



May 25, 2022

BSE Limited
Corporate Relationship Dept.
25th Floor, P J Towers, Dalal Street,
Mumbai – 400001

Scrip Code: (534060)

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2022.

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by **M/s Ashu Gupta & Co.**, Practicing Company Secretary.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For PMC FINCORP LIMITED

Digitally signed
by KAILASH
Date: 2022.05.25
17:33:59 +05'30'

Kailash
Company Secretary & Compliance Officer
Membership Number: A51199

Encl.: As above



Secretarial Compliance Report of
PMC FINCORP LIMITED for the year ended 31.03.2022

*(Pursuant to Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

We Ashu Gupta & Co., Practicing Company Secretaries, New Delhi have examined:

- (a) all the documents and records made available to us and explanation provided by PMC FINCORP LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (www.pmcfincorp.com),
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("review period"), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



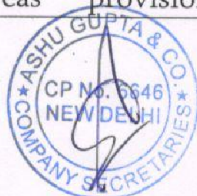
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) (c) of SEBI (LODR), Regulations 2015;	The Company had only 4 (four) director on its Board whereas the provisions of 17(1) (c) becomes applicable and board of directors of the company shall comprise of not less than six directors. But the company could not comply with the same in time.	There was non-compliance with the requirements of Regulation 17 (1) (c) of SEBI (LODR), Regulations 2015. The Company had made appointment of two directors on its Board w.e.f. 24.11.2022 and made representation to the BSE for waiver of the fine.
2.	Regulation 27(2) of SEBI (LODR), Regulations 2015;	The Company had 4 (four) director on its Board whereas provisions of	The Company had submitted quarterly compliance reports



	Regulation 17(1)(c) becomes applicable but the company could not comply with the same.	pursuant to Regulation 27(2) of SEBI (LODR), Regulations 2015 on corporate governance within time but the number of directors on the Board of the company were 4 (four) instead of 6 (six) as required under Regulation 17(1) (c) of SEBI (LODR), Regulations 2015.
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- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Letter No. SOP-CReview-(22-Nov-2021) dated November 2021 and SOP-CReview-(21-Feb-2022) dated February 21, 2022.	Non-compliance with Corporate Governance requirements under Regulation 17(1) (c) of SEBI (LODR), Regulations 2015 for quarter ended September 30, 2021 and upto November 23, 2021.	BSE issued Two notice(s) and imposed fine of Rs. 460,000/- plus GST for the period ended September 30, 2021 and Rs. 2,70,000/-plus GST for the quarter ended December 31, 2021	Delay in compliance of Regulation 17 (1) (c) of SEBI (LODR), Regulations 2015.



d. The listed entity has taken the following actions to comply with the observations made in previous reports:

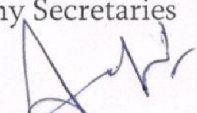
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	None	NA	NA

e. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: New Delhi
Date: 25.05.2022

UDIN: F004123D000385867

For Ashu Gupta & Co.
Company Secretaries


Ashu Gupta
(Prop.)

FCS No.: 4123
CP No.: 6646

