

ASHU GUPTA & CO.
COMPANY SECRETARIES

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To,

Date : January 31, 2022

The Board of Directors

PMC Fincorp Limited

CIN :L27109UP1985PLC006998

B-10, VIP Colony, Civil Lines, Rampur , Uttar Pradesh, 244901

Subject : Proposed Preferential Issue of upto 7,00,00,000 Fully Convertible Warrants of face value of Rs. 1/- each by PMC Fincorp Limited (“the Company”) in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

Dear Sirs / Madam,

In connection with the proposed preferential issue of up to 2,00,00,000 (Two Crore) Fully Convertible Warrants (“Warrants”) to persons belonging to Promoter and Promoter Group and upto 5,00,00,000 (Five Crore) Fully Convertible Warrants to persons belonging to Non-Promoter Group, for cash, at an issue price of Rs. 9.90/- (Rupees Nine and Ninety Paise Only) per warrant which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Re.1/- (Rupees One Only) each, for an aggregate amount of up to Rs. 69,30,00,000/- (Rupees Sixty-Nine Crore Thirty Lakh Only) by the Company, as approved by the Board of Directors of the Company in their meeting held on Wednesday, January 19, 2022, subject to approval of shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India, BSE Limited and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of the Security and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “SEBI ICDR Regulations 2018”), we hereby certify that the proposed preferential issue is being in accordance with SEBI ICDR Regulations 2018, as applicable to the preferential issue.

For Ashu Gupta & Co.

Company Secretaries

Ashu Gupta

(Prop.)

M. No. FCS 4123

CP No. 6643

UDIN: F004123C002350170