



PAL CREDIT & CAPITAL LIMITED

NOTICE

Extra-Ordinary General Meeting
Monday 16th December, 2013



NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of PAL Credit & Capital Ltd will be held on Monday 16th December, 2013 at 2.30 P.M. at M. C. Ghia Hall (of Indian Textile Accessories & Machinery Manufactures' Association), Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, (Behind Prince of Wales Museum), Kala Goda, Mumbai - 400 001 to transact the following as Special Business:

1. Appointment of Shri. M. Sudalaikannu as Manager under the Companies Act, 1956:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 387 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ("the Act"), and subject to such other consent and approvals as may be required, approval be and is hereby accorded to the appointment of Shri. M. Sudalaikannu as Manager of the Company for a period of three years with effect from 1st November, 2013 upon terms and conditions (including payment of remuneration, perquisites and benefits) as agreed between the Company and Shri. M. Sudalaikannu. The material terms of appointment of Shri. M. Sudalaikannu as the Manager of the Company are given below:

- (i) **Basic Salary:** Rs. 6,00,000/- per annum (i.e. Rs. 50,000/- per month); (all inclusive) for the entire period of three years.
- (ii) **Total Fixed Pay:** For the purpose of this resolution, the term "Total Fixed Pay" shall mean the aggregate of and shall include all fixed components (including basic salary) of Shri. M. Sudalaikannu's remuneration, all allowances and the value of all perquisites as per company policy in force from time to time.
- (iii) Such other terms as are mentioned in the Explanatory Statement".

"RESOLVED FURTHER THAT the remuneration, perquisites and benefits as specified above, shall be paid to Shri. M. Sudalaikannu even when there is a loss or inadequacy of profits in any financial year, subject to the applicable provisions of Schedule XIII of the Act and such approvals, permissions and consents, including approval of the Central Government as may be applicable and required in this regard".

"RESOLVED FURTHER THAT the Manager so appointed shall be responsible for the Management of the whole, or substantially the whole, of the affairs of the Company, regularly report to the Board regarding the activities of the

Company and perform such other duties that the Board may delegate to the Manager from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all decisions for or in connection with the appointment of and payment of remuneration to Shri. M. Sudalaikannu and generally, to give effect to this resolution".

"RESOLVED FURTHER THAT subject to the provisions of the Act, the Board be and is hereby authorized to alter increase or vary the remuneration including salary, allowances, commission, perquisites and benefits, and other terms of appointment of Shri. M. Sudalaikannu and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Company and Shri. M. Sudalaikannu, from time to time, as deemed expedient or necessary".

2. Rights Issue:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the Memorandum and Articles of Association of the Company and in terms of provisions of Section 81(1) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) ("the Act"), the Listing Agreement with Bombay Stock Exchange ("BSE") where the equity shares of the Company are listed and SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended or restated ("ICDR Regulations") and any other law for the time being in force, and subject to the approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Government of India and other concerned Authorities and all other Regulatory Approvals, as may be necessary and subject to such conditions and modifications as may be prescribed by any Regulatory Authority while granting such approvals,

the consent of the Members be and is hereby accorded to create, offer, issue and allot at par rights issue of 4,32,00,512 (Four Crore Thirty Two Lakhs Five Hundred and Twelve) equity shares of Re. 1/- (Rupee one) each in the share capital of the Company to all the existing equity shareholders of the Company, in proportion, as nearly circumstances admit of 2 (two) equity shares of Re. 1 each for every 1 (one) equity share of Re. 1 each i.e. in the ratio 2 : 1 (fractions of new equity share being disregarded) to the equity shareholders, whose name appears in the Register of Members as on the record date, on the following terms and conditions:

- i. That the offer shall be made to all the existing shareholders whose names appear in the Register of Members as on the record date to be decided by the Board in consultation with BSE;



- ii. That the full amount of Re. 1/- per share shall be payable along with the application for such shares in the prescribed application form of the Company;
 - iii. The offer aforesaid shall include a right exercisable by the persons to renounce the shares now being offered in favour of any other person(s) provided such renunciation is made before the closing of the Rights Issue;
 - iv. The offer, if not accepted within 15 days or extended time, if any, from the date of the offer to the existing shareholders shall be deemed to have been declined;
 - v. After the expiry of the time specified in (iv) or on receipt of earlier intimation from the member declining to accept the shares offered, the Board may dispose the shares so declined in such manner as is most beneficial to the Company, at the same price and for such reasons as the Board may decide and the Board shall have powers to negotiate, execute all documents necessary and undertake all processes in connection therewith;
 - vi. The equity shares to be allotted pursuant to the Rights Issue shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend".
- "RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution, the Board may authorize any of the Directors of the Company and / or the Company Secretary to:
- (1) Appoint and enter into arrangements with lead managers to the rights issue, bankers, registrar, legal advisor, monitoring agency, consultants, advisors, underwriters to the issue, syndicate shareholders to the issue, brokers to the issue, printers and such other agencies as may be required and to negotiate and finalize the terms of their appointment, including but not limited to changing and / or substituting any one or more of the above agencies, finalizing the issue expenses including payments to intermediaries, regulators and any other entities as may be required, execution of the Lead Managers mandate letter, negotiation, finalization and execution of the memorandum of undertaking with the Lead Managers;
 - (2) Finalize, approve, adopt and execute the draft letter of offer, composite Application Form, abridged Letter of Offer (if approved), Final Letter of Offer, Syndicate Agreement, Underwriting Agreement, and other documents and to file the same with SEBI, Stock Exchanges and other concerned authorities and issue the same to the equity shareholders of the Company and to make any correction or alterations therein;
 - (3) Open with the Bankers to the Rights Issue such accounts as are required by the regulations issued by SEBI;
 - (4) Fix record date(s) for the purpose of the Rights Issue for ascertaining the names of members who will be entitled to the aforesaid offer of equity shares in consultation with the stock exchange with which the Company's shares are listed;
 - (5) Take necessary actions and steps for obtaining relevant approvals, consents from SEBI, Stock Exchanges, RBI and such other authorities as may be necessary in relation to the Rights Issue;
 - (6) Decide the opening and closing dates for the Rights Issue and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, Stock Exchanges or other authorities from time to time;
 - (7) Finalize the basis of allotment of equity shares in consultation with Lead Managers, Registrar and the designated Stock Exchange and other Stock Exchange where the existing shares are listed, if necessary;
 - (8) Issue and allot the equity shares and to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to the issue of the equity shares;
 - (9) Issue the Letters of Allotment and / or Share Certificate to the proposed allottees either in dematerialized form or in physical form as may be required by the allottees;
 - (10) Enter the names of the allottees in the Register of Members of the Company;
 - (11) Issue new shares representing the equity shares issued as part of the Rights Issue with new distinctive numbers as laid down in the Companies (Issue Of Shares Certificates) Rules, 1960 (including any statutory modifications or re-enactment thereof for the time being in force), and also to inform the depositories to take the necessary action to give effect to the above and do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to the Rights Issue;
 - (12) Negotiate, execute amendments to the Depository Agreements, signing of all other relevant documents, agreements, etc. if required, in connection with the amendments to the Depository Agreements;
 - (13) Settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue



and allotment of equity shares;

- (14) Decide the manner of allotment of shares, if any, not subscribed and left / remaining after allotment of rights shares and additional shares applied by the shareholders and renounces;
- (15) Apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same), if required;
- (16) File necessary returns, make declarations / announcements, furnish information, etc. to the concerned authorities in connection with the Rights Issue;
- (17) Sign and execute any other document, agreement, undertaking in connection with the Rights Issue and to take all such other steps as may be necessary in connection with the Rights Issue;
- (18) File necessary certificates / returns / forms with SEBI, Stock Exchanges, RBI, Registrar of Companies, Government of India and other authorities;
- (19) Do all necessary acts, things, execution of documents, undertaking, etc. with NSDL / CDSL, being depositories, in connection with admitting of shares issued in Rights Issue;
- (20) Issue public advertisements and notices as may be necessary;
- (21) Apply to BSE and such other Stock Exchange(s) for obtaining in-principle approval for listing and for permission to trade the equity shares and to do all such acts, deeds, matters and things and to sign all such papers, documents and agreements, as may be necessary to seek listing of such equity shares on BSE and such other stock Exchange(s) with the power to settle any query, difficulty or doubt that may arise in regard to the Rights Issue;
- (22) Incur necessary expenses such as fees of Merchant Banker, various other agencies, filing fees, stamp duty, etc".

"RESOLVED FURTHER THAT the Members hereby authorize and appoint Ms. Kavita A. Javheri, as the Compliance Officer for the purpose of the Rights Issue".

"RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorize to comply with all requirements of the Act and to do all such acts, deeds, matters and things as they may in their absolute discretion, deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to proposed Rights Issue, and to do all such acts, deeds, matters and things for and on behalf of the Company including deeds, contracts, undertakings, letters,

documents, forms, authority letters, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator and such other documents which may be required to be entered in to by the Company in connection with the proposed Rights Issue".

3. Change of Name of the Company :

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 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and subject to the approval of the Central Government and Reserve Bank of India and all other statutory approvals, as may be necessary, the name of the Company be and is hereby changed from "PAL CREDIT & CAPITAL LIMITED" to "PREMIER CREDITCORP LIMITED".

"RESOLVED FURTHER THAT upon issuance of a fresh Certificate of Incorporation consequent to change of name of the company by the Registrar of Companies, the name "PREMIER CREDITCORP LIMITED" be inserted in place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company and any other documents, if any, AND THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to make necessary application to Registrar of Companies, Mumbai, Maharashtra and Reserve Bank of India for obtaining approval / registration to / of change of name of the Company and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution".

**BY THE ORDER OF THE BOARD
PAL CREDIT & CAPITAL LTD**

Place: Mumbai

Date: 30th October, 2013

Kavita A. Javheri

Company Secretary

Registered office:

Amarsons Bhavan, 3rd Floor,
Shri Vile Parle K.V.O. Seva Samaj,
68, Misquitta Street,
Vile Parle (East), Mumbai 400 057.



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of appointing a proxy and the power of attorney, if any, which is signed, should be deposited at the Registered Office of the company not less than 48 hours before the time for holding the Extra-Ordinary General Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip.
4. Members who hold share in dematerialised form are requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
5. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1: Appointment of Manager

In compliance with the provisions of Section 269 and other applicable provisions of the Companies Act, 1956 ("the Act"), the Board of Directors of the Company have appointed Shri. M. Sudalaikannu, who is employed in the Company, as Manager of the Company under the Act, for a period of 3 years w.e.f. 1st November, 2013 on the terms and conditions including payment of remuneration as recommended and subject to the requisite approval of shareholders.

Shri. M. Sudalaikannu is 57 years of age. He has done his B.Com from Madurai University. He has 35 years of rich and varied experience in Accounts, Banking, Auditing, General Administration, Co- Ordination with Statutory Authorities and related matters.

He has been working with the Company for the last 20 years. His present designation is Chief Manager and C.E.O. of the Company.

He and his son together holds 61,325 shares in the Company.

It is proposed to appoint Shri. M. Sudalaikannu as the Manager of the Company and he shall be responsible for the Management of the whole, or substantially the whole, of the affairs of the Company, regularly report to the Board on the activities of the Company and perform such other duties that the Board may delegate to him from time to time.

The material terms of interest of appointment of Shri. M. Sudalaikannu as the Manager of the Company are given below:

Agreement: The Company will enter into an agreement with Shri. M. Sudalaikannu, to record the terms of appointment, including remuneration, duties and authorities. If the circumstances so demand, the Board of Directors are authorised to terminate his services as Manager. The Agreement may be terminated by either party by giving the other party one month's notice.

Gratuity and Encashment of Leave: He will be allowed gratuity and paid leave as per rules of the Company. Leave accumulated but not availed of during the tenure, will be allowed to be encashed.

The Board recommends the passing of the Special Resolution as set out in the Item No. 1 of the notice.

None of the Directors, Promoters and Company Secretary of the Company are concerned or interested in the resolution.

Item 2: Rights Issue

In terms of provisions of Section 81(1) of the Companies Act, 1956, and any other applicable provision of the Companies Act, 1956 and subject to any other approval required from RBI, if any, or any other regulatory authority, the Company proposes to raise funds by issue of shares to the existing Shareholders of the Company on a rights basis, i.e. 4,32,00,512 (Four Crore Thirty Two Lakhs Five Hundred and Twelve only) shares of Re.1 each at par.

The Company is registered as a Non-Banking Financial Institution under the Reserve Bank of India Act, 1934 ("RBI Act"). The Company wants to resume its Non-Banking Financial Business. As per Section 45 IA of the RBI Act read with notification No. DNBS.132/CGM/ (VSNM) - 99 dated 20th April, 1999, Company to carry on NBFC business should have minimum Net Owned Funds (NOF) of Rs. 200 lakhs. To fulfil the prescribed requirement of RBI, it is necessary to raise the capital of Company. The Board has thus decided to raise the capital by way of a Rights Issue. Once the Company raise the required capital and achieves the prescribed NOF, it can resume NBFC business.

