

TRANSCRIPT OF THE PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF PMC FINCORP LIMITED HELD THROUGH VIDEO CONFERENCING ON THURSDAY, JULY 25, 2024 AT 11.00 A.M

PARTICIPANTS

- 1) Shri. Rekha Modi**
Non-Executive Director
- 2) Mr. Raj Kumar Modi**
Managing Director
- 3) Mr. Prabhat Modi**
Whole Time Director-Chairman for this AGM
- 4) Mr. Yogesh Kumar Garg**
Independent Director
- 5) Mr. Mahavir Prasad Garg**
Independent Director
- 6) Ms. Deepali Sehgal Kulshreshta**
Independent Director
- 7) Mr. Chandresh Kumar Sharma**
Chief Financial Officer
- 8) Mr. Kailash**
Company Secretary & Compliance Officer
- 9) Mr. Pankaj Gupta**
Partner of M/s. Pankaj Gupta & Co., Statutory Auditor
- 10) Ms. Anamika Bhola**
Partner of M/s Anamika Bhola & Associates, Scrutinizer of the Company.

Mr. Kailash :-

Dear Members.... Good morning! The time is 11:00 AM now.

On behalf of The PMC Fincorp Limited, I Kailash, Company Secretary, I welcome you all to the 39th Annual General Meeting i.e. AGM of your Company.

In view of relevant circulars issued by the Ministry of Corporate Affairs and SEBI, the 39th Annual General Meeting of the Company is being conducted through Video Conferencing facility on WebEx platform (VC). The Venue of AGM shall be deemed to be the Registered Office of the Company.

Before we start the proceedings of this AGM, I would like to take you through certain points regarding the process to participate at this meeting through Video Conference i.e. VC. The facility to join this AGM through VC has been made available for members on first come first served basis.

- The members who have joined this meeting by default are kept on mute mode, to avoid any disturbances arising from background noise and enjoy seamless conduct of this meeting. We have some shareholders who have registered themselves as speakers, which we will take up in later part of this meeting. Apart from that, if any shareholder would like to ask any question, please write the same in your chat box, which will be answered in the question & answer session in the best possible manner.
- The proceedings of this meeting are being recorded. During the meeting, the participants would be on mute.
- The Company has availed the facility of web casting of this AGM from NSDL.
- The facility of remote e-voting prior to the AGM as well as the e- voting during the AGM is also being provided by NSDL.
- The meeting has opened 30 minutes prior to its scheduled time and will remain open for 15 minutes after the meeting is over.
- Members are advised to join the meeting by using their laptops and headphones with an internet connection having a better speed to avoid any interruption or disturbance during the Meeting.

- As mentioned in the notice, the facility of participation at the AGM through VC has been made available.
- As you all know, this Meeting is held through the VC, the provisions pertaining to Proxies are not applicable.
- We had given an opportunity to the shareholders to register themselves as speakers and ask any questions till **July 20, 2024**, by sending email at Company's dedicated email id i.e. compliances@pmcfincorp.com or investorrelations@pmcfincorp.com
- We have received requests from 7 shareholders and accordingly plan to give them an opportunity to speak. The names of such shareholders will be called during the course of the Meeting.
- The facility to inspect the documents by the Members is also available during the Meeting, on logging on to the website of the NSDL viz., <https://www.evoting.nsdl.com/>
- The Company had provided members the opportunity to cast their vote(s) on the resolutions contained in the AGM Notice, by means of remote e-voting.
- The remote e-voting commenced on **Monday, 22nd July, 2024 at 09.00 a.m.** and closed on **Wednesday, 24th July 2024 at 5.00 p. m.**
- Members present at the Annual General Meeting today may cast their votes through voting on e-voting platform of NSDL.
- The e-voting platform is open now for voting and will close after 15 minutes from the time of closure of this meeting.
- During the AGM, if any member faces any issue or requires any assistance relating to e-voting or VC, he or she may contact the helpline number as mentioned in the AGM Notice.
- The Company have appointed Ms. Anamika Bhola, Partner of M/s Anamika Bhola & Associates, Practicing Company Secretaries, as the scrutinizer to scrutinize the votes casted through remote e-voting and e-voting during this AGM.

- The scrutinizer will scrutinize the voting results and submit the report within two working days. The results of the voting will be announced by posting it on the website of the Company at www.pmcfincorp.com, website of stock exchanges i.e. BSE on www.bseindia.com and on the website of NSDL.

