

**Notice for
30th Annual General Meeting
2014-15**

PMC Fincorp Limited

(formerly known as Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)
Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060
CIN: L27109UP1985PLC006998

PMC Fincorp Limited

(formerly known as Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436847, Email Id: pritimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of **PMC FINCORP LIMITED** (formerly PRITI MERCANTILE COMPANY LIMITED) will be held on **Monday, the 28th day of September, 2015 at 03:30 P.M.** at the Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the statement of Profit & Loss for the year ended on that date, together with the Auditors' and the Directors' Reports thereon.
2. To appoint a director in place of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. M.M. Goyal & Co., Chartered Accountants, (Firm Registration Number 007198N) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of Companies Act, 2013 and rules there under on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, **Mr. VISHNU BHAGWAN AGGARWAL (DIN: 02852498)**, who qualifies for being appointed as Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from him signifying own candidature for the office of Director not liable to retire by rotation, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years with effect from 30th April, 2015 to 29th April, 2020."

5. To consider and, if thought fit to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, **Mr. PRAMOD GUPTA (DIN: 03174350)**, who qualifies for being appointed as Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from him signifying own candidature for the office of Director not liable to retire by rotation, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years with effect from 30th April, 2015 to 29th April, 2020."

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 Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed, the Registers & Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013, may be maintained at the Company's Corporate Office at 14/5, Old Rajender Nagar, New Delhi- 110060, with effect from 01st October, 2015.

7. 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 applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, provisions of the Companies Act, 2013 to the extent notified and in effect, the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013) (collectively, the "Companies Act") and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approvals, permissions, and sanctions of the Foreign Investment Promotion Board, the Government of India, Reserve Bank of India and any other regulatory authorities, if required and such conditions as may be prescribed by any of the said authorities while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to permit foreign institutional investors (including their sub-accounts) ("FIIs")/ foreign portfolio investor ("FPIs"), registered with the Securities and Exchange Board of India to acquire and hold equity shares of the Company under the portfolio investment scheme/ foreign portfolio investment scheme or any other permissible mode under FEMA up to an aggregate limit of 49% of the paid-up equity share capital of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all deeds, documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for any matter connected therewith or incidental thereto and delegating all or any of the powers conferred herein to any Committee, Directors, KMP or Officers of the Company."

"RESOLVED FURTHER THAT the Board (including any Committee thereof or any Directors or KMP or Officers of the Company) which the Board may authorise be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the above matter, without being required to seek further consent or approval of the Members or otherwise and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 25.08.2015

(NIDHIPATHAK)
Company Secretary
Membership No.31973
R/o. 18/82, 3rd Floor, East
Moti Bagh, Sarai Rohilla,
New Delhi-110007

NOTES:

1. A Member entitled to attend and vote at the meeting and is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty members (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Instruments appointing the proxy (duly completed, stamped and signed) must be received at the registered office of the company not less than 48 Hours before the commencement of meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc must be supported by an appropriate resolution/authority, as applicable.
3. Inspection of Documents: All materials documents relating to the aforesaid items of the agenda of the notice are available for the inspection by the members at the Regd. Office of the company on any working day between 11.00 A.M. to 1.00 P.M. prior to the date of meeting.

4. Members are requested to bring their attendance slip along with the copy of Annual Reports at the meeting.
5. The Explanatory Statement pursuant to under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
6. 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 folio number
 2. Particulars of Bank account, viz.
 - (a) Name of bank
 - (b) Name of 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.)
7. In terms of section 72 of the companies act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death, shareholders desirous of availing this facility may submit their nomination in prescribed form no. SH 13 duly filled in to the Corporate office at 14/5, Old Rajender Nagar, New Delhi-110060. The Prescribed form (SH-13) can be obtained from the corporate office of the Company or its RTA M/s. Indus Portfolio Private Limited, Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
8. 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.
9. 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.
10. 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.
11. 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 depository participant's registered with NSDL or CDSL.
12. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010, dated 16 December 2010, amended clause 5A of 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 certificate are in undelivered form requesting them to update their correct details viz. postal address, PAN details etc. registered with the company. The company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account".
13. As a part "green initiative in the corporate governance", the ministries of corporate affairs vide its circular no's. 17/2011 and 1/2011 dated 21.04.2011 respectively, has permitted the companies to serve the documents, namely, notice of the general meeting, balance sheet, profit and 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 and share transfer agents by sending duly signed requested letter quoting their folio no., name address in case of shares held in demat form, the shareholders may register their E-mail addresses with their DPs (Depository Participants).

