

January 31, 2022

To,

The Listing Department
BSE Ltd.
P. J. Towers, Dalal Street,
Mumbai-400001

Dear Sir,

Scrip Code: 534060

Sub: Intimation of Date of Extra Ordinary General Meeting (EGM).

Dear Sir,

This is to inform you that the Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on Thursday, the February 24, 2022 at 11:00 A.M through Video Conferencing/Other Audio Visual Means (VC/OAVM) Facility. The copy of the Extra Ordinary General Meeting (EGM) Notice is attached.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company shall provide to its members the facility to exercise their votes electronically for transacting the items of business as set out in the Notice convening the Extra Ordinary General Meeting (EGM) of the Company. The requirements of sending physical copy of the Notice of the EGM to the members have been dispensed with vide MCA Circular(s) and SEBI Circular. The Notice of the EGM is also being uploaded on the website of the Company at www.pmcfincorp.com.

For the aforesaid purpose the Company has fixed Thursday, the February 17, 2022 as the cut-off date to determine the entitlement of voting rights of members opting for e-voting.

The Company had entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.

Further we wish to inform you that we have changed the company website link from www.pmcfinance.in to www.pmcfincorp.com, kindly update as same on your record.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **PMC Fincorp Limited**

(CHETNA SAJWAN)
Company Secretary/Compliance Officer
Encl.: as above

**NOTICE FOR
EXTRA ORDINARY GENERAL MEETING**

PMC Fincorp Limited

CIN: L27109UP1985PLC006998

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

PMC Fincorp Limited

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436846, Email Id: prtimercantile@gmail.com Website : www.pmcfincorp.com

CIN: L27109UP1985PLC006998

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the members of PMC Fincorp Limited ("Company") will be held on **Thursday, February 24, 2022 at 11.00 A.M.** (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility ("Notice"), to transact the following business: -

SPECIAL BUSINESSES

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 52,00,00,000/- (Rupees Fifty Two Crores only) divided into 52,00,00,000 (Fifty Two Crore) Equity Shares of Re. 1/- each to Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered and the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

" V. The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore Only) divided into 60,00,00,000 Equity Shares of Re. 1/- each with power to increase, reduce or reorganize the same in accordance with the provisions of Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the company and Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

ITEM NO. 2

ISSUANCE OF 7,00,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO 'PROMOTER' AND 'NON-PROMOTER' CATEGORY

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the BSE Limited the stock exchange where the shares of the Company are listed {"**Stock Exchange(s)**"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory,

regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis upto 2,00,00,000 *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 upto Rs. 69,30,00,000/- (Rupees Sixty-Nine Crore Thirty Lakh Only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging in the manner as follows:

S. No.	Name of the proposed allottee	Category	No. of Warrants proposed to be allotted
1.	Mr. Bhavya Dhiman	Non-Promoter	1,25,00,000
2.	Mr. Kevin Maheshkumar Shah	Non-Promoter	1,25,00,000
3.	Mr. Shah Aagam Maheshbhai	Non-Promoter	1,25,00,000
4.	Mr. Salvi Dipak Mathurbhai	Non-Promoter	1,25,00,000
5.	Mr. Prabhat Modi	Promoter & Promoter Group	50,00,000
6.	M/s. Prabhat Management Services Pvt. Ltd.	Promoter & Promoter Group	1,50,00,000
Total			7,00,00,000

"RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Warrants is **Tuesday, January 25, 2022**, being the date, which is 30 days prior to the date of this Extraordinary General Meeting (i.e. Thursday, February 24, 2022).

"RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

"RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Directors and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

ITEM NO. 3

To consider and appoint Mr. Abhay Kumar (DIN: 09412231) as Non-Executive Independent Director and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR, 2015"), Mr. Abhay Kumar (DIN: 09412231) who was appointed as an Additional Director on the Board of Directors (Board) of the Company with effect from November 24, 2021 under Section 161 of the Companies Act, 2013 and qualifies for being appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing him candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, to hold office for a period of 5 (five) consecutive years w.e.f. November 24, 2021, whose period of office shall not be liable to retire by rotation."

