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REGD. OFF. : DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi-110015 Ph. : 011-48602000

### **NOTICE**

NOTICE is hereby given that 32<sup>nd</sup> Annual General Meeting of the shareholders of M/s Paul Merchants Limited will be held on Wednesday, the 28th day of September, 2016 at 12.00 Noon at the Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008 to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Standalone Financial Statements for the Financial year ended 31<sup>st</sup> March 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016 and the Report of the Auditors thereon.
3. To appoint a Director in place of Sh. Rajneesh Bansal (DIN 00077230) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Smt. Sarita Rani Bansal (DIN 00094504), who retires by rotation and being eligible, offers herself for reappointment.
5. To ratify the appointment of Statutory Auditors as approved by Members at the Thirty First Annual General Meeting and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Jain & Associates, Chartered Accountants, SCO 819-20 Sector 22-A, Chandigarh (Firm Regn. No. 01361N), as Auditors of the Company for a term of Five years i.e. till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2020, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2017, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

#### **SPECIAL BUSINESS:**

6. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and all other applicable Provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act (including any Statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to appointment of Mr. Dharam Pal Sharma (DIN 07284332) as Whole Time Director of the company, liable to retire by rotation, to hold office for a term upto 31<sup>st</sup> March, 2020 on following remuneration w.e.f. 09-11-2015:-

1. Annual Remuneration-Rs. 5,70,000/- (Rupees Five Lakh Seventy thousand Only)
2. Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972

And payment of Fixed Monthly Incentive of Rs. 7,000/- per Month w.e.f. 01.04.2016.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Mr. Dharam Pal Sharma (DIN 07284332) will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Schedule V of the Act by making such compliances as provided in the said Schedule.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the terms of above remuneration as may be agreed to by the Board of Directors and Mr. Dharam Pal Sharma (DIN 07284332) from time to time.”

**7. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** in partial modification of the Special Resolution passed by the Shareholders of the Company in their Annual General Meeting held on 28-09-2015 and pursuant to the Provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the act”), Rules made thereunder and Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), as may be applicable, subject to such other approvals and compliances as per the applicable provisions of the Act as may be necessary, the approval of the Members be and is hereby accorded for revision of remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company w.e.f. 01-04-2016 as given below:-

- a. Monthly Salary of Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only).
- b. Commission upto 2% of the Net Profits of the Company earned during a financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board subject to the overall limits as provided in Companies Act, 2013.
- c. Monthly Rent Free accommodation valued at Rs.1,62,000/- with an annual increase of 8 % plus water and electricity in the said house

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Mr. Rajneesh Bansal (DIN 00077230) will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Schedule V of the Act by making such compliances as provided in the said Schedule.

**RESOLVED FURTHER THAT** Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors or Board Committee and Mr. Rajneesh Bansal (DIN 00077230) subject to the provisions of all applicable Laws.”

Place: Chandigarh  
Date: August 11, 2016

By order of the Board of Directors  
for **PAUL MERCHANTS LIMITED**

**SD/-**

**HARDAM SINGH**  
**(COMPANY SECRETARY)**  
**Membership No. FCS-5046**

**NOTES:**

- (1) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 6 and 7 of the Notice convening the Meeting is annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 32<sup>nd</sup> ANNUAL GENERAL MEETING.
- (3) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- (4) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
- (5) Route map and prominent land marks near the Venue of the Annual General Meeting is attached at the end of this Annual Report.
- (6) Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Alankit Assignments Limited, 2E/21, JHANDEWALAN EXTN. NEW DELHI- 110055 (INDIA) Ph No. : 011-42541959:-
  - a. their bank account details in order to receive payment of dividend, whenever declared, through electronic mode

- b. their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
  - c. any change in their address/e-mail id/ECS mandate/ bank details
  - d. share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant :-
- a. their email id.
  - b. all changes with respect to their address, email id, ECS mandate and bank details.
- (7) The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
- (8) The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose
- (9) In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2015-16 is being sent to all the members whose email address (es) are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same. Further, in accordance with Regulation 36(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rule 10 of the Companies (Accounts) Rules, 2014 the hard copy of Annual Report 2015-16 is being sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting the duly filled in "e-Communication Registration Form" (available on Company's website link <http://paulmerchants.net/Registration-of-Email-ID.pdf> to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

