



27-09-2024

To,
The Manager,
Department of Corporate Services,
BSE Limited,
P.J.Towers, Dalal Street,
Mumbai – 400 001.

Script Code: 534733

Subject: Details regarding the voting results of the 33rd Annual General Meeting (AGM) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results in the prescribed format in respect of the votes cast through remote e-voting and e-voting at the 33rd Annual General Meeting held on 25th September 2024.

We have also enclosed the consolidated report of the Scrutinizer on votes cast through remote e-voting and E-voting during the 33rd AGM.

You are requested to take the same on record.

Thanking You,

Yours Faithfully,

For Pro Fin Capital Services Limited

Anupam Gupta
Director
DIN: 02294687

General information about company	
Scrip code	511557
NSE Symbol	
MSEI Symbol	
ISIN	INE732K01027
Name of the company	PRO FIN CAPITAL SERVICES LTD
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:10 AM

Scrutinizer Details	
Name of the Scrutinizer	SWAPNIL PANDE
Firms Name	SCP AND CO
Qualification	CS
Membership Number	44893
Date of Board Meeting in which appointed	22-08-2024
Date of Issuance of Report to the company	27-09-2024

Voting results	
Record date	18-09-2024
Total number of shareholders on record date	28509
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	63
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statement for the financial year ending 31st March 2024, and the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9714023	9588369	98.7065	9588369	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9714023	9588369	98.7065	9588369	0	100
Public- Institutions	E-Voting	500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		500000	0	0	0	0	0
Public- Non Institutions	E-Voting	201792977	19508412	9.6675	19508172	240	99.9988	0.0012
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		201792977	19508412	9.6675	19508172	240	99.9988
Total		212007000	29096781	13.7244	29096541	240	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Abhay Narain Gupta (Din- 02294699) who retires by rotation and being eligible offers himself for re appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9714023	9588369	98.7065	9588369	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9714023	9588369	98.7065	9588369	0	100
Public- Institutions	E-Voting	500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		500000	0	0	0	0	0
Public- Non Institutions	E-Voting	201792977	19508412	9.6675	19483488	24924	99.8722	0.1278
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		201792977	19508412	9.6675	19483488	24924	99.8722
Total		212007000	29096781	13.7244	29071857	24924	99.9143	0.0857
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approve increase in Authorised Share Capital of the Company and make consequent alteration in clause V of the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9714023	9588369	98.7065	9588369	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9714023	9588369	98.7065	9588369	0	100	0
Public-Institutions	E-Voting	500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	201792977	19508412	9.6675	19508152	260	99.9987	0.0013
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201792977	19508412	9.6675	19508152	260	99.9987	0.0013
Total		212007000	29096781	13.7244	29096521	260	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendment of capital clause in the Articles of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9714023	9588369	98.7065	9588369	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9714023	9588369	98.7065	9588369	0	100
Public-Institutions	E-Voting	500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		500000	0	0	0	0	0
Public- Non Institutions	E-Voting	201792977	19508412	9.6675	19508152	260	99.9987	0.0013
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		201792977	19508412	9.6675	19508152	260	99.9987
Total		212007000	29096781	13.7244	29096521	260	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Nirmal Lunkar (DIN: 05250550) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9714023	9588369	98.7065	9588369	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9714023	9588369	98.7065	9588369	0	100	0
Public- Institutions	E-Voting	500000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	500000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	201792977	19508412	9.6675	19508152	260	99.9987	0.0013
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201792977	19508412	9.6675	19508152	260	99.9987	0.0013
Total		212007000	29096781	13.7244	29096521	260	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

CONSOLIDATED SCRUTINIZER'S REPORT

Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Chairman of PRO FIN CAPITAL SERVICES LTD

The **Annual General Meeting** of the Members of **PRO FIN CAPITAL SERVICES LTD (CIN: L51909MH1991PLC250695)** held on Wednesday, 25th September 2024 at 11:00 A.M. IST through video conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted at the Annual General Meeting of the Members of Pro Fin Capital Services Ltd held on Wednesday, 25th September 2024 at 11:00 A.M. through video conferencing ("VC") / Other Audio-Visual Means ("OAVM").

1. I, Swapnil C. Pande proprietor of M/s. SCP & CO., Practicing Company Secretary (Membership No. ACS 44893 / C.P. No 21962) appointed as the Scrutinizer by the Board of **Pro Fin Capital Services Ltd ("The Company")** for the purpose of scrutinizing remote e-voting and e-voting conducted at the Annual General Meeting("AGM") held through video conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Wednesday, 25th September 2024 at 11:00 A.M. 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The AGM is held in compliance with the MCA General Circular dated 28th December 2022 read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.



