

PMC Fincorp Limited

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

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436846, Email Id: prtimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of **PMC FINCORP LIMITED** will be held on **Saturday, the 28th day of September, 2019 at 12.30 P.M.** at the MoodFood Restaurant, Opposite Ambedkar Park, Civil Lines, 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, 2019 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 ratify the appointment of M/s Sunil K. Gupta & Associates, Chartered Accountants (Firm Registration No. 002154N), as the Statutory Auditors of the Company to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 35th Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. **Appointment of Mr. Mahavir Prasad Garg (DIN: 00081692) as Non-Executive Independent Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Mahavir Prasad Garg (DIN: 00081692), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 14, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Independent Director of the Company, who shall hold office for a period of five consecutive years from the date of this Annual General Meeting and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By Order of the Board
For PMC FINCORP LIMITED
Sd/-
(Raj Kumar Modi)
Managing Director
DIN: 01274171

Place : New Delhi
Date : 28.08.2019

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. The Explanatory Statement pursuant to under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019 to Saturday September 28, 2019, both days inclusive.**
5. Members holding shares in electronic mode are requested to keep their email addresses updated and intimate immediately any change in their address, bank mandates to their Depository Participants. Members holding shares in physical mode are also requested to update their email addresses, advise any change in their address, bank mandates by writing to M/s. Indus Portfolio Pvt. Ltd., G- 65, Bali Nagar, New Delhi-110015 quoting their folio number(s).
6. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Indus Portfolio Pvt. Ltd., G- 65, Bali Nagar, New Delhi- 110015 for assistance in this regard.
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. 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 depositoryparticipant's registered with NSDL or CDSL.
11. The Securities 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 the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent M/s. Indus Portfolio Private Limited.
12. Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of e- voting along with Attendance Slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.
13. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, Notice and all other material documents are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.



14. In terms of Section 152 of the Companies Act, 2013, Mrs. Rekha Modi (DIN: 01274200), Director retires by rotation at the meeting and being eligible, offers herself for re-appointment. The relevant details of Mrs. Rekha Modi (DIN: 01274200), as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") is annexed to this notice.
15. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. 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.
16. 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.
17. The Company has designed an exclusive e-mail ID pritimercantile@gmail.com for redressal of shareholder's complaints/grievances.
18. **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 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be passed in the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

"Remote e-voting" means the facility of casting votes by a member using an electronic system from a place other than the venue of the General Meeting.
 2. The e-voting period commences on **Wednesday, September 25, 2019 (9:00 am) till Friday, September 27, 2019 (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 Saturday, September 21, 2019, 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.
 3. The Notice of the **34th 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.

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-into 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 '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 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. 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.

Details on Step 2 is given below:

How to 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 company for which you wish to cast your vote.
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.

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 ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

1. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
2. 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).
3. 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.
4. 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.
5. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, **Saturday, September 21, 2019**.
6. 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, 2019** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
7. **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.
8. 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.
9. 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 No. 4 of the accompanying Notice:

ITEM NO: 4

Mr. Mahavir Prasad Garg (DIN: 00081692) was appointed by the Board of Directors as an Non-Executive Independent Director on the Board w.e.f. February 14, 2019.

Mr. Mahavir Prasad Garg is a Fellow Company Secretary (FCS). He is handling Company Secretary job which consists of compliances under Companies Act and various other laws. He is Expert in Secretarial matters including handling of IPO.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mahavir Prasad Garg shall hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice from a member signifying the intention to propose his appointment as a Director of the Company. Since the appointment of Mr. Mahavir Prasad Garg is recommended by the Nomination and Remuneration Committee and the Board, the requirement of deposit fee is not applicable.

Details of Mr. Mahavir Prasad Garg are provided in the “**Annexure - 1**” to this Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Mahavir Prasad Garg are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 4 of this Notice for the approval of the Members.



Annexure - 1

Name of the Director alongwith DIN	Mr. Raj Kumar Modi (DIN: 01274171)	Mrs. Rekha Modi (DIN: 01274200)	Mr. Mahavir Prasad Garg (DIN: 00081692)	Mr. Pramod Gupta (DIN: 03174350)
Date of Birth	13/11/1967	07/02/1970	10/03/1967	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	14/02/2019	30/04/2010
Expertise in specific functional areas	Rich & vast experience of over 24 years in Financial Market	Experience in Capital Market, Company Law & Finance	Expertise in Company Secretarial which consists of compliances under Companies Act and various other laws	Experience in Marketing in Financial Products Financial Matters
Qualification	B. Com.	Bsc., LLB	B. Com., LLB, FCS	B.Com.
No. of Equity Shares held in the Company	1620000	8640000	16200	NIL
Number of Directorships held in Public Limited Companies	2	2	1	NIL
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership	1	3	2	2

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, Nomination & Remuneration Committee and Stakeholder Relationship Committee of only public Companies have been included in the aforesaid table.

PMC Fincorp Limited

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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]

34th ANNUAL GENERAL MEETING
SATURDAY, 28TH SEPTEMBER, 2019, at 12:30 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 34th Annual General Meeting of the members of the Company, to be held on Saturday, 28.09.2019 at 12:30 P.M. at MoodFood Restaurant, Opposite Ambedkar Park, Civil Lines, Rampur, Uttar Pradesh - 244901 and at any adjournment thereof in respect of such Resolutions listed overleaf/annexed.

Signed on this _____ Day of September, 2019

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, 2019.		
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.	To ratify the appointment of M/s Sunil K. Gupta & Associates, Chartered Accountants (Firm Registration No. 002154N), as the Statutory Auditors of the Company to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 35th Annual General Meeting and to authorise the Board of Directors to fix their remuneration.		
4.	Appointment of Mr. Mahavir Prasad Garg (DIN: 00081692) as Non-Executive Independent Director		

Signed this day of September, 2019

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 33rd 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.

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CIN: L27109UP1985PLC006998

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING

Saturday, 28th September, 2019, at 12:30 P.M.

at MoodFood Restaurant, Opposite Ambedkar Park,
Civil Lines, 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

Venue : MoodFood Restaurant, Opposite Ambedkar Park, Civil Lines, Rampur, Uttar Pradesh - 244901

