

NOTICE

NOTICE is hereby given that the **Thirty First Annual General Meeting** of members of **Premier Capital Services Limited** will be held at Hotel Avon Ruby, 87, Naigaon Cross Road, Dadar (East), Mumbai, Maharashtra 400 014 on Monday, 29th September, 2014 at 10.30 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2014 and the Statement of Profit & Loss Account for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dalip Kumar (DIN: 00103292), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s Bipin Zavar & Associates, Chartered Accountants (Firm Registration No.121523W) having their office at 235/9203, Kannamwar Nagar-2, Vikhroli (E), Mumbai-400 083, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five year from the conclusion of this General Meeting till the conclusion of Thirty Sixth Annual General Meeting of the Company, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting held after this Annual General Meeting, in place of M/s S.C. Maheshwari & Associates, Chartered Accountants, Mumbai the retiring Statutory Auditors, who are unwilling to be reappointed, as Auditors of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS

4. **Appointment of Mr. Ashwani Kumar Bhat as an Independent Director of the Company:**

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ashwani Kumar Bhat (DIN: 03380458), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed, as an

Independent Director of the Company for a term of 5 (Five) consecutive years from the conclusion of the Thirty First Annual General Meeting of the Company till the conclusion of Thirty Sixth Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Mr. Manish Praful Patel as an Independent Director of The Company:**

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Manish Praful Patel (DIN: 03383126), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed, as an Independent Director of the Company for a term of 5 (Five) consecutive years from the conclusion of Thirty First Annual General Meeting of the Company till the conclusion of Thirty Sixth Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Appointment of Mrs. Rashmi Ahuja as an Independent Director of The Company:**

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Rashmi Ahuja (DIN: 03385181), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed, as an Independent Director of the Company for a term of 5 (Five) consecutive years from the conclusion of the Thirty First Annual General Meeting of the Company till the conclusion of Thirty Sixth Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of Board of Directors

**Sd/-
Chairman
Manoj Kasliwal
(DIN: 00345241)**

Date: **3rd September, 2014**

Place: **Indore**

REGISTERED OFFICE

4, Bhima Vaitarna Complex,
Sir Pochkhanwala Road,
Worli, Mumbai, (MH) 400 030

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect to the special business set out in the notice is annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their copy of Annual Report to the Annual General Meeting as additional copies will not be circulated at the meeting.
5. Members/proxies should bring the attendance slip duly filled in for attending the meeting.

6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. upto the date of the 31st Annual General Meeting .
8. Member seeking any information with regard to Annual Accounts of the Company are required to write at least 10 days in advance so as to enable the Company to keep the information ready. Replies will be provided only at the meeting.
9. The Shareholders are requested to inform the change of their address if any to the Company/Share Transfer Agent/Depository Participant.
10. The Register of Members and the Share Transfer Book of the Company will remain closed from 24th September, 2014 to 29th September, 2014 (Both days inclusive).
11. The Share Transfer Instruments, complete in all respects, should be sent to the Registrar & Share Transfer Agents, M/s Purva Shareregistry (India) Pvt Ltd, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kastruba Hospital, Lower Parel (E) Mumbai - 400 011 well in advance so as to reach the Registrars & Share Transfer Agents prior to the book closure.
12. Member who hold the shares of Company in physical form are advised to contact their depository participant for dematerialization of their holdings in their own interest. The ISIN No. allotted to Company is **INE946K01023** for both the Depositories viz, The National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).
13. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the 31st Annual General Meeting form integral part of Notice. The Directors have furnished the requisite declarations for their appointment /re-appointment.
14. **PROCEDURE FOR E-VOTING:**

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Instructions for members for voting electronically:**(A) In case of members receiving e-mail:**

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID.

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number Registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholder who have not updated their PAN with the Company are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 (Eight) digits folio number in the PAN Field. in case the folio in less then 8 (Eight) digits enter the applicable number of 0's before the folio number, Eg. if your name is Aditya Singh, with folio number 1234 then enter AD00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in CAPITAL LETTER followed by 8 digit CDSL/ NSDL client id. For example: in case of your name is Kushal Bajaj and Demat A/c No. is 12058700 then default value of PAN is KU12058700.

DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	<p>Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date i.e. 15th September, 2014 in the Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name **"PREMIER CAPITAL SERVICES LIMITED"** on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiii. 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.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

- The voting period begins on Wednesday, 24th September, 2014 (at 10.00 A.M.) and ends on Thursday, 25th September, 2014 (at 5.00 P.M.) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th September, 2014, may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- CS Dinesh Kumar Gupta, Practicing Company Secretary (Membership No. 4715 and C.P. No. 5396) Address: 104, Sham Tower, 1st Floor, Near Hotel President, 164/2, R.N.T. Marg, Indore (M.P.) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- Notice of the meeting is also displayed at www.evotingindia.com
- In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share Transfer Agents, M/s Purva Sharegistry (India) Pvt Ltd, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kastruba Hospital, Lower Parel (E) Mumbai - 400 011.
- The results along with the Scrutinizer's Report will be announced by the Chairman of the meeting on or after the 31st Annual General Meeting to be held on Monday 29th, September, 2014, the result of the meeting will be communicated to the Stock Exchanges and will be placed on www.evotingindia.com

15. The Nomination Facility:

As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

16. 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.

17. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.
 18. The Ministry of Corporate Affairs has introduced "**Green Initiative**" whereby the documents are permitted to be served on the members through electronic mode i.e. E-mail. This initiative is a step towards protection of environment and enabling faster communication with the members. Accordingly the Company proposed to serve all documents to e-mail addresses of the members. Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DP) or send an e-mail at busicomp@vsnl.com to get Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to Company's Registrars and Share Transfer Agents either by e-mail at busicomp@vsnl.com or by sending a communication at the address mentioned at note 11 above.
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**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 4, 5 and 6

It is proposed to appoint Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term from this AGM to the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2019.

Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of each of Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja for the Office of Directors of the Company.

The Company has also received declarations from Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja, terms and conditions of appointment of Independent Directors shall be open

for inspection by the Members at registered office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. upto the date of the 31st Annual General Meeting.

In the opinion of the Board, Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja fulfilled the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

The Board recommends the appointment of the aforesaid Independent Directors for a term of 5 (Five) consecutive years from the date of the 31st Annual General Meeting.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Ashwani Kumar Bhat, Mr. Manish Praful Patel and Mrs. Rashmi Ahuja, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

***Information required under Clause 49 IV G of the Listing Agreement relating to Corporate Governance with respect to the Director being appointed and Directors retiring by rotation and being eligible, seeking re-appointment is as under:**

1. Mr. Ashwani Kumar Bhat

DIN	03380458
Date of Birth	12.06.1952
Date of Appointment	28.12.2010
Nationality	Indian
Qualifications	M. Pharma
Expertise in specific functional areas	Experience in Management
Directorships in other Companies	None
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None
Number of Shares held in the Company	Nil

2. Mr. Manish Praful Patel

DIN	03383126
Date of Birth	22.06.1960
Date of Appointment	28.12.2010
Nationality	Indian
Qualifications	M.B.B.S, M.S., M.C.H.
Expertise in specific functional areas	Knowledge of Administration
Directorships in other Companies	None
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None
Number of Shares held in the Company	Nil

3. Mrs. Rashmi Ahuja

DIN	03385181
Date of Birth	18.04.1962
Date of Appointment	28.12.2010
Nationality	Indian
Qualifications	B.Ed
Expertise in specific functional areas	Experience in Accounts and Education
Directorships in other Companies	None
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None
Number of Shares held in the Company	Nil

4. Mr. Dalip Kumar

DIN	00103292
Date of Birth	21.12.1961
Date of Appointment	15.11.2010
Nationality	Indian
Qualifications	M.S.(Computer Engineering)
Expertise in specific functional areas	Experience to Build e-Business and implement e-Services
Directorships in other Companies	<p>Managing Director: FCS Software Solution Limited</p> <p>Director: Enstaserv Eservices Limited cGain Analytics Private Limited Ready State Infraservices Private Limited Stablescore Infraservices Private Limited Capable Building Solutions Private Limited</p>
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None
Number of Shares held in the Company	25,34,850 Equity Shares