

PRIMAX FISCAL SERVICES LTD.

33A, Jawaharlal Nehru Road, 6th Floor, Flat No. A-2
Chatterjee International Centre, Kolkata- 700 071
Phone : 4012 3123, Fax : 2288 7591
E : primaxfiscal@gmail.com | W : www.primaxfiscal.com
CIN : L67120WB1991PLC051791

Dated: 25th April 2022

To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700 001

Dear Sir/Ma'am,

Re: Regulation 30 of the SEBI (LODR) Regulations, 2015- Change in Statutory Auditors.

Please note that the M/s Mandawewala & Co., Chartered Accountants, Kolkata, (Firm Registration No. 322130E), Statutory Auditors of the Company placed their resignation before the Company pursuant to the rotation requirement of RBI circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, thereby causing the casual vacancy in the office of Statutory Auditors of the Company w.e.f 7th February 2022.

The Audit Committee and the Board of Directors of the Company has recommended to the members of the Company the appointment of M/s. Mandawewala & Associates (Firm Registration Number 327768E), as the Statutory Auditors of the Company. Approval of the members is sought through Postal Ballot by way of remote e-voting only. Enclosed herewith is the Postal Ballot Notice.

Kindly take the above in record.

Thanking You,

Yours faithfully,

For PRIMAX FISCAL SERVICES LIMITED



DIRECTOR
(DIN: 05304186)



Encl: As above

PRIMAX FISCAL SERVICES LIMITED

CIN: L67120WB1991PLC051791

Regd. Office :33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-2
Chatterjee International Centre, Kolkata-700071

Telephone: +91 33 4012-3123

Fax No.+91 33 2288 7591

Email: primaxfiscal@gmail.com

Website: www.primaxfiscal.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively referred to as “Applicable Circulars”) allowing the companies to hold general meetings/conduct the Postal Ballot process, through electronic means (e-voting) only. Pursuant to the applicable circulars, the special business as set out below is proposed to be transacted by the process of Postal Ballot through electronic means (e-voting) only.

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, April 23, 2022 at 9:00 a.m.	Sunday, May 22, 2022 at 5:00 p.m.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5.00 p.m. (IST) on Sunday, May 22, 2022. The e-voting facility will be disabled by Central Depository Services(India) Limited (CDSL) immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill the casual vacancy caused due to resignation of M/s Mandawewala & Co., Chartered Accountants, Kolkata, (Firm Registration No. 322130E).

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

“RESOLVED THAT pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appointment of M/s. Mandawewala & Associates, Kolkata (Firm Registration Number 327768E) as Statutory Auditor of the Company to fill up the casual vacancy caused due to resignation of M/s Mandawewala & Co., Chartered Accountants, Kolkata, (Firm Registration No. 322130E).

RESOLVED FURTHER THAT M/s. Mandawewala & Associates, Kolkata (Firm Registration Number 327768E) shall hold the office as Statutory Auditor of the Company for a period up to the conclusion of ensuing Annual General Meeting of the Company and they shall conduct the Statutory Audit for the financial year ending on March 31, 2022 at such remuneration as may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company, be and are, hereby severally or jointly empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-2, 6th Floor,
Kolkata-700 071
Dated: 18/04/2022

By Order of the Board
For Primax Fiscal Services Limited
Sd/-
Swati Bajaj
Company Secretary

NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021,(collectively referred to as “Applicable Circulars”) allowed the companies to hold general meetings/conduct the Postal Ballot process through e-voting only. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting.
2. The **CUT-OFF date** for recognising the eligibility of members to vote on Postal Ballot shall be **Friday, 15th April 2022**. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **Cut-Off date i.e. Friday, 15th April 2022** “End of Business Hours” only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only
3. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. Members seeking further information on any matter contained in the Notice, are requested to write to the Company from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Saturday, April 23, 2022 to Sunday, May 22, 2022 through email at primaxfiscal@gmail.com.
6. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent **only** through electronic mode to those Members whose email addresses are registered with the Company/RTA. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website www.primaxfiscal.com, websites of the Stock Exchange i.e. Calcutta Stock Exchange Limited at www.cse-india.com and on the website of CDSL at www.evotingindia.com.
7. The Board of Directors of the Company has appointed Mr. Babu Lal Patni, a Practising Company Secretary as Scrutiniser to conduct the postal ballot e-voting process in a fair and transparent manner
8. Institutional Members / Bodies Corporate (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 to patnibl@yahoo.com with a copy marked to helpdesk.evoting@cslindia.com

