

NOTICE

NOTICE is hereby given that the **41st Annual General Meeting** of the members of **Premier Capital Services Limited** (CIN:L65920MH1983PLC030629) will be held through Video Conference ("VC") / Other Audio Visual Means ("OAVM") on Tuesday, 24th September, 2024, at 12.30 P.M. for which purposes the registered office of the Company situated at **4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai (MH) 400030** shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact with or without modification(s), as may be permissible, the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of **Mrs. Sharda Manoj Kasliwal (DIN: 00345386)**, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To consider and approve the re-appointment of **M/s. SPARK & Associates Chartered Accountants LLP**, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C/C400311), as the Statutory Auditors of the Company and to fix their remuneration and to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139,141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and on recommendation of Audit Committee, **M/s. SPARK & Associates Chartered Accountants LLP**, Chartered Accountants, **Indore (M.P.) (Firm Registration No. 005313C/C400311)** be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting until the conclusion of 46th Annual General Meeting of the Company to be held in the calendar year 2029, on such remuneration as may be agreed upon by the Board of Directors and the Auditors for each of the financial year separately on year to year basis."

SPECIAL BUSINESS:

4. **To appoint Mr. Aman Sanghvi (DIN: 05354322) as an Independent Director of the Company:**

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 other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, **Mr. Aman Sanghvi (DIN: 05354322)**, who was appointed as an additional director (Non-executive Independent Director) of the Company by the Board of Directors **with effect from August 13th, 2024** in terms of Section 161(1) of the Act, and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, signifying his intention to propose **Mr. Aman Sanghvi** as a candidate for the office of the Director of the Company, be and is hereby appointed as an

Independent Director not liable to retire by rotation, to hold office for a term of five consecutive years upto August 12, 2029.”

5. **To appoint Mr. Neeraj Goenka (DIN: 00291367) as an Independent Director of the Company:**

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 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, **Mr. Neeraj Goenka (DIN: 00291367)**, who was appointed as an additional director (Non-executive Independent Director) of the Company by the Board of Directors with effect from August 26th, 2024 in terms of Section 161(1) of the Act, and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, signifying his intention to propose **Mr. Neeraj Goenka** as a candidate for the office a Director of the Company, be and is hereby appointed as an Independent Director not liable to retire by rotation, to hold office for a term of five consecutive years upto August 25, 2029.”

**By the order of Board of Directors
For Premier Capital Services Limited**

Date : **26.08.2024**
Place : **Indore**

Manoj Kasliwal
Director
DIN: **00345241**

REGISTERED OFFICE

4, Bhima Vaitarna Complex,
Sir Pochkhanwala Road,
Worli, Mumbai, (MH) 400030
CIN:L65920MH1983PLC030629

NOTES:

1. The Ministry of Corporate Affairs (the "MCA") in terms of the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No.02/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 and General Circular No. 09/2023, dated September 25, 2023 (**the "MCA Circulars"**) and SEBI vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (**the "SEBI Circulars"**), have further allowed the Companies to conduct their Annual General Meeting (AGM), through **Video Conferencing (VC) or any Other Audio Visual Means (OAVM)**, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is convening its 41st AGM through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Item Nos. 3, 4 & 5 are annexed and forms part of the Notice.
3. Pursuant to the MCA Circulars through VC/OAVM, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Corporate shareholders intending to authorize their authorized representative to attend the AGM through VC or OAVM are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf electronically or otherwise in terms of provisions of Section 113 of the Companies Act, 2013. The said resolution shall be sent to the scrutinizer by email through its registered email address to premiercapservices@gmail.com and helpdesk.evoting@cdslindia.com.
5. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No 2 of the Notice, are annexed.
8. In compliance with the aforesaid MCA Circulars and applicable SEBI Circulars, Notice of the 41st AGM (being part of the Annual Report for the financial year 2023-24) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may also access the 41st Annual Report 2023-24 (containing the Notice of 41st AGM) on the Company's website www.premiercapitalservices.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL i.e. www.evotingindia.com.

9. The Register of Members and the Share Transfer Books of the Company shall remain closed from **18th September, 2024 to 24th September, 2024** (both days inclusive).
10. To support the "Green Initiative", the members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the meeting.
12. Members seeking any information with regard to the financial statements are requested to write to the Company Secretary at least seven days before the date of 41st AGM so as to enable the management to keep the information ready at the meeting.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
14. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed.

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent (RTA). The aforementioned form shall be furnished in hard copy.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its Registrars and Transfer Agent for assistance in this regard.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Share Transfer Agents.

16. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 which is issued in suppression of circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/RTA.

Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The forms mentioned above are available on the website of the Company as well as on the website of RTA.

17. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated 16th March 2023 which is issued in suppression of circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, has made it mandatory for all holders holding shares in physical form to furnish the following documents / details to the RTA:

- a) PAN
- b) Contact details, Postal address with PIN, Mobile number, E-mail address
- c) Bank account details (bank name and branch, bank account number, IFSC)
- d) Specimen signature

For furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the company/RTA. The forms are available on the website of the company as well as on the website of RTA.

In compliance of SEBI Circular dated June 10, 2024, read with SEBI Master Circular for RTA dated May 07, 2024, the security holders holding securities in physical form are hereby advised to update/ register their PAN, Choice of Nomination, Contact Details (i.e. postal address with PIN and mobile no.), Bank Account Details and Specimen Signatures.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice, will be available for inspection by members during the annual general meeting. All documents referred to in the Notice will also be available for inspection basis on the request of shareholder received by the Company.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is providing facility to its members to exercise their right to vote electronically at the 41st Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The e-voting facility will also be made available at the meeting and the members, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting through electronic mode. The members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

20. THE INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period commences on Saturday, September 21, 2024 at 9.00 AM and ends on Monday, September 23, 2024 at 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 i.e. September 17, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants(DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your user ID as under :-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter folio number registered with the Company.

- 4) Next enter the Image Verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <**Premier Capital Services Limited**> on which you choose to vote.
- x) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; premiercapservices@gmail.com., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the **M/s. Purva Sharegistry (India) Pvt. Ltd.**, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kastruba Hospital, Lower Parel (E) Mumbai-400011 i.e. Registrar and Share Transfer Agent at support@purvashare.com with copy to the Company at premiercapservices@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
21. The Board of Directors of the Company has appointed CS Dinesh Kumar Gupta, Practicing Company Secretary, Indore, as the Scrutinizer to scrutinize the remote e-voting/e-voting at the 41st AGM in a fair and transparent manner.
22. The Scrutinizer shall not later than forty eight hours of conclusion of 41st AGM, submit a consolidated scrutinizer's report to the Director of the Company, who shall declare the results forthwith.
23. Based on the scrutinizer's report, the Company will submit within 2(two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

24. The result declared along with scrutinizer Report shall be placed on the Company's website www.premiercapitalservices.in and on the website of CDSL (www.cdslindia.com) immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed.
25. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business under Item No. 3, 4 & 5 mentioned in the accompanying Notice:

Item No. 3

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'). However, the same is not required as per Section 102 of the Act.

M/s. SPARK & Associates Chartered Accountants LLP, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C/C400311), were appointed as the Statutory Auditors of the Company at the 36th Annual General Meeting ('AGM') held on 30th September, 2019 for a period of five years, up to the conclusion of 41st Annual General Meeting of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditors for more than two terms of five (5) consecutive years and accordingly, **M/s. SPARK & Associates Chartered Accountants LLP** is eligible to be re-appointed as the Statutory Auditors of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on August 26th, 2024, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of audit reports, etc. recommended the re-appointment of **M/s. SPARK & Associates Chartered Accountants LLP** as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this 41st AGM till the conclusion of the 46th AGM (AGM for the financial year 2028-29) of the Company, to examine and audit the accounts of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors for each of the financial year separately on year to year basis."

M/s. SPARK & Associates Chartered Accountants LLP, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. As required under the SEBI Listing Regulations, **M/s. SPARK & Associates Chartered Accountants LLP** holds a valid certificate issued by the Peer Review Board of ICAI.