The Notice of 32<sup>nd</sup> Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website [www.paulmerchants.net](http://www.paulmerchants.net) for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours. (Adobe PDF can be downloaded at <https://get.adobe.com/reader>)

- (10) The Shareholders/Proxies are requested to produce at the Registration Counter(s), the attendance slip sent along with this Report, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company's website [www.paulmerchants.net](http://www.paulmerchants.net)

- (11) In case any Member has any query relating to the Annual Accounts he/she is requested to send the same to the Company Secretary at the Registered Office of the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
- (12) Pursuant to provisions of Section 124 of the Companies Act, 2013, the amount of dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Till date the Company has unclaimed and unpaid dividend amount pertaining to dividends declared for the financial year 2009-10, 2010-11, 2011-12 and 2012-13. Members who have not yet encashed their dividend warrants for these financial years are requested to make their claims to the Company immediately. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims. Further, the information regarding unclaimed dividends in respect of the dividends declared up to the financial year 2012-13 and updated upto the date of 31<sup>st</sup> AGM held on 28-09-2015 has been uploaded on the website of the Company under 'Investors' section. Pursuant to the circular issued by the Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 dated May 10, 2012, the said information was also filed with the Ministry of Corporate Affairs (MCA). MCA has also uploaded details of the same on its website at [www.iepf.gov.in](http://www.iepf.gov.in). Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they are requested to lodge their claim, duly supported by relevant documents to the Company before expiry of 7 (seven) years from the date it is lying in the unpaid dividend account. The details of due dates for transfer for unclaimed dividend to IEPF are as under :-

<b>Year</b>	<b>Date of Declaration</b>	<b>Date of payment</b>	<b>Dividend %</b>	<b>Dividend in Rs per share</b>	<b>Proposed Date of transfer to IEPF (DD-MON-YYYY)</b>
2009-2010	10.03.2010	07.04.2010	15	1.50	30-Apr-2017
2010-2011	08.03.2011	31.03.2011	10	1	28-Apr-2018
2011-2012	31.03.2012	23.04.2012	15	1.50	21-May-2019
2012-2013	28.05.2013	22.06.2013	15	1.50	18-JUL-2020

- (13) As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting
- (14) In terms of Section 152 of the Companies Act, 2013, Sh. Rajneesh Bansal, (DIN -00077230) and Smt. Sarita Rani Bansal (DIN 00094504), Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment and the Board of Directors of the Company recommends their re-appointment. Further, the term of Mr. Dharam Pal Sharma (DIN 07284332) is expiring on this ensuing AGM as he was appointed as an additional director on 09-11-2015 by the Board and a Member of the Company has proposed his candidature for the appointment as Whole Time Director. Brief resumes of the Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the board and memberships of Board Committees, shareholding as stipulated under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 is annexed with the Notice of the AGM
- (15) The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment
- (16) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM. The Register of Directors and Key Managerial Personnel & their Shareholding, the Register of Contracts & Arrangements in which Directors are interested and Register of Members as maintained by RTA shall be open for inspection at the meeting to any person having right to attend the AGM.
- (17) Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Alankit Assignments Ltd the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. The Forms can be downloaded from Company's website [www.paulmerchants.net](http://www.paulmerchants.net) under Investor Section. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
- (18) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 22-09-2016 to 28-09-2016 (both days inclusive) for the purpose of AGM.
- (19) 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.
- (20) Members are advised to refer to the General Shareholders Information as provided in this Annual Report.
- (21) 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/ power of attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (22) In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting/Ballot, the said resolutions will not be decided on a show of hands at the Meeting.



(23) Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.

