Pro Fin Capital Services Ltd.

06.09. 2019

To,
Listing Compliances
BSE Ltd,
P. J. Towers,
Fort,
Mumbai – 400 001.

Ref: Scrip Code: 511557; Scrip Name: PROFINC

Sub: Submission of Notice of Annual General Meeting for the financial year 2018-19.

Dear Sir/Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of Notice of Annual General Meeting for the financial year ended 31st March, 2019 to be held on 30th September, 2019.

We hereby request you to take the same on your record.

Thanking You,

For PRO FIN CAPITAL SERVICES LTD

Pro Fin Capital Services Ltd. Mumbai

Anupam N. Gupta
Managing Director
DIN: 02294687

Encl: As above

Reg & Correspondence Office : 503, Western Edge II, Western Express Highway, Borivali (East), Mumbai - 400 066.
Tel : 022-3267 0651, Fax No : 022-28702072 E-mail : profin.capital1@gmail.com
CIN L51909MH1991 PLC 250695

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Pro Fin Capital Services Limited will be held on Monday, 30th September 2019, at the registered office of the Company at 503, Western Edge II, Western Express Highway, Borivali East, Mumbai - 400066 at 11.00 to transact the following business:

Ordinary business

1) To receive, consider and adopt the Standalone & Consolidated audited Financial Statements of the Company for the Financial year ended 31st March 2019, the report of the Directors and the Auditors thereon.
2) To appoint a director in place of Mr. Anupam Gupta (Din- 02294687) who retires by rotation and being eligible offers herself for re appointment.
3) To declare a final dividend of Rs. 0.10 per share (1%) on the equity shares for the Financial year 2018-19.

Special business

4: Appointment of Mr. Atul Kumar as independent director

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013(The Act) and the relevant rules made thereunder, Mr. Atul Kumar,(DIN 07271915) who is appointed as Additional and Independent Director by the Board of Directors of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in section 149(6)of the Companies Act 2013, and in respect of whom the Company has received the notice from a members proposing his candidature pursuant to section 160 of the Act, be and is hereby appointed as an independent director for a period of five years from 05.09.2018

5 Appointment of Mr. Manav Kumar as Independent Director

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant ro provisions of sections 149, 152 read with SceduleIV andother applicable provisions, if any, of the Companies Act 2013(the Act) and the relevant rules made thereunder, Mr. Manav Kumar ,(DIN: 08309105) who is appointed as Additional and Independent Director by the Board of Directors of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in section 149(6)of the Companies Act 2013 and in respect of whom the Company has received notice from a member pursuant to section 160 of the Act, be and is hereby appointed as an independent director for a period of five years from 04/04/2019

Date : 29/05/2019
Place: Mumbai

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

IMPORTANT NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.

   A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. A Member Holding more than 10% of the total Share Capital May appoint a singal person as a proxy & such person shall not act Proxy for any other member.

2. SEBI has made it compulsory for the members who hold shares in the company to inform the Company their PAN and Bank details, such as Name of Bank IFSC code etc in the following format. Members are requested to furnish the same immediately. Members holding the shares may furnish the details to the Company's RTA M/S. Beetal Financial & Computer Services (P) Ltd New Delhi. Members holding the shares in demat may furnish the details to their Depository Participant.

   Format for furnishing the details:

   Name of the Member:

   Name of Joint member:

   Folio /DP Id:

   No of shares held:

   PAN of the first holder:

   PAN of the second holder:

   Aadhar no. of First holder:

   Aadhar no. of Second holder:

   Bank A/c No:

   Name of Bank:

   Address of the Bank:

   IFSC code:

   E-mail id of the share holder:

   Signature of first holder   Signature of second holder

3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from 24.09.2019 to 30.09.2019 (both days inclusive) for the purpose of Annual General Meeting and Payment of dividend.

6. SEBI and the ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with Beetal Financial & Computer Services (P) Ltd., the Registrar & Share Transfer Agents of the Company and members holding shares in demat mode are requested to register their e-mail id's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrar & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with rules made there under, the copy of the Annual Report including Financial Statements, Board's Report ect. And this notice is being sent by electronic mode, to those members who have registered their e-mail IDs with their respective Depository participants or with the registrar & Share Transfer Agents of the Company, unless any member has requested for physical copy of the same. In case you wish to get physical copy of Annual Report, you may send your request to profin.capital1@gmail.com mentioning your Folio/DP ID & Client ID. Members are requested to bring copies of the Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.

