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CORPORATE INFORMATION

BOARD OF DIRECTORS			
Mr. Anupam Narain Gupta Managing Director	02294687	NEELAM Women Director (Upto 13 th December, 2024)	09051272
Mr. ABHAY NARAIN GUPTA Whole Time Director	02294699	Neeraj Arora Independent Director	00177569
Mrs. Kinjal Vora Additional Independent Director (From 31 st December, 2024)	10888663	Nirmal Lunkar Additonal – Independent Director (upto 23 rd December, 2024)	05250550
Mr. MANAV KUMAR Independent Director	08309105	Pinkesh Jain Additional Independent Director (From 23 rd December, 2024)	05276155
AUDITOR		K S SUBRAHMANYAM & CO Flat No. 202, Rajnigandha Apt CHSL, Veer savarkar nagar, near platform no.1, vasai west, Palghar – 401202.	
BANKERS		HDFC Bank Limited Punjab National Bank ICICI Bank Limited	
REGISTRAR AND SHARE TRANSFER AGENTS		Beetal Financial & Computer Services (p) Ltd Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Nr. Dada Harsukhdas Mandir, New Delhi- 110062 Tel: .011 29961281/83 Fax: 011 29961284	
REGISTERED OFFICE		B/503, Western Edge II, Western Express Highway, Borivali (East), Mumbai- 400 066 Tel: 022 – 28702070 Fax: 022- 28702072	
Email ID		profin.capital1@gmail.com	
Website		www.profincapital.co.in	
CIN		L51909MH1991PLC250695	

DIRECTORS' REPORT

To:
The Members of Pro Fin Capital Services Limited

Your Directors have pleasure in presenting their 34th Annual Report and the audited financial statements for the financial year ended 31st March 2025.

1. Financial Results

The summarized financial results for the financial year ended 31st March 2025 are presented below:

Rs. In Lakhs

Details	Financial year ended 31 st March 2025 (standalone)	Financial year ended 31 st March 2024 (standalone)
Income	2496.50	2179.24
Profit before tax	415.19	(23.30)
Taxation	123.20	2.39
Profit for the year	291.98	(39.96)
Balance brought forward previous year (loss)		140.17
Less: Dividend proposed including dividend distributioin tax	--	---
Balance carried to balance sheet		103.20

- Performance Highlights**

The Income during the financial year ended 31st March 2025 is 2496.50 Lakhs compared to Rs. 2179.24 Lakhs. The profit for the year for the financial year ended 31st March 2025 is Rs. 291.98 lakhs compared to loss for the previous year Rs. -39.96 lakhs.

- Dividend and Reserves**

Board of Directors of the Company does not recommend any dividend for the year under consideration. No amount is transferred to General reserves for the financial year 2024-25.

- Share Capital**

The Paid-up share Capital of the Company stood at Rs. 296297163 consisting of 296297163 equity shares of Rs. 1/ each after rights issue.

During the year the Company has came up with rights issue of Rs. 379305734.00.

2. Change In Nature Of Business, If Any:

During the year under review there is no change in nature of business.

3. Finance & Accounts

The Company prepares its financial statements in accordance with the requirements of the Companies Act 2013(hereinafter referred as "the Act" or "Act") and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis in conformity with the Indian Accounting Standards ("Ind AS"). The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the financial year ended 31st March 2025.

4. NBFC registration with RBI

During the year under report, the Company continues to be registered with RBI as an NBFC.

5. Subsidiaries and Associate Company

The Company is not a subsidiary of any company, nor does it have any subsidiaries and it has not entered into any Joint Venture nor has any Associate Company during the year.

6. Statement on Annual Evaluation of Board, Committee and Its Directors

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholder Relationship and Nomination & Remuneration Committees. A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non-Independent Directors was carried out by Independent Directors. The Directors expressed their satisfaction with the evaluation process

7. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration Policy is available on company's website www.profincapital.co.in.

8. Board of Directors

The Board of Directors of the Company is duly constituted.

Mr. Anupam Gupta retires by rotation and being eligible offers himself for reappointment. Appropriate resolution for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM.

Mrs. Kinjal Vora was appointed as Additional Independent Director of the Company with effect from 31st December, 2024.

Mrs. Neelem has resigned from the post of Independent Director of the Company with effect from 13th

December, 2024.

9. Directors of the Company

The following are the directors of the Company during the year under report.

Name	Designation
Anupam Gupta	Managing Director
Abhay Gupta	Whole Time Director
Nirmal Lunkar	Independent Director
Manav Kumar	Independent Director
Neeraj Arora	Director
Kinjal Vora	Additional - Independent Director

10. Meetings of Board of Directors

The Meetings of the Board of Directors are scheduled well in advance and held at the Registered Office of the Company at Borivali. The notice confirming the meeting and the detailed agenda is sent well in advance to all the Directors.

During the year under report, the Board met 8 (Eight) times, following are the dated of Board meeting:

Sr. No	Date of Board Meeting
1	29.05.2024
2	09.08.2024
3	22.08.2024
4	16.10.2024
5	14.11.2024
6	23.11.2024
7	23.12.2024
8	14.02.2025

11. Audit Committee

The Audit Committee consists of two independent directors namely:

- 1) Mr. Nirmal Lunkar (Resigned from the company w.e.f 23rd December, 2024)
- 2) Mrs. Kinjal Vora (Appointed on 31st December, 2024)
- 3) Mr. Manav Kumar
- 4) Mr. Abhay Gupta

Mr. Nirmal Lunkar ceased to be director of the Company from 23rd December, 2024 due to which the company is required to reconstitute the committee. Mrs. Kinjal Vora appointed in place of Nirmal Lunkar.

During the year under report, the Committee met 05 (Five) times, following are the dated of Committee meeting:

Sr. No	Date of Board Meeting
1	29.05.2024
2	09.08.2024
3	22.08.2024
4	12.11.2024
5	14.02.2025

12. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of two independent directors and directors, namely:

- 1) Mrs. Kinjal Vora
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta

Mr. Nirmal Lunkar ceased to be director of the Company from 23rd December, 2024 due to which the company is required to reconstitute the committee. Mrs. Kinjal Vora appointed in place of Nirmal Lunkar.

During the year under report, the Committee met Once, following are the dated of Committee meeting:

Sr. No	Date of Committee Meeting
1	23.12.2024

13. Stakeholder Relationship Committee

The Stakeholder Relation Committee consists of three directors namely:

- 1) Mrs. Kinjal Vora
- 2) Mr. Manav Kumar
- 3) Mr. Abhay Gupta

Mr. Nirmal Lunkar ceased to be director of the Company from 23rd December, 2024 due to which the company is required to reconstitute the committee. Mrs. Kinjal Vora appointed in place of Nirmal Lunkar.