(24) **E-VOTING:**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Any member, who have cast his/ her/ its vote through remote e-voting, may participate in the general meeting but shall not be entitled to vote again at the AGM.
- d. The voting period begins on 09:00 a.m. (IST) on September 25, 2016 and ends on 05:00 p.m. (IST) on September 27, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. The members who have already cast their vote by remote e-voting, may also attend the meeting but shall not be entitled to cast their vote again.
- f. The Board of Directors have appointed Mr. Madhur Jain, Practising Company Secretary (Membership No. ACS NO 29111 and CP No. 14745), H.NO 223, Sector-7, Urban Estate, Ambala City (HR)-134003 as the Scrutinizer, for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- g. The cut-off date for the purpose of voting (including remote e-voting) is 21<sup>st</sup> September, 2016.
- h. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- i. The remote e-voting facility will be available during the following period after which the evoting portal shall forthwith be blocked and shall not be available:

<b>Commencement of remote e-voting</b>	09:00 a.m. (IST) on September 25, 2016
<b>End of remote e-voting</b>	05:00 p.m. (IST) on September 27, 2016

- j. The procedure and instructions for remote e-voting are as under:

**IN CASE OF MEMBERS RECEIVING AN E-MAIL:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (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.
- (iv) Next enter the Image Verification Code 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 passwords is to be used.
- (vi) If you are a first time user, follow the steps given below.

Fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. The sequence number shall be sent in the e-mail to be sent to the members.</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>
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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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 can also be used 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 Electronic Voting Sequence Number (EVSN) for the Company “Paul Merchants 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 NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.



- (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 changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

**Note for Non – Individual Shareholders and Custodians**

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (xviii) 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).
- (xix) 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.
- (xx) The list of accounts linked in the login 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.
- (xxi) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 a.m. (IST) on September 25, 2016 and ends on 05:00 p.m. (IST) on September 27, 2016
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**FOR Members Becoming Member Of The Company After The Dispatch Of Notice:-**

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 21-09-2016, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Alankit Assignments Ltd, 2E/21, Jhandewalan Extn. New Delhi- 110055 (India) or CDSL. However, if the said shareholder is already registered with CDSL for e-voting, then his existing user id and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

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). You may also contact Mr. Hardam Singh, Company Secretary of the Company at [investor.redressal@paulmerchants.net](mailto:investor.redressal@paulmerchants.net) or 0172-5041760 or Fax 0172-5041713 or PML House, SCO 829-830, Sector 22-A, Chandigarh - 160022 .

- (xxii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 21-09-2016

- (xxiii) Shareholders can also cast their vote using CDSL's mobile App 'CDSL 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. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xxiv) The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 Hours from conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith
- (xxv) The manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutiniser or any other person till the votes are cast in the meeting.
- (xxvi) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- (xxvii) The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.paulmerchants.net](http://www.paulmerchants.net)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)) immediately after the result is declared and shall simultaneously be forwarded to the BSE Limited, where the Company's shares are listed. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall also be displayed on the Notice Board of the company at its Registered Office at New Delhi and its Corporate Office at Chandigarh.
- (xxviii) The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

Place: Chandigarh  
Date: August 11, 2016

By order of the Board of Directors  
for **PAUL MERCHANTS LIMITED**

**SD/-**  
**HARDAM SINGH**  
**(COMPANY SECRETARY)**  
**FCS-5046**

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 6**

The Board of Directors of the Company had, subject to the Provisions of Sections 196, 197, 198 and all other applicable Provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the Articles of Association of the Company, appointed Shri Dharam Pal Sharma (07284332) as Additional Director of the Company designated as Whole Time Director with effect from 09-11-2015. The Board had fixed the remuneration of Shri Dharam Pal Sharma as given below:-

1. Annual Remuneration-Rs. 5,70,000/- (Rupees Five Lakh Seventy thousand Only)
2. Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972

In addition to the above, the Board allowed a Fixed Monthly Incentive of Rs. 7,000/- per Month w.e.f. 01.04.2016.

Shri Dharam Pal Sharma may resign from his office subject to One month notice.

