

# 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 Annual General Meeting

Notice is hereby given that the Twenty Eighth Annual General Meeting of Primax Fiscal Services Limited will be held at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata 700071 on Monday, the 30th day of September, 2019 at 11:00 A.M. to transact the following business :-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dibyendu Saha (DIN: 01916496) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

3. To reappoint Mr. Pramod Kumar Jhunjunwala (DIN: 05304186) as an Independent Director of the Company and 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 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pramod Kumar Jhunjunwala (DIN: 05304186), who was appointed as an Additional Director (in the category of Independent Director) w.e.f 1st April, 2019 and holds office upto the ensuing Annual General Meeting in terms of section 161 of the Companies Act, 2013 and who is eligible for re-appointment for a second term as an Independent Director under the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 and whose reappointment has been duly recommended by the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director, be and is hereby reappointed as an Independent Director for a second term of 5(Five)years commencing from 1st April, 2019 to 31st March, 2024.”

**By Order of the Board  
For Primax Fiscal Services Limited**

**Place: Kolkata**

**Date: 13/08/2019**

**Company Secretary**

### NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General Meeting.
3. In terms of Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (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 a proxy for any other person or shareholder.

4. Members holding shares in physical form are requested to notify change in their registered address mentioning full address in block letters with Pin Code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case their shares are held in electronic form, this information should be given to their Depository Participants immediately.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. A member desirous of getting any information on the accounts of the company is requested to send the queries to the Company at least 10 days prior to the meeting, so that proper information can be made available at the meeting.
7. Members who hold shares in dematerialised form are requested to bring their Client ID and DP numbers for quick identification while recording attendance at the meeting.
8. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit details in the prescribed Form SH 13 for this purpose.
9. Voting through electronic means:
  - I. In compliance with the provisions of Sections 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period shall commence on Friday, 27th September, 2019 (9:00 a.m.) and end on Sunday, 29th September, 2019 (5:00 p.m.). 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. Monday, 23rd September, 2019 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.
  - V. The process and manner for remote e-voting are as under:
    - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - ii. Click on "Shareholders" tab.
    - iii. Now Enter your User ID
      - a) For CDSL: 16 digits beneficiary ID,
      - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
    - iv. Next enter the Image Verification as displayed and Click on Login.

- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iii).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name i.e. PRIMAX FISCAL SERVICES LIMITED on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Institutional Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.

xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- VI. 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](mailto:patnibl@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2019, upto 5:00 p.m. without which the vote shall not be treated as valid.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- VIII. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 16th August, 2019.
- IX. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2019. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.
- X. Since the Company is required to provide members the facility to cast their 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 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- XI. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- XII. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2019 are requested to send the written / email communication to the Company at [primaxfiscal@gmail.com](mailto:primaxfiscal@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- XIII. Sri Babu Lal Patni (FCS 2304), practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.primaxfiscal.com](http://www.primaxfiscal.com) and on the website of CDSL. The same will be communicated to the listed stock exchange viz. Calcutta Stock Exchange.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 3

At the 23rd Annual General Meeting (AGM) of the Company held on 30th September, 2014 the members had appointed Mr. Pramod Kumar Jhunjhunwala (DIN: 05304186) as an Independent Director of the Company for a term of five years upto 31st March, 2019. Accordingly, the first term of Mr. Pramod Kumar Jhunjhunwala expired on 31st March, 2019.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, considered reappointment of Mr. Pramod Kumar Jhunjhunwala for a second term of 5 (Five) years commencing from 1st April, 2019 upto 31st March, 2024, subject to approval of the members.

Consequently, the Board of Directors appointed Mr. Pramod Kumar Jhunjhunwala as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation w.e.f 1st April, 2019.

Pursuant to section 161(1) of the Companies Act, 2013 ("the Act") Mr. Pramod Kumar Jhunjhunwala continues to hold office upto the ensuing Annual General Meeting (AGM) and is eligible to be reappointed as a Director of the Company. The Company has received a notice in writing from a member of the Company under section 160 of the Act, proposing candidature of Mr. Pramod Kumar Jhunjhunwala for the office of Independent Director of the Company. Mr. Pramod Kumar Jhunjhunwala has consented to act as Independent Director of the Company.