During the year under report, the Committee met Once, following is the date of Committee meeting:

Sr. No	Date of Board Meeting
1	12.11.2024

14. Internal Financial Controls:

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

15. Listing of shares on BSE

During the financial year under report, the equity shares issued by the company continue to be listed on BSE. The Listed Capital of the Company is 296297163 at the face value of Rs. 1/- each.

16. Extract of Annual Return

The extract of Annual Return in Form MGT 9, as required in section 92 of the Companies Act, 2013, as at 31st March 2025, can be accessed by clicking at the following link www.profincapital.co.in/downloads.php

17. Vigil Mechanism / Whistle Blower Policy

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization

of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach Chairman of the Audit Committee of the Company. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise concerns about serious irregularities within the Company.

18. Prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Companies Code of Conduct is available on companies Website www.profincapital.co.in/downloads.php

19. Particulars of loans, guarantees or investments by the Company

The particulars of loans are mentioned in the Auditors note relating to related party transactions during the year.

20. Significant and material orders passed by the Regulators or Courts

There are no significant and material orders passed by the regulators or courts against the Company during the year.

21. Material Changes Affecting the Financial Position of The Company:

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2024-25.

22. Directors' responsibility statement

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134 (3) (c) read with section 134(5) of the Companies Act, 2013 in preparation of the Annual Accounts for the year ended on March 31, 2025 and state that:

- (i) That in preparation of annual accounts for the year ended 31st March 2025 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) And applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2025 and of the profit of the Company for the year ended on that date;
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts have been prepared on a going concern basis
- (v) That the directors have devised proper systems to ensure compliance with the provisions of all applicable law and that such systems were adequate and operating effectively

23. Statement On Declaration by Independent Director:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rules and Regulation 16(1) (b) of SEBI (Listing Obligation and disclosure requirements) Regulation, 2015 with the Stock Exchanges.

24. Statutory auditors

M/s. K S SUBRAHMANYAM & CO, Chartered Accountants, was appointed as a statutory auditors of the Company in the board meeting held on 16.10.2024.

25. Cost Audit

The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the company's operations.

26. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made there under, the Company has appointed JCA & Co., Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report for the financial year 2024-25 has been annexed to this Report.

27. Internal control system and their adequacy

The Company has an effective internal control system commensurate with its size and scale of its operations. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

28. Environment and safety

The Company's operations do not pose any environmental hazards.

29. Statutory Information

- (A) Conservation of energy: Not applicable
- (B) Technology Absorption: Not applicable
- (C) Foreign exchange earnings and expenses: Not applicable

30. Corporate Social Responsibility

In accordance with section 135 of the Companies Act, 2013, the provisions related to Corporate Social Responsibility is not applicable to the company.

31. Related party transactions

All transactions entered with related parties for the financial year ended 31st March 2023 were on arm's length basis and in the ordinary course of business. Hence provisions of Section 188 of the Companies Act, 2013 are not attracted and disclosure in Form AOC 2 is not required. All related party transactions are placed before the Audit Committee and the Board of Directors for approval. The related party transactions during the year are disclosed in the Notes to the Accounts at appropriate place.

32. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Policy with respect to Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and has framed a Committee for implementation and periodical review of such policy.

33. The required disclosures under the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are given in annexure 1 which forms part of Report.

34. Corporate Governance & Compliance Certificate:

A separate section on Corporate Governance is included in the Annual Report and the certificate from company secretary confirming the Compliance of the conditions on the Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this Report.

35. INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of Insider Trading and the Code for Corporate Disclosures (" Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of Shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees, and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees, and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information.

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There were no significant and material orders passed by the regulators or courts or tribunal which would impact the going concern status and the Company's operations in future.

37. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013

38. INSOLVENCY PROCEEDINGS

There was no application made by the Company or no proceedings are pending against the Company under the Insolvency and Bankruptcy Code 2016 during the year.

39. DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The disclosure is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions during the year.

40. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to the Investor Education and Protection Fund

41. ACKNOWLEDGMENT

The Board of Director take this opportunity to thank all its shareholders, valued customer, banks, government and statutory authorities, investor, and stock exchange for their continued support to the company. Your directors wish to place on record their deep sense of appreciation for the committed services by employees. Your directors acknowledge with gratitude the encouragement and support extended by our valued shareholders and the Promoters of the Company.

Place: Mumbai
Date: 02.09.2025

For and on behalf of Board of Directors
Sd/-
(Anupam N. Gupta)
Managing Director

ANNEXURE-1

PRO FIN CAPITAL SERVICES LIMITED

(CIN: L51909MH1991PLC250695)

(A) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

Sr No	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31 st March 2025	Anupam Gupta Abhay Gupta
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 st March 2025	Anupam Gupta Abhay Gupta
3	The percentage increase of in the median remuneration of employees in the financial year.	
4	The number of permanent employees on the roll of the Company	
6	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	
7	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the financial year ended 31 st March 2025 KMP against PBT Against operations
8	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of directors

9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest paid director during the year.
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration paid is as per the remuneration policy of the Company

There were no employees who were In receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000 per annum or in part of year who were in receipt of remuneration which in aggregate was not less than Rs. 8,50,000 p.m. Hence no details are shown as required under section 197(12) of the Act and the relevant rules made thereunder.

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PRO FIN CAPITAL SERVICES LIMITED
503, Western Edge II,
Western Express High Way,
Borivali East, Mumbai- 400066

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **PRO FIN CAPITAL SERVICES LIMITED (CIN: L51909MH1991PLC250695)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have not examined the Correctness and authenticity of books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March 2025** according to the provisions of:

- I. The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- i. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

VI. Other laws applicable specifically to the Company namely:

- a. Maharashtra State Tax on Professions/Trades Act, 1975
- b. Goods and Service Tax Act, 2017
- c. Sexual Harassment Act, 2013
- d. Income Tax Act, 1961

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. SEBI (Listing Obligations and Disclosure requirements) Regulation 2015 for the financial year ended 31st March, 2025.

During the audit period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable except mentioned below:

1. According to Regulation of LODR, SEBI Regulations & Stock Exchanges rules, Company has not Provided compliance calendar and Quantum of penalty (If any), during review period.
2. Company has not filed Annual returns and Other Required E-forms to Registrar of companies related to Compliance.
3. We have not verified Structured Digital Database (SDD) software either maintain or not by Company.