As per the requirements of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Whole Time Directors and fixation/increase/change in their remuneration is to be made with approval of the Shareholders in the General Meeting. Therefore, the appointment of Shri Dharam Pal Sharma as Whole Time Director of the Company and fixation of his salary as narrated above is subject to approval of the Members of the Company. Therefore your Directors recommend the Resolution set out at Item no. 6 to be passed as Special Resolution.

The Nomination and Remuneration Committee of the Board in its meeting held on 06-11-2015 had considered and recommended the aforesaid appointment of Shri Dharam Pal Sharma to the Board for their approval. The Committee had also reviewed and recommended the remuneration of Shri Dharam Pal Sharma as above.

In terms of the provisions of Section 161 (1) of the Act, Shri Dharam Pal Sharma would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Dharam Pal Sharma for the office of Director of the Company.

Shri Dharam Pal Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief resume of Shri Dharam Pal Sharma, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 36 (3) of the SEBI (LODR) Regulations, 2015, is provided as an Annexure to this Notice.

Keeping in view his vast expertise and knowledge, it will be in the interests of the Company that Shri Dharam Pal Sharma is appointed as Whole Time Director of the Company.

Copy of the draft letter of appointment of Shri Dharam Pal Sharma as Whole Time Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

The nature of the concern or interest of Mr Dharam Pal Sharma, Whole-time Director, is that the above Resolution pertains to his appointment as Whole Time Director with the Company and he will be receiving the remuneration as stated therein, if approved by the Members. None of the other 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. 6 of the Notice, except the appointee Director.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7**

Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company was appointed as such by Members of the Company in their Annual General Meeting held on 28-09-2015 on a remuneration, which included monthly rent free accommodation valued @ Rs. 1,50,000/- per month. For the reason that the rent for the house allotted to Mr Rajneesh Bansal got increased to Rs. 1,62,000/-, the remuneration of Mr Rajneesh Bansal also got enhanced with the equal amount. As such, the Board of Directors of the Company had, subject to the Provisions of Sections 196, 197, 198 and all other applicable Provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, approved revised remuneration of Mr. Rajneesh Bansal subject to approval of shareholders, taking into account the increase in the valuation of rent free accommodation provided to him.

As per the requirements of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and increase/change in their remuneration is to be made with approval of the Members Shareholders in the General Meeting. The said revision in the remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director w.e.f. 01-04-2016 is subject to approval of the Members of the Company. Therefore your Directors recommend the Resolution set out at Item no. 7 is to be passed as Special Resolution.

The Director Mr. Rajneesh Bansal (DIN 00077230) holding 149746 shares in the Company himself, Mr. Sat Paul Bansal (DIN 00077499) holding 201100 shares in the Company, Mrs. Sarita Rani Bansal (DIN 00094504) holding 144500 shares in the Company and Mr. Sandeep Bansal (DIN 00094391) holding 144507 shares in the Company should be treated as interested Directors in this resolution as members of the family of Mr. Rajneesh Bansal. No other Director/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. 7 of the Notice except to the extent of their respective shareholding, if any.

Place: Chandigarh  
Date: August 11, 2016

By order of the Board of Directors  
For **PAUL MERCHANTS LIMITED**

**SD/-**  
**HARDAM SINGH**  
**(COMPANY SECRETARY)**  
**FCS - 5046**

**INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

**Name of Director** Mr. Rajneesh Bansal

**Date of Original Appointment:** 27.02.1999

**Date of Birth, Age** 27.07.1974, 42 Years

**Designation** Executive Director

Mr. Rajneesh Bansal, who is liable to retire by rotation and being eligible, is proposed to be re-appointed as the Director of the Company in the ensuing Annual General Meeting.

**Expertise in Specific Functional Area:**

Leadership skill, tact and initiative in Finance, New product lines, IT integration of business model and infra structure development. Displayed exceptional financial prowess in developing the Forex and Travel verticals of the Company in conjunction with the company's goals & objectives.

**Terms and Conditions for re-appointment:**

**Term:-** He has been serving the Board as Executive Director of the Company for a term of 5 years commencing from 01.04.2015 and ending with 31.03.2020.

He is liable to retire by rotation.

