2023

iv) Pricing of the issue

The equity shares of the Company are listed in BSE. The Company's shares are frequently traded in BSE. As per provisions of the SEBI ICDR 2018, The price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (i) Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the relevant date;
- (ii) or (ii) Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the relevant date.

Adjustments of the price: The price determined above and the number of equity shares to be allotted on exercise of option under the warrants shall be subject to appropriate adjustments as permitted under applicable SEBI ICDR 2018.

v) Maximum number of equity shares to be issued

9,75,00,000 (Nine Crore Seventy Five Lakh) warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten) each.

vi) Amount which the Company intends to raise by way of such securities.

Not exceeding 11,00,00,000 (Rupees Eleven Crores)

vii) Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the preferential allotment

The warrants are proposed to be offered to some constituents of promoter group whose names are mentioned in the resolution. None of the directors or key managerial personnel intends to subscribe to the warrants. The constituents of the promoter group who are to be

offered warrants are relatives of the Managing Director and Whole time Director of the Company.

viii) Time frame within which the preferential allotment shall be completed:

As per SEBI ICDR 2018, the warrants will be allotted within 15 days from the date on which the special resolution has been passed in the meeting of shareholders

The warrant holders shall exercise the option to subscribe for the shares in one or more tranches at any time on or before expiry of 18 months from the date of allotment of warrants. Accordingly, the Company shall, without any further approval from the members of the Company allot the equity shares in dematerialized form.

ix) Shareholding pattern of the Company before and after the preferential issue:

Category	Pre Preferential holding	%	Post preferential holding *	%
A Promoter	25933823	12.23	97933823	31.64
B Public	9035630	4.26	9035630	2.91
i) Bodies Corporate				
ii) Clearing Member	1020	0.0005	1020	0.00033
iii) Other Individual - HUF	5237337	2.47	5237337	1.69
iv) Individual	171799190	81.034	197299190	63.74

- Assuming all warrants issued are converted into equity shares

x) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential allotment.

There are no natural persons who are the ultimate beneficial owners of the shares proposed to be allotted as the proposed allottees are themselves individuals and hold the shares as such.

Some allottees are part of the promoter group and the holdings of promoter group, pre and post preferential issue, are given hereunder:

	Promoter Group
--	----------------

	Pre Preferential holding		Post preferential holding	
Name	Number of shares	% of holding	Number of shares	% of holding
Neha Gupta	1112520	0.52	10112520	3.26
Rashi Gupta	0	0	9000000	2.90
Satyawati Gupta	0	0	9000000	2.90
Ambe securities Private Limited	150900	0.07	45150900	14.58

Persons of non-promoter group				
	Pre preferential holding		Post preferential holding	
Name	Number of shares	% of holding	Number of shares	% of holding
Hemal Mehta	0	0	9000000	2.90
Anilkumar Agrawal	0	0	16500000	5.33

- Assuming that the warrant holders exercise their option to subscribe to the shares.

There shall be no change in management and control of the Company pursuant to the proposed preferential issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the preferential allotment.

(x) Lock in period

The shares to be allotted pursuant to the preferential issue shall be subject to lock in in accordance with provisions of Chapter V of SEBI ICDR 2018.

The pre preferential holdings, if any, of the persons belonging to promoter group to whom the preferential issue is proposed to be made, shall be subject to lock in from the relevant date upto a period of six months from the date of trading approval granted by BSE.

(xi) Undertakings

- None of the Company, its directors or promoter have been declared as willful defaulter as defined in SEBI ICDR regulations. None of its directors or promoter is a fugitive economic offender under SEBI ICDR 2018.
- The Company is eligible to make the preferential allotment to persons in the promoter group and other non promoter persons, as per SEBI ICDR.
- As the equity shares have been listed in BSE for a period of more than twenty six weeks as on the relevant date, provisions of Regulation 164(3) of SEBI ICDR shall not be applicable
- The Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

(xii) Auditors Certificate

The certificate from practicing company secretary certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR 2018 shall be made available electronically to the members, on receipt of specific request received in this regard.

