

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of Premier Capital Services Limited (CIN: L65920MH1983PLC030629) will be held on Monday, the 30th Day of September, 2019 at 10.00 a.m. at Unit No. 4089, 4th Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078 to transact 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, 2019, 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 appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), 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 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, Indore (M.P.) (Firm Registration No. 005313C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH) (Registration No.121523W), to hold office from the conclusion of this Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the calendar year 2024, 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 re-appoint Mr. Ashwani Kumar Bhat (DIN: 03380458) as an Independent Director of the Company for second term of five consecutive years and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 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), Mr. Ashwani Kumar Bhat (DIN: 03380458), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary.

5. To re-appoint Mrs. Rashmi Ahuja (DIN: 03385181) as a Woman Independent Director of the Company for second term of five consecutive years and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 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), Mrs. Rashmi Ahuja (DIN: 03385181), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary.

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

Sd/-
Manoj Kasliwal
Director

Date : 03.09.2019
Place : Indore

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND SUCH A PROXY/PROXIES 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 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% (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.

2. 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, 4 and 5 of the Notice, are annexed.
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 and Authorised Representatives are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip enclosed herewith, duly filled and signed mentioning therein details of their DP ID and Client ID / Folio No. in order to attend the meeting.
6. 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.
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 36th 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 Share Transfer Book and Register of Members of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.
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-400011 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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.

Mr. Bipin Zavar, Chartered Accountants, Mumbai (MH) has been appointed as scrutinizer for conducting the remote e-voting process in a 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 36th Annual General Meeting to be held on Monday 30th September, 2019. The result of the meeting will be communicated to the Stock Exchanges and will be placed on www.evotingindia.com & Company's website <http://premiercapitalservices.in/>

The instructions for shareholders voting electronically are as under:

- (i) The remote E-voting period begins on 27th September, 2019 (at 9.00 A.M.) and ends on 29th September, 2019 (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 24th September, 2019 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.
- (iv) Click on Shareholders.
- (v) 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.
- (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 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"> 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. 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.
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"> 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).

- (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-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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 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.
 - 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 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.
- (xxi) 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, under help section or write an email to 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 support@purvashare.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 support@purvashare.com or by sending a communication at the address mentioned at note 12 above.

Details of Directors Seeking appointment /Reappointment at the AGM

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

Name	Mrs. Sharda Manoj Kasliwal	Mr. Ashwani Kumar Bhat	Mrs. Rashmi Ahuja
DIN	00345386	03380458	03385181
Date of Birth	23.04.1959	12.06.1952	08.04.1962
Date of Appointment	15.11.2010	29.09.2014	29.09.2014
Nationality	Indian	Indian	Indian
Qualifications	B. Com (Hons.)	M. Pharma	B.Ed
Expertise in specific functional areas	Experience in Accounts and Broking	Experience in Management	Experience in Accounts & Education
Relationship with other Directors of the Company	Wife of Mr. Manoj Kasliwal	None	None
Number of Shares held in the Company	61,44,880	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	Oswal Trading Co. Private Limited	Nil
	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.		

STATEMENT PURSUANT TO SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no listed company can appoint or re-appoint individual/Proprietorship firm as auditor for more than one term of five consecutive years. In view of the same, the term of the existing Statutory Auditors, M/s. Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH) (Registration No.121523W) is upto the conclusion of this Annual General Meeting (AGM). The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on September 03, 2019, proposed the appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of 41st Annual General Meeting of the Company to be held in the calendar year 2024 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.

Brief Profile of M/s. SPARK & Associates Chartered Accountants, is as under: -

- The firm was established in 1990 and has more than 28 years of experience.
- Firm has its presence in 4 states which includes 12 cities across India.
- The firm is managed by 13 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.

M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

Mr. Ashwani Kumar Bhat (DIN: 03380458) and Mrs. Rashmi Ahuja (DIN: 03385181) was appointed as an Independent Non Executive Director of the Company by the members at the 31st Annual General Meeting of the Company held on 29th September, 2014 for a period of five consecutive years upto the conclusion of the 36th Annual General Meeting of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for re-appointment as an Independent Directors and offering themselves for re-appointment, is proposed to be re-appointed as an Independent Directors for second term of five consecutive years from the conclusion of this Annual General meeting of the Company till the conclusion of the 41st Annual General Meeting of the Company.

The Company has received notices under Section 160 of the Companies Act, 2013 from member(s) signifying intention to propose the candidature of the above persons for the office of Independent Director(s) of the Company. The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Directors under Section 164 of the said Act and have given their consent to act as a Director of the Company, being eligible for re-appointment as Independent Directors.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment as an Independent Directors for second term of five consecutive years with effect from conclusion of this Annual General meeting of the Company till the conclusion of the 41st Annual General Meeting of the Company, for the approval by the Members of the Company.

Except Mr. Ashwani Kumar Bhat and Mrs. Rashmi Ahuja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the accompanying Notice of the AGM. Mr. Ashwani Kumar Bhat and Mrs. Rashmi Ahuja are not related to any Director of the Company.