



February 25, 2022

The Secretary,  
Department of Corporate Services,  
The Bombay Stock Exchange Limited  
P.J. Tower, Dalal Street, Fort,  
Mumbai - 400001

Dear Sir,

Script Code: 534060

**Sub: Disclosure of Voting Results as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consolidated Scrutinizer Report of the EGM of the Company**

In compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations made thereunder and other applicable provisions of the Companies Act, 2013, we hereby submit the following documents in connection with the Extra-Ordinary General Meeting (EGM) of the Company held through Video Conferencing or Other Audio-Visual Means on February 24, 2022 at 11.00 a.m.(IST).

- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Consolidated Report issued by Ms/ Ashu Gupta & Co., Practicing Company Secretaries on remote e-voting and voting through e-voting at the EGM.

You are requested to take the same on record.

Thanking you

Yours faithfully

For PMC Fincorp Limited

Kailash

Company Secretary & Compliance Officer  
Membership No: A51199



CIN : L27109UP1985PLC006998

Corporate Office : 14/5, Old Rajinder Nagar, New Delhi-110060

Tel. : 011-42436846, 47, 49 Fax : 011-42436849 E-mail : pritimercantile@gmail.com

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

Date of EGM	February 24, 2022
Total Number of shareholders as on Record Date i.e. February 17, 2022	140219
No. of shareholders attended the meeting through video conferencing	
- Promoters & Promoter Group	3
- Public	49

**Details of Agenda:-**

**Resolution No. 1:**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
Description of resolution considered		Increase in Authorised Share Capital and Alteration in the Capital Clause of 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	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
	Poll							
	Total	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Total							
Public-Non Institutions	E-Voting	405795600	27196899	6.7021	26963129	233770	99.1405	0.8595
	Poll							
	Total	405795600	27196899	6.7021	26963129	233770	99.1405	0.8595
<b>Total</b>	<b>Total</b>	<b>509061200</b>	<b>126633899</b>	<b>24.8760</b>	<b>126400129</b>	<b>233770</b>	<b>99.8154</b>	<b>0.1846</b>





Resolution No. 2:

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issuance of 7,00,00,000 Fully Convertible Warrants on Preferential Basis to the Persons Belonging to 'Promoter' and 'Non-Promoter' Category:				
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 Poll	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
	Total	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
Public-Institutions	E-Voting Poll							
	Total							
Public-Non Institutions	E-Voting Poll	405795600	27190799	6.7006	27148718	42081	99.8452	0.1548
	Total	405795600	27190799	6.7006	27148718	42081	99.8452	0.1548
<b>Total</b>	<b>Total</b>	<b>509061200</b>	<b>126627799</b>	<b>24.8748</b>	<b>126585718</b>	<b>42081</b>	<b>99.9668</b>	<b>0.0332</b>



Resolution No. 3:

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consider and appoint Mr. Abhay Kumar (DIN: 09412231) as Non-Executive 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 Poll	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
	Total	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
Public-Institutions	E-Voting Poll							
	Total							
Public-Non Institutions	E-Voting Poll	405795600	27190799	6.7006	27038297	152502	99.4391	0.5609
	Total	405795600	27190799	6.7006	27038297	152502	99.4391	0.5609
Total	Total	509061200	126627799	24.8748	126475297	152502	99.8796	0.1204





Resolution No. 4:

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Consider and appoint of Mr. Prabhat Modi (DIN: 08193181) as Non-Executive Non 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 Poll	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
	Total	103265600	99437000	96.2925	99437000	0	100.0000	0.0000
Public-Institutions	E-Voting Poll							
	Total							
Public-Non Institutions	E-Voting Poll	405795600	27190799	6.7006	27037478	153321	99.4361	0.5639
	Total	405795600	27190799	6.7006	27037478	153321	99.4361	0.5639
<b>Total</b>	<b>Total</b>	<b>509061200</b>	<b>126627799</b>	<b>24.8748</b>	<b>126474478</b>	<b>153321</b>	<b>99.8789</b>	<b>0.1211</b>

For PMC Fincorp Limited

*Kailash*  
Kailash

Company Secretary & Compliance Officer  
Membership No: A51199





**Ashu Gupta & Co.**

COMPANY SECRETARIES

204A, Second Floor, 23, S.B.I. Building  
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New Delhi-110 015  
Tel. : 011- 45700331 Mob. : 9899021740  
E-mail : ashugupta.cs@gmail.com

## Consolidated Scrutinizer(s) Report

*[Pursuant to Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as amended till date read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]*

To  
The Chairman,  
PMC Fincorp Limited,  
Regd. Office: B-10, VIP Colony Civil Lines,  
Rampur UP 244901

**SUB: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting held on 24<sup>th</sup> Day of February, 2022 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**

Dear Sir,

Your Company had provided a facility to the shareholders to exercise their votes on the resolution(s), as set out in the Notice of Extra-Ordinary General Meeting dated 19<sup>th</sup> January, 2022, by way of Remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting (EGM) held on Thursday, 24<sup>th</sup> Day of February, 2022 at 11:00 A.M., pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of PMC Fincorp Limited ("the Company") pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") at the said EGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said notice.