The company has received necessary certificate and written consent from **M/s. SPARK & Associates Chartered Accountants LLP, Chartered Accountants** stating that their re-appointment, if made, shall be in accordance with the statutory requirements under the Companies

Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Statutory Auditor	Rs. 1,00,000/- (Rupees One Lac only) plus reimbursement of out of pocket expenses for financial year 2024-25. The remuneration for the remaining term till the conclusion of the 46th AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.
Terms of Re-Appointment	5 Years i.e. from the conclusion of 41 st Annual General Meeting till the conclusion of 46th Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No material change in fee payable to the proposed auditor.
Basis of Recommendation of Appointment	Based on the recommendation of the Audit Committee, the Board re-recommends the Ordinary Resolution for appointment of Statutory auditors
Details in relation to and credentials of the statutory auditor proposed to be reappointed	M/s. SPARK & Associates Chartered Accountants LLP, Chartered Accountancy firm established in 1990 and has more than 33 years of experience. Firm has its presence in 11 states which includes 13 cities across India managed by 25 Partners with a solid client base. The firm provides diversified professional services in the field of Audit, Taxation, and Advisory, Management Consulting, Startup and project-based services, Accounting & Corporate Support.

The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4 & 5

The Board of Directors on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Aman Sanghvi (DIN 05354322) and Mr. Neeraj Goenka (DIN 00291367) as a non executive independent directors w.e.f. 13th August, 2024 and 26th August, 2024 respectively and they hold office up to the date of the ensuing Annual General Meeting.

The Company has received notices in writing under section 160 of the Companies Act, 2013 from a member(s) along with the deposit of the requisite amount proposing their candidature for the office of Directors of the Company. Mr. Aman Sanghvi and Mr. Neeraj Goenka are not disqualified from being appointed as Directors in terms of section 164 of the Act and has also given their consent to act as Directors of the Company. Mr. Aman Sanghvi and Mr. Neeraj Goenka has given 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, they fulfil the conditions specified in the Act and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director and they are independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of up to five consecutive years on the Board. Further section 149(13) states that the provision relating to retirement of Director by rotation shall not apply to the appointment of Independent Directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Aman

Sanghvi (DIN 05354322) and Mr. Neeraj Goenka (DIN 00291367) an Independent Directors of the Company to hold office for a term up to 12th August, 2029 and 25th August, 2029 respectively.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company on all working days between 10:00 am to 01:00 pm up to the date of AGM.

The Board recommended the Special Resolution at Item no.4 & 5 for approval by the members.

Except Mr. Aman Sanghvi and Mr. Neeraj Goenka, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the Notice.

Details of Directors Seeking Appointment /Re-appointment at the AGM

Pursuance to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name	Mrs. Sharda Manoj Kasliwal	Mr. Aman Sanghvi	Mr. Neeraj Goenka
DIN	00345386	05354322	00291357
Date of Birth	23.04.1959	17.12.1991	03.09.1965
Date of Appointment	15.11.2010	13.08.2024	26.08.2024
Nationality	Indian	Indian	Indian
Qualifications	B. Com (Hons.)	BA (Hons.)	B. Com (Hons.)
Expertise in specific functional areas	Experience of more than 38 years in Accounts, Broking in Financial Services / Capital Market Business.	He has vast experience of 12 years in the field of Business Studies and Finance.	36 years extensive experience in Finance and accounting.
Relationship with other Directors of the Company	Wife of Mr. Manoj Kasliwal	Nil	Nil
Number of Shares held in the Company	Nil	Nil	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None	None	None
Directorships in other Companies	Pumarth Infrastructure Private Limited	Sansar Publication Private Limited	MMG STEELS PRIVATE LIMITED

	Pumarth Credit And Capital Limited		DEVASHREE ISPAT PRIVATE LIMITED
	Pumarth Commodities Private Limited		
	Pumarth Education Services Private Limited		
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.</p> <p>Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Aman Sanghvi and concluded that Mr. Aman Sanghvi possess the relevant skill and capabilities to discharge the role of Independent Director</p>	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.</p> <p>Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Neeraj Goenka and concluded that Mr. Neeraj Goenka possess the relevant skill and capabilities to discharge the role of Independent Director</p>