

PRITI MERCANTILE COMPANY LIMITED

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the Company will be held on Monday, January 14, 2013 at 10.00 a.m. at Registered Office of the Company to transact the following special business:

1. Sub-division of Shares

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, and of the Articles of Association of the Company, and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Equity Shares of the Company having a nominal face value of Rs. 10/- (Rupees Ten Only) per share, be sub-divided into 2 (Two) Equity Shares having a nominal face value of Rs. 5/- (Rupees Five Only) per share and the relevant capital clauses in the Memorandum of the Company be accordingly altered as proposed in the resolutions at Item Nos. 2 of the notice convening this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also include any Committee thereof duly authorised in this behalf) be and are hereby authorised to issue new share certificates representing the sub-divided shares with new distinctive numbers (except in the case of shares held in demat form) in the aforesaid proportion, subject to the rules laid down in the Companies (Issue of Shares Certificates) Rules, 1960 with an option to either exchange the new share certificates in lieu of cancellation of the old share certificates or without physically exchanging the share certificates, by treating the old share certificates as deemed to be cancelled and also to inform the Registrar & Transfer Agents of the Company and Depositories to take the necessary action to give effect to the above.

RESOLVED FURTHER THAT the Board of the Company be and are hereby authorised to do all such acts, deeds, matters and things including issue of fresh share certificates and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to any Committee of Directors or any Director(s) to give effect to the aforesaid resolution."

2. Alteration of Memorandum of Association

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

"RESOLVED THAT on the resolution for sub-division of the nominal face value of Equity Shares of the Company being duly passed and becoming effective as stated in the resolutions at Item No. 1 of the notice convening this EGM, Clause V of the Memorandum of Association of the Company be deleted and in place thereof, the following new Clause V be substituted:

'V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 5/- (Rupees Five) each..'

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

3. Change of Name of the Company

To consider and if thought fit, to pass with or without modifications, the following, resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Registrar of Companies, consent of the Members be and is hereby granted subject to the approval of the Central Government for changing the name of the Company from "PRITI MERCANTILE COMPANY LIMITED" to "PMC FINCORP LIMITED" and consequently the new name shall appear in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the for the purpose of giving effect to this resolution, Mr. Raj Kumar Modi, Managing Directors and Mr. Raman Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the formalities for change of name of the Company as aforesaid or any other matter incidental or consequential thereto."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.

3. Members are requested to send proxy to the Company at least 48 hours before date of the meeting.
4. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos. 1 to 3 is annexed hereto.

By Order of the Board of Directors
For Priti Mercantile Company Limited

Sd/-
Director

Delhi, December 13, 2012

Annexure to the Notice

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY IN RESPECT OF THE ITEM NOS. 1 TO 3.

Item No. 1

The Board of Directors of the Company at its meeting held on December 6, 2012 have decided to reduce the nominal face value of the Equity Shares of the Company by sub-dividing the Equity Shares, in order to improve liquidity, to make more attractive and affordable for all class of investors. In view of this, it is proposed that the nominal face value of the Equity Shares of the Company be reduced from Rs.10/- each to Rs.5/- each.

After the resolution has been adopted by the members, the Company will fix a Record Date for splitting the share certificates. Shareholders holding in electronic form will be allotted sub-divided shares in electronic form (demat mode). Shareholders holding shares in the form of physical share certificates will have the opportunity to either receive sub-divided shares in demat mode or in the form of physical certificates. In view of the fact that the Company's shares are now tradable only in the demat mode and sale in physical form (to the extent permissible), apart from causing delays/risks associated with postal interception and potential fraud, often also leads to the realisation of a significantly lower price, it will be in the interest of the members to opt for receiving split shares in lieu of their existing holding in physical form, in the demat mode. Members may like to bear this aspect in mind while exercising their option.

The Board of Directors recommends the resolutions at Item No.1 of the notice for approval of Members.

None of the Directors of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item Nos. 2

Consequent to the sub-division of face value of shares of the Company, it is necessary to alter the Capital Clauses of the Memorandum of Association of the Company. The Ordinary Resolution at Item No.2 seek to make corresponding amendments in Clause V of the Memorandum of Association to give effect to the above resolutions.

A copy of the Memorandum of Association together with a copy of the Articles of Association reflecting the proposed amendment is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Sunday & Bank Holidays) of the company.

The Board of Directors recommends the resolutions at Item Nos. 2 of the notice for approval of Members.

None of the Directors of the Company are in any way concerned or interested in the said resolutions.

Item No. 3

The Company is proposing to expand and diversify the scope of its business activities. The present name of the Company does not reflect the broader perspective of the Company. The proposed name gives a wider meaning and reflects the main business activity to be carried on in future.

In order to reflect all the objects of the Company in a better way as permitted by its Memorandum of Association, it is proposed to change the name to "PMC FINCORP LIMITED". The Registrar of Companies, Kanpur, Uttar Pradesh has made the said name available for change of the name of the Company on December 12, 2012.

Pursuant to the provisions of Section 21 of the Companies Act, 1956, any change in the name of the Company requires approval of members by passing Special Resolution besides approval of Central Government.

The Board of Directors recommends the resolution at Item No. 3 of the notice for approval of Members.

None of the Directors of the Company are in any way concerned or interested in the resolution.

By Order of the Board of Directors
For Priti Mercantile Company Limited

Sd/-
Director

Delhi, December 13, 2012

PRITI MERCANTILE COMPANY LIMITED

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EXTRAORDINARY GENERAL MEETING, 14TH January, 2013.

ATTENDANCE SLIP

Name and Address of the Member : _____

Folio No./DPID Client Id No. : _____

I certify that I am a registered Shareholder/Proxy of the Company and hold _____ Equity Shares.
(Please indicate whether Shareholder/Proxy)

I hereby record my presence at the Extraordinary General Meeting of the Company to be held at B-10, VIP Colony, Civil Lines, Rampur-244901(UP) Monday, the 14th January, 2013 at 10.00 A.M.

SIGNATURE OF THE MEMBER/PROXY _____ NO. OF SHARES HELD _____

Note: Shareholder/Proxy holder must bring the Admission Slip to the meeting and handover at the venue duly signed.

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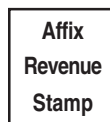
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PROXY FORM

I/We _____ of _____ being a member/members of Priti Mercantile Company Limited hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, the 14th January, 2013 and at any adjournment thereof.

Signed this _____ day of _____ 2013.



FOLIO NO./DPID CLIENT ID NO. _____

SIGNATURE

Note: The Proxy must be deposited at the Regd. Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

BOOK - POST

If undelivered, please return to :

PRITI MERCANTILE COMPANY LIMITED

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