14. 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.
15. The notice of the AGM alongwith the Annual Report 2014-15 is being sent by the electronic mode to those members whose e-mail address registered with the company/depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 30th Annual General Meeting of the Company.
17. In compliance of clause 35B of Listing Agreement, members are hereby informed that if any member does not have access to e-voting facility may ask for Ballot form to cast their vote either by writing to the Corporate office of the Company or may mail at pritimercantile@gmail.com.
18. The Company has designed an exclusive e-mail ID investors@pmcfinance.in for redressal of shareholder's complaints/grievances.

19. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of Listing Agreement the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be passed in the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The e-voting period commences on **September 25, 2015 (9:00 am) till September 27, 2015 (5:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The Notice of the **30th AGM** of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 30th AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (iii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above and please follow all steps from SI. No. III to SI. No. XII.
- (iv) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (v) Click on Shareholder - Login
- (vi) Put user ID and password as initial password noted in step (i) above. Click Login.
- (vii) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (ix) Select "EVEN" of PMC Fincorp Limited. Members can cast their vote online from September 25, 2015 (9:00 am) till September 27, 2015 (5:00 pm).
 - (x) Now you are ready for e-Voting, as Cast Vote page opens
 - (xi) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 21, 2015 may obtain the login ID and password by sending a request at bharatb@indusinvest.com or www.evoting.nsdl.com by mentioning his/her Folio no. / DP ID and client ID No. However, if such a shareholder is already registered with NSDL for e-voting then existing user ID and password can be used for casting vote.
 - (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xv) Note for Non-Individual Shareholders and Custodians:
 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through an e-mail on pritimercantile@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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 Downloads section of www.evoting.nsdl.com (In case the same is not resolved, you may contact to Mr. Raj Kumar Modi, Managing Director, email ID pritimercantile@gmail.com & Contact no. 011-47631026).
 3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 4. 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).
 5. The Facility through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 6. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Monday, **September 21, 2015**.
 8. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 21, 2015** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 9. **Ms. Ashu Gupta** (CP no. 6646) of M/s. Ashu Gupta & Co., Companies Secretaries New Delhi has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
 10. The Scrutinizer shall within a period of not exceeding three(3) days from the conclusion of the meeting make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company. The Chairman shall declare the results of the voting forthwith.
 11. The Results declared by the Chairman along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.pmcfinance.in and on the website of NSDL. The results shall be simultaneously communicated to the BSE Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 6 & 7 of the accompanying Notice:

Item no. 4 & 5:

The Board of Directors of your Company, after reviewing provisions of the Companies Act, 2013 and based on the recommendations of the Nomination & Remuneration Committee, at their meeting held on 26th March, 2015, have decided to re-appointed Mr. Vishnu Bhagwan Aggarwal and Mr. Pramod Gupta for a term of (5) Five consecutive years with effect from the 30th April, 2015 to 29th April, 2020, as an Independent Directors of the Company.

Mr. Vishnu Bhagwan Aggarwal and Mr. Pramod Gupta, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, both the directors fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director and they are independent of the management.

In compliance with the provisions of sub-section 10 of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors recommend the resolution for your approval.

Except Mr. Vishnu Bhagwan Aggarwal & Mr. Pramod Gupta, being appointees, none of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 6:

The Register of Members and other Registers, Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5(2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers, Returns required to be maintained at the Registered office can be maintained at any other place in India, in which more than one-tenth of total Members resides, if so authorised by way of a Special Resolution. It is proposed to maintain these registers & returns at the Company's Corporate Office at 14/5, Old Rajender Nagar, New delhi-110060, since more than 10% of the Members reside in Delhi which needs the approval of Members by way of Special Resolution.

Your Directors recommend the resolution for your approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Item No. 7:

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) (Second Amendment) Regulations, 2014, a Registered Foreign Portfolio Investor ("RFPI") may purchase shares or convertible debentures of an Indian company under the Foreign Portfolio Investment (FPI) Scheme subject to the terms and conditions specified in the Schedule 2A and the limits and margin requirements prescribed by RBI/ SEBI and other conditions stipulated by Reserve Bank from time to time. The total holding by each RFPI shall be below 10% (ten percent) of the total paid up equity share capital or below 10% (ten percent) of the paid up value of each series of convertible debentures issued by the Indian company. Further, the total holdings of all RFPI shall not exceed 24% (twenty-four percent) of the total paid up equity share capital or paid up value of each series of convertible debentures (hereinafter called "aggregate limit"). These Regulations also provide that the aggregate limit of 24% referred to above may be increased up to the sectoral cap/ statutory ceiling, as applicable, by the Indian Company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body.