The funds raised through the rights issue will be utilised by the Company to repay its unsecured loan availed / to be availed from the Promoters of the Company, continue its operations and to meet the expenses of this rights issue.

The funds so raised will also be used for operations of the Company and NBFC business such as giving loans, financing, purchase of equipments, auto finance, leasing activities, etc.

The Board recommends the passing of the Special Resolution as set out in Item No. 2 of the notice.

Shri. M. Sudalaikannu and his son together holds 61,325 shares in the Company and will be entitled to corresponding rights shares. He is not in any manner interested in the proposed resolution



except to the extent of his shareholding in the Company.

None of the Directors and Company Secretary are interested or concerned in the proposed resolution.

Item 3: Change of Name of the Company

The Company is registered in the name and style of "PAL Credit & Capital Ltd". The name of the Company is proposed to be changed from "PAL Credit & Capital Ltd" to "Premier Creditcorp Ltd". "Premier Limited" is the Promoter Company of "PAL Credit & Capital Limited". To reflect the name of the promoter company, name of the Company is proposed to be changed from "PAL Credit & Capital Limited" to "Premier Creditcorp Limited". The change of name does not change the objects of the Company.

The Registrar of Companies, Mumbai, Maharashtra, has vide its letter dated 22nd October, 2013 made this name available to the Company and this would be subject to approval of Reserve Bank of India.

Since the change of name of the company and consequent alteration of Memorandum and Articles of Association of the Company (to reflect the change of name) requires the approval of the Members, the above resolution is proposed for your consideration and approval.

The Board recommends the passing of the Special Resolution as set out in Item No. 3 of the notice.

Shri. M. Sudalaikannu and his son together holds 61,325 shares in the Company. He is not in any manner interested in the proposed resolution except to the extent of his shareholding in the Company.

None of the Directors and Company Secretary of the Company are concerned or interested in the resolution.

BY THE ORDER OF THE BOARD

PAL CREDIT & CAPITAL LTD

Place: Mumbai

Date: 30th October, 2013

Kavita A. Javheri

Company Secretary

Registered office:

Amarsons Bhavan, 3rd Floor,
Shri Vile Parle K.V.O. Seva Samaj,
68, Misquitta Street,
Vile Parle (East), Mumbai 400 057.

PAL CREDIT & CAPITAL LIMITED



ATTENDANCE SLIP PAL CREDIT & CAPITAL LIMITED

Registered Office : Amarsons Bhavan, 3rd Floor, Shri Vile Parle K.V.O. Seva Samaj, 68, Misquitta Street,
Vile Parle (East), Mumbai - 400 057.

PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID* _____

Registered Folio No _____

Client ID* _____

NAME AND ADDRESS OF THE SHAREHOLDER _____

No. of Share (s) held : _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held at M. C. Ghia Hall (of Indian Textile Accessories & Machinery Manufacturers' Association), Bhogilal Hargovindas Building, 4th floor, 18/20 Kaikhushru Dubash Marg, (Behind Prince of Wales Museum), Kala Ghoda, Mumbai – 400 001 on Monday 16th December, 2013 at 2.30 p.m

Signature of the Shareholder or proxy

* *Applicable for investors holding shares in electronic form*

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE NOTICE TO THE MEETING.

----- (tear Here) -----

PROXY FORM PAL CREDIT & CAPITAL LIMITED

Registered Office: Amarsons Bhavan, 3rd Floor, Shri Vile Parle K.V.O. Seva Samaj, 68 Misquitta Street,
Vile Parle (East), Mumbai 400 057.

DP ID* _____

Registered Folio No _____

Client ID* _____

No of Shares _____

I/We _____

of _____ being Member / Members of PAL Credit & Capital Ltd

hereby appoint _____ of _____ failing him

_____ of _____ failing him

_____ of _____ as my / our proxy

to attend and vote for me / us on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday 16th December, 2013 at 2.30 p.m. and at any adjournment thereof.

Signed _____ day of _____ 2013

Please
Affix 1 Rupee
Revenue Stamp

Note : The Proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the Meeting. The proxy need not be a member of the Company.

* *Applicable for investors holding shares in electronic form.*

BOOK POST

If undelivered, please return to:



PAL CREDIT & CAPITAL LIMITED

REGISTERED OFFICE : Amarsons Bhavan, 3rd Floor,
Shri Vile Parle K.V.O. Seva Samaj, 68 Misquitta Street,
Vile parle (East), Mumbai 400 057.

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