



30th September, 2015

The Secretary,
Department of Corporate Services,
The Bombay Stock Exchange Limited
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Script Code: 534060

Sub: Disclosure of Voting Results of the 30th Annual General Meeting of the Company as per Clause 35A of the Listing Agreement.

Pursuant to Clause 35 A of the Listing Agreement, this is to inform you that the 30th Annual General Meeting (AGM) of the Members of the Company was held on 28th September 2015 at Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901 and the Members approved all the items set out in the notice dated 25th August, 2015.

The detail of the voting results at the AGM in the format prescribed under Clause 35 A of the Listing Agreement is enclosed.

You are requested to take the same on record.

Thanking you

Yours faithfully

For PMC Fincorp Limited

R.K. Modi



(Formerly PRITI MERCANTILE COMPANY LIMITED)

CIN : L27109UP1985PLC006998

Corporate Office : 15/76, Old Rajinder Nagar, IInd Floor, New Delhi-110060

Tel. : 011-42436846, 47,49, Fax : 011-25818446, E-mail : info@pmcfinance.in

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

Date of AGM	28 th September, 2015
Total Number of shareholders as on Record Date	9396
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	3
Public	39
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Arranged
Public	

Details of Agenda:-

Item No. 1: Adoption of Audited Financial Statements of the company for the year ended on 31st March, 2015.

Resolution required: Ordinary Resolution.

Mode of Voting: E-voting & Poll

	No. of Promoter/P. ublic Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100	80765600	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230824779	56.88	230797329	368	99.99	0.01
Total	486561200	311590379	64.04	311562929	368	99.99	0.01

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.



Resolution No. 2: Re-appointment of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation.

Resolution required: Ordinary Resolution.

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230825179	56.88	222072157	85940	96.21	0.04
Total	486561200	311590779	64.04	302837757	85940	97.19	0.03

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.

Resolution No. 3:- Re-appointment of M/s. M.M. Goyal & Co., Chartered Accountants, as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting.

Resolution required: Ordinary Resolution.

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230825179	56.88	230752045	46052	99.97	0.02
Total	486561200	311590779	64.04	311517645	46052	99.98	0.01

Accordingly, The Above resolution was passed with requisite majority as an Ordinary Resolution.



Resolution No. 4:- Re-appointment of Mr. Vishnu Bhagwan Aggarwal as an Independent Director in terms of the Companies Act, 2013.

Resolution required: Special Resolution

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230825179	56.88	230749285	48812	99.97	0.02
Total	486561200	311590779	64.04	311514885	48812	99.98	0.02

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.

Resolution No. 5:- Re-appointment of Mr. Pramod Gupta as an Independent Director in terms of the Companies Act, 2013.

Resolution required: Special Resolution.

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230824979	56.88	230749285	48612	99.97	0.02
Total	486561200	311590579	64.03	311514885	48612	99.98	0.02

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.



Resolution No. 6:- Maintenance of Registers & Returns at the Corporate Office of the Company.

Resolution required: Special Resolution.

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230825179	56.88	230795729	2368	99.99	0.00
Total	486561200	311590779	64.03	311561329	2368	99.99	0.00

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.

Resolution No. 7:- Increase in the RFPI investment limit up to 49% (forty-nine percent of the equity share capital of the Company.

Resolution required: Special Resolution.

Mode of Voting: E-voting & Poll

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	80765600	80765600	100.00	80765600	0	100.00	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	405795600	230825179	56.88	230797929	168	99.99	0.00
Total	486561200	311590779	64.03	311563529	168	99.99	0.00

Accordingly, The Above resolution was passed with requisite majority as a Special Resolution.

As required under Rule 22(13) of the Companies (Management & Administration) Rules, 2014, enclosed copy of the consolidated Scrutinizer's Report along with the above results.

Thank You,

For PMC Fincorp Limited

B. K. Modi
(Managing Director)



Encl. as above



Consolidated Scrutinizer(s) Report

((Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended and
Listing Agreement)

To,
Shri Raj Kumar Modi
Managing Director & Chairman,
PMC FINCORP LIMITED,
B-10, VIP Colony,
Civil Lines, Rampur,
Uttar Pradesh -244901

Sir,

**SUB: Consolidated Scrutinizer's Report on voting through ballot paper and remote
E-voting conducted at the 30th Annual General Meeting held on 28th September, 2015**

The Board of Directors of the Company have passed a resolution on 25th August, 2015 and decided to provide to the shareholders of the Company, a facility to exercise their votes on the resolution(s) as set out in the notice of the 30th Annual General Meeting dated 25.08.2015 by way of remote e-voting and voting through ballot papers at the Annual General Meeting as required under the provisions of Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement.

I, Ashu Gupta, Company Secretary in Practice of M/S Ashu Gupta & Co. has been appointed by the Board of Directors of the company as the scrutinizer pursuant to the provision of Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement for the purpose of scrutinizing the aforesaid remote e-voting process and voting through ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 25.08.2015 convening the 30th Annual General Meeting of the Company held on 28th September, 2015 at the Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 30th Annual



General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman of the meeting on the resolutions, based on the reports generated from the electronic voting system, provided by the NSDL and the report generated electronically for voting by use of ballots at the meeting.