We further report that as information found on BSE (Bombay Stock Exchange) Company Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director; which is not authenticated and not Checked and not verified by Filled proper E-form to Registrar of Companies & Statutory Compliance books and papers, during the period under review.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minute's book, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been

reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

Management will be responsible for true and correctness of compliances and all matters. Our opinion is subject to such Information provided by Management and its representative.

We state that Above information is on basis of Provided data in manner of scope limitation by Management and by its representative, we are not responsible if any information which provided to us belongs to false, misleading and mis representing; subject to we are reporting/Certification on behalf of management and Management is responsible, we are Qualifying report on basis of Scope Limitation and we are complying only on basis of general available information.

For M/s. JCA & Co.
Practicing Company Secretaries

CS Chirag Jain
Partner
FCS No: F11127
C. P. No.: 13687
Peer Review No.: 4197/2023
UDIN: F011127G001197158

Place: Mumbai
Date: 07/09/2025

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,
The Members,
PRO FIN CAPITAL SERVICES LIMITED
503, Western Edge II,
Western Express High Way,
Borivali East, Mumbai- 400066.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. All the records after examinations have been delivered to the company/ its representative and we do not possess any original records as per our standard practice.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For M/s. JCA & Co.
Practicing Company Secretaries

CS Chirag Jain
Partner
FCS No: F11127
C. P. No.: 13687
Peer Review No.: 4197/2023
UDIN: F011127G001197158

Place: Mumbai
Date: 07/09/2025

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

As the world continued its recovery from the lingering aftereffects of the COVID-19 pandemic, the Russia-Ukraine conflict persisted, leaving behind lasting economic, social, and political repercussions. Global inflation, which had touched multi-decade highs of over 8% during the crisis, showed signs of easing in 2024–25, though many developed economies continued to battle elevated price levels and tighter monetary conditions. Central banks across the globe maintained a cautious stance, with interest rates remaining at relatively higher levels to anchor inflation expectations.

The prolonged conflict continued to disrupt global trade flows and energy markets, although supply adjustments and diversification strategies have somewhat softened the earlier shocks. Europe, still grappling with energy security challenges, accelerated its transition towards alternative and renewable sources.

This environment has reinforced the critical need for energy self-reliance worldwide. Consequently, countries have fast-tracked climate action plans and expanded renewable capacity at scale. While supply chain pressures and commodity price volatility remain intermittent challenges, the thrust of low-carbon investments has shifted towards building resilient, localized supply ecosystems and strengthening green infrastructure.

INDIAN ECONOMIC OVERVIEW

India's economy continued to demonstrate resilience, recording a growth of 7.6% year-on-year in FY 2024–25, supported by robust domestic demand, strong services sector performance, and government-led infrastructure spending. On a sequential basis, quarterly growth has remained steady, reflecting sustained momentum across multiple sectors despite global uncertainties.

Industrial output growth remained moderate at 3.2% in October 2024, compared with 3.1% in the previous month. However, subdued performance in the capital goods and consumer goods segments constrained overall industrial expansion. The slowdown in the base effect also contributed to reduced momentum compared to the double-digit growth observed during the first half of CY 2024. November witnessed broad-based improvements in output across most sectors, with the exception of electricity, capital goods, and consumer durables.

While consumption and investment activity are gradually recovering, a durable and broad-based pick-up is still awaited. Structural challenges such as weak private investment appetite, demand-side pressures, and rising input costs continue to weigh on growth. Global headwinds, including elevated interest rates, geopolitical uncertainties, and volatile commodity prices, add to the external risks.

Nevertheless, India's medium-term outlook remains positive, supported by a stable financial system, government reforms, and rising investor confidence. The economy is projected to remain one of the fastest-growing major economies in 2025, with GDP growth expected in the range of 6.8%–7.0%.

OVERVIEW OF THE FINANCIAL SERVICES INDUSTRY

Non-Banking Financial Companies (NBFCs) demonstrated resilience through 2024 and are expected to sustain growth momentum in 2025. The sector continues to benefit from an improving macroeconomic environment, stronger balance sheets, higher provisions, and improved capital adequacy positions. Growth is further supported by rising credit demand, government infrastructure push, and deeper financial penetration across semi-urban and rural markets.

However, the pace of near-term expansion is tempered by global headwinds such as elevated interest rates, geopolitical uncertainties, and commodity price volatility. Domestically, demand drivers are gradually strengthening, positioning NBFCs for steady growth in the medium term. India's real GDP is projected to expand by 6.8%–7.0% in FY 2024–25, underpinning sectoral opportunities.

On the asset quality front, NBFCs continue to face pressure. Following the Reserve Bank of India's (RBI) revised NPA recognition and upgradation norms under its scale-based regulatory framework, gross NPAs are expected to see a rise in the short term. As per CARE Ratings' November 2024 report, gross NPAs could increase by up to 300 basis points, though the impact on shorter-tenure retail loans is expected to be limited.

According to a CRISIL report, the worst of the asset-quality stress appears to be behind the sector, and NBFCs are poised to benefit from the broader economic upturn. The Assets Under Management (AUM) of NBFCs is expected to grow by 8–10% in FY 2025, compared to 6–8% in the previous year, supported by diversification of funding sources and improved investor confidence.

BUSINESS & OPERATIONAL OVERVIEW

Your Company continues to follow a customer-centric business philosophy, with its growth strategy anchored in transparency of offerings, product suitability, and a wide range of choices tailored to meet diverse customer needs.

A key strength of the Company remains its diversified funding sources, which enable optimization of funding costs, protection of interest margins, and maintenance of a balanced funding portfolio. During FY 2024–25, this approach has further strengthened the Company's funding stability and liquidity position, while contributing to a reduction in average borrowing costs and enhancing overall financial resilience.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Income during the financial year ended 31st March 2025 is 3169.12 Lakhs compared to Rs. 2179.24 Lakhs. The profit for the year for the financial year ended 31st March 2025 is Rs. 291.96 lakhs compared to loss for the previous year Rs. 25.69 lakhs.