ITEM NO. 4

To consider and appoint of Mr. Prabhat Modi (DIN: 08193181) as a Director (Non-Executive) of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Prabhat Modi (DIN: 08193181), who was appointed as an Additional Director (Non-Executive) of the Company with effect from November 24, 2021, by the Board of Directors and to hold office for a period 5 Consecutive year in terms of Section 161(1) of the

Companies Act, 2013 ("Act"), and he is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non Independent Director of the Company, liable to be retire by rotation;

By Order of the Board
For PMC Fincorp Limited

Sd/-

(Chetna Sajwan)

Company Secretary and Compliance Officer

Membership No. 60209

Date : January 19, 2022

Place : New Delhi

NOTES:

1. In view of the continuing the global outbreak of the COVID19 pandemic and to ensure social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020,39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2022 and June 23, 2021 respectively, and clarification circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") has allowed Companies to hold the Extra-Ordinary General Meeting ("EGM")/AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act. 2013 setting out all material facts and reasons for the aforesaid special businesses is annexed hereto and forms part of this Notice.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such proxy need not be a member of the company. A person can act as proxy on behalf of not exceeding 50 members and holding In the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. A proxy is allowed to be appointed under section 105 of the Act to attend and to vote at general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars and SEBI Circular, there is no requirement of appointment of proxy for this EGM, since for the EGM under this framework physical attendance of the Members in any case has been dispensed with.
5. Corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy or the board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
6. In case or joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

7. The Notice of the EGM, details and instructions for e-voting is uploaded on the Company's website www.pmcfinance.in and may be accessed by the members. The physical copies of the aforesaid documents, Auditors certificate and other statutory registers will also be available at the Company's registered office for inspection during normal business hours (except Saturday, Sunday and National Holidays) from 11:00A.M. to 04:00 P.M from the date hereof upto the date of the EGM, Copies of the Notice of the EGM, details and instructions for e-voting are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, the February 17, 2022 only shall be entitled to avail the remote a-voting facility as well as voting in the EGM.
9. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date i.e. Thursday, the February 17, 2022 may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 18-00-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
10. The members are requested to intimate to the Company, queries, if any, at least 5 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
12. The Board of Directors has appointed **Ms. Ashu Gupta (CP No. 6646) of M/s. Ashu Gupta & Co.**, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents. In respect of shares held in Electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Indus Portfolio Private Limited for assistance in this regard.
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 DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company/Registrar & Transfer Agents.
16. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company/Depository Participant(s) for receiving all communication including Notices, Circulars, etc. from the Company electronically.

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE EVOTING

1. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
2. Since the EGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip is not annexed in this Notice
3. Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned in the notice which shall be kept open for the Members from 10:30 a.m. IST i.e. 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EGM.
4. The facility for voting during the EGM will also be made available. Members present in the EGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.
5. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 or such higher Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first-come first-served principle.
6. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI LODR Regulations read with MCA Circulars and SEBI Circular (as amended) the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.pmcfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

- I. The remote a-voting period commences on Monday, February 21, 2022 (9:00 A.M.) and ends on Wednesday, February 23, 2022 (5:00 P.M). During this period members of the Company. holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, the February 17, 2022, may cast their vote by remote e-voting. The remote a-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolutions is cast by the member, the member shall not be allowed to change it subsequently
- II. The Members who have cast their vote by remote e-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.
- III. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
- IV. 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:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, February 21, 2022 (9:00 AM) and ends on Wednesday, February 23, 2022 (5:00 PM) IST. 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. Thursday, February 17, 2022, 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 Thursday, February 17, 2022.

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 and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL MobileApp "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing dematAccount Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the dematAccount. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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 or joining virtual meeting & voting during the meeting.</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 above mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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. Your password details 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 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.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
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. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 1800-1020-990 and 1800 224 430.