The Company has made all efforts feasible to enable the members to participate at the meeting through the VC and vote electronically.

I now request Chairman Sir for the AGM to formally commence the proceedings.

Mr. Prabhat Modi-Chairman

I confirm that the requisite quorum is present, hence, I now declare the Meeting to be in order and open.

Mr. Kailash-Company Secretary

I take pleasure in introducing the Board of Directors of the Company and other respected dignitaries:

- 1) Shri. Rekha Modi
Non-Executive Director
- 2) Mr. Raj Kumar Modi
Managing Director
- 3) Mr. Prabhat Modi
Whole Time Director-Chairman for this AGM
- 4) Mr. Yogesh Kumar Garg
Independent Director
- 5) Mr. Mahavir Prasad Garg
Independent Director
- 6) Ms. Deepali Sehgal Kulshreshta
Independent Director
- 7) Mr. Chandresh Kumar Sharma
Chief Financial Officer

8) Mr. Pankaj Gupta

Partner of M/s. Pankaj Gupta & CO., Statutory Auditor

9) Ms. Anamika Bhola

Partner of M/s Anamika Bhola & Associates., Scrutinizer

Notice of this AGM along with the Annual Report for the financial year 2023-24 containing the audited standalone financial statements for the year ended March 31, 2024 along with the reports of the Board of Directors and Auditors thereon have been emailed within the statutory period to all the shareholders whose email IDs are registered with their respective depository participants or the Company or with the Registrar and Transfer Agent, Indus Portfolio Private Limited.

I now request our honourable Director, Mr. Prabhat Modi, to address the members.

Mr. Prabhat Modi :- Dear Shareholders, Ladies & Gentlemen,

Very Good Morning to all of you!

I warmly welcome each one of you to the Thirty Nine Annual General Meeting of your Company. It is always a pleasure to connect with you all, and although virtual it is a privilege to host you today.

I am sure that, all of you have gone through the Annual Report for FY 2023-24. In this Annual Report, we have tried to lay out our performance, its phases and outlook of the Company.

The Directors' Report and the Audited Accounts for the Financial Year ended 31st March, 2024 have been with you and, with your consent, I shall take the Notice of this 39th AGM (On page no. 4) and the Board's report (on page no. 21) which has been circulated to all shareholders, as read.

The secretarial auditor's report is enclosed as Annexure II to the Board's report on page number 31 of the Annual Report. I shall take them as read.

The Statutory Auditor's report on the Standalone financial statements is available on page numbers 61 of the Annual Report. The Statutory Auditor's report on the financial statements of the Company for the financial year ended 31st March, 2024

do not contain any qualifications, observation, comments, or any other remarks. These are also being taken as read.

Before I speak to you about the performance of your company, let me briefly touch upon the current trends prevailing in the economic scenario.

Economic Scenario

In the year 2024, the Global economy seems recovering on the back of mass vaccination programmes, which I consider a major driving factor and fiscal measures adopted by the RBI and as well various policy measures by the Government and its satisfying to see that the world is resuming to normalcy.

However, there is uncertainty again owing to heightened geopolitical tensions and global risks, and many economies have experienced a sharp surge in inflation recently, particularly in food and fuel prices, but on the positive note, Indian Economy has made a good recovery in achieving a pre-pandemic level.

Let me now briefly update you on your Company's performance during the financial year gone by.

The last year was exceedingly challenging for everyone, including our employees, business partners, customers, and local communities. However, it was the sheer tenacity and positive spirit of all our stakeholders that enabled us to deliver a robust performance in an otherwise challenging environment characterised by emerging COVID-19 variants, geopolitical concerns, supply chain disruptions, and unprecedented inflation.

Outlook

The fundamentals of India's economy remain robust, and the service sector is catching up. This is further backed by the corporate sector's improved performance, as evidenced by the uptrend witnessed in the quarterly results. India is expected to witness a GDP growth of 7.2% in FY 2023-24.

Going forward, NBFCs would begin FY 2023-24 with enough capital buffers, consistent profitability, and considerable on Balance Sheet provisioning, as well as sufficient system liquidity to protect against additional Covid-19 outbreaks and geo-political risks. These impacts would remain to be seen once the Financial Stability Report is released by the RBI for the full year. The NBFC sector's AUM is predicted to increase by 6% to 7% in FY 2021-22 and by 9% to 10% in FY 2023-

24. The impacts of the pandemic are fading and Covid-19 limitations being relaxed internationally, putting NBFCs on a growth path. Furthermore, as the world's fastest growing economy, India's rise across all sectors would create a large demand for loans. (Source: CRISIL NBFC Report 2021, Ind-Ra Research).