The notice dated 25th August, 2015 convening the 30th Annual General Meeting of the Company held on 28th September, 2015 along with the statement setting out material facts were sent to the shareholders of the Company.

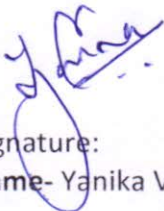
The shareholders of the Company holding shares on the "cut-off date" i.e. 21st September, 2015 were entitled to vote on the resolutions proposed as set out in the notice of the 30th Annual General Meeting by remote e-voting or voting through ballot papers at the 30th Annual General Meeting.


In this regard, I submit my consolidated report as under:

1. The remote e-voting period remained open from 25th September, 2015 (9:00 A.M) to 27th September, 2015 (5:00 P.M) and was disabled for voting thereafter.
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21/09/2015, were entitled to vote electronically on agenda items by remote e-voting or voting through ballot paper at the 30th Annual General Meeting.
3. After the declaration of Poll by the chairman, 1 (One) Ballot box kept for the ballot paper for the purpose of voting through ballots, was locked in our presence with due identification marks placed by us.
4. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company.
5. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After counting the votes cast by the members and proxy holders present at the 30th Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 28th September, 2015 around 4:00 P.M. in the presence of two witnesses, Ms. Yanika Verma D/o Shri. D.S. Verma and Mr. Akshay Kapoor S/o Shri Yash Kapoor, who



are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.


Signature:
Name- Yanika Verma


Signature:
Name- Akshay Kapoor

7. We have scrutinized the votes cast through electronic means and voting through ballot papers only for the purpose of this report.
8. The result of the voting is as per Annexure 1 attached herewith.
9. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of Company for safe custody.

Thanking you,
Yours truly,



Ashu Gupta
Practising Company Secretary
Membership No. FCS 4123
CP No. 6646



Date: 30.09.2015

ANNEXURE 1

Consolidated Scrutinizer Report on voting through ballot paper and remote e-voting
of PMC Fincorp Limited

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
1	Ordinary Resolution to receive, consider and adopt the audited Balance Sheet as at 31st March 2015, the Profit & Loss Account for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.									
	A Mode of Voting (E-VOTING)	66	311296805	311296805	311296437	99.99	368	0.01	0	0
	B Mode of Voting (Ballot Paper)	34	293574	266492	266492	100.00	0	0.00	6	27082
	TOTAL(A+B)	100	311590379	311563297	311562929	99.99	368	0.01	6	27082
2	Ordinary Resolution to appoint a director in place of Mrs. Rekha Modi (DIN: 01274200), who retires by rotation and being eligible has offered herself for re-appointment.									
	A Mode of Voting (E-VOTING)	67	311297205	302657205	302571265	99.97	85940	0.03	1	8640000
	B Mode of Voting (Ballot Paper)	34	293574	266492	266492	100.00	0	0.00	6	27082
	TOTAL(A+B)	101	311590779	302923697	302837757	99.97	85940	0.03	7	8667082





Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
3	Ordinary Resolution to appoint M/s. M. M. Goyal & Co., Chartered Accountants, (FRN:007198N) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration.	67	311297205	311297205	311251153	99.99	46052	0.01	0	0
		34	293574	266492	266492	100.00	0	0.00	6	27082
		101	311590779	311563697	311517645	99.99	46052	0.01	6	27082

4	Special Resolution to re-appoint Mr. Vishnu Bhagwan Agarwal (DIN: 02852498), as an Independent Director w.e.f 30th April, 2015 to 29th April, 2020	67	311297205	311297205	311248393	99.98	48812	0.02	0	0
		34	293574	266492	266492	100	0	0.00	6	27082
		101	311590779	311563697	311514885	99.98	48812	0.02	6	27082

5	Special Resolution to re-appoint Mr. Pramod Gupta (DIN: 03174350) as an Independent Director w.e.f. 30th April, 2015 to 29th April, 2020	66	311297005	311297005	311248393	99.98	48612	0.02	0	0
		34	293574	266492	266492	100.00	0	0.00	6	27082
		100	311590579	311563497	311514885	99.98	48612	0.02	6	27082

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
6	Special Resolution to maintain Registers & Returns at the Corporate Office of the Company 5, Old Rajender Nagar, New Delhi-110060, with effect from 01st October, 2015.	67	311297205	311297205	311294837	99.99	2368	0.01	0	0
	of Voting (E-VOTING)									
	f Voting (Ballot Paper)	34	293574	266492	266492	100.00	0	0.00	6	27082
	TOTAL(A+B)	101	311590779	311563697	311561329	99.99	2368	0.01	6	27082

7	Special Resolution to Increase in the RFPI investment limit up to 49% (forty-nine percent) of the equity share capital of the Company									
	A Mode of Voting (E-VOTING)	67	311297205	311297205	311297037	99.99	168.00	0.01	0	0
	f Voting (Ballot Paper)	34	293574	266492	266492	100.00	0	0	6	27082
	TOTAL(A+B)	101	311590779	311563697	311563529	99.99	168	0.01	6	27082