8. Pursuant to section 72 of the Companies Act, 2013 members holding shares in physical form are advised to file nomination in the prescribed form SH-13 with the Company's Registrar & Share Transfer Agents. In respect of shares in electronic/demat form, the member may please contact their respective Depository Participant.

9. Members are requested to send all communications relating to share, changes of address etc to the Registrar & Share Transfer Agents at the following address:

   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

   If the shares are held in electronic form, then changes of address and change in Bank Accounts etc. should be furnished to the respective Depository Participants (Dps.) Voting options:

10. Voting through electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by members using a electronic voting system from a place other than venue of the AGM (remote E-voting) will be provided by National Securities Depositories Limited (NSDL).

B. The facility for voting through poling paper shal be mad available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e – voting period commences on Friday , 27.09.2019 (9.00 am) and ends on Sunday , 29.09.2019 (5.00 pm) during this period the members of the company holding shares either in physical form or dematerialized form, as on cut –off date of 23.09.2019 may cast their vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

E. The instruction for shareholders voting electronically are as under:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
   - **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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

F. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

G. The voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut –off date of 23.09.2019

H. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall be not allowed to vote again at the AGM

I. A person whose name is recorded in the register of members or in the register of the beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poling paper.

J. Mr. L. Krishnamoorthy Practising Company Secretary, FCS 2358 COP No: 6885 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

K. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing t e remote e –voting facility.

L. The Scrutinizer shall after the conclusion of the voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

M. The result declared alongwith the result of the Scrutinizer shall be placed on the website of the Company viz.www.profincapital.com and on the website of the NSDL immediately after the declaration of the result by the chairman or a person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai.

Date: 29.05.2019 **By order of the Board of Director**

Place: Mumbai **Anupam Narain Gupta**

Managing Director

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

Item No. 4 and 5

Pursuant to section 149 of the Companies Act 2013 and the relevant rules, The Board of Directors in their meeting held on 5th September, 2018 had appointed Mr. Atul Kumar as additional independent Director of the Company and in their meeting held on 4th February, 2019 had appointed Mr. Manav Kumar as additional independent Director of the Company.

At the board meeting held on 5th September, 2018 Mr. Atul Kumar was appointed as additional independent director in the casual vacancy caused by the resignation of Mr. Anant Haridas Palan, an independent director and at the board meeting held on 4th February, 2019 Mr. Manav Kumar was appointed as additional independent director in the casual vacancy caused by the resignation of Mr. Neeraj Arora, an independent director.

The Nomination and Remuneration Committee on the basis of report of performance evaluation of independent directors has recommended the names of Mr. Atul Kumar and Mr. Manav Kumar as independent directors. In the opinion of the Board, the above independent directors proposed to be appointed fulfil the conditions specified in the Act.

Accordingly, the Board recommends the passing of the resolution as mentioned in items 4 and 5 of this notice. The details of the directors along with brief resume is given in the annexure to the notice.

None of the key managerial persons or their relatiaves are concerned or interested in the resolution.

Mr. Atul Kumar aged 40 has done Master of Business Administration [MBA] in finance and has a decade experience in the financial market.

Brief Profile of Director being appointed / Re-appointed

Name	Atul Kumar
DIN	07271915
Age	40
Date Appointment	05/09/2018
Qualification	MBA
Other Directorship	Jump Networks Limited Apindia Biotech Limited
Chairman / Member of Committee of the Board of the Companies on Which he / She is a Director	-
Shareholding in the Company	N.A.
Relationship with any Director (s) of the Company	N.A.

Mr. Manav Kumar has over two years of experience in the field of finance.

Name	MANAV KUMAR
DIN	08309105
Age	32
Date Appointment	04/04/2019
Qualification	Graduate
Other Directorship	NIL
Chairman / Member of Committee of the Board of the Companies on Which he / She is a Director	NIL
Shareholding in the Company	N.A.
Relationship with any Director (s) of the Company	N.A.

Name	Anupam Gupta
DIN	02294687
Age	43
Date of Appointment	16/02/2011
Qualification	B.Com
Other Directorship	1. Tera Natural Resources and Pellets Private Limited 2. Asian Commtrade Private Limited 3. Ambe Securities Private Limited 4. Triyamb Securities Private Limited 5. Asian Fintrade Services Private Limited
Chairman/member of committee of the Board of the Companies on which he /she is a Director	NIL
Shareholding in the Company	5,06,189
Relationship with any Director (s) of the Company	He is related to mr. Abhay Gupta and Mrs. Neha Gupta Directors of the Company

Date : 29/05/2019
Place: Mumbai

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