Mr. Pramod Kumar Jhunjhunwala has given a declaration to the Board that he continues to meet the criteria of Independence as provided under section 149(6), read with Schedule IV of the Companies Act, 2013 and rules made thereunder and under Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("the SEBI Regulations").

In the opinion of the Board, Mr. Pramod Kumar Jhunjhunwala fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management.

Mr. Pramod Kumar Jhunjhunwala is a B. Com (Hons.) graduate from the Calcutta University. He has experience in Accounts of more than 30(Thirty) years. He has been dealing with various Income Tax matters since last 13 (Thirteen) years. Apart from this, he has expertise in Information Technologies also. He has been associated with your Company as a Director since 21st May, 2012 and his contribution to the Company's growth is highly remarkable. He helps in bringing independent judgment during Board deliberations on accounting and financial controls, risk management, corporate governance, vigil mechanism and related party transactions.

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

Hence, in terms of the provisions of the Companies Act, 2013, SEBI Regulations, as amended, and in the opinion of the Board of Directors, Mr. Pramod Kumar Jhunjhunwala is eligible to be reappointed as an Independent Director for a second term of 5(Five) consecutive years upto 31st March, 2024.

Accordingly, the Board recommends the resolution as set out in Item no. 3 of this Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel /their relatives, except Mr. Pramod Kumar Jhunjhunwala, are in any way concerned or interested, financially or otherwise in the Resolution.

The terms and conditions of re-appointment of Mr. Pramod Kumar Jhunjhunwala shall be open for inspection at the registered office of the Company during normal business hours on any working day of the Company.

The brief resume of Mr. Pramod Kumar Jhunjhunwala is given in the Annexure to this Notice.

**ANNEXURE TO THE NOTICE**  
**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT**  
**THE FORTHCOMING ANNUAL GENERAL MEETING**  
**{In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings}**

Name of the Director	Mr. Dibyendu Saha	Mr. Pramod Kumar Jhunjhunwala
DIN	01916496	05304186
Date of Birth	14/08/1967	31/07/1961
Date of First appointment on the Board	26/03/2018	21/05/2012
Directorship in other Companies	As per the MBP -1 submitted to the Company	As per the MBP -1 submitted to the Company
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	NIL	NIL
Shareholding in the Company	NIL	NIL
Expertise in specific functional area	B.Com	As given in the Explanatory Statement

Registered Office:  
Chatterjee International Centre,  
33A, Jawaharlal Nehru Road  
Flat No. A-2, 6th Floor,  
Kolkata-700 071  
Dated: 13/08/2019

By Order of the Board  
**For Primax Fiscal Services Limited**

**Company Secretary**



## PRIMAX FISCAL SERVICES LIMITED

CIN: L67120WB1991PLC051791  
Regd. Office: 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-5  
Chatterjee International Centre, Kolkata-700071  
Telephone: +91 33 4012-3123  
Fax No.-+91 33 2288 7591  
Email: primaxfiscal@gmail.com  
Website: www.primaxfiscal.com

### ATTENDANCE SLIP

28th Annual General Meeting, Monday, the 30th day of September, 2019 at 11:00 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the 28th Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071.

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Signature of Shareholder/ Proxy/  
Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

# PRIMAX FISCAL SERVICES LIMITED

CIN: L67120WB1991PLC051791  
 Regd. Office: 33A Jawaharlal Nehru Road, 6th Floor, Flat No. A-5  
 Chatterjee International Centre, Kolkata-700071  
 Telephone: +91 33 4012-3123; Fax No.-+91 33 2288 7591  
 Email: primaxfiscal@gmail.com; Website: www.primaxfiscal.com

## 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]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

\*Applicable for Investors holding shares in electronic form.

I / We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at Calcutta Chamber of Commerce, 18-H, Park Street, Kolkata-700 071 and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Dibyendu Saha (DIN: 01916496) as Director, who retires by rotation.		
3.	Reappointment of Mr. Pramod Kumar Jhunjunwala (DIN: 05304186) as an Independent Director for a second term of 5(Five) years.		

Signed this ..... day of ..... 2019.

Affix Re.1  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Notes:**

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. \*\*This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.