9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to primaxfiscal@gmail.com
10. The e-voting period commences on Saturday, April 23, 2022 (9:00 am) and ends on Sunday, May 22, 2022 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off** date of Friday, 15th April, 2022 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by CDSL for voting upon the expiry of the above period. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
11. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the **Cut-Off Date** i.e. **Friday, 15th April, 2022.**
12. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a consolidated scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company- www.primaxfiscal.com and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e. Sunday, 22nd May 2022.
14. The Company has engaged the services of M/s. Central Depository Services(India) Limited (CDSL) as the Agency to provide e-voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i) The remote e-voting period shall commence on **Saturday, April 23, 2022 (9:00 am) and ends on Sunday, May 22, 2022 (5:00 pm)**. During the period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 15th April 2022**, may cast their vote by remote e-voting. The remote 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Members are being provided with the facility to cast their vote electronically, through the modes listed below, on the resolution set forth in this Notice, by way of remote e-voting.

Mode of e-voting	Through Depositories		Through Depository Participant(s)
	CDSL	NSDL	
Individual shareholders holding securities in demat mode	<p>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log in to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-</p>	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be</p>

	<p>for casting your vote during e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>5. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542 - 43.</p>	<p>Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/securityWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Log in" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>4. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>2. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p> <p>3. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
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- iv) **Non-individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

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 sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (iv).

- v) After entering these details appropriately, click on “SUBMIT” tab
- vi) 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.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for the relevant Company i.e. PRIMAX FISCAL SERVICES LIMITED on which you choose to vote.
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) 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 and enter the details as prompted by the system.
- xv) **Facility 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 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.
 - 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 primaxfiscal@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.

GENERAL INSTRUCTIONS ON E-VOTING

1. **Process for those shareholders whose email/mobile no. are not registered with the company/depositories**
 - a) 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 **Company/RTA email id**.
 - b) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
 - c) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
2. Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
3. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 022-23058542/43.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

Encl:

Annexures to Notice

PRIMAX FISCAL SERVICES LIMITED

CIN: L67120WB1991PLC051791

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Telephone: +91 33 4012-3123

Fax No.+91 33 2288 7591

Email: primaxfiscal@gmail.com

Website: www.primaxfiscal.com

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings

M/s Mandawewala & Co., Chartered Accountants, Kolkata, (Firm Registration No. 322130E), who were appointed as Statutory Auditor of the Company by the Members in their Annual General Meeting held on September 21, 2017 to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting of the Company to be held in the year 2022. However, they have tendered their resignation from the position of Statutory Auditors vide their letter dated 7th February, 2022 pursuant to the rotation requirement of RBI circular DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021. Due to which a casual vacancy in the office of Statutory Auditor of the Company under section 139(8) of the Companies Act, 2013 ("Act") has been arisen.

Casual vacancy caused by the resignation of statutory auditor can only be filled by the shareholders in General Meeting within 3 (three) months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company in their meeting held on 5th March, 2022 has approved and recommended the appointment of M/s. Mandawewala & Associates (Firm Registration Number 327768E), Kolkata as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Mandawewala & Co., Chartered Accountants, Kolkata, (Firm Registration No. 322130E).

M/s. Mandawewala & Associates, Kolkata, (Firm Registration Number 327768E) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and their relatives are in any way, concerned or interested in the said resolution.

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-2, 6th Floor,
Kolkata-700 071
Dated: 18/04/2022

By Order of the Board
For Primax Fiscal Services Limited
Sd/-
Swati Bajaj
Company Secretary