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 pritimercantile@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 pritimercantile@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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at prtimercantile@gmail.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at prtimercantile@gmail.com. The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email id, mobile number at prtimercantile@gmail.com between Monday, 14th February, 2022 (9.00 a.m. IST) to Saturday, 19th February, 2022 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

By Order of the Board
For PMC Fincorp Limited

Sd/-

(Chetna Sajwan)

Company Secretary and Compliance Officer
Membership No. 60209

Date : January 19, 2022

Place : New Delhi

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Ordinary/Special Resolutions mentioned in the accompanying Notice:

Item No. 1:

Your Company is contemplating the preferential issue of Fully Convertible Warrants ("Warrants") in order to meet the funding and business-related requirements of the Company but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes, and in view thereof, the Company needs to have enough unissued Authorized share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized share Capital of the Company is Rs. 52,00,00,000/- (Rupees Fifty-Two crores only) divided into 52,00,00,000 (Fifty-Two Crore) Equity Shares of Re. 1/- each. The Board of directors, therefore, considers it desirable to increase the Authorized share Capital of the Company to Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Re. 1/- each by creation of additional 8,00,00,000 (Eight Crore) equity shares of Re.1/- (Rupee One Only) each, to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

Item No. 2:

The Special Resolution contained in Item No. 2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up to 2,00,00,000(Two Crore) Fully Convertible Warrants to the persons belonging to Promoter & Promoter Group and upto 5,00,00,000 Fully Convertible Warrants to persons belonging to Non-Promoter Category, at an issue price of Rs. 9.90/- (Rupees Nine and Ninety Paise Only) per warrant, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, to raise an aggregate amount of Rs. 69,30,00,000/ (Rupees Sixty-Nine Crore Thirty Lakh Only). The said proposal has been considered and approved by the Board in their meeting held on Wednesday, January 19, 2022.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Issue

The funds so infused shall be utilized towards working capital, capital expenditure/ business expansion for existing project, new projects funding including research and development, payment of liabilities including settlement with Banks/ financial institutions and such other purpose as the Board may decide.

II. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of up to 2,00,00,000 Fully Convertible Warrants at an Issue Price of Rs. 9.90/- each, convertible into equivalent number of Equity Shares, to the persons belonging to Promoter category and 5,00,00,000 Fully Convertible Warrants at an Issue Price of Rs. 9.90/- each, convertible into equivalent number of Equity Shares, to the persons belonging to Non-Promoter category for an aggregate amount of up to Rs. 69,30,00,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Mr. Prabhat Modi	Promoter & Promoter Group	50,00,000
2.	M/s. Prabhat Management Services Pvt. Ltd.	Promoter & Promoter Group	1,50,00,000

Except aforesaid, none of the promoters, directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants proposed to be issued under the Preferential Issue.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

#	Category	Pre-issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) ²	
		No. of Shares	%age		No. of Shares	%age
(A)	Promoter Shareholding					
(1)	Indian					
	(a) Individuals & HUF	1,46,28,600	2.87	50,00,000	1,96,28,600	3.39
	(b) Bodies Corporate	8,86,37,000	17.41	1,50,00,000	10,36,37,000	17.90
	Sub Total (A)(1)	10,32,65,600	20.29	2,00,00,000	12,32,65,600	21.29
(2)	Foreign promoters	—	—	—	—	—
	Total Promoter shareholding A=A1+A2	10,32,65,600	20.29	2,00,00,000	12,32,65,600	21.29
(B)	Public Shareholding					
B1)	Institutional Investors	—	—	—	—	—
B2)	Central Govt./Stat Govt./POI	—	—	—	—	—
B3)	Non-Institutional Investors					
	Individuals	38,62,66,799	75.87	5,00,00,000	43,62,66,799	75.34
	Body Corporate	42,37,463	0.83	—	42,37,463	0.73
	Others (Including NRI)	1,52,91,338	3.01	—	1,52,91,338	2.64
	Total Public Shareholding B=B1+B2+B3	40,57,95,600	79.71	5,00,00,000	45,57,95,600	78.71
(C)	Non-Promoter - Non-Public	—	—	—	—	—
	Grand Total (A+B+C)	50,90,61,200	100.00	7,00,00,000	57,90,61,200	100.00

(1) The pre-issue shareholding pattern is as on January 28, 2022.