ACKNOWLEDGEMENT

I thank you to all my shareholders, for their continued trust, encouragement and unequivocal support to the Company and its Management, thanks for staying invested in PMC Fincrop limited.

Also, I would like to express my gratitude towards our Board Members for their constant guidance and support in our pursuit of maximizing long-term shareholder value. I must acknowledge the significant contribution of our employees, customers, and all stakeholders for their laudable efforts to maintain business continuity in this tough and uncertain environment.

Thank you All.....Stay Healthy Stay Blessed.

Mr. Kailash-Company Secretary

In terms of the provision of the Companies Act, 2013, and SEBI's listing regulations, members holding shares as on **July 19, 2024**, are entitled to exercise voting on the resolutions contained in the notice dated June 27, 2024. Shareholders holding shares as on the cut-off date were provided option to cast their votes remotely from July 22, 2024 from 9 a.m. to July 24, 2024 up to 5 p.m., by logging into the e-voting platform of NSDL.

In view of remote e-voting and as per standard 7.1 of the Secretarial Standard on General Meetings, proposing and seconding the following resolutions is not required.

There are total 5 resolutions to vote. Before putting the resolution to vote, I would like to brief you on the resolutions.

Ordinary Business:

Resolution No. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution No. 2: To appoint a director in place of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offers herself for re-appointment.

Special Business

Resolution No. 3: Increase in Authorized Share Capital and Alteration in the capital clause of memorandum of association.

Resolution No. 4: Approval of revised Remuneration payable to Mr. Raj Kumar Modi (DIN: 01274171) Managing Director of the Company.

Resolution No. 5: Approval of revised Remuneration payable to Mr. Prabhat Modi (DIN: 08193181) Whole Time Director of the company.

E-voting is now open and Members may please go to the page of E-voting NSDL and cast their vote and at the same time watch proceedings of the meeting. The e-voting facility will remain open up to 15 minutes after the conclusion of this meeting to enable Members to cast their vote. Instructions for casting vote electronically during the Annual General Meeting forms part of the Annual General Meeting Notice.

Chairman:-

I would like to invite queries from the members on the above business items. I request the Company Secretary to moderate the queries from the members.

Company Secretary:-

Thank you, Chairman Sir.

We will now unmute the members who have registered themselves as speakers. Members are requested to ask their queries when called for. Members are requested to keep their queries short to provide equal opportunities to other members.

To avoid repetition, the answers to all the questions will be provided towards the end. Members may also note that the Company reserves the right to limit the number of members asking questions depending on the availability of time.

Now I request the first speaker to put forth the question.

- 1** So First I would like to start with **Mr. Ajay Kumar Jain:** My Name is Ajay Kumar Jain and I am a small shareholder of PMC Fincorp, I am grateful to my board of directors, shareholders and company secretary to give me chance to speak on this platform, I don't ask any question from the Management because I believe in the company and it is in strong hand and future will be good and management will work honestly, I have full trust on the management, and I casted my vote in the favour of resolutions, and I want to say sir it is our request to management please maintain the good relationship with and hope company will give good return to us this year Thanks.

Mr. Kailash: Thank You so much Sir!

- 2 Next speaker is Mr. Ushadevi V:**
I, Mr. Usha Devi sir after coming Prabhat Modi Director in the Company as a good luck there is a good result for this quarter and it seen there is good growth as per compare last year, and please clarified about the Right issue who comes in this year and sir please see of your long term investor who has not get any return from the company as per company Act, so that please declare the Dividend coming quarter for the shareholders thanks.

Mr. Kailash: Thank You so much Sir!

- 3. Next speaker is Mr. Praveen Kumar:**
Good morning, my respective chairperson for this meeting, well-decorated team board of directors, my co-fellow shareholder, myself, Parveen Kumar, joining this meeting from New Delhi. Sir, first of all, thank you very much for your very, very in-depth address, Mr. Prabhat Modi, sir. It was very, very informative for a retail investor like me.

I'm with the company for years now, and I have the deepest respect for our founder, Raj Modi, sir, because he's so dedicated to bring sustainable growth for a retail investor like me. I got the opportunity to meet him personally also. He's a thorough gentleman, has a great knowledge about our company and the space we are having, and now the baton of the company is with you.

