

**Notice for
31st Annual General Meeting
2015-16**

PMC FINCORP LIMITED

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

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

CIN: L27109UP1985PLC006998

PMC Fincorp Limited

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

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

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

CIN: L27109UP1985PLC006998

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **PMC FINCORP LIMITED** will be held on **Saturday, the 24th day of September, 2016 at 12.30 P.M.** at the MoodFood Restaurant, Opposite Ambedkar Park, Civil Lines, Rampur, Uttar Pradesh - 244901 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date, 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 appoint M/s. M.M. Goyal & Co., Chartered Accountants, (Firm Registration Number 007198N) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of Companies Act, 2013 and rules there under on such remuneration as shall 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 a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** as per the directions issued by Bombay Stock Exchange (BSE), correct Record Date (24.11.2015) for the purpose of determining the issue price of the convertible warrants and the correct lock in period for pre-preferential holding "from the Relevant Date up to a period of six months from the date of trading approval i.e. (18.08.2017)" as per Regulation 78(6) of SEBI (ICDR) Regulations, 2009, which was inadvertently mentioned wrong in the Notice of Postal ballot issued by the Company dated 19.11.2015, be and is hereby ratified and approved".

5. 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 88, 92 and 94 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register of Members and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate office of the Company at 14/5, Old Rajender Nagar, New Delhi-110060, instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

By Order of the Board
For **PMC FINCORP LIMITED**

(**NIDHI PATHAK**)

Company Secretary
Membership No. A31973
R/o. 18/82, 3rd Floor, East Moti Bagh,
Sarai Rohilla, New Delhi-110007

Place : New Delhi
Date : 26.08.2016

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 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 proxy for any other person or shareholder.

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.
3. The Explanatory Statement pursuant to under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 17, 2016 to Saturday September 24, 2016, both days inclusive.**
5. Members holding shares in electronic mode are requested to keep their email addresses updated and intimate immediately any change in their address, bank mandates to their Depository Participants. Members holding shares in physical mode are also requested to update their email addresses, advise any change in their address, bank mandates by writing to M/s. Indus Portfolio Pvt. Ltd., G- 65, Bali Nagar, New Delhi-110015 quoting their folio number(s).
6. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Indus Portfolio Pvt. Ltd., G- 65, Bali Nagar, New Delhi- 110015 for assistance in this regard.
7. 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 their nomination in prescribed form no. SH 13 duly filled in to the Corporate office at 14/ 5, Old Rajender Nagar, New Delhi-110060. The Prescribed form (SH-13) can be obtained from the corporate office of the Company or its RTA M/s. Indus Portfolio Private Limited, Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
8. 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.
9. 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.
10. 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.
11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent M/s. Indus Portfolio Private Limited.
12. Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of e- voting along with Attendance Slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.
13. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, Notice and all other material documents are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. In terms of Section 152 of the Companies Act, 2013, Mrs. Rekha Modi (DIN: 01274200), Director retires by rotation at the meeting and being eligible, offers herself for re-appointment. The relevant details of Mrs. Rekha Modi (DIN: 01274200), as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") is annexed to this notice.

15. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. 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.
16. In compliance of clause 35B of Listing Agreement, members are hereby informed that if any member does not have access to e-voting facility may ask for Ballot form to cast their vote either by writing to the Corporate office of the Company or may mail at prtimercantile@gmail.com.
17. The Company has designed an exclusive e-mail ID prtimercantile@gmail.com for redressal of shareholder's complaints/grievances.
18. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of Listing Agreement and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be passed in the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
"Remote e-voting" means the facility of casting votes by a member using an electronic system from a place other than the venue of the General Meeting.
 2. The e-voting period commences on **Wednesday, September 21, 2016 (10:00 am) till Friday, September 23, 2016 (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 of Saturday, September 17, 2016, 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.
 3. The Notice of the **31st 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.
 4. The procedure to login to e-Voting website is given below:
 - (i) Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - (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. i 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. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - (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 **Wednesday, September 21, 2016 (10:00 am) till Friday, September 23, 2016 (5:00 pm)**.

Note: e-Voting shall not be allowed beyond said time.