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Reg. Office: A/302, Old Ashok Nagar, Vazir
Naka, Borivali (W), Mumbai- 400091.
Branch Office: 26, Gayatri Industrial Estate,
Navghar, Vasai (E), Palghar- 401210.

3. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system offered by NSDL prior to AGM as well as during the AGM. The Management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting and e-voting conducted at the AGM to the members on the resolutions proposed in the Notice calling the AGM of the Company.
4. The notice dated 22nd August 2024 convening AGM was sent to the shareholders on 3rd September 2024 through electronic mode to those members whose email addresses were registered with the Company/Depositories.
5. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting and e-voting by the Shareholders of the Company at the AGM.
 - a) Prior to the date of the AGM, the remote e-voting period commenced on Sunday, 22nd September 2024 at 09:00 A.M. and ended on Tuesday, 24th September 2024 at 05:00 P.M., further the e-voting system was disabled thereafter.
 - b) Further, the Company had also provided e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
6. The Equity Shareholders holding shares as on 18th September 2024, "Cut Off date" were entitled to vote on the resolutions stated in the notice of the AGM of the Company.
7. After the completion of the e-voting process at the AGM, the votes cast through remote e-voting prior to the date of the AGM as well as during the AGM were unblocked and downloaded the e-voting from the website of NSDL in the presence of two witnesses - who are not in the employment of the Company.

I now, submit my combined report as under on the results of the remote e-voting prior to the date of the AGM as well as during the AGM in respect of the each of the resolutions as set out in the Notice dated 22nd August 2024:

Resolution No 1: Ordinary Resolution: Adoption of Financial Statement for the financial year ending 31st March 2024, and the Reports of the Board of Directors and Auditors thereon



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Naka, Borivali (W), Mumbai- 400091.
Branch Office: 26, Gayatri Industrial Estate,
Navghar, Vasai (E), Palghar- 401210.

Voting Description	Remote E-voting		Percentage (%)
	No. of Members Voted	No. of valid votes cast by them	
Voted - Favour	167	29096541	99.99
Voted - Against	2	240	0.01
Total	169	29096781	100
Invalid Votes	-	-	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 22nd August 2024 has been passed with requisite majority.

Resolution No 2: Ordinary Resolution: To appoint a director in place of Mr. Abhay Narain Gupta (Din-02294699) who retires by rotation and being eligible offers himself for re appointment

Voting Description	Remote E-voting		Percentage (%)
	No. of Members Voted	No. of valid votes cast by them	
Voted - Favour	164	29071857	99.99
Voted - Against	5	24924	0.01
Total	169	29096781	100
Invalid Votes	-	-	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 22nd August 2024 has been passed with requisite majority.

Resolution No 3: Special Resolution: To Approve increase in Authorised Share Capital of the Company and make consequent alteration in clause V of the Memorandum of Association.

Voting Description	Remote E-voting		Percentage (%)
	No. of Members Voted	No. of valid votes cast by them	
Voted - Favour	166	29096521	99.99
Voted - Against	3	260	0.01
Total	169	29096781	100
Invalid Votes	-	-	-

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 3 of the Notice of the AGM dated 22nd August 2024 has been passed with requisite majority.

Resolution No 4: Special Resolution: Amendment of capital clause in the Articles of Association:

Voting Description	Remote E-voting		Percentage (%)
	No. of Members Voted	No. of valid votes cast by them	
Voted - Favour	166	29096521	99.99
Voted - Against	3	260	0.01
Total	169	29096781	100
Invalid Votes	-	-	-

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 22nd August 2024 has been passed with requisite majority.

Resolution No 5: Ordinary Resolution: Appointment of Mr. Nirmal Lunkar (DIN: 05250550) as an Independent Director of the Company

Voting Description	Remote E-voting		Percentage (%)
	No. of Members Voted	No. of valid votes cast by them	
Voted - Favour	166	29096521	99.99
Voted - Against	3	260	0.01
Total	169	29096781	100
Invalid Votes	-	-	-

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 22nd August 2024 has been passed with requisite majority.

Thanking You,
Yours Faithfully,

For M/S. SCP & CO.
Practicing Company Secretaries

Counter Signed by

Swapnil Pande
ACS No: 44893; CP No.: 21962
Peer Review Certificate No: 1958/2022
Place: Mumbai

Anupam Gupta
Chairman & Director
DIN:02294687
PRO FIN CAPITAL SERVICES LTD

Date: 27-09-2024
UDIN No.: A044893F001340374