(2) Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s):

Name	Name of ultimate beneficial owners
M/s. Prabhat Management Services Private Limited	Mr. Raj Kumar Modi
Mr. Prabhat Modi	Not Applicable, being allottee is a natural persons
Mr. Bhavya Dhiman	
Mr. Kevin Maheshkumar Shah	
Mr. Shah Aagam Maheshbhai	
Mr. Salvi Dipak Mathurbhai	

VII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Name	Pre Issue Shareholding Structure		No. of Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of Shares	%		No. of Shares	%
M/s Prabhat Management Services Pvt. Ltd.	4,37,56,000	8.60	1,50,00,000	5,87,56,000	10.15
Mr. Prabhat Modi	NIL	NIL	50,00,000	50,00,000	0.86
Mr. Bhavya Dhiman	NIL	NIL	1,25,00,000	1,25,00,000	2.16
Mr. Kevin Maheshkumar Shah	NIL	NIL	1,25,00,000	1,25,00,000	2.16
Mr. Shah Aagam Maheshbhai	NIL	NIL	1,25,00,000	1,25,00,000	2.16
Mr. Salvi Deepak Mathurbhai	NIL	NIL	1,25,00,000	1,25,00,000	2.16

The post holding may vary depending upon any other corporate action in between.

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Undertakings:

- ◆ None of the Company, its directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- ◆ None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- ◆ As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

IX. The current and proposed status of the proposed allottees post the preferential issue namely:

Name	Current Status	Post Status
Mr. Prabhat Modi	Promoter & Promoter Group	Promoter & Promoter Group
M/s. Prabhat Management Services Private Limited	Promoter & Promoter Group	Promoter & Promoter Group
Mr. Bhavya Dhiman	Non Promoter	Non Promoter
Mr. Kevin Maheshkumar Shah	Non Promoter	Non Promoter
Mr. Shah Aagam Maheshbhai	Non Promoter	Non Promoter
Mr. Salvi Dipak Mathurbhai	Non Promoter	Non Promoter

X. Practicing Company Secretary Certificate:

The certificate from **M/s. Ashu Gupta & Co.**, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the declaration of result of the Extra-Ordinary General Meeting, at www.pmcfincorp.com.

XI. Lock-in Period:

- The Warrants and the Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Tuesday, January 25, 2022 for the purpose of computation of issue price/Conversion Price of Equity Shares and warrants. The Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis. The equity shares of the Company are listed on BSE Limited and are frequently traded thereat.

The minimum issue price/ conversion price for the proposed issue of Equity Shares by the Company on conversion of Warrants to be allotted on preferential basis, is computed based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 9.83/- each.

XIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr. Prabhat Modi and their relatives, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolutions as set out in item no. 2 of this notice for the issue of Warrants, on a preferential basis, to the persons belonging to the promoter and non-promoter category by way of Special Resolution.

Item No. 3:

In accordance with the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act"), and Regulation 17 of the SEBI LODR, 2015, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Abhay Kumar (DIN: 09412231) as an Additional Non-Executive Independent Director of the Company on November 24, 2021, whose period of office shall expire at the ensuing Annual General Meeting and hence, it is proposed to appoint him as a Non-Executive Independent Director of the Company for a period of five consecutive years which shall be effective from November 24, 2021 upon approval by the members of the Company. Mr. Abhay Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mr. Abhay Kumar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI LODR, 2015. In the opinion of the Board, Mr. Abhay Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI LODR, 2015. Mr. Abhay Kumar is independent of the management and possesses appropriate skills, experience and knowledge. Your Directors feel that her presence and participation in the deliberations of the Board would be beneficial for the Company's business. Particulars of his qualification, brief resume and area of expertise etc. are annexed to this Notice. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. Brief resume and other details of the Independent Director whose appointment is proposed is provided in the annexure to the Notice attached herewith. The Board recommends the Special Resolution, at Item No. 3 of the accompanying notice, for the approval of the members of the Company. Except, Mr. Abhay Kumar, being appointed, none of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in item No.3 of the accompanying notice.