**Remuneration:** - W.e.f. 01-04-2016, his remuneration is as follows:-

- a. Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month w.e.f. 01-04-2015.
- b. Commission upto 2% of the Net Profits of the Company earned during a financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board subject to the overall limits as provided in Companies Act, 2013.
- c. Monthly Rent Free accommodation valued at Rs.1,62,000/- with an annual increase of 8 % plus water and electricity in the said house

**Qualification:** MBA

**List of other Directorships:**

1. Paul Overseas Pvt. Ltd.
2. Paul Energy Projects Pvt. Ltd.
3. Paul Excursions Pvt. Ltd.
4. Paul Fast Remit Pvt. Ltd.
5. Talk More Communications Pvt. Ltd.
6. Paul Fincap Pvt. Ltd.
7. PML Holidays Pvt. Ltd.
8. All India Association of Authorized Money Changers and Money Transfer Agents

**Chairman/Member of the Committee of the Directors of Paul Merchants Ltd:**

1. Member of Executive Committee
2. Member of Stakeholders Relationship Committee

**3. Member of CSR Committee****Chairman/Member of the Committee of the Directors  
of other Companies****NIL****Shareholding in the Company as on  
the date of this report**: Holding 149746 Equity shares in his  
name representing 14.566 % of total  
paid up capital.**Relationship:-** Mr. Rajneesh Bansal is son of Mr. Sat Paul Bansal, Chairman cum Managing Director & Mrs. Sarita Rani Bansal, Director. He is brother of Mr. Sandeep Bansal, Director of the Company. He is not related to any other Director, Manager or Key Managerial Personnel of the Company.**No. of Meetings of Board attended during the year - 4****Justification for re-appointment:**

Mr. Rajneesh Bansal has over 17 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Director, he lends inputs in Forex & Travel Divisions, third party products of the Company. He is also involved in overall strategy, management & operation of International Money Transfer Business of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board.



**INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

<b>Name of Director</b>	Mrs. Sarita Rani Bansal
<b>Date of Original Appointment:</b>	31.01.2012
<b>Date of Birth, Age</b>	08.01.1948, 69 Years
<b>Designation</b>	Director

Mrs. Sarita Rani Bansal, who is liable to retire by rotation and being eligible, is proposed to be re-appointed as the Director of the Company in the ensuing Annual General Meeting.

**Expertise in Specific Functional Area:**

Mrs. Sarita Rani Bansal is around 69 years of age and a Graduate in Arts and has been associated with Paul Merchants Limited for over 20 years and served as a Director of the Company from year 1992 to 2008. She was re-appointed as a Director of the Company in 2012. While working with the Company as Director, she has been lending useful inputs in Human Resource management and administration of the business activities. She is very active on Social front and supports many NGO's involved in upliftment of the poor and education of economically weaker children.

**Terms and Conditions:**

Mrs. Sarita Rani Bansal was re-designated as Non-Executive Director by the Board in its Meeting held on 09.11.2015. As such, she is serving as an ordinary director on the board of directors of the Company since then.

Her office is liable to retire by rotation

**Remuneration:** - W.e.f. 01-10-2015, she is not drawing any remuneration.

**Qualification:** Graduate in Arts

**List of other Directorships:**

1. Paul E Commerce Pvt. Ltd.
2. Divya Broadcasting Network Pvt. Ltd.
3. Paul Broadcasting Private Limited

**Chairman/Member of the Committee of the Directors of Paul Merchants Ltd:** Nil

**Chairman/Member of the Committee of the Directors of other Companies** NIL

**Shareholding in the Company as on the date of this report** : Holding 144500 Equity shares in her name representing 14.056 % of total paid up capital.

**Relationship Inter-Se:-** Mrs. Sarita Rani Bansal is wife of Mr. Sat Paul Bansal, Chairman cum Managing Director and mother of Mr. Rajneesh Bansal, Executive Director and Mr. Sandeep Bansal, Director. She is not related to any other Director, Manager or Key Managerial Personnel of the Company.

**No. of Meetