

NOTICE

Notice is hereby given that the 25th Annual General Meeting of members of Prem Somani Financial Services Limited will be held on Monday, 26.09.2016 at 10:00 A.M at 42, Jai Jawan Colony, Scheme-III, J.L.N. Marg, Jaipur-302018, Rajasthan to transact the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

1. **"RESOLVED THAT** the Audited Financial Statements for the financial year ended 31.03.2016 and the Report of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted".
2. **"RESOLVED THAT** Mrs. Prem Lata Somani (DIN: 00287433) Director of the Company, who retires by rotation at this meeting pursuant to the provisions of Section 152 (6) (c) of the Companies Act 2013, being eligible herself for reappointment, be and is hereby appointed as a Director of the Company."
3. To ratify the appointment of the Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force) and subject to approval by members of the Company, in the 25th Annual General Meeting of the Company to be held on 26.09.2016, the appointment of M/s S. Misra & Associates, Chartered Accountants, Jaipur (Firm registration No. 004972C), be and is hereby ratified (for the financial year 2016-17) as the Statutory Auditors of the Company and that the board of directors be and is hereby authorised to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:

4. **To ratify the Appointment of Mr. Nawneet Somani (DIN - 00287532) as an Managing Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the re-commendation of Nomination and Remuneration Committee and board of Directors, Consent of the company be and is hereby accorded to the ratify and approve the

appointment of Shri Nawneet Somani (DIN 00287532) as Managing Director of the Company, for a period of Consecutive 5 (Five) years with effect from **17.11.2015 to 16.11.2020** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting."

By the order of the Board

For Prem Somani Financial Services
Limited


Nawneet Somani
CFO Cum Managing Director
DIN: 00287532



Date: 12.08.2016

Place: Jaipur

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company (a copy of proxy form is attached). The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding 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.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the company.
4. The Register of Member & Share Transfer Book of the company will remain closed from 21/09/2016 to 26/09/2016 (both days inclusive).
5. The Securities and 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
6. Members are requested to bring their copies of Annual Report to the meeting. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place.
7. Members seeking further information or clarifications on the Annual report or accounts are requested to send in their written queries to the company at least 7 days before the date of the meeting to enable the company compile the information and provide replies at the meeting.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To Support this green initiative of the government in full measure, members are requested to register their e-mail addresses to the following:

prem_somani_jaipur@yahoo.com

&

prem_somani@yahoo.co.in

Members may also note that the aforesaid documents can be downloaded from the company website: www.psfs.co.in

9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
10. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. (In house RTA) about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number. All correspondence relating to transfer of shares shall be sent to the aforesaid In-house Registrar and Share Transfer Agent.
11. Relevant documents referred to in accompanying Notice and Statements are open for inspection by the Members at the Registered Office of the company on all working days during business hours.
12. Voting through electronic means
 - a. In compliance with provisions of Section 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 remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 25th Annual General Meeting. 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).
 - b. The facility for voting through ballot paper shall be made available at the AGM 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. 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.
 - c. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on 23.09.2016 at 10.00 A.M. and ends on 25.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares, as on the cut-off date 20.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. - 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.
Dividend Bank Details	Enter the 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.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (iv).

these details appropriately, click on "SUBMIT" tab

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. "PREM SOMANI FINANCIAL SERVICES LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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.

(xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

d. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

13. Notes for Non Individual Shareholders and Custodians:

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate.
- A scanned copy of the registration Form bearing the Stamp and sign of the entity should be mailed 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 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.

14. 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 20/09/2016.

15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 24/08/2016.

16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20/09/2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
17. Since the Company is required to provide members the facility to cast their vote by electronic means to the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20/09/2016 and the shareholders not casting their vote electronically, may only cast their vote at the Annual General Meeting.
18. 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.
19. 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. 24/08/2016 are requested to send the written / email communication to the Company at prem_somani@yahoo.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. Mr. Sandeep Jain of (Partner in M/s. ARMS and Associates LLP), Practicing Company Secretary (FCS 5398) 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 3 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.
21. The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.psfs.co.in and on the website of CDSL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
22. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profiles of Directors eligible for appointment / Re-appointment vide item no. 2 and 4 are as follows:

Particulars	Mrs. Prem Lata Somani	Mr. Nawneet Somani
Din	00287433	00287532
Date of Birth	27/10/1959	05/12/1961
Date of Appointment	25/09/1991	17/11/2015
Qualifications	B.A.	M. Com
Experience in specific functional areas	Administration	Administration and Management
Directorship held in Other public company	Nil	1
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other	Nil	Nil

public company		
Number of shares held in the company	766100	25000

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.4:

It was discussed by the Board of directors that Mr. Nawneet Somani has contributed a lot in boosting the growth and expanding the business of the Company by giving his valuable time, knowledge and business ideas Keeping in view, the performance of Mr. Nawneet Somani it was recommended by the Nomination and Remuneration Committee to appoint him on the post of Managing Director of the Company. The said proposal was also placed and discussed by the Board of Directors in their meeting held on 15th day of July, 2015. Mr. Nawneet Somani has also shown his interest for the said appointment and given consent in writing and confirmed about his non disqualification under Section 164, 196, 197 and 203 of the Companies Act, 2013.

Brief resume of Mr. Nawneet Somani nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees is as - follows:

Particulars	Mr. Nawneet Somani
Din	00287532
Date of Birth	05.12.1961
Age	55 years
Date of Appointment	17.11.2015
Qualifications	M.Com
Experience in specific functional areas	Administration and Management
Directorship held in Other public company	1
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Nil
Remuneration (sought to be paid)	No remuneration will be paid
Number of shares held in the company	25000
Relationship with other directors, manager and KMP of the company	Related with Mrs. Prem Lata Somani, Director of the company.

Number of Board meeting attended during the year	Six meeting attended during year i.e. Board Meeting dated 30/04/2015, 30/06/2015, 31/07/2015, 30/10/2015, 16/11/2015, 10/02/2016
Terms and Conditions of Appointment	Appointed for a term of 5 Consecutive year
Date of first appointment on the board	17/11/2015

The aforesaid resolution set out in item No.4 of the Notice has been placed for the approval of the Shareholders in the ensuing Annual General Meeting of the Company.

Except the appointee and Mrs. Prem Lata Somani none of the Directors, promoters, KMP's and their relatives are concerned/interested in passing of the aforesaid resolution.

By order of the Board of Director

For Prem Somani Financial Services Limited

Date:12.08.2016

Place: Jaipur


Nawneet Somani
CFO Cum managing Director
DIN: 00287532



ATTENDANCE SLIP

I/We.....R/o hereby
record my/our presence at the 25th Annual General Meeting of the Company on 42, Jai Jawan Colony,
Scheme-III, J.L.N. Marg, Jaipur-302018, Rajasthan

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/ proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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

CIN : L67120RJ1991PLC 006220

Name of the Company : Prem Somani Financial Services Limited

Registered Office : 5A, Tilak Bhawan, 5th Floor, Tilak Marg,
C – SCHEME, Jaipur-302005, Rajasthan

Name of the member : _____

Registered Address : _____

Email ID : _____

Folio No/Client No : _____

DP ID : _____

I/We being the member(s) of ----- Shares of the above Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company on Monday, 26th day of September, 2016 at 10.00 A.M. at 42, Jai Jawan Colony, Scheme-III, J.L.N. Marg, Jaipur-302018, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

S.No.	Resolution	For	Against
1.	Adoption of Audited Financial Statement of the company for the year ended 31.03.2016 together with the report of the Board of Directors and Auditors.		
2.	Re-appointment of Mrs. Prem Lata Somani, who retires by rotation.		
3.	Ratification of appointment of S. Misra & Associates Chartered Accountant as auditors of the company		
4.	To ratify the Appointment of Mr. Nawneet Somani (DIN - 00287532) as an Managing Director of the Company		

** It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp of
Re.1

Signed this day of..... 2016

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Notes:

1. 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.
2. A Proxy need not be a member of the company.
3. A person can act as a 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.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
6. Please complete all details including details of member

Route Map of AGM Venue

