

**Notice for
29th Annual General Meeting
2013-14**

PMC Fincorp Limited

(formerly known as Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060

CIN: L27109UP1985PLC006998

PMC Fincorp Limited

(formerly known as Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436847, Email Id: pritimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **PMC FINCORP LIMITED** (formerly known as PRITI MERCANTILE COMPANY LIMITED) will be held on **Saturday, the 27th day of September, 2014 at 10.00 A.M.** at the Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended on 31st March, 2014 together with the Auditors' and the Directors' Reports thereon.
2. To appoint a director in place of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"**RESOLVED** that in accordance with applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof), the retiring auditors, M/s. M.M. Goyal & Co., Chartered Accountants (FRN: 007198N), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, Mr. Vishnu Bhagwan Aggarwal (DIN: 02852498), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, is hereby appointed as an Independent Director of the Company to hold office for a period up to date of 29th April, 2015."

5. 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, Mr. Pramod Gupta (DIN: 03174350), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, is hereby appointed as an Independent Director of the Company to hold office for a period upto date of 29th April, 2015."

6. 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 13 & 61 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, permissions, sanctions, confirmations, as may be required under any law for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for:

- a) The sub-division of the nominal value of the existing equity shares of the Company from Rs. 5/- each into Rs. 1/- each.

- b) Amendment to the existing Clause V of the Memorandum of Association of the Company relating to the share capital by deleting the same and substituting in its place the following new 'Clause V'.

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 1/- (Rupees One) each.

The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital from the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."

7. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Raj Kumar Modi as the Managing Director of the Company for a period of three years with effect from 3rd November, 2014 to 2nd November, 2017.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lacs only) per annum to Mr. Raj Kumar Modi, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Raj Kumar Modi, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of Rs. 24,00,000/- (Rupees Twenty Four Lacs only) per annum."

8. To obtain consent of the members on limit of borrowing power to be exercised by the Board of Directors of the company in terms of the provisions of Section 180(1) (c) and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee thereof) to borrow monies, for the business of the Company, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise on the company's assets and properties whether movable or immovable, in Indian or Foreign Currency or by way of issue of debentures/bonds or any other security(ies), from time to time, from any Bank(s)/Financial Institutions or any other Institution(s), firms, body corporate(s) or other person(s), in India or abroad, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, provided that money already borrowed together with money to be borrowed under this resolution and remaining outstanding at any time shall not exceed the aggregate of Rs. 100 Crores (Rupees One Hundred Crores) in excess of the paid up capital and free reserves of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors or any person(s) authorised by the Board, be and is/are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 14.07.2014

(RAMAN KUMAR)
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the meeting and is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty members (50) and holding in the aggregate not more than ten percent of the total share capital of the company at the AGM.
2. The Instruments appointing the proxy (duly completed, stamped and signed) must be received at the registered office of the company not less than 48 Hours before the commencement of meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc must be supported by an appropriate resolution/authority, as applicable.

Inspection of Documents: All materials documents relating to the aforesaid items of the agenda of the notice are available for the inspection by the members at the Regd. Office of the company on any working day between 11.00 A.M. to 1.00 P.M. prior to the date of meeting.
3. Members are requested to bring their attendance slip along with the copy of Annual Reports at the meeting.
4. The Explanatory Statement pursuant to under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
5. The Shares Transfer Book and Members Register of the Company will remain closed from 23rd September, 2014 to 27th September, 2014 (both days Inclusive) in terms of the provision of section 91 of the Companies Act, 2013.
6. Members are requested to note that pursuant to the provisions of the section 205 (c) of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education and Protection Fund' constituted by Central Government. Shareholders who have not have encashed their dividend warrant(s) for the year 2010-11, 2011-12 and 2012-13 are requested to make claim with the company as no claim shall lie against the fund of the company in respect of individual amount once credited to the said fund.
7. Members holding shares in physical form are requested to intimate immediately to the registrar & share transfer agents of the company M/s Indus Portfolio Pvt. Ltd., G- 65, Bali Nagar, New Delhi- 110015 quoting registered folio no. change in their address, if any with pin code number. The following information to be incorporated on the dividend warrants may also be furnished:
 1. Name of sole/ first joint holder and folio number
 2. Particulars of Bank account, viz.
 - (a) Name of bank
 - (b) Name of Branch
 - (c) Complete address of the bank with pin code number
 - (d) Bank account number allotted by the bank and nature of the account (saving/current etc.)