ACCOUNTING RATIO

Particulars	31.03.2025	31.03.2024
Capital to risk-weighted assets ratio (CRAR)	10.56%	7.61%
Tier I CRAR	10.56%	7.61%

Tier II CRAR	-	-
Liquidity Coverage Ratio	1.98	1.12

OPPORTUNITIES AND THREATS

1. Non-Banking Financial Companies (NBFCs) continue to form an integral part of the Indian financial ecosystem. By extending secured and unsecured credit to millions of underbanked and unbanked individuals and businesses across the country, NBFCs play a crucial role in driving financial inclusion and enabling wider participation in the formal financial system.
2. However, the NBFC lending model remains exposed to several internal and external challenges, which could impact sustainability, profitability, and growth prospects. The key risks are as follows:
3. Operational Risk
4. Risk arising from inadequate processes, systems, or internal controls, which may disrupt continuity of business operations, damage reputation, and adversely affect profitability.
5. Credit Risk
6. Risk of default or non-repayment of loans by borrowers, leading to monetary loss in terms of both principal and interest income. This remains a critical risk given the diverse borrower base.
7. Business Risk
8. Exposure to external risks such as industry dynamics, competitive pressures, and macro-economic volatility, which can directly influence sustainability and profitability. Fluctuations in demand and sectoral outlook may also result in impairment of loan assets.
9. Regulatory Risk
10. Risk of material impact on operations due to changes in laws, regulations, or RBI guidelines under the evolving scale-based regulatory framework for NBFCs.
11. Human Capital Risk
12. Risk arising from the gap between organisational goals and workforce skills. Continuous upskilling, talent retention, and leadership development remain essential to align human resources with business objectives.

SEGMENT – WISE PERFORMANCE

The Company is engaged in financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

OUTLOOK

With the long term India growth story intact, we continue to remain enthused about the growth prospects of financial services sector in India. However given the inherent linkage of most of our business with the economy and capital markets, our financial performance is subject to fluctuations depending on the pace of economic growth and activity in the capital market. The last financial year has been year of new initiatives for company. The new financial year will see a lot of our initiatives taking shape and being deployed.

HUMAN RESOURCES

For enhanced performance of any organization, it is important that its human resources are abreast of new developments and possess relevant skill sets. To realize this, the emphasis on training and development activities has been increased.

During this uncertain times facility of work from home has been adopted by the Company for the welfare and wellbeing of its employees.

INTERNAL CONTROL SYSTEMS

Your Company has an adequate system of internal controls for business processes, operations, financial reporting, fraud control, and compliance with applicable laws and regulations, among others. Your company's Management Assurance and Audit function is headed by a senior management personnel with reporting lines to the Audit Committee of the Board and a dotted line reporting to the Managing Director.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance department of the Company is continued to play a pivotal role in ensuring implementation of Compliance functions in accordance with the directives issued by regulators, the Company's Board of Director's and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New instructions / guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and the functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in their course of their activities and processes. New products and process launched during the year were subjected to scrutiny from compliance standpoint and proposals of financial services were screened from risk control prospective.

The company has complied with all requirement of regulatory authorities. No penalties / strictures were imposed on the Company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market during the year.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis " describing the Company's objectives, projects, estimates, expectations and predictions may forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Mumbai

Date: 02.09.2025

For and on behalf of the Board of Directors

Sd\-

(Anupam N Gupta)

Managing Director

CORPORATE GOVERNANCE REPORT

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance ensures best management practices, compliance of laws, rules, and regulations in the Company and also provides appropriate framework for the Board and its Committees, to achieve objectives of the Company for the benefit of the Company and its stakeholders. Our Company is committed to good Corporate Governance Requirement of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Code of Conduct on Prevention of Insider Trading and also Code of Conduct for Directors and Senior Management Personnel are fully complied by our Company

Pro Fin Capital Services Limited's commitment for effective Corporate Governance continues and the company has always been at their bench marking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders. The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance. Your company endeavor to adopt best governance practices. Our commitment is reflected in the steps that we have taken to ensure compliance of law and by regularly reviewing the systems and procedures. Your Company constantly strives to achieve enhancement of shareholders' value and effective utilization of resources to realize long term goals.

2) BOARD OF DIRECTORS:

A fundamental requirement of Board membership is independence, knowledge and experience based upon the absence of relationships and interest that could compromise, or could be perceived as compromising the ability of a Director to exercise judgment in the best interests of the Company.

2.1) Composition:

The Board has an optimum combination of Executive and non-Executive Directors and is in conformity with corporate governance criteria as per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the listing agreement entered into with the stock exchanges, in which the Company's Shares are listed. The composition of the Board as on 31st March, 2025 consists of Six (06) Directors, among which Three (3) are Executive Directors, Three (3) are Non-Executive Independent Directors. The Board is classified broadly as follows:

Sr. No	Name of the Director	Status	Category	Shareholding in the Company
1	Anupam Gupta	Managing Director	Promoter and Executive Director	555000
2	Abhay Gupta	Whole Time Director	Promoter and Executive Director	1001200
3	Neeraj Arora	Non-Executive Independent Director	Non- Promoter and Non-Executive Director	-
4	Kinjal Vora	Non-Executive Independent Director	Non- Promoter and Non-Executive Director	-

5	Manav Kumar	Non-Executive & Independent Director	Non- Promoter and Non-Executive Director	-
6	Pinkesh Jain	Executive Director	Non- Promoter and Executive Director	-

Mr. Nirmal Lunkar and Neelam has ceased to be independent director of the Company with effect from 23rd December 2024 and 13th December, 2024 respectively

Independent Director shall mean non-Executive Director of the Company who:

1. An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

(a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

(c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) who, neither himself nor any of his relatives —

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

(f) who possesses such other qualifications as may be prescribed.

2.2) Skill of Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating Directors on the Board:

Leadership	Ability to inspire, motivate and offer direction and leadership to others and represent the Company before internal and external stakeholders.
Management	Knowledge or expertise or understanding of sound management and business principles or experience of working in senior management position of any organization.
Financial expertise	An understanding of financial statements and the accounting principles used by the Company to prepare its financial statements; including the ability to assess the general application of such accounting principles in connection with the accounting for the Company
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.
Information Technology	Knowledge and experience in the strategic use of information management in operations of the Company and to provide unique business solutions
Human Resource	Experience in developing strategies or handling matter like development of talent and retention, succession planning and driving change and long term.

In the table below, specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of the mark against a members' name does not necessarily mean the member does not possess the corresponding skill or qualification:

Area of Expertise	Name of Director(s) possessing skill
Leadership	Anupam Gupta, Abhay Gupta
Management	Anupam Gupta, Abhay Gupta
Financial expertise	Anupam Gupta , Abhay Gupta
Strategy Development and Implementation	Anupam Gupta , Abhay Gupta, Atul Kumar
Information Technology	Anupam Gupta, Abhay Gupta, Manav Kumar
Human Resource	Abhay Gupta

2.3) Board Meetings & Procedures:

The Board meets at least four times in a year and not more than 120 days gap between these meetings and more frequently if deemed necessary, to transact its business. The Company Secretary, in consultation with the Chairman and Managing Director, prepares the agenda for the meeting. Information and data that are important to the Board's understanding of the business in general and relating to matters tabled for discussion. The Agenda and relevant enclosures are distributed to the members of the Board sufficiently in advance of the meeting. Sensitive material, however, is presented for discussion at the meeting only. The meetings of the Board of Directors are generally held at Company's registered office at Mumbai, and are generally scheduled well in advance. The Company Secretary records the minutes of the proceedings of each Board Meeting and Committee Meeting. Draft minutes are circulated to all the members of the Board/Board Committee for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting. The important decision taken in the Board/Committee Meetings are communicated to the concerned departments/ persons for taking necessary actions and an action taken report is placed in the next meeting of the Board/Committee for noting the same.