- (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) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Saturday, September 17, 2016** may obtain the login ID and password by sending a request at bharatb@indusinvest.com or www.evoting.nSDL.com by mentioning his/her Folio no. / DP ID and client ID No. However, if such a shareholder is already registered with NSDL for e-voting then existing user ID and password can be used for casting vote.
 - (xii) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xiii) Once you have voted on the resolution, you will not be allowed to modify your vote.
5. Note for Non-Individual Shareholders and Custodians:
- 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 through an e-mail on pritimercantile@gmail.com with a copy marked to evoting@nsdl.co.in.
- Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nSDL.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.
6. 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 (In case the same is not resolved, you may contact to Mr. Raj Kumar Modi, Managing Director, email ID pritimercantile@gmail.com & Contact no.011 - 42436846).
 7. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 8. 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).
 9. The Facility through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 10. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 11. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, **Saturday, September 17, 2016**.
 12. 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 of **September 17, 2016** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 13. **Ms. Ashu Gupta** (CP No. 6646) of M/s. Ashu Gupta & Co., Companies Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
 14. The Scrutinizer shall within a period of not exceeding three(3) days from the conclusion of the meeting make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company. The Chairman shall declare the results of the voting forthwith.
 15. The Results declared by the Chairman along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.pmcfinance.in and on the website of NSDL. The results shall be simultaneously communicated to the BSE Limited.

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 of the accompanying Notice:

Item no. 4 :

As per provisions of section 62(1) C of the Companies, Act, 2013 read with rule 12 & 13 of Companies (Share Capital and Debentures) Rules, 2014, subject to the approval of members of the Company, the Board of Directors of the Company in their board meeting held on 19th November, 2015 approved the preferential issue of convertible warrants to its promoters of the company.

For the said purpose, the approval of shareholders by way of special resolution was required and hence the approval of members was obtained through postal ballot conducted on 24th December, 2015. While applying for the in-principle approval to the BSE for allotment of the equity warrants, it came to the notice that the Company had inadvertently mentioned wrong Record Date i.e. 03rd November, 2015 instead of 24th November, 2015 for determining the issue price of the warrants and accordingly the wrong lock-in period was mentioned in the Notice of Postal ballot dated 19th November, 2015.

As per the directions issued by Bombay Stock Exchange (BSE), correct Record Date for the purpose of determining the issue price of the convertible warrants and the correct lock in period as per Regulation 78 of SEBI (ICDR) Regulations, 2009, should be ratified and approved by the shareholders.

Therefore, Your directors propose to ratify the correct record date and lock-in period by passing a special resolution.

Your Directors recommend the special resolution for your approval.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in any way in the proposed resolution.

Item no. 5:

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members maintained under section 88 and copies of the Annual Returns filed under section 92 are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the Corporate office of the Company at 14/5, Old Rajender Nagar, New Delhi-110060, instead of the Registered Office of the Company for the sake of operational convenience.

The Directors recommend the said resolution proposed vide Item No. 5 to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

By Order of the Board
For PMC FINCORP LIMITED

Place : New Delhi
Date : 26.08.2016

(NIDHI PATHAK)
Company Secretary
Membership No.A31973
R/o. 18/82, 3rd Floor, East Moti Bagh,
Sarai Rohilla, New Delhi-110007

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 21 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	1620000	8640000	NIL	NIL
Number of Directorships held in Public Limited Companies	1	NIL	NIL	NIL
List of Committees of the Board of Directors (across all companies) in which Chairmanship / Membership	3	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, Nomination & Remuneration Committee and Stakeholder Relationship Committee of only public Companies have been included in the aforesaid table.

PMC Fincorp Limited

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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]

31ST ANNUAL GENERAL MEETING
SATURDAY, 24TH SEPTEMBER, 2016, at 12:30 P.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 31st Annual General Meeting of the members of the Company, to be held on Saturday, 24.09.2016 at 12:30 P.M at MoodFood Restaurant, Opposite Ambedkar Park, Civil Lines, Rampur, Uttar Pradesh-244901 and at any adjournment thereof in respect of such Resolutions listed overleaf/annexed.

Signed on this _____ Day of September, 2016

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, 2016.		
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.	Rectification of w.r.t. correct record date and lock-in period		
5.	Maintenance of Registers & Returns at the Corporate Office of the Company.		

Signed this day of September, 2016

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp

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 31st 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

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

CIN: L27109UP1985PLC006998

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

SATURDAY, 24TH SEPTEMBER, 2016, at 12.30 P.M.

at MoodFood Restaurant, Opposite Ambedkar Park,
Civil Lines, 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
14/5, Old Rajender Nagar,
New Delhi - 110060