Further, the said notice, as confirmed by the Company, was sent to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the

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MCA Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and June 23, 2021 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"). The Extra-Ordinary General Meeting was convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the shareholders at common venue in terms of above stated MCA Circulars and SEBI Circulars.

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means on the resolutions proposed in the said notice of EGM.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast '*in favour*' or '*against*' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of Remote e-voting and e-voting during the EGM.

In this regard, I confirm that-

1. the public advertisement with respect to dispatch of Notice of EGM and conducting of Remote e-voting and e-voting during the EGM was published in "Financial Express" English Edition and "Jansatta" Hindi Daily on February 01, 2022;
2. the shareholders of the Company holding shares on the "cut-off date" i.e. Thursday, the February 17, 2022, were entitled to vote on the resolution(s) proposed as set out in the notice of EGM by remote e-voting;
3. the Company had engaged National Securities Depository Limited (NSDL) as the Agency for remote e-voting and also for e-voting at the EGM held through VC/OAVM; and
4. remote e-voting period remained open from Monday, February 21, 2022 (9:00 A.M.) and will end on Wednesday, February 23, 2022 (5:00 P.M.).

After the conclusion of e-voting cast during the EGM, we unblocked the result of votes cast through remote e-voting and e-voting by members during the EGM at 12:06 P.M. in the presence of Mr. Roshan Kumar Ojha S/o. Mr. Vijay Shankar Ojha and Mr. Manoj Kumar S/o. Mr. Bhagat Ram, who are not in the employment of the Company and who also appended their signature, as witnesses thereto, hereunder:

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*Roshan*

(Roshan Kumar Ojha)

*Manoj Kumar*

(Manoj Kumar)

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote through Remote e-voting, were generated from the e-voting website of NSDL and consolidated with the e-voting cast at the EGM.

It is observed that -

52 (Fifty Two) members attended the EGM through VC and Other Audio Visual Means;  
278 (Two Hundred Seventy Eight) members had cast vote through remote e-voting;  
1 (One) member casted his vote through e-voting at the EGM.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting of the Company, based on the reports generated from e-voting platform of NSDL, scrutinized on test check basis and relied upon by me as under:

### SPECIAL BUSINESS

#### **Resolution No. 1: Ordinary Resolution**

Increase in Authorised Share Capital and Alteration in the Capital Clause of Memorandum of Association:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	269	126400029	100	126400129	99.82
Votes Against	10	233770	0	233770	0.18
<b>Total</b>	<b>279</b>	<b>126633799</b>	<b>100</b>	<b>126633899</b>	<b>100</b>





### Resolution No. 2: Special Resolution

Issuance of 7,00,00,000 Fully Convertible Warrants on Preferential Basis to the Persons Belonging to 'Promoter' and 'Non-Promoter' Category:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	263	126585618	100	126585718	99.97
Votes Against	14	42081	0	42081	0.03
<b>Total</b>	<b>277</b>	<b>126627699</b>	<b>100</b>	<b>126627799</b>	<b>100</b>

### Resolution No. 3: Special Resolution

Consider and appoint Mr. Abhay Kumar (DIN: 09412231) as Non-Executive Independent Director of the Company:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	265	126475197	100	126475297	99.88
Votes Against	12	152502	0	152502	0.12
<b>Total</b>	<b>277</b>	<b>126627699</b>	<b>100</b>	<b>126627799</b>	<b>100</b>

### Resolution No. 4: Ordinary Resolution

Consider and appoint of Mr. Prabhat Modi (DIN: 08193181) as Non-Executive Non Independent Director of the Company:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	



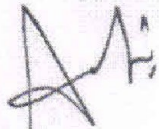


Votes in Favour	264	126474378	100	126474478	99.88
Votes Against	13	153321	0	153321	0.12
<b>Total</b>	<b>277</b>	<b>126627699</b>	<b>100</b>	<b>126627799</b>	<b>100</b>

Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Extra-Ordinary General Meeting held on 24<sup>th</sup> Day of February, 2022 stands passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

The Company may accordingly declare the results of voting, as required.

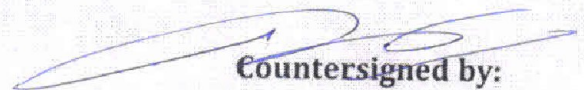


**Ashu Gupta**  
**Ashu Gupta & Co.**  
 Practising Company Secretary  
 FCS No.: 4123  
 CP NO.: 6646



Place: New Delhi  
 Date: 25/02/2022

**UDIN: F004123C002710739**



**Countersigned by:**  
 Chairman  
 PMC Fincorp Limited