Regd. Office: 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai - 400030

Tel.: 0731-4241914, 2499910

E-mail: premiercapservices@gmail.com



CIN: L65920MH1983PLC030629



December 4, 2020

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Rotunda Building, Dalal Street,
Mumbai – 400001

Sub: Notice of 37th Annual General Meeting scheduled to be held on December 30, 2020

Reference:

Scrip Code: 511016

Scrip ID: PREMCAP

Dear Sir/ Madam,

We wish to inform you that the 37th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, December 30, 2020 at 11.00 A.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses as set out in the Notice of AGM for which the purposes the registered office of the Company shall be deemed as the venue for the Meeting.

Further, pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is providing facility of e-voting to its members to exercise their right to vote on the agenda items as stated in the notice of the AGM by electronic means. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The cut-off date for determining the eligibility to vote by electronic means is 23rd December, 2020. The remote e-voting will be available from Sunday, December 27, 2020 at 9.00 a.m. and shall end on Tuesday, December 29, 2020 at 5.00 p.m. The Company has appointed CS Dinesh Kumar Gupta, Practicing Company Secretary, Indore, has been appointed as the Scrutinizer for conducting the e-voting process.

You are requested to take the same on your records and oblige.

Thank You Yours truly,

For Premier Capital Services Simited

Pranjali Dubey

Company Secretary & Compliance Officer

M. No. A52179

NOTICE

NOTICE is hereby given that the **37th 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 Wednesday, 30th December, 2020, at 11.00 A.M. 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, 2020, 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.

SPECIAL BUSINESS

3. APPOINTMENT OF MR. SOUMIL EKADI (DIN 08926008) AS A NON EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Soumil Ekadi (DIN 08926008), who was appointed as an Additional Director Independent) of the Company by the Board of Directors with effect from November 10, 2020 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, 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. Soumil Ekadi as a candidate for the office of 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 November 09, 2025."

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

Sd/-Manoj Kasliwal Director DIN: 00345241

Date : **03.12.2020** Place : **Indore**

REGISTERED OFFICE

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

NOTES:

- 1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business as set out above is annexed hereto.
- 2. Pursuant to the General Circular numbers 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020 and May 5, 2020, Order No. ROC-G/Extension of AGM /2020/926 dated September, 8, 2020 issued by Office of the Registrar of Companies, Madhya Pradesh, MCA and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM for the calendar year 2020.
- 3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at any AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 37th AGM and hence the proxy form and attendance slip are not annexed to this notice.
- 4. 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.
- 5. 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 47 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
- 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 atleast 1000 members on first come first served basis.
- 7. Profiles of Mrs. Sharda Manoj Kasliwal & Mr. Soumil Ekadi, Directors of the Company, who are available for appointment/re-appointment at the 37th AGM of the Company, are respectively produced in item no. 3 of the explanatory statement annexed to the notice and may also be read and treated as requisite disclosure for item no. 2 and 3 respectively of the notice in terms of Secretarial Standard on General Meeting (SS-2) and Regulation 26(4) & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on date.
- 8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 37th AGM (being part of the Annual Report for the financial year 2019-20) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may also access the 37th Annual Report 2019-20 (interalia containing the Notice of 37 AGM and explanatory statement thereto) 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 24th December, 2020 to 30th December, 2020 (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.
- 12. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least seven days before the date of 37th AGM so as to enable the management to keep the information ready at the meeting.
- 13. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants. Such members may note that shares in physical form cannot be transferred except in case of transmission or transposition.
- 14. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this 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. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
- 17. 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, 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 request of shareholder received by the Company.
- 18. 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, the Company has provided a facility to its members to exercise their right to vote electronically at the 37th 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.

A. THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

(i) The e-voting period commences on Sunday, December 27, 2020 at 9.00 AM and ends on Tuesday, December 29, 2020 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. December 23, 2020, 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) 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.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.
- (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 Shareholders holding shares in Demat Form and Physical Form		
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)		
	 Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. 		
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as		
Bank	recorded in your demat account or in the company records in order to login.		
Details	If both the details are not recorded with the depository or company		
OR Date of	please enter the member id / folio number in the Dividend Bank		
Birth (DOB)	details field as mentioned in instruction (v).		

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders 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 "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. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

(xx) Note for Non - Individual Shareholders and Custodians:

- 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 they have to create a compliance user id 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 emailed 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.
- 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 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.
- For Demat Shareholders Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the M/s. Purva Sharegistry (India) Pvt. Ltd., i.e. Registrar and Share

Transfer Agent at support@purvashare.com with copy to the Company at premiercapservices@gmail.com.

3. The Company/RTA shall co-ordinate with the CDSL and will provide the login credentials to the above mentioned shareholders.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:

- 1. Shareholder will be provided with a facility to attend the 37th AGM through VC or OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote evoting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the AGM through Laptops/IPads for better experience.
- 3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- 4. 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.
- 5. 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 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. The Company reserves the right to limit the number of speakers on firstcome-first-serve basis. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. These queries will be replied to by the Company suitably by email.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- 1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- 2. Only those shareholders, who are present in the AGM through VC or 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.
- 3. 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 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.
- 4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 19. The Board of Directors of the Company has appointed CS Dinesh Kumar Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting/e-voting at the 37^{TH} AGM in a fair and transparent manner.
- 20. The Scrutinizer shall not later than forty eight hours of conclusion of 37th AGM, submit a consolidated scrutinizer's report to the Director of the Company, who shall declare the results forthwith.
- 21. 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) after the result is declared by the Executive Director, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity share of the Company are listed.
- 22. The recorded transcript of the AGM shall made available on the website of the Company at www.premiercapitalservices.in as soon as possible after the AGM.

- 23. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
- 24. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43 or 1800225533.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

ITEM NO. 3

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed appointment of Mr. Soumil Ekadi (DIN 08926008) as a non executive independent director w.e.f. 10th November, 2020 and he holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Director of the Company. Mr. Soumil Ekadi is not disqualified from being appointed as a Director in terms of section 164 of the Act and has also given his consent to act as a Director of the Company. Mr. Soumil Ekadi has given a declaration to the Board that he meets the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils 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 he is 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. Soumil Ekadi (DIN 08926008) an Independent Director of the Company to hold office for a term up to 09th November, 2025.

A copy of the draft letter of appointment for Independent Director setting out the terms and conditions for appointment of Independent Director 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 Ordinary Resolution at Item no.3 for approval by the members.

Except Mr. Soumil Ekadi, 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. 3 of the Notice.

Details of Directors Seeking appointment / Reappointment at the AGMPursuance to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name	Mrs. Sharda Manoj Kasliwal	Mr. Soumil Ekadi
DIN	00345386	08926008
Date of Birth	23.04.1959	20.03.1991
Date of Appointment	15.11.2010	10.11.2020
Nationality	Indian	Indian
Qualifications	B. Com (Hons.)	B.A. LLB Hons.
Expertise in specific functional areas	Experience in Accounts and Broking	Legal Field
Relationship with other Directors of the Company	Wife of Mr. Manoj Kasliwal	None
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
	Pumarth Infrastructure Private Limited	
	Pumarth Properties & Holdings Private Limited	
Directorships in other	Pumarth Credit And Capital Limited	Nil
Companies	Pumarth Commodities Private Limited	
	Pumarth Meadows Private Limited	
	Pumarth Education Services Private Limited	
	Nishant Finance Pvt. Ltd.	