Certificate is also available on the website of the company [www. https://www.profincapital.co.in/](https://www.profincapital.co.in/)

(xiii) Other disclosures

- (a) During the period from 1st April 2023 till the date of this notice, the Company has not made any preferential issue.
- (b) The proposed allottees in the promoter group and other allottees have not sold or transferred Company's equity shares during the 90 trading days preceding the relevant date.

Approval of members is sought for issue of warrants by way of preferential issue by way of special resolution as set out in the notice.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its members . They therefore, commend the special resolution for approval of the members.

Neha Gupta , Rashi Gupta and Satyawati Gupta, the proposed allottees from the promoter group are related to Mr. Anupam Gupta, Managing Director and Mr. Abhay Gupta, the whole time director. None of the other proposed allottees is relative of any director or key managerial personnel of the Company.

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	<ul 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	1) Milgrey Finance And Investments Limited Nomination & Remuneration Committee - Chairman
Number of meetings attended during the year	16
Shareholding in the Company	11,18,200
Relationship with any Director (s) of the Company	He is related to Mr. Anupam Gupta- Managing director

Name	Anupam Narain Gupta
DIN	02294687
Age	47
Date of Appointment	16/02/2011
Qualification	B.com
Other Directorship	1) Ind Renewable Energy Limited 2) Asian Commtrade Private Limited 3) Asian Fintrade Services Private Limited 4) Koshika Bioscience Private Limited 5) Triyamb Securities Private Limited
Expertise	Mr. Anupam Gupta 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	15
Shareholding in the Company	33,23,160
Relationship with any Director (s) of the Company	He is related to Mr. Abhay Gupta- Whole time Director
Name	Atul Kumar
DIN	07271915
Age	45
Date of Appointment	05/09/2018
Qualification	Master of Business Administration [MBA] in

	finance
Other Directorship	1) WINPRO INDUSTRIES LIMITED
Expertise	Mr. Atul Kumar has a decade experience in the 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	16
Shareholding in the Company	NIL
Relationship with any Director (s) of the Company	NIL

Name	Neeraj Arora
DIN	00177569
Age	54
Date of Appointment	26/01/1969
Qualification	B.com
Other Directorship	Winpro Industries Limited
Expertise	Mr. Neeraj Arora has over 10 years of experience in the field of finance.
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	5
Shareholding in the Company	NIL
Relationship with any Director (s) of the Company	NIL

Date : 29.08.2023
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)

32nd Annual General Meeting on Wednesday, 27th September, 2023

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		Signature
E-mail id		

As my/our proxy to attend or vote for me /us and on my/our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Wednesday, 27th September, 2023 at 01.00 pm 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 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.	To appoint M/s Mohandas & Co Chartered Accountants as Statutory Auditor of the Company		
Special business			
4.	Approval of material related transactions with Milgrey Finance And Investments Limited		
5.	Approval of material related transactions with Triyamb Securities Private Limited		
6.	Approval of material related transactions with Ambe Securities Private Limited		
7.	Appointment of Mr. Neeraj Arora (Din: 00177569) as an Independent Director of the Company		
8.	Appointment of Mr. Atul Kumar (Din: 07271915) as an Independent Director of the Company for the second term of five years		
9.	Re-appointment of Mr. Anupam Gupta (Din- 02294687) as the Managing Director		
10.	Re-appointment of Mr. Abhay Gupta (Din- 02294699) as the Jt. Managing Director		
11.	Issue and allotment of warrants with in option to apply for and be allotted equivalent number of equity shares on preferential issue		

Signed this Day of2023.

Signature of the shareholder: _____

Signature of 1st Proxy holder: _____

Signature of 2nd Proxy holder: _____

Signature of 3rd Proxy holder: _____

Affix Revenue Stamp

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 32nd Annual General Meeting of PRO FIN CAPITAL SERVICES LIMITED, at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066, on Wednesday, 27th September, 2023 at 01.00.

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ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD
Electronic Voting Event Number		

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 32nd Annual General Meeting on Wednesday, 27th September, 2023 at 01.00**

You are cordially invited to attend the 31st Annual General Meeting of the Company on Wednesday, 27th September, 2023 at 01.00 at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066.

- **ROUTE MAP TO THE VENUE**