	<p>My best wishes are always there for you, Mr. Modi, and I wholeheartedly supported all the resolutions which were set out for the notice today, and one of our directors, Mr. Mahavir Prasad Garg, I know him for years now. He is very, very valuable to our company because he has very, very rich experience in multinational companies, so that will be a great asset for us. I welcome him wholeheartedly, and his suggestion will be very, very beneficial in the long run, sir.</p> <p>Sir, coming down to my questions, sir, nowadays there is a segment for buy now, pay later, so are we heading to that? Excellent corporate governance is maintained by our company secretary and the entire team. I am very, very thankful to be part of such a legacy. Thank you, sir.</p> <p>Mr. Kailash: Thank You so much Sir!</p>
4.	<p>Next speaker is Narender Singh Chauhan:</p> <p>Narender Singh Chauhan was present in the AGM but he did not ask any question before the Members in the Annual General Meeting, we called his name but no reply was received.</p> <p>I called his name number of times, Narender Singh Chauhan for the speaker in the AGM, but the shareholder did not speak and did not present his views before the members at the AGM.</p>
5.	<p>Next speaker is J.Abhishek:</p> <p>Can you enable the camera, moderator? The camera is not enabled, this is video conferencing.</p> <p>Moderator can enable the camera option. You have to bring me to the panelist, sir. So continue in audio conferencing. Moderator? Gentlemen? Yes, sir.</p> <p>Please ask the question, sir. Mr. Abhishek, please ask the question. Yes, I do understand, sir but you are not enabling the camera, sir. This is actually wrong practice, actually. Because this is video conferencing. This is not audio conferencing. Anyhow, since you want to continue in the audio conference, I do continue, sir. Okay.</p> <p>Sir, first of all, yes. Now it has started, sir. Just a second.</p>

Allow me to start the camera also. Yes. Sir, first of all, trust all is well with you and your family in this challenging situation.

I congratulate the management on the 39th annual general body meeting. Trust all is well with you and your family in this challenging situation.

First of all, I would like to know, as of date, how many employees are there in the company? As of date, and what are the steps being taken by the management to reduce the other expenses, legal professional charges, audit fee? Myself and my team are running a legal firm in the name and style of Saravanan Associates. I would request the management to kindly enroll the firm in the environment of the company. And we will be glad to extend our services. And there is a request from other shareholders as well to kindly consider hybrid AGM in the years to come because most of the shareholders are not able to join because of the digital challenges in the virtual platform. So if you can consider hybrid AGM in the years to come, more number of shareholders can join in the meeting, you can get the valuable fund, you can get some ideas. That will be helpful for the management to empower in future.

So then, what are the steps being taken by the management to conduct one-to-one quarterly presentations and meeting with global investors on a regular basis? This will, in fact, increase the company and it will increase the stock price also in the market. What are the steps being taken by the management to improve the return on ROC, EPS? I would like to know, sir. And nothing much to ask, sir.

And in the CDSL and NSDL platform where we exercise a new wording and where we get access to the another department meeting as well, you are supposed to update the inclusion of documents like register of numbers, register of KMP and register of contracts if any. But unfortunately, it is not up to the consumer. I would request the management to kindly update the same for the inclusion of numbers so that the members can very well inspect these documents online itself and we need not reach out to you at a later stage seeking for all these documents.

So nothing much to ask, sir. I would request the management to kindly take care of the hospital, be part of the investor fraternity, work on the virtual mode of video conferencing. And as of now, how many shareholders are there in the company? I would like to know.