8. In terms of section 72 of the Companies Act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death, shareholders desirous of availing this facility may submit nomination in form no. SH 13.
9. Members desirous of seeking any information/clarification on accounts or operations of the company are requested to write to the company at least 10 days before the date of the meeting to enable the management to keep the information ready.
10. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.
11. In respect of the matters pertaining to bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the company's registrar and share transfer agents, in respect of shares held in physical form and the respective depository participants in case of shares held in electronic form. In all correspondence with the company's registrar and share transfer agents members are requested to quote their account/ folio numbers or DP ID and Client ID for physical or electronic holding respectively.
12. To facilitate trading in equity shares in dematerialized form, the company has entered into agreement with NSDL and CDSL members can open account with any depository participant's registered with NSDL or CDSL.
13. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010, dated 16 December 2010, amended clause 5A of equity listing agreement for the dealing with unclaimed shares in physical form. In compliance with this amendment, the company has sent all three reminders to such shareholders whose share certificate are in undelivered form requesting them to update their correct details viz. postal address, PAN details etc. registered with the company. The company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account".
14. As a part "green initiative in the corporate governance", the ministries of corporate affairs vide its circular no's. 17/2011 and 1/2011 dated 21.04.2011 respectively, has permitted the companies to serve the documents, namely, notice of the general meeting, balance sheet, profit and loss account, auditors' report, directors' report, etc. to the members through E-mail. The shareholders holding shares in physical form are requested to register their E-mail address with the registrar and share transfer agents by sending duly signed requested letter quoting their folio no., name address in case of shares held in demat form, the shareholders may register their E-mail addresses with their DPs (Depository Participants).
15. Brief resume of all directors proposed to be appointed, nature of their expertise in specific functional area, name of companies in which they hold directorships and memberships/ chairmanships of board of committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the stock exchange are provided in the report on Corporate Governance forming part of the Annual Report.
16. The notice of the AGM alongwith the Annual Report 2013-14 is being sent by the electronic mode to those members whose e-mail address registered with the company/depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies are being sent by the permitted mode.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 29th Annual General Meeting of the Company.

E-Voting

E-Voting for the 29th Annual General Meeting of PMC Fincorp Limited

- 1 Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 29th AGM of the Company *inter alia* indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 29th AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above and please follow all steps from Sl. No. III to Sl. No. XII.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iv) Click on **Shareholder - Login**
- (v) Put user ID and password as initial password noted in step (i) above Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-Voting opens. Click on **e-Voting: Active Voting Cycles**.
- (viii) Select "**EVEN**" of **PMC Fincorp Limited**. Members can cast their vote online from **September 21, 2014 (9:00 am) till September 23, 2014 (6:00 pm)**.
- (ix) Now you are ready for e-Voting, as Cast Vote page opens
- (x) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- (xi) Upon confirmation, the message "**Vote cast successfully**" will be displayed
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ashugupta.cs@gmail.com or pritimercantile@gmail.com with a copy marked to **evoting@nsdl.co.in**.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. The e-voting period commences on **September 21, 2014 (9:00 am) till September 23, 2014 (6:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 19, 2014**, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Friday, September 19, 2014**.
7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 19, 2014** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
8. Ms. Ashu Gupta (CP No. 6646) of M/s Ashu Gupta & Co. Company Secretaries New Delhi has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
9. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
10. The Results shall be declared on or after the 29th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.pmcfinance.in** and on the website of NSDL within two(2) days of passing of the resolutions at the 29th Annual General Meeting of the Company on **27th September, 2014** and communicated to the BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 6 & 7 of the accompanying Notice:

Item no. 4 & 5:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Vishnu Bhagwan Aggarwal and Mr. Pramod Gupta, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of these directors as Independent Directors up to April 29, 2015.

Mr. Vishnu Bhagwan Aggarwal and Mr. Pramod Gupta, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, both the directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors recommend the resolution for your approval.

Except Mr. Vishnu Bhagwan Aggarwal & Mr. Pramod Gupta, being appointees, none of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 6:

The Equity Shares of the Company is compulsorily traded in the demat mode at the U.P. Stock Exchange Limited and BSE Limited. Having regard to the present market price of the shares it is necessary to sub- divide the existing nominal value of the Shares so that there is liquidity in the scrip in the market and the investors can make investment in small quantities within their affordable limits. Further the sub-division of the Shares will also enable the Shareholders to sell shares in any quantity without being restricted to market lot market.

The Board discussed the matter in detail and after extensive deliberations it was decided to sub- divide the nominal value of the existing Equity Share of the company from Rs. 5/- to Rs. 1/- each.

Your Directors recommend the resolution for your approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

Item No. 7:

Mr. Raj Kumar Modi aged 47 years, is a Managing Director of the Company and having rich and vast experience over 19 years in the field of Finance and Capital Market. He has a degree in B. Com.

His current term of appointment as Managing Director of the company will expire on 2nd November, 2014. His knowledge on various aspects relating to companies affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Raj Kumar Modi should be available to the Company for a further period of three years with effect from 3rd November, 2014.

In terms of the provisions of the Companies Act, and the Article of Association of the company, the nomination & remuneration of the Board and the board of directors have their meeting held on 30th May, 2013, re-appoint him as Managing Director of the Company for a further period of three years with effect from 3rd November, 2014 on the current remuneration of Rs.24,00,000/- (Rupees Twenty Four Lacs only) per annum. In case the company has no profits or inadequate profits, then remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the companies Act, 2013 read with schedule V of the Act.

Following are the details of the annual salary (payable monthly) proposed to be made to Mr. Raj Kumar Modi, Managing Director.-

Consolidated Salary, Perquisites and Performance Bonus, etc Rs. 24,00,000/- (Rupees Twenty Four Lacs only).

Your Directors recommend the resolution for your approval.

Except Mr. Raj Kumar Modi, being an appointee, none of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 8:

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not except with the consent of the Company in General Meeting borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). In terms of Section 180(1)(c) of Companies Act, 2013 the resolution is required to be passed as Special Resolution by the members.

The resolution, if passed, will have the effect of allowing the Board of Directors of the Company to exercise borrowing power upto Rs. 100 Crores, in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business), from various sources and persons as stated in resolution and these may or may not include borrowings from directors or relatives of any of the directors on terms and conditions as may be approved by Board of Directors in this regard subject to compliance of various regulatory requirements including guidelines as issued by Reserve Bank of India from time to time.

The Board recommends the resolution for the approval of the members as a Special Resolution.

Save as aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution.

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 14.07.2014

(RAMAN KUMAR)
Company Secretary

Name of the Director alongwith DIN	Mr. Raj Kumar Modi (DIN: 01274171)	Mrs. Rekha Modi (DIN: 01274200)	Mr. Vishnu Bhagwan Aggarwal (DIN: 02852498)	Mr. Pramod Gupta (DIN: 03174350)
Date of Birth	13/11/1967	07/02/1970	30/11/1960	12/09/1961
Relationship with other Directors inter-se	Husband of Mrs. Rekha Modi	Wife of Mr. Raj Kumar Modi	None	None
Date of Appointment	27/01/2003	17/12/2009	30/04/2010	30/04/2010
Expertise in specific functional areas	Rich & vast experience of over 19 years in Financial Market	Experience in Capital Market, Company Law & Finance	Experience in Financial Matters & Corporate Law /Income Tax	Experience in Marketing in Financial Products Financial Matters
Qualification	B. Com	Bsc, LLB	B.Com, FCA	B.Com
No. of Equity Shares held in the Company	162000	864000	NIL	NIL
List of other companies in which Directorships are held	Filmcity Media Ltd.	NIL	NIL	NIL
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership	NIL	NIL	NIL	NIL

Note:

1. Directorships and Committee memberships in PMC Fincorp Limited and its Committees are not included in the aforesaid disclosure.
2. Alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.
3. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid table.

PMC Fincorp Limited

(formerly Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 15/76, 2nd Floor, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436847, Email Id: pritimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

29TH ANNUAL GENERAL MEETING

SATURDAY, 27TH SEPTEMBER, 2014, at 10.00 A.M.

I/We _____ R/o _____
_____ being a Member/ Members of **PMC FINCORP LIMITED**,
hereby appoint Mr./ Mrs. _____
failing him/ her Mr./ Mrs. _____
R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the members of the Company, to be held on Saturday, 27.09.2014 at 10:00 A.M at Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901 and at any adjournment thereof in respect of such Resolutions listed overleaf/annexed.

Signed on this _____ Day of September, 2014

Signature :

Address :

Folio No. :

No. of Equity Shares held :

Affix a
1 Rupee
Revenue
Stamp

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Financial Statements of the company for the year ended on 31st March, 2014.		
2.	Re-appointment of Mrs. Rekha Modi (DIN: 01274200), Director of Company who retires by rotation and being eligible offering herself for re-appointment.		
3.	Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting.		
Special Business			
4.	Re-appoint of Mr. Vishnu Bhagwan Agarwal as an Independent Director in terms of the Companies Act, 2013.		
5.	Re-appoint of Mr. Pramod Gupta as an Independent Director in terms of the Companies Act, 2013.		
6.	To Sub-Division of the Nominal Value of existing equity shares of the Company from Rs. 5/- each into Rs. 1/- each.		
7.	To Re-appoint of Mr. Raj Kumar Modi as Managing Director for period of 3 years and payment of remuneration.		
8.	Approval of limit of borrowing power in terms of the provisions of Section 180(1)(c) of the companies Act, 2013		

Signed this day of September, 2014

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 29th Annual General Meeting and Notice.
3. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) & as in the above box before submission.

PMC Fincorp Limited

(formerly Priti Mercantile Company Limited)

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

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Tel No.: 011 - 42436847, Email Id: pritimercantile@gmail.com Website : www.pmcfinance.in

CIN: L27109UP1985PLC006998

ATTENDANCE SLIP

29TH ANNUAL GENERAL MEETING

SATURDAY, 27TH SEPTEMBER, 2014, at 10.00 A.M.

at Modipur Hotel, Bareilly Road, Rampur, Uttar Pradesh-244901

Members are requested to bring copy of Annual Report, Notice along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

Member's / Proxy's Signature

If undelivered, please return to :

PMC FINCORP LIMITED

**15/76, 2nd Floor,
Old Rajender Nagar,
New Delhi - 110060**