Item No. 4:

The Board of Directors has appointed Prabhat Modi (DIN: 08193181), as an Additional Director of the Company with effect from November 24, 2021, on recommendation of Nomination and Remuneration Committee. As per the provision of Section 161(1) of the Companies Act, 2013 ("Act") he holds the office of Additional Director up to the date of this Annual General Meeting (AGM) of the Company and eligible for appointment as Director has consented to the proposed appointment and declared qualified. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with requisite deposit. Prabhat Modi (DIN: 08193181) has rich experience in the area of Finance, auditing and Marketing etc., further he possesses requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from the member and on recommendation of its Nomination and Remuneration Committee and subject to the approval of the Members in this EGM, has accorded its consent, to appoint Mr. Prabhat Modi (DIN: 08193181) as Non-Executive-Director liable to be retire by rotation. Mr. Prabhat Modi will not be entitled to any remuneration as per the Company policy for Directors. No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. Except Mr. Raj Kumar Modi Managing Director and Ms. Rekha Modi Non Executive Non Independent Director of the Company. Mr. Prabhat Modi is son of Raj Kumar Modi who is MD of the Company and Ms. Rekha Modi who is Non-Executive Director. Prabhat Modi would bring valuable experience and gender diversity to the Board and the Company would benefit from his appointment as a Director. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the item no. 4 of the Notice for appointment of Mr. Prabhat Modi as Director liable to retire by rotation. Further details of Mr. Prabhat Modi have been given in the Annexure to this Notice.

By Order of the Board
For PMC Fincorp Limited

Sd/-

(Chetna Sajwan)

Company Secretary and Compliance Officer
Membership No. 60209

Date : January 19, 2022
Place : New Delhi

Additional information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings of the persons seeking appointment / re-appointment at the EGM

Name of the Director	Mr. Abhay Kumar	Mr. Prabhat Modi
Age	63 Years	26 Years
Director Identification Number (DIN)	09412231	08193181
Category	Non-Executive Independent Director	Non Executive Director
Date of First appointment on the Board	November 24, 2021	November 24, 2021
Qualification, Brief Resume and nature of expertise in specific functional areas	Mr. Abhay Kumar is a Post Graduate and he has good experience in the field of Administration, Finance, and Accounting. He has wider experience of working in the field of NBFC. He has over 28 years of experience in the field of Corporate Finance and other regulatory matters.	Mr. Prabhat Modi is a Post Graduate in Finance from the National Institute of Securities Market. Mr Prabhat Modi also has the experience of interning with the Investment Department of SBI Mutual, and the Regulatory department of BSE India Limited. Further, he worked with Morningstar India Private Limited as a Private Market Research Associate.
Terms and conditions of Appointment	Mr. Abhay Kumar is Non-Executive-Independent Director and not liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.	Mr. Prabhat Modi is Non-Executive & Non-Independent Director and liable to retire by rotation. Further, the said appointment is being made as per Section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Details of remuneration sought to be paid and remuneration last drawn	They would be eligible for payment of sitting fees for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits	They would be eligible for payment of sitting fees for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company.	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. Except Mr. Raj Kumar Modi Managing Director and Ms. Rekha Modi Non Executive Non Independent Director of the Company.
Number of Board Meetings attended during the year	During the year 2021-22, Mr. Abhay Kumar attended one meeting only.	During the year 2021-22, Mr. Prabhat Modi attended one meeting only.
Directorships held in other public Companies, including Listed Companies [excluding foreign and private Companies]	Nil	Anekmurti Enterprises Limited
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	Nil	Nil
No. of Shares held in the Company as on December 31, 2021	Nil	Nil

If undelivered, please return to :

PMC FINCORP LIMITED

14/5, Old Rajendra Nagar
New Delhi-110060