

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Premier Capital Services Limited (CIN L65920MH1983PLC030629) will be held on Saturday, the 26th Day of September, 2015 at 10.30 a.m. at Hotel Avon Ruby, 87, Naigaon Cross Road, Dadar (East), Mumbai, Maharashtra, 400 014 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, 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 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 142 and all other applicable provisions, if any of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company appointed M/s Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH), (Registration No.121523W), as the Statutory Auditors of the Company at Thirty First Annual General Meeting held on 29th September, 2014, to hold office from the conclusion of Thirty First Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company, such appointment of the statutory auditors be and is hereby ratified by the members of the Company for the financial year 2015-16 on such remuneration and out-of-pocket expenses, as may be agreed upon by the Board of Directors and the Auditors."

### SPECIAL BUSINESS

4. Appointment of Mr. Raj kumar Bhasin 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, as amended time to time, Mr. Rajkumar Bhasin (DIN: 07101758), who was appointed as an additional director of the Company by the Board of Directors in terms of Section 161(1) of the Act, and whose terms of office expires at the this Annual General Meeting and in respect of whom the Company has received a notice from a member under section 160 of the Act, proposing his candidature for Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 20th February, 2015 to 19th February, 2020.

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

For and on behalf of the Board

Sd/-  
Manoj Kasliwal  
Chairman  
(DIN: 00345241)

Date: 22/08/2015  
Place: Indore

## REGISTERED OFFICE

4, Bhima Vaitarna Complex,  
Sir Pochkhanwala Road,  
Worli, Mumbai, (MH) 400 030  
CIN: L65920MH1983PLC030629

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. A statement giving the relevant Information required under Clause 49 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 annexed herewith.
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 INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (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 MEMBERS.

3. Corporate members intending to send their authorized 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/authorized representatives 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 32<sup>nd</sup> Annual General Meeting .
8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their nomination, power of attorney, change of address, change in name etc, to their depository participant (DP). These changes will be automatically reflected in the Company's record, which will help the Company to provide efficient and better service to the members. Members holding shares in physical form are requested to intimate the changes to Registrars and Share Transfer Agents of the Company.
9. 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.

10. 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.
11. The Register of Members and the Share Transfer Book of the Company will remain closed from 19th September, 2015 to 25th September, 2015 (Both days inclusive).
12. 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.
13. 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).
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, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting poll paper shall be made available at the AGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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 remote e-voting process in the fair and transparent manner.

The results along with the consolidated Scrutinizer's Report will be announced by the Chairman of the meeting on or after the 32nd Annual General Meeting to be held on Saturday 26th, September, 2015, the result of the meeting will be communicated to the Stock Exchanges and will be placed on [www.evotingindia.com](http://www.evotingindia.com) & Company's website [www.premiercap.in](http://www.premiercap.in)

The instructions for shareholders voting electronically are as under:

- (i) The remote E-voting period begins on 23rd September, 2015 (at 9.00 A.M.) and ends on 25th September, 2015 (at 5.00 P.M.). 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 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xii) Click on the EVSN for the relevant Company Name "PREMIER CAPITAL SERVICES LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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. 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](mailto: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](mailto:busicomp@vsnl.com) or by sending a communication at the address mentioned at note 12 above.
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ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Based on the recommendation of Nomination and remuneration committee, the Board of Directors, at their meeting held on 20th February, 2015 appointed Mr. Rajkumar Bhasin as an Additional Director (Non-Executive Independent) under section 161(1) of the Companies Act, 2013. Accordingly, Mr. Rajkumar Bhasin holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice along with deposit of requisite amount under section 160 of the Companies Act, 2013 from a member proposing Mr. Rajkumar Bhasin as a candidate for the office of Director of the Company. Mr. Rajkumar Bhasin is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Company has also received declarations from Mr. Rajkumar Bhasin that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Rajkumar Bhasin fulfilled the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement.

It is proposed to appoint Mr. Rajkumar Bhasin as Non-Executive Independent Director of the Company.

Mr. Rajkumar Bhasin terms and conditions of appointment of Independent Director 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 32nd Annual General Meeting.

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

Except Mr. Rajkumar Bhasin, 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 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:

Name	Mrs. Sharda Manoj Kasliwal	Mr. Rajkumar Bhasin
DIN	00345386	07101758
Date of Birth	23/04/1959	27/04/1965
Date of Appointment	15/11/2010	20/02/2015
Nationality	Indian	Indian
Qualifications	B. Com (Hons.)	B.Com / M.A.
Expertise in specific functional areas	Experience in Accounts and Broking	Experience in Administration
Number of Shares held in the Company	61,44,880	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None	None
Directorships in other Companies	Pumarth Infrastructure Private Limited	None
	Pumarth Properties & Holdings Private Limited	
	Pumarth Credit And Capital Limited	
	Pumarth Commodities Private Limited	
	Pumarth Meadows Private Limited	
	Pumarth Education Services Private Limited	
	Nishant Finance Pvt. Ltd.	
	Brainomagic Education Services Private Limited	