

**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the Members of **PRITI MERCANTILE COMPANY LIMITED** will be held on Monday, the 24th day of September, 2012 at 10.00 A.M. at the Registered Office of the Company at 10-B, VIP Colony, Civil Lines, Rampur - 244901 (U.P.) to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Statement of Profit & Loss for the year ended on that date, together with reports of the Directors' and the Auditors' thereon.
2. To declare dividend on the equity shares.
3. To appoint a Director in place of Mr. V. B. Aggarwal Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pramod Gupta Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors' of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. M.M. Goyal & Co., Chartered Accountants the retiring Statutory Auditors are eligible for re-appointment.

**SPECIAL BUSINESS**

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 310, Schedule - XIII & other applicable provisions (if any) of the Companies Act, 1956 and subject to the approval of Central Govt. as may be required, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. R. K. Modi, Managing Director of the Company w.e.f. 01.04.2012 on the terms and conditions given below with an authority to the Board of Directors to alter or vary the terms & conditions in accordance with law from time to time in force :

**Remuneration** : For the purpose of this resolution remuneration includes & shall consist of Basic Pay of Rs. 1,25,000/- per month.

By Order of the Board  
**For PRITI MERCANTILE COMPANY LIMITED**

Place : New Delhi  
Date : 30.08.2012

**(RAMAN KUMAR)**  
Company Secretary

**NOTES:**

1. Member entitled to attend and vote at the meeting and is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.
2. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

3. Members are requested to bring their attendance slip along with the copy of Annual Reports at the Meeting.
4. The Instruments appointing a proxy should however be deposited at the registered office of the company not less than 48 Hours before the commencement of the meeting.

Inspection of documents: All materials documents relating to the aforesaid items of the agenda of the notice are available for inspection by the members at the Regd. Office of the company on any working day between 11:00 AM to 01:00 PM prior to the date of meeting.

5. The Shares Transfer Book and Members Register of the Company will remain closed from 21st September, 2012 to 24th September, 2012 (both days inclusive) in terms of the provision of Section 154 of the Companies Act, 1956.
6. Members are requested to note that pursuant to the provisions of section 205c of the companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the "Investor Education and Protection Fund" constituted by the Central Government. Shareholders who have not encased their dividend warrant(s) for the year 2010-11 are requested to make claim with the company as no claim shall lie against the fund of the company in respect of individual amount once credited to the said fund.
7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agents of the company M/s Indus Portfolio Pvt. Ltd., G-65 Bali Nagar New Delhi-110015 quoting registered folio no. change in their address, if any with pin code number. The following information to be incorporated on the dividend warrants may also be furnished:
  - 1 Name of sole/first joint holder and the folio number
  - 2 Particulars of bank account, viz.
    - (a) Name of the bank
    - (b) Name of the branch
    - (c) Complete address of the bank with pin code number
    - (d) Bank account number allotted by the bank and nature of the account (saving/current etc.)
8. In terms of section 109A of the Companies Act, 1956, the shareholders of the company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death shareholders desirous of availing this facility may submit nomination in Form 2B.
9. Members desirous of seeking any information/clarification on accounts or operations of the company are requested to write to the company at least 10 days before the date of the meeting to enable the management to keep the information ready.
10. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.
11. In respect of the matters pertaining to bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrar and Share Transfer Agents, in respect of Shares held in physical form and the respective depository Participants in case of shares held in electronic form. In all correspondence with the company's registrar and Share Transfer Agents members are requested to quote their account/folio numbers or DP ID and Client ID for Physical or electronic holding respectively.
12. To facilitate trading in equity shares in dematerialized form, the company has entered into agreement with NSDL and CDSL members can open account with any of the depository Participant's registered with NSDL or CDSL.

13. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010, dated 16 December 2010, amended clause 5A of the Equity listing agreement for the dealing with unclaimed shares in physical form. In compliance with this amendment, the company has sent all three reminders to such shareholders whose share certificates are in undelivered from requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account".
14. As a part "Green initiative in the Corporate Governance", the ministry of Corporate Affairs vide its Circular no's.17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely , notice of general meeting, balance sheet, profit & loss account, auditors' report, Directors 'report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the registrar & share transfer agents by sending duly signed request letter quoting their folio no., name and address in case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
15. The dividend, if declared at the meeting, will be paid on or before 23rd October, 2012 to those Members or their mandates:
  - (a) whose names appear at the end of the business hours on 20th September, 2012 in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in dematerialised form; and
  - (b) Company's Register of Members after giving effect to valid share transfer requests in physical form lodged with Registrar & Share Transfer Agent (RTA) of the Company on or before 20th September, 2012.
16. Brief resume of all Directors proposed to be appointed, nature of their expertise in specific functional area, name of companies in which they hold directorships and memberships/Chairmanships of Board of Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange are provided in the report on Corporate Governance forming part of the Annual Report.
17. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business under item nos. 6 of the Notice is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 6**

The Board and/or Committee thereof are authorised to fix remuneration for Managing Director with the limits stipulated in the resolution. The Committee of the Company recommended the following remuneration payable to Mr.R.K.Modi as Managing Director of the Company which was duly approved by the Board of Directors of the Company. It is proposed to pay Mr. R. K. Modi a Basic Pay of Rs.125000/- pm as detailed in the resolution. The remuneration payable to Mr. R. K. Modi, Managing Director is in consonance & comparable with Industry norms and in accordance with the provisions of Companies Act, 1956 read with Schedule XIII (if applicable), and other applicable provisions of the Companies Act, 1956.

This may be treated as the abstract of the terms and conditions for payment of remuneration to Mr. R. K. Modi u/s 302 of the Companies Act, 1956.

None of the Directors except Mr. R. K. Modi is considered and deemed to be interested in this resolution.

The Directors consider the remuneration payable, to Mr.R.K.Modi reasonable and recommend the members to approve the same.