Hence, the Board of Directors of the Company vide its resolution passed on March 26, 2015, subject to the approval of the Members by way of Special Resolution, approved and recommended the increase in the RFPI investment limit up to 49% (forty-nine percent) of the equity share capital of the Company under the FPI Scheme.

The Board recommends the passing of the Special Resolution set out under item 7 of this Notice.

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

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 25.08.2015

(NIDHI PATHAK)
Company Secretary
Membership No. 31973
R/o. 18/82, 3rd Floor, East
Moti Bagh, Sarai Rohilla,
New Delhi-110007

Name of the Director alongwith DIN	Mr. Raj Kumar Modi (DIN: 01274171)	Mrs. Rekha Modi (DIN: 01274200)	Mr. Vishnu Bhagwan Aggarwal (DIN: 02852498)	Mr. Pramod Gupta (DIN: 03174350)
Date of Birth	13/11/1967	07/02/1970	30/11/1960	12/09/1961
Relationship with other Directors inter-se	Husband of Mrs. Rekha Modi	Wife of Mr. Raj Kumar Modi	None	None
Date of Appointment	27/01/2003	17/12/2009	30/04/2010	30/04/2010
Expertise in specific functional areas	Rich & vast experience of over 20 years in Financial Market	Experience in Capital Market, Company Law & Finance	Experience in Financial Matters & Corporate Law /Income Tax	Experience in Marketing in Financial Products Financial Matters
Qualification	B. Com	Bsc, LLB	B.Com, FCA	B.Com
No. of Equity Shares held in the Company	810000	4320000	NIL	NIL
Number of Directorships held in Public Limited Companies	1	NIL	NIL	NIL
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership	NIL	NIL	NIL	NIL

Note:

1. Directorships and Committee memberships in PMC Fincorp Limited and its Committees are not included in the aforesaid disclosure.
2. Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.
3. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

PMC Fincorp Limited

(formerly Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436847, Email Id: prtimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

Form No. MGT-11 PROXY FORM

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

30TH ANNUAL GENERAL MEETING
MONDAY, 28TH SEPTEMBER, 2015, at 3:30 P.M.

I/We _____ R/o _____
_____ being a Member/ Members of **PMC FINCORP LIMITED**,
hereby appoint Mr./ Mrs. _____
failing him/ her Mr./ Mrs. _____
R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the members of the Company, to be held on Monday, 28.09.2015 at 3:30 P.M at Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh - 244901 and at any adjournment thereof in respect of such Resolutions listed overleaf/ annexed.

Signed on this _____ Day of September, 2015

Signature :

Address :

Folio No. :

No. of Equity Shares held :

Affix a
1 Rupee
Revenue
Stamp

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Financial Statements of the company for the year ended on 31st March, 2015.		
2.	Re-appointment of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offering herself for re-appointment		
3.	Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting.		
Special Business			
4.	Re-appoint of Mr. Vishnu Bhagwan Agarwal as an Independent Director in terms of the Companies Act, 2013.		
5.	Re-appoint of Mr. Pramod Gupta as an Independent Director in terms of the Companies Act, 2013.		
6.	Maintenance of Registers & Returns at the Corporate Office of the Company.		
7.	Increase in the RFPI investment limit up to 49% (forty-nine percent) of the equity share capital of the Company.		

Signed this day of September, 2015

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 30th Annual General Meeting and Notice.
3. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) & as in the above box before submission.

PMC Fincorp Limited

(formerly Priti Mercantile Company Limited)

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CIN: L27109UP1985PLC006998

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING

MONDAY, 28TH SEPTEMBER, 2015, at 3.30 P.M.

at Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901



Members are requested to bring copy of Annual Report, Notice along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

Member's / Proxy's Signature



If undelivered, please return to :

PMC FINCORP LIMITED

**15/76, 2nd Floor,
Old Rajender Nagar,
New Delhi - 110060**