



A.K. Choudhary & Associates
Company Secretaries
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B-196, Mohan Garden,
Uttam Nagar, New Delhi-110059
FRN- S2018DE638700
PR- 3869/2023

To,
The Board of Directors
PMC Fincorp Limited
B-10, VIP Colony Civil Lines,
Rampur, Uttar Pradesh, India, 244901

Subject : Proposed Preferential Issue of Fully Convertible Warrants by PMC Fincorp Limited CIN: L27109UP1985PLC006998 ('the Company') to the persons/ entities belonging to the "Public" Category, in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018.

Dear Sir/Ma'm,

In connection with the proposed preferential issue of up to 9,00,00,000 Fully Convertible Warrants ('Warrants'), each carrying a right exercisable by the Warrant holder to subscribe Equity share of the Company of face value of Rs. 1/- each, to the persons/ entities belonging to the "Public" Category, at an issue price of Rs. 2.62 /- (Rupees Two and Sixty-Two Paise Only), determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations") for an aggregate amount of up to Rs. 23,58,00,000 (Rupees Twenty Three Crore and Fifty Eight Lakh Only), by the Company, as approved by the Board of Directors of the Company in their meeting held on Monday, December 22, 2025, subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India ('SEBI'), BSE Limited ('BSE') and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the SEBI ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of SEBI ICDR Regulations, to the **preferential issue**.

For A K Choudhary & Associates,
Company Secretaries

Name: Ajay Kumar Choudhary
C.P. No. – 21297
Membership No. F12691
UDIN: F012691G002629822
Date: 22-12-2025
Place: New Delhi
