



26<sup>th</sup> September, 2016

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 31<sup>st</sup> AGM of the Company

The details of voting results of the 31<sup>st</sup> Annual General Meeting of the Company held on September 24, 2016 are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consolidated Scrutinizer Report of the 31<sup>st</sup> AGM of the Company.

You are requested to take the same on record.

Thanking you

Yours faithfully

For PMC Fincorp Limited

R.K. Modi  
(Managing Director)



Encl: As Above

Date of AGM	24 <sup>th</sup> September, 2016
Total Number of shareholders as on Record Date	19,945
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	3
Public	34
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Arranged
Public	

**Details of Agenda:-**

**Resolution No. 1:**

Resolution required: Ordinary			Adoption of Audited Financial Statements of the company for the year ended on 31st March, 2016.					
Whether promoter/promoter group are interested in agenda/resolution.			No					
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	80765600	80765600	100	80765600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		80756500	0	80765600	0	100	0
Public - Non Institutional holders	E-Voting	405795600	7959796	1.96	5204271	2755525	65.38	34.62
	Poll		1297000	0.32	1297000	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		9256796	2.28	6501271	2755525	70.23	29.77
Public- Institutional Holders	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Total</b>		486561200	90022396	18.50	87266871	2755525	96.94	3.06

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.



Resolution No. 2:

Resolution required: Ordinary			Re-appointment of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation.					
Whether promoter/promoter group are interested in agenda/resolution.			Yes					
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	80765600	72125600	89.30	66677000	0	92.45	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		72125600	89.30	66677000	0	92.45	0
Public -Non Institutional holders	E-Voting	405795600	7957086	1.96	4445731	3511355	55.87	44.13
	Poll		1297000	0.32	1297000	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		9254086	2.28	5742731	3511355	62.06	37.94
Public-Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Total</b>		486561200	81379686	16.73	72419731	3511355	88.99	4.31

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.



Resolution No. 3:-

Resolution required: Ordinary			Re-appointment of M/s. M.M. Goyal & Co., Chartered Accountants, as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting.					
Whether promoter/promoter group are interested in agenda/resolution.			No					
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	80765600	80765600	100	80765600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		80765600	100	80765600	0	100	0
Public- Non Institutional holders	E-Voting	405795600	7955686	1.96	5199682	2756004	65.36	34.64
	Poll		1297000	0.32	1297000	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		9252686	2.28	6496682	2756004	70.21	29.79
Public- Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	00	0	0	0	0
<b>Total</b>		486561200	90018286	18.50	87262282	2756004	96.94	3.06

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.



Resolution No. 4:-

Resolution required: Special			Ratification of with respect to correct Record Date and Lock-in Period					
Whether promoter/promoter group are interested in agenda/resolution.			No					
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	80765600	80765600	100	80765600	0	100	0
	Poll		0	0		0	0	0
	Postal Ballot		0	0		0	0	0
	<b>Total</b>		80765600	100	80765600	0	100	0
Public -Non Institutional holders	E-Voting	405795600	7955686	1.96	7923962	31724	99.60	0.40
	Poll		1297000	0.32	1297000	0	100	0
	Postal Ballot		0	0	0		0	0
	<b>Total</b>		9252686	2.28	9220962	31724	99.66	0.34
Public- Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Total</b>		486561200	90018286	18.50	89986562	31724	99.96	0.04

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.



Resolution No. 5:-

Resolution required: Special			Maintenance of Registers & Returns at the corporate office of the Company at 14/5, Old Rajender Nagar, New Delhi-110060, instead of the Registered Office of the Company					
Whether promoter/promoter group are interested in agenda/resolution.			No					
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	80765600	80765600	100	80765600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		80765600	100	80765600	0	100	0
Public -Non Institutional holders	E-Voting	405795600	7955686	1.96	7955062	624	99.99	0.01
	Poll		1297000	0.32	1297000	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		9252686	2.28	9252062	624	99.99	0.01
Public-Institutional holders	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Total</b>		486561200	90018286	18.50	90017662	624	99.99	0.01

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.

Thank You,  
For PMC Fincorp Limited

R. K. Modi  
(Managing Director)





## **Consolidated Scrutinizer(s) Report**

To,  
**The Chairman,**  
**PMC FINCORP LIMITED**  
CORP. Office: 14/5, First Floor,  
Old Rajender Nagar,  
New Delhi-110060

**SUB: Consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.**

Dear Sir,

I, Ashu Gupta of M/s Ashu Gupta & Co., Practicing Company Secretary, was appointed as the scrutinizer by the Board of Directors of PMC Fincorp Limited (the Company) for the purpose of scrutinizing, in a fair and transparent manner, the remote e-voting process and voting through ballot paper conducted in respect of the resolutions to be passed at the 31<sup>st</sup> Annual General Meeting of the Company.

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 & voting through ballot paper on the resolutions proposed in the notice of the 31<sup>st</sup> Annual General Meeting dated 26<sup>th</sup> August, 2016.

