

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

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Email: primaxfiscal@gmail.com

Website: www.primaxfiscal.com

Notice is hereby given that the Thirty Third Annual General Meeting of Primax Fiscal Services Limited will be held at 33A, Jawaharlal Nehru Road, Chatterjee International Center, 8th Floor, Room No. A-10, Kolkata- 700071 on Tuesday, 27th August 2024 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 2024 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Debashree Das (DIN: 10375212) who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

3. To appoint Dr. Dilip Datta (DIN: 00406151) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, Dr. Dilip Datta (DIN: 00406151), who was appointed as an Additional Director designated as an Independent Director by the Board of Directors with effect from 30th May 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 30th May 2024 upto 29th May 2029.”

“FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to approval of the shareholders of the Company by means of special resolution, consent of the directors be and is hereby accorded to Dr. Dilip Datta to hold office of Independent Director notwithstanding that he is beyond the age of seventy five years.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

4. To approve appointment of Ms. Debashree Das (DIN:10375212) as the Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to the appointment of Ms. Debashree Das (DIN:10375212), as the Managing Director of the Company for a period of five years w.e.f 1st

December 2023 on the terms and conditions which are set out in the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

5. To re-appoint Mr. Pankaj Kakra (DIN: 08021936) 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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Pankaj Kakra (DIN: 08021936), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25th September 2023.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-2, 6th Floor,
Kolkata-700 071
Dated: 25th July 2024

By Order of the Board
For Primax Fiscal Services Limited
Ankita Bagrodia
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. Pursuant to SEBI Circulars it is mandatory for all members holding shares in physical form to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folio numbers. Members holding shares in physical form are requested to go through the communication dated 10th March 2022 and 22nd May 2023 sent by the Company in this regard and submit Form ISR-1 and/or Form ISR-2 to the Registrar to keep their folios KYC compliant, if they have not done so already. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can opt-out of nomination through Form ISR-3 after cancelling the existing nomination, if any, through Form SH-14. These forms are available for download on the websites of the company at www.primaxfiscal.co.in and Registrar at www.nichetechpl.com.
5. **The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 21st August 2024 to Tuesday, 27th August 2024 (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. 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 at patnibl@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before Monday, 26th August 2024, upto 5:00 p.m. without which the vote shall not be treated as valid.
9. 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 Friday, 19th July 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. Tuesday, 20th August 2024. The facility of e-voting would be provided once for every folio/ client-id, irrespective of the numbers of joint holders.
11. 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 i.e. Tuesday, 20th August 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
12. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting and Annual Report are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). For members who have not registered their email address, physical copies of the same are being sent through the permitted mode.
13. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.primaxfiscal.com and website of stock exchange i.e. Calcutta Stock Exchange at www.cse-india.com.

14. 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. Tuesday, 20th August 2024 are requested to send the written/email communication to the Company at primaxfiscal@gmail.com by mentioning their Folio No. /DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Mr. 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 48 hours 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.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.primaxfiscal.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i) The remote e-voting period shall commence on Saturday, 24th August 2024 (9:00 a.m.) and end on Monday, 26th August 2024 (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. Tuesday, 20th August 2024 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 all resolutions set forth in this Notice, by way of remote e-voting.

<u>Mode of e-voting</u>	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.</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://eservic.es.nsdl.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</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 redirected to e-Voting service provider website for casting your vote during the</p>

3. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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.
 4. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 5. 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.
 6. Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting
- 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 remote e-Voting period or joining virtual meeting & voting during the meeting.
 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/secureWeb/IdeasDirectReg.jsp>
 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 remote e-Voting period or joining virtual meeting & voting
- remote e-Voting period or joining virtual meeting & voting during the meeting.
 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.
 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.

[@cdslindia.com](http://cdslindia.com) or
contact at 022-23058738
and 22-23058 542 - 43.

during the meeting.
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.

- 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 –Remote Voting

- 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 Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
 - b) 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 attending AGM & 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
Attendance Slip
Proxy Form

ANNEXURES TO THE NOTICE

Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors (the Board) at their meeting held on 30th May 2024 appointed Dr. Dilip Datta (DIN: 00406151), as an Additional Director in the capacity of Independent Director of the Company w.e.f 30th May 2024 upto the date of ensuing Annual General Meeting(AGM).

A notice in writing under section 160 of the Companies Act, 2013 (the Act) has been received from a member proposing his candidature for the office of Director. Dr. Dilip Datta has given a declaration that he is not disqualified from being appointed as Director in terms of section 164 of the Act. He has also served 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, Dr. Dilip Datta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Dr. Dilip Datta is a M. Tech (Chemical Engineering), M.B.A in Finance and has done Ph.D in Business Management. He is with Sayantan Consultants Pvt. Ltd., a reputed consultancy organization specialised in Turnaround Management for 28 years as CEO and Director. He served in UCO Bank and Indian Reconstruction Bank of India (IRBI) in senior position for 25 years. His core competence is Turnaround Management, Corporate Restructuring, Industrial Revival, Techno Economic Appraisal of projects and handling Corporate Bankruptcy.

Additional information in respect of Dr. Dilip Datta, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided in the Annexure to this Notice.

The resolution seeks approval of members for appointment of Dr. Dilip Datta as an Independent Director of the Company for a term of five consecutive years commencing from 30th May 2024 upto 29th May 2029.

None of the Directors, Key Managerial Personnel and relatives of such persons except Dr. Dilip Datta, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise in the resolution.

The Board recommends the Special Resolution set out in Item No. 3 for approval of members.

Item No. 4

The Board of Directors at their meeting held on 1st December 2023, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Debashree Das (DIN:10375212) as an Additional Director in the capacity of Managing Director of the Company for a period of 5 Years from 1st December 2023 to 30th November 2028 on the following terms and conditions subject to approval by the members at this AGM. The remuneration payable to Ms. Debashree Das is within the limits specified in Schedule V to the Companies Act, 2013. A brief profile of Ms. Debashree Das is included as Annexure to the notice as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions on which Ms. Debashree Das is proposed to be appointed as Managing Director are as under :-

I. Salary:

Salary of Rs. 26,000/- (Rupees Twenty-Six Thousand Only) per month and such other allowances as per Company's policies.

The increment in the Salary shall be as per the Company's Policies.

II. Perquisites:

Perquisites shall be restricted to an amount equal to the annual salary. Perquisites are classified into two categories 'A' and 'B'.

CATEGORY 'A'

(i) Bonus:

Bonus and Ex-gratia equivalent to one-month salary per annum.

(ii) Leave Travel Concession:

For self and family once a year equivalent to one-month salary per annum.

For the purpose of Category 'A' 'family' means spouse, dependent children and dependent parents.

CATEGORY 'B'

(i) Encashment of Leave:

The appointee shall be entitled to encashment of leave as per Rules of the Company.

III. OTHER TERMS APPLICABLE TO THE ENTIRE TENURE:

(i) The appointment may be terminated by either party by giving one-month notice in writing.

(ii) The Managing Director, so long she functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof from the date of his appointment.

Except Ms. Debashree Das and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the shareholders.

Item No. 5

The Board of Directors and Nomination and Remuneration Committee, considering the experience and contribution made by Mr. Pankaj Kakra (DIN: 08021936) during his first term and based on his performance evaluation, re-appointed Mr. Pankaj Kakra as an Independent Director for a second term of 5 (five) years commencing from 24th September 2023 upto 23rd September 2028 subject to approval of the members.

Mr. Pankaj Kakra has given a declaration that he is not disqualified under section 164 of the Act. He has also submitted a declaration to the Board that he continues to meet the criteria of Independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("the SEBI Regulations").

In the opinion of the Nomination and Remuneration Committee and the Board Mr. Pankaj Kakra is independent of the Management.

Additional information in respect of Mr. Pankaj Kakra, pursuant to the SEBI Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in the Annexure to this Notice.

The resolution seeks approval of members for re-appointment of Mr. Pankaj Kakra as an Independent Director of the Company for a second term of 5 (Five) years with effect from 24th September 2023 upto 23rd September 2028. The Board recommends the Special Resolution set out in Item No. 5 for approval of members.

None of the Directors/ Key Managerial Personnel/ relatives of such persons except Mr. Pankaj Kakra, to whom the resolution relates, is in any way concerned or interested, financial or otherwise, in the resolution.

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

ANNEXURE TO THE NOTICE

Additional Information on Director seeking appointment/ re-appointment at the Annual General Meeting

Details of director seeking appointment/re-appointment at the forthcoming Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings

Name of the Director	Dilip Datta	Debashree Das	Pankaj Kakra
DIN	00406151	10375212	08021936
Date of Birth	07/09/1945	30/09/1982	19/11/1984
Date of First appointment on the Board	30/05/2024	01/12/2023	14/12/2017
Qualifications	As given in the Explanatory Statement	B.Com graduate	B.Com graduate
Directorship in other Companies	As per MBP-1 submitted to the Company	As per MBP-1 submitted to the Company	As per MBP-1 submitted to the Company
Chairmanship/Member of committees of the Board of other Companies of which he is a Director	The Angus Company Limited -Nomination & Remuneration Committee -Audit Committee	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL
Expertise in specific functional area	As given in the Explanatory Statement	As given in the Explanatory Statement	As given in the Explanatory Statement
Relationships between Directors inter-se	NIL	NIL	NIL

Registered Office:
Chatterjee International Centre,
33A, Jawaharlal Nehru Road
Flat No. A-2, 6th Floor,
Kolkata-700 071
Dated: 25th July 2024

By Order of the Board
For Primax Fiscal Services Limited
Ankita Bagrodia
Company Secretary

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

ATTENDANCE SLIP

33rd Annual General Meeting, Tuesday, 27th August 2024 at 11:00 A.M. at 33A, Jawaharlal Nehru Road, Chatterjee International Center, 8th Floor, Room No. A-10, Kolkata- 700071.

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 33rd Annual General Meeting of the Company to be held on Tuesday, 27th August 2024 at 11:00 A.M. at 33A, Jawaharlal Nehru Road, Chatterjee International Center, 8th Floor, Room No. A-10, Kolkata- 700071.

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-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

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 33rd Annual General Meeting of the Company, to be held on Tuesday, 27th August 2024 at 11:00 A.M. at 33A, Jawaharlal Nehru Road, Chatterjee International Center, 8th Floor, Room No. A-10, Kolkata-700071 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 31 st March 2024 and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Ms. Debashree Das (DIN: 10375212) as a Director, who retires by rotation.		
3.	Appointment of Dr. Dilip Datta (DIN: 00406151) as an Independent Director of the Company.		
4.	Appointment of Ms. Debashree Das (DIN:10375212) as the Managing Director for a period of 5(Five) years.		
5.	Re-appointment of Mr. Pankaj Kakra (DIN: 08021936) as an Independent Director for a second term of 5(Five) years.		

Signed this day of 2024.

Signature of Shareholder

Signature of Proxy holder(s):

**Affix Re.1
Revenue
Stamp**

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.