Numbers & Dates of Board Meetings held during the year:

- (i) During the F.Y. 2024 - 25, the Board of Directors met 06 (Six) times on the following dates:

Sl. No	Date of Board Meeting	Total Members	Attendance by number of members
1	29.05.2024	6	6
2	09.08.2024	6	6
3	22.08.2024	6	6
4	16.10.2024	6	6
5	14.11.2024	6	6
6	23.11.2024	6	6
7	23.12.2024	6	6
8	14.02.2025	6	6

- (ii) The details of attendance of each Director at the Board Meetings, last Annual General Meeting are as follows:

Name of the Director	No. of Board Meeting held	No of Board Meeting attended	Last AGM	Director ship in other company
Anupam Gupta	8	8	Present	5
Abhay Gupta	8	8	Present	6
Pinkesh Jain	6	6	Present	
Neeraj Arora	8	8	Present	1
Manav Kumar	8	8	Present	2
Kinjal Vora	0	0	Not Applicable	

3) COMMITTEES OF BOARD:

The Board has constituted various committees for smooth and efficient operation of the activities and is responsible for constituting, assigning, co-opting and fixing the term of reference of the committees in line with the laws of the land. The chairman, quorum and the terms of reference of each committee has been approved by the Board.

The draft minutes of the proceedings of each committee meeting duly initialed by the Chairman of the respective committee meeting are circulated to the members of that committee for their comments and thereafter, confirmed by the respective committee in its next meeting. The Board also takes note of the minutes of the meetings of the committees duly approved by their respective Chairman and material recommendations/decisions of the committees are placed before the Board for approval.

3.1) AUDIT COMMITTEE:

The Primary objective of the Audit Committee of the Company is to monitor and provide effective supervisions of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting. The Audit Committee met Five (05) times during the financial year 2024-25. The composition and attendance of the committee are given below:

Composition:

Name of Director	Designation	Meeting attended
Mrs. Kinjal Vora	Chairman	1
Mr. Manav Kumar	Director	5
Mr. Abhay Gupta	Director	5

Mr. Nirmal Lunkar has resigned from the office w.e.f 23rd December, 2024

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the act and the Listing Regulations. Terms of reference broadly are as under:

- (a) To hold periodic discussions with the Statutory Auditors of the Company concerning the financial reports of the Company, internal control systems, scope of audit and observations of the Auditors/ Internal Auditors;
- (b) To review compliance with internal control systems;
- (c) To review the quarterly, half yearly and annual financial results of the Company before submission to the Board;
- (d) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report;
- (e) Recommending the appointment/reappointment of statutory auditors and fixation of their remuneration.

3.2 Nomination and Remuneration Committee

The purpose of the Nomination and Remuneration committee of the company shall be to discharge the Board's responsibilities relating to remuneration of the Company's Executive Directors. The committee has overall responsibility for approving and evaluating and recommending plan, policies and programs relating to remuneration of Executive Directors of the Company. Committee consists of majority of Independent Directors and non-Executive Director.

Composition:

Name of Director	Designation	Meeting attended
Mrs. Kinjal Vora	Chairman	0
Mr. Manav Kumar	Director	3
Mr. Abhay Gupta	Director	3

Mr. Nirmal Lunkar has resigned from the office w.e.f 23rd December, 2024

Terms of Reference:

- To appraise the performance of Managing and Executive Director; and
- To determine and recommend to the Board, compensation payable to Managing Director, Whole-time Director, Executive Directors & NonExecutive Directors.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE:

The “Share Transfer and Investor Grievance Committee” comprising Two Executive Directors and one Independent Non-Executive Director headed the committee of the company. The functioning and terms of reference of the Committee, inter-alias, approves issue of duplicate certificates and overseas and reviews all matters connected with securities transfers. The Committee also looks into redressing of investor’s grievance pertaining to transfer/transmission of shares, dividends, dematerialization/re-materialization, and replacement of lost/stolen/mutilated share certificates, splitting, conversion and other related issues and to strengthen investor relation. In addition to the above, the Committee also addresses to complaints like non-transfer of shares, non-receipt of declared dividends, etc.

Name of Director	Designation	Meeting attended
Mrs. Kinjal Vora	Chairman	0
Mr. Manav Kumar	Director	4
Mr. Abhay Gupta	Director	4

Mr. Nirmal Lunkar has resigned from the office w.e.f 23rd December, 2024

3.4 MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors had met during the year on to review the performance of Non-Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company, and to assess the efficiency of flow of information between the management and the Board.

4. GENERAL BODY MEETINGS:

Details of location and time of last 3 years Annual General Meetings are as under:

Financial Year	Venue	Date	Day	Time	Special Resolution Passed
2021-22	Registered Office	30.09.2022	Friday	11.00 A.M.	2
2022-23	Registered Office	27.09.2023	Wednesday	01:00 P.M.	2

2023-2024	Registered Office	25.09.2024	Wednesday	11:00 A.M.	2
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5. DISCLOSURES:

5.1) Disclosure regarding materially significant related party transactions:

There are no materially significant related party transactions made by the Company with its promoters, Directors or the management, their relatives conflicting with company's interests. Other related party transactions have been reported in the Notes on Accounts.

5.2) Disclosure of non-compliance by the company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities or any matter related to capital markets during the last three years:

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as well as regulations and guidelines of SEBI. penalties have been levied or strictures have been passed by Stock Exchange or SEBI or any other Statutory Authority on the matter relating to capital markets during the last three years are as follows.

Sr. No	Applicable Regulation of SEBI (LODR) Regulations, 2015	Fine amount	Fines levied for Quarter ended
1	Regulation 17(1)	5900	March 2023
2	Regulation 27(2) Non-submission of the Corporate governance compliance report within the period provided under this regulation	21240	September 2022
3	Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis.	253700	September 2022
4	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	542800	December 2022
5	Regulation 33	5900	September 2022
6	Regulation 6	80000	Not filling of vacancy of CS.