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



In this regard, we submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 17th September, 2016 were entitled to vote on the resolutions proposed as set out in the notice of the 31<sup>st</sup> Annual General Meeting by remote e-voting or voting through ballot/polling paper at the AGM
2. The remote e-voting period remained open from 21<sup>st</sup> September, 2016 (10:00 A.M) to 23<sup>rd</sup> September, 2016 (5:00 P.M) and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Annual General Meeting through ballot paper. Accordingly, the company has issued ballot papers to the members who attended the Meeting.

As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

3. Accordingly National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of e-voting, provided us the list containing names, DP ID/Client ID and shareholding of members who have cast their Vote through remote e-voting.
4. After the declaration of poll by the Chairman, one Ballot box kept for the purpose of voting through ballots, was locked in my presence with due identification marks placed by us.
5. Immediately after the conclusion of the meeting, the locked ballot box were opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the Company.
6. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. After counting the votes cast by the members present at the 31<sup>st</sup> Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 24th September, 2016 around 01:30 P.M. in the presence of two witnesses Ms.





Sanjana Chawla D/o Shri. Shyam Sunder Chawla and Mr. Akshay Kapoor S/o Shri. Yash Kapoor, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.

*Sanjana*  
Signature:

**Name- Sanjana Chawla**

*Akshay Kapoor*  
Signature:

**Name- Akshay Kapoor**

8. We have scrutinized the votes cast through electronic means and voting through ballot papers at the Annual General Meeting only for the purpose of this report.
9. The consolidated result of the voting with respect to each item of agenda as set out in the notice of the 31<sup>st</sup> Annual General Meeting is enclosed as Annexure 1.

We have observed that:

All Resolution(s) set out in the notice of the 31<sup>st</sup> Annual General Meeting dated 26<sup>th</sup> August, 2016 stands passed with requisite majority.

10. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

Thanking you,  
Yours truly,

*Ashu Gupta*



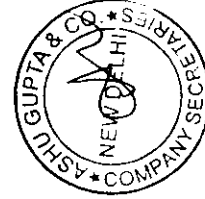
**Ashu Gupta**  
Practising company Secretary  
Membership No- 4123  
C.P. No. 6646

Date: 26.09.2016

Place: New Delhi

Consolidated Scrutinizer Report on voting through ballot paper and remote e-voting  
of PHC Fincorp limited

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members votes abstain	No of votes abstain
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date, together with the Auditors' and the Directors' Reports thereon.(Ordinary Resolution)								
A	Mode of Voting (E-VOTING)	84	88725396	85969471	96.8943	2755525	3.1057	0	0
B	Mode of Voting (Ballot Paper)	28	1,297,000	1,297,000	100.0000	0	0.0000	0	0
	<b>TOTAL(A+B)</b>								
2	To appoint a director in place of Mrs. Reha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offers herself for re-appointment.(Ordinary Resolution)								
A	Mode of Voting (E-VOTING)	82	80082686	71122731	88.81162028	3511355	4.38466	3	5448600
B	Mode of Voting (Ballot Paper)	28	1,297,000	1,297,000	100.0000	0	0.0000	0	0
	<b>TOTAL(A+B)</b>								



Resol. No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
3	To appoint M/L. M.M. Goyal & Co., Chartered Accountants, (Firm Registration Number 007198N) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of Companies Act, 2013 and rules there under on such remuneration as shall be fixed by the Board of Directors. (Ordinary Resolution)	81	88721286	85965282	96.89363835	2756004	3.10636	0	0
A	Mode of Voting (E-VOTING)	28	1,297,000	1,297,000	100.0000	0	0.0000	0	0
B	Mode of Voting (Ballot Paper)								
TOTAL(A+B)									

Resol. No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
4	To consider and, if thought fit to pass with or without modification(s), "RESOLVED THAT as per the directions issued by Bombay Stock Exchange (BSE), correct Record Date (24.11.2015) for the purpose of determining the issue price of the convertible warrants and the correct lock in period for pre-preferential holding "From the Relevant Date up to a period of six months from the date of trading approval i.e. (18.08.2017)" as per Regulation 78(6) of SEBI (ICDR) Regulations, 2009, which was inadvertently mentioned wrong in the Notice of Postal ballot issued by the Company dated 19.11.2015. be <small>Resol. No. 4, Bombay Stock Exchange, Mumbai, Maharashtra, India.</small>	81	88721286	88689562	99.96424308	31724	0.03577	0	0
A	Mode of Voting (E-VOTING)	28	1,297,000	1,297,000	100.0000	0	0.0000	0	0
B	Mode of Voting (Ballot Paper)								
TOTAL									

Resol. No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid



5	To consider and, if thought fit to pass with or without modification(s), "RESOLVED THAT pursuant to the provisions of Section 88, 92 and 94 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register of Members and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate office of the Company at 14/5, Old Rajender Nagar, New Delhi-110060, instead of the Registered Office of the Company. (Special Resolution)	81	88721286	1,297,000	88720662	99,99929667	624	0.0007	0	0
A	Mode of Voting (E-VOTING)	28	1,297,000	1,297,000	1,297,000	100,0000	0	0.0000	0	0
B	Mode of Voting (Ballot Paper)									
	TOTAL(A+B)									



DATE : 26.09.2016  
PLACE : NEW DELHI.