



May 23, 2024

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

Scrip Code: (534060)

Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2024.

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, 2024, issued by **M/s Anamika Bhola & Associates**, Practicing Company Secretary.

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

Thanking you,

Yours faithfully,

For PMC FINCORP LIMITED

Kailash
Company Secretary & Compliance Officer
Membership Number: A51199

Encl.: As above

ANAMIKA BHOLA & ASSOCIATES
COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
email –anamikabhola@gmail.com, Ph-8368038585, 9899633450

SECRETARIAL COMPLIANCE REPORT

Of PMC FINCORP LIMITED

(CIN NO:- L27109UP1985PLC006998)

For the year ended 31.03.2024

{Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I Anamika Bhola, Proprietor of M/s Anamika Bhola & Associates, Practising Company Secretaries have examined:-

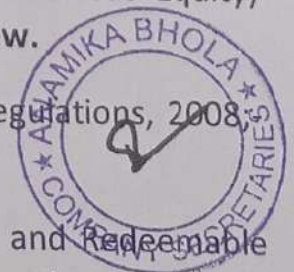
- (a) all the documents and records made available to us and explanation provided by M/s PMC FINCORP LIMITED(CIN NO- L27109UP1985PLC006998)("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.3.2024(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 thereunder;
- (b)and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable to the Listed Entity during the year under review.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not applicable to the Listed Entity during the year under review.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to the Listed Entity during the year under review.**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Listed Entity during the year under review.**
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable to the Listed Entity during the year under review.**



ANAMIKA BHOLA & ASSOCIATES

COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
 email –anamikabhola@gmail.com, Ph-8368038585, 9899633450

- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; - Not applicable to the Listed Entity during the year under review.
 - Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
 - Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
- and circulars/ guidelines issued thereunder;

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of BSE Circular reference No. 20230316-14 and NSE Circular No. NSE/CML/2023/21 dated March 16, 2023 below


| S. No | Particulars | Compliance status(Yes/No/NA) | Observations/Remarks by PCS* |
|-------|--|------------------------------|---|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p> | Yes | Not Applicable |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI | Yes Yes | Not Applicable |
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes Yes Yes | Not Applicable |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | Yes | Not Applicable |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>a) Identification of material subsidiary companies</p> | NA | During the period under review there were no Subsidiaries or material |



ANAMIKA BHOLA & ASSOCIATES

COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
 email –anamikabhola@gmail.com, Ph-8368038585, 9899633450

| | (b)Disclosure requirements of material as well as other subsidiaries | | material subsidiaries of the Company. |
|-----|--|---|---|
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | Not Applicable |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | Not Applicable |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee. | Yes | Not Applicable |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Not Applicable |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | Not Applicable |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes | During the period under review there were no actions taken by SEBI or Stock Exchanges |
| 12. | Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc. |  | Not Applicable |

ANAMIKA BHOLA & ASSOCIATES

COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
email anamikabhola@gmail.com, Ph-8368038585, 9899633450

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:- Not applicable as there was no resignation of statutory auditors during the year under review.

| S. No. | Particulars | Compliance Status(Yes/No/NA) | Observations /Remarks by PCS* |
|--------|--|------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | During the period under review the auditors have not resigned. |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p> | NA | During the period under review the auditors have not resigned. |



ANAMIKA BHOLA & ASSOCIATES

COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
 email –anamikabhola@gmail.com, Ph-8368038585, 9899633450

| | | | |
|----|--|----|--|
| | | NA | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | During the period under review the auditors have not resigned. |

●The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: –

| S. No. | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of action | Default of Violation | Fine amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| NIL | | | | | | | | | | |

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

| S. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of action | Default of Violation | Fine amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| NA | | | | | | | | | | |



ANAMIKA BHOLA & ASSOCIATES
COMPANY SECRETARIES

RZ-44, SOUTH EXTN, PART-III, SHUKAR BAZAR, UTTAM NAGAR, NEW DELHI-110059
email -anamikabhola@gmail.com, Ph-8368038585, 9899633450

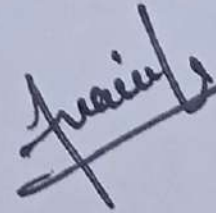
Assumptions and Limitation of Scope and Review:-

1. Compliance of applicable laws and ensuring of the authenticity of documents and information furnished, are the responsibility of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI(Listing Obligations and Disclosure Requirements)Regulation , 2015 and is neither an assurance as to the future visibility of the listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed Entity.

Place: New Delhi

Date: 23.05.2024

For Anamika Bhola & Associates
(Company Secretaries)



Anamika Bhola

ACS/ FCS No.: A26132

C P No.:23474

Peer review No-3417/2023

UDIN:- A026132F000419976