5.3) Disclosures regarding appointment/re-appointment of Directors:

Pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Nirmal Lunkar, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 18th March 2024 to 17th March 2029.

The brief resume of the Directors being appointed/re-appointed and other relevant information is given elsewhere in this Annual Report, which form part of the Corporate Governance Report.

5.4) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee :

Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:

6. Non-mandatory Requirements :

The Company has complied with all the mandatory requirements of Regulation 27 (2) of the SEBI (LODR) Regulation, 2015 relating to Corporate Governance. The Company has set up a remuneration committee pursuant to Regulation 27 (2) of the SEBI (LODR) Regulation, 2015. During the financial year 2024-25 there is no audit qualification in the company's financial statement. The Company will continue to adopt best practices to ensure the regime of unqualified statements.

7) MEANS OF COMMUNICATION :

The audited and un-audited Financial Results of the Company are published in English newspapers and local Ordinary newspapers.

There is no practice of sending half yearly results to the household of shareholders. The financial results and official news releases are also placed on the Company's website www.profincapital.co.in

8) GENERAL SHAREHOLDERS INFORMATION :**8.1) Annual General Meeting:**

The Thirty Four Annual General Meeting ("the AGM") of the company will be held on Tuesday, September 30, 2025.

8.2) Financial Calendar for the year 2025-26:

The Company follows 1st April to 31st March as its financial year. The financial Calendar for the year 2025-26 (Provisional) as follows:

SR. No.	Financial Calendar	Tentative Schedule
1	Results for the first quarter ending 30 th June 2025	By 14 th August 2025
2	Results for the second quarter ending 30 th September 2025	By 14 th November 2025
3	Results for the third quarter ending 31 st December, 2025	By 14 th February 2026
4	Results (Audited) for the financial year ending 31 st March, 2026	By 30 th May 2026
5	Annual General Meeting for the year ending 31 st March, 2026	By the end of September, 2026

8.3) Dates of Book Closure :

The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Tuesday September 30, 2025 (both days inclusive) for the purpose of Annual General Meeting.

8.4) Dividend :

The Board of Directors has decided not to declare any dividend for the year under review due to bad financial condition of the Company. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends.

8.5) Listing on Stock Exchanges:

The Company's shares are presently listed with The Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, and Mumbai-400 001, which has nationwide trading terminals. The Annual Listing fees for the year 2023-24 have already been paid to The Bombay Stock Exchange Limited (BSE).

8.6) Company Stock code:

The BSE Limited (BSE), Scrip Code is '511557'.

The ISIN Number of Profin is INE732K01027)

8.7) Market Price Data for the year 2024-25:

The monthly high and low quotations of Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2024-25 under review are as under:

Month	High(Rs.)	Low(Rs.)	Volume(Nos)
Apr-24	1.36	1.08	4160696
May-24	1.22	1	10882788
Jun-24	1.24	0.95	23375115
Jul-24	1.29	0.98	54331256
Aug-24	1.65	0.98	64063401
Sep-24	1.93	1.65	59315403
Oct-24	2.6	1.71	73642567
Nov-24	3.61	2.65	29771226
Dec-24	5.12	3.68	46465810
Jan-25	5.68	4.55	45662223
Feb-25	5.1	4.08	18007760
Mar-25	5.09	4.23	66084157

8.8) Registrar and Share Transfer Agents:

All share transfer and related operations are conducted by the Registrar and Share transfer Agent of the company both in physical and dematerialized form, the address of which is given below:

Beetal Financial & Computer Services (p) Ltd

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping Centre,

Nr. Dada Harsukhdas Mandir,

New Delhi- 110062

Tel: .011 29961281/83

Fax: 011 29961284

Email: beetalrta@gmail.com

8.9) Share transfer systems:

Transfers of Securities in physical form are registered and duly transferred share certificates are dispatched within 15 days of receipt, provided the documents are in order. With regard to Shares in demat mode, the procedure is adopted as per the provisions of Depositories Act, 1996. The Shareholders are

advised to contact the Registrar and Share Transfer Agents at their address for effecting transfer of shares both in physical and electronic form.

8.10) Shares held in physical and dematerialized form :

As on 31st March 2025, 90.13% of shares of the company were held in dematerialized form and the rest in physical form. The details of shares held in Physical and dematerialized form is given below:

Details of Shares Position as on 31.03.2025 % of holding

Details of Shares	Position as on 31.03.2025	% of holding
NSDL ACCOUNT	64578829	21.79
CDSL ACCOUNT	202495334	68.34
PHYSICAL HOLDING	29223000	09.86
TOTAL SHARES	296297163	100.00

8.11) Distribution of Shareholdings as on 31st March 2025:

As of 31st March, 2025 the distribution of company shareholding were as follows:

No of Equity Shares held	No of shareholders	% of shareholders	No. of shares	% of shareholding
UP TO 5000	22929	83.58	16958857	5.72
5001 TO 10000	1770	6.45	12922488	4.36
10001 TO 20000	1316	4.79	18451786	6.22
20001 TO 30000	476	1.73	11776579	3.97
30001 TO 40000	166	0.65	5944755	2.00
40001 TO 50000	157	0.57	7212036	2.43
50001 TO 100000	163	0.59	23660499	7.98
100001 AND ABOVE	193	0.70	179337236	60.52

8.12) Shareholding Pattern as on 31st March, 2025 :

Category	No of Shares	% of Shares Capital
Promoter & Promoter Group	14572283	4.92
Public	281724880	95.08

8.13) GDRs/ADRs/Warrants:

The Company has not issued any GDRs/ ADRs/Warrants during the Financial Year 2024-25.

8.14) Details of Shares held more than 1% as on 31st March, 2025:

Name of Shareholders	No of Shares held	% of Shareholding
Anupam Narain Gupta	6624160	2.24
Dilkush Bafna J .	3912345	1.32
Kapil Mahesh Kothari	8000000	2.70
Ramesh Sawalram Saraogi	47000000	15.86

8.15). SEBI Complaints Redress System (SCORES):

Securities Exchange Board of India has introduced for quick resolution of Investors Grievances, SEBI Complaints Redressal System (SCORES). The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are:

Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8.16) CODE OF CONDUCT :

- a) The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been hosted on the Company's website www.alfa.in. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as on 31st March 2024. The declaration signed by the Chairman cum Managing Director of the Company is given below:

DECLARATION

"We, Shri Anupam Gupta, Managing Director and Shri Abhay Gupta, Director of Pro Fin Capital Limited, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance of the code of conduct for the Financial Year ended 31st March, 2024."

FOR AND ON BEHALF OF THE BOARD**FOR AND ON BEHALF OF THE BOARD**

Sd/-
Anupam Gupta

Sd/-
Abhay Gupta

PLACE : Mumbai
DATE : 02.09.2025

- b) In terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the Managing Director and Chief Finance Officer of the Company on the financial statements and internal control relating to financial reporting, obtained by the Board of Directors, is given below:

Managing Director and CFO Certification

To
The Board of Directors
Pro Fin Capital Services Limited

We, Anupam Gupta, Managing Director and Abhay Gupta, Chief Financial Officer, responsible for the finance function hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2024 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2024 are fraudulent, illegal or violate of the company's code of conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the designs or operation of such internal controls, if any of which we are aware of have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
- i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements, but the Company has adopted IND-AS as per Companies Act 2013 and SEBI Circular CIR/CFD/FAC/62/2016; dated 05.07.2016 and accordingly suitable changes are being made in the financial statement; and
 - iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 02.09.2025

Sd/-
Managing Director

Sd/-
Chief Financial Officer

8.18) Address for Correspondence :

Any query relating to shares and requests for transactions such as transfer, transmission and nomination facilities, duplicate share certificates, change of address, non-receipt dividend/ Annual Report, as also regarding dematerialization of shares may please be taken up with.

Company Secretary & Compliance Officer, Pro Fin Capital Services Limited 503, Western Edge - II, Western Express Highway, Borivali (East), Mumbai – 4000.

8.19) CIN Number :

The Corporate identity Number ("CIN") of the company, as allotted by Ministry of Company Affairs is L31102OR1982PLC001151.

Place: Mumbai
Date: 02.09.2025

Sd/-
Managing Director

Sd/-
Chief Financial Officer

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held on Tuesday, 30th September 2025, at 12:30 P.M. at the registered office of the Company at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066 to transact the following business:

Ordinary business

- 1) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31st March 2025, the report of the Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Anupam Narain Gupta (Din- 02294687) who retires by rotation and being eligible offers himself for re appointment.
- 3) To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act 2013 and the relevant rules framed thereunder, M/s K S SUBRAHMANYAM & CO Chartered Accountants be and are hereby appointed as the auditors of the Company from the conclusion of this annual general meeting till the conclusion of the 17th annual general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix their remuneration for every financial year.

Special business

4) Appointment of Ms. Kinjal Vora (DIN: 10888663) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time , Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee, Ms. Kinjal Vora (DIN: 10888663), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors at their Meeting held on 31.12.2024, be and is hereby appointed as Independent Director of the Company for the term of 5 consecutive year with effect from 31.12.2024 who is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

5) Appointment of Mr. Pinkesh Jain (DIN: 05276155) as Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time , Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Pinkesh Jain (DIN: 05276155), who was appointed as an Additional Director in the capacity of an Executive Director of the Company by the Board of Directors at their Meeting held on 23.12.2024, be and is hereby appointed as Executive Director of the Company .

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

6) Approval for Raising of Funds up to ₹100 Crore.

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the consent of the Members be and is hereby accorded to offer, issue and allot, in one or more tranches, equity shares, preference shares (convertible / non-convertible / redeemable), convertible securities, debentures, or through a rights issue, private placement, or any other mode permitted under law, such securities for an aggregate amount not exceeding ₹100 Crore (Rupees One Hundred Crore only), to such persons, including the promoters, members, investors, institutions, bodies corporate, or any other eligible persons, in such manner and on such terms and conditions as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the structure, price, premium, timing, and all other terms and conditions of the issue, utilization of the issue proceeds and to do all such acts, deeds, matters and things, including signing of documents, entering into agreements and seeking all necessary approvals, as may be required to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors or to such other officer(s) of the Company as it may deem fit to give effect to this resolution.”

Date : 02.09.2025

Place: Mumbai

By order of the Board of Directors

(Anupam Narain Gupta)

Managing Director

NOTES:

The Ministry of Corporate Affairs has vide its circular dated 25th September 2023 read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022 and 28th December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circulars dated 7th October 2023, 5th January 2023, 13th May 2022, 15th January 2021 and 12th May 2020 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e- voting.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using

remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.profincapital.co.in The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April 2020 and MCA Circular No. 17/2020 dated 13th April 2020, MCA Circular No. 20/2020 dated 5th May 2020 and MCA Circular No. 2/2021 dated 13th January 2021.
7. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

1. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, and January 15, 2021 the Notice along with the Annual Report of the Company for the financial year ended 31st March 2024, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. M/s. BEETAL Financial & Computer Services Pvt Ltd. or the Depository Participant(s). The Notice and the Annual Report for the financial year ended 31st March 2024 shall be available on the websites of the Company viz. www.profincapital.com. and of the Stock Exchange where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, NSDL (agency for providing the Remote e-Voting facility) i.e. <https://evoting.nsdl.com/>.

2. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended hereinafter referred to as 'Listing Regulations' and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, details of Directors who are proposed to be appointed, forms a part of notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2025 to September 30, 2025 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulation of the Listing Regulation entered into with the Stock Exchanges.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. BEETAL Financial & Computer Services Pvt Ltd. All members

are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, M/s. BEETAL Financial & Computer Services Pvt Ltd or to their depository participants in case shares are held in depository form.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All documents referred to in the notice are open for inspection at the registered office of the Company during office hours.
7. Members desiring to make a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may send the same to the office of the Registrar and Transfer Agent of the Company.
8. The Board of Directors has appointed Mr. Swapnil Pande, Proprietor, M/s. JCA & Co., as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard.
10. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.profincapital.co.in) and on the e-Voting website of NSDL (www.evotingindia.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered Office in Mumbai.
11. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 30th September 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.
12. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e. day, 23rd September 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The remote e-voting period begins on 27th September 2025 at 09:00 A.M. and ends on 29th September 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23rd September 2025, may cast their vote

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2025.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to

e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jcaandcompany@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to profin.capital1@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to proofing.capital1@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to helpdesk.evoting@NSDLindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (NSDL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@NSDLindia.com or call on 022-23058542/43.

Date: 02.09.2025

Place: Mumbai

By order of the Board of Directors

Anupam Narain Gupta

Managing Director

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

Item No 4:

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on 31st December 2024 had approved the appointment of Ms. Kinjal Vora (DIN: 10888663) as an Additional Director in the capacity of Independent Director.

Mr. Kinjal Vora is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Ms. Kinjal Vora (DIN: 10888663) her consent to act as Director in Form DIR -2.

Ms. Kinjal Vora is a seasoned professional with 15+ years of experience in Accounting, Finance and Stock Market. He holds a bachelor's degree in commerce from Mumbai University.

Relevant details relating to the appointment Ms. Kinjal Vora as required by the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board now seeks to confirm his appointment as an Independent Director and recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Ms. Kinjal Vora in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, set out at Item No. 4 of the Notice

Item No 5:

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on 23rd December, 2024 had approved the appointment of Mr. Pinkesh Jain (DIN: 05276155) as an Additional Director in the capacity of Executive Director.

Mr. Pinkesh Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mr. Pinkesh Jain his consent to act as Director in Form DIR -2.

Mr. Pinkesh Jain is a seasoned professional with 15+ years of experience in Accounting, Finance and Stock Market. He holds a bachelor's degree in commerce from Mumbai University.

Relevant details relating to the appointment Mr. Pinkesh Jain as required by the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board now seeks to confirm his appointment as an Executive Director and recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Pinkesh Jain in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, set out at Item No. 5 of the Notice.

Item No 6 :

The Company, in order to augment its long-term resources, strengthen its capital base, and to meet future business requirements including investment in financial assets, repayment of borrowings, and for general corporate purposes, proposes to raise funds up to an aggregate amount not exceeding ₹100 Crore (Rupees One Hundred Crore only).

The proposed fund raising may be carried out by way of issue and allotment of one or more of the following securities, in one or more tranches, in such form, manner, and on such terms as the Board of Directors (the "Board") may deem fit and appropriate:

- Equity Shares
- Preference Shares (convertible / non-convertible / redeemable)
- Debentures or other convertible securities
- Rights Issue / Private Placement / Preferential Allotment
- Any other mode permitted under applicable law

In terms of Sections 23, 42, 55 and 62(1)(c) of the Companies Act, 2013 and the rules framed thereunder, approval of the Members of the Company is required by way of special resolution to enable the Board to issue and allot such securities.

The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Date: 02.09.2025
Place: Mumbai

By order of the Board of Directors
Anupam Narain Gupta
Managing Director

Details of Directors Seeking Appointment/Re-appointment at the 33rd Annual General Meeting of the Company. (In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015):

Name of Director	Mr. Pinkesh Jain	Ms. Kinjal Vora
DIN	05276155	10888663
Date of Birth	03-09-1989	11-01-1998
Date of Appointment at Board Meeting	23.12.2024	31/12/2024
Expertise in specific functional areas/ skills and capabilities	He has experience of about 15 years in the Securities market and general management.	He has experience of about 10 years in in the capital market and general management.
Names of listed entities in which the person also holds the directorship	-	-
Memberships/Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	-	-
Shareholding in the Company	-	-

Pro Fin Capital Services Limited

CIN: L51909MH1991PLC250695

Registered Office: Registered Office: 503, Western Edge II,
Western Express Highway, Borivali (East), Mumbai-400 066

Tel No. 022-28702070 Fax: 022-28702072

Website: www.profin.com

Email: profin.capital1@gmail.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (management & Administration) Rules, 2014)

34th Annual General Meeting on Tuesday, 30th September, 2025

CIN	L51909MH1991PLC250695		
Name of the Company	Pro Fin Capital Services Limited		
Registered Office:	503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066		
Name of the Member(s)			
Registered Address:			
E-mail id:			
Folio No./Client Id		DP ID:	

I/we, being the member(s) of.....shares of the above named Company, hereby appoint

1. Name		
Address		
Email Id	Signature	
Or failing him		
2. Name		
Address		
E-mail id	Signature	
Or failing him		
3. Name		
Address	Signature	
E-mail id		

As my/our proxy to attend or vote for me /us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 12.30 PM at the Registered Office of the Company at 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional) (See Note No. 4)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Standalone Financial Statements of the Company for the Financial year ended 31st March 2025, the report of the Directors and the Auditors thereon.		
2.	To appoint a director in place of Mr. Anupam Narain Gupta (Din- 02294687) who retires by rotation and being eligible offers himself for re appointment.		
3.	To appoint M/s Mohandas & Co Chartered Accountants as Statutory Auditor of the Company		
Special Business			
4.	Appointment of Ms. Kinjal Vora (DIN: 10888663) as an Independent Director of the Company		
5.	Appointment of Mr. Pinkesh Jain as Director of the Company		
6.	Approval for Raising of Funds up to ₹100 Crore.		

Signed this Day of2025.

Signature of the shareholder: _____ Signature of 1st Proxy holder: _____

Signature of 2nd Proxy holder: _____

Signature of 3rd Proxy holder: _____

Affix Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. If Appointed for more than fifty Members, the proxy shall choose any of the fifty members and confirm the same to the Company before the commencement of specified period for inspection.
In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid
3. Any alteration or correction made to this proxy form must be initialed by the signatory / signatories.
4. If you wish to vote for a resolution, place a tick in the corresponding box under the column marked for.
If you wish to vote against a resolution, place a tick in the corresponding box under the column marked against. If no direction is give, your proxy may vote or abstain as he / she thinks fit.

Instructions

1. Unsigned. Incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
2. A shareholder can opt for only one mode of voting i.e either through e-voting or by ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. The right of voting by ballot form shall not be exercised by a proxy.
4. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e. Link Intime India Pvt. Ltd. Shareholders are requested to keep the same updated.
5. There will be only one ballot form for every folio /DP ID/ Client ID irrespective of the number of joint holders.
6. In case of joint holders, the ballot form should b signed by the first named shareholder and in his /her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot form from other joint holders.
7. Where the ballot form has been singed by an authorized representative of the body corporate/trust/society, etc a certified copy of the relevant authorization /board resolution to vote should accompany the ballot form.

Pro Fin Capital Services Limited

CIN: L51909MH1991PLC250695

Registered Office: Registered Office: 503, Western Edge
II, Western Express Highway, Borivali (East), Mumbai-400

066 Tel No. 022-28702070 Fax: 022-28702072

Website: www.profin.com

Email: profin.capital1@gmail.com

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Regd. Folio No. / DP ID* / Client ID*:	Sl. No.
Name :	
Address :	

I/We certify that I/we am/are registered Member /proxy for the registered Member of the Company.

I/ We hereby record my presence at the 34th Annual General Meeting of Pro Fin Capital Services Limited, at Registered Office: 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai-400 066, on Tuesday, the 30th day of September, 2025 at 12:30 PM.

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ELECTRONIC VOTING PARTICULARS

EVEN Electronic Voting Event Number	USER ID	PASSWORD

The Remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
From	Up to

The cut off date for the purpose of remote e-voting & voting at the AGM is _____

Signature of the Member/Proxy

Note:Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