	<p>But nothing much to ask. I wish the company and the board of directors a great success and prosperity in the coming future. And thank you for giving the opportunity, sir.</p> <p>Hope to see you in the physical AGM next year. Thank you very much, sir. Thank you, sir.</p> <p>Thank you, Abhishek. Thank you so much</p>
6.	<p>Next speaker is Mr. Shiva Krishna Vara Prasad Narkatpally:</p> <p>Yes, sir. Please. Yeah. Hi. Good morning, everyone. Can you please put on my video as well? Because one of the co-shareholder has requested the same.</p> <p>Okay. Hi. Good morning, everyone and good morning, Chairman and Board of Directors. And as a good initiative, that company has come into a good position now with a wonderful financial results, the last financial year. And I heard from the Modi also, Prabhat Modi, that this quarter, Q1 also very good and they attained a very good results. So I would congratulate on this to all the everyone. And I have a few questions, maybe a few questions. First one is recently you are coming with the right issue.</p> <p>So after collecting this amount, what you are going to do with that amount? And are you going to continue the same robust the old model or you are going to go ahead with the new business plans and new disillusioned platforms that there are so many opportunities for the financial companies nowadays. You can easily go with disillusioned marketing without giving finance and you're collecting this mode. I heard from Modi last few months before that they have made a good business plan to implement that.</p> <p>I have not seen that in the action till now. I want that answer. And whatever company posted very good results, a good profit as well. So what company is doing is the company is not giving any dividends to the shareholders because since 10 years we have not received a single penny as a dividend. So you people are telling that coming future we are going to go. Since three consecutive financial years, we have not at all received a single penny as a dividend.</p> <p>And a third question is, even though we are having a good quantity of shares in the company, almost all I am the highest shareholder with almost all 2% stake in the company with my known friends. I am having almost a 6 to 7% stake hold. Are you going to take one of the person from the retail shareholders</p>

	<p>as a board member because we have to know the transparency what is companies are doing and we want to participate in the growth of the company as well.</p> <p>So I have requested these things through emails and those all the things to audio mode. Also, I expressed my interest. So let us have a one of the retail shareholder in the board so that we want to know the transparency about the company.</p> <p>And I wish all the best to the management and those things. Now, I am the most confident position that company is in a good position. After coming Prabhat Modi, he's wonderfully doing the work.</p> <p>I'm seeing those things and reality, which heard through a on just as a phone call. But I am seeing the growth in the company. Thank you so much, sir.</p> <p>Mr. Kailash: Thank You so much Sir!</p>
7	<p>Next speaker is Mr. Kishanlal Chadda, Chetan Chadda.:</p> <p>Mr. J. Kishanlal Chadda and Chetan Chadda was present in the AGM but he did not ask any questions before the board in the Annual General Meeting, I called his name but no reply was received. Now after that I called chairman for further proceeding in the AGM.</p>
<p>Now, Mr. Prabhat, our request to Mr. Prabhat Modi, sir, will reply to query of the shareholders</p> <p>Chairman replied all the queries</p> <p>Dear shareholders Mr. Ajay Kumar Jain, thank you for all your queries and all your good words, good words about me, about our management, about our company. And we hope to continue to win your trust and continue to continue with a good performance.</p> <p>Now, coming to specific questions. The company has not declared dividends in the last 10 years and the company's decision on dividend will come when the management feels that the best use of the company's money is to return it to the shareholders as a reward. As of now, the company is deploying all its in its core</p>	

business activities of lending and investment and is earning a good return on that, which is evident from the all time high profits that the company has posted in large financial year and Q1 of this financial year as well.

So, if the company feels that the best use of the company's money is to return it to the shareholders as a reward

Next question of Mr. Abhishek now company as on date having one Lakh Thirty Thousand Shareholders and company is engaged with some legal panel and they charged very law amount and we have very law cases in the Company also mention in the Annual Report and if you have any other quarry then u can email to us then we will give best your answer .

Now next question of Mr. Siva regarding the transparency so our company is listed company and follow the proper compliances and result prepared as per IND AS accounting and we will try to do all best work for the company. And you will se we have give Q1 Results in with in 10 days from date of closer of quarter June 30, 2024 and result declared on July 11, 2024.

Thanks to all shareholders for participate in this AGM.

Company Secretary Kailash: thanks sir, as all the queries have been responded and clarified, the business of the meeting is now complete.

This brings us to the end of this meeting. Before I announce conclusion of this meeting, members who have still not voted on resolutions are requested to cast their votes on NSDL e-voting system. The detailed process of voting is already mentioned in the AGM notice. Let me remind you that voting will close after 15 minutes from the time of closure of this meeting now.

The Board of Directors has appointed Ms. Anamika Bhola., Practicing Company Secretaries, as a scrutinizer to supervise the e-voting process.

The resolutions as set forth in the notice shall be deemed to be passed today subject to the receipt of the requisite number of votes.

I express my sincere thanks for your support and co-operation. I would also like to thank all our esteemed Board Members and also to my fellow colleagues. Now I request Chairman to formally declare meeting as Concluded.

The timer for enabling the e-voting will start now.

Commencement of E-voting - will flash on the screen.

End of E-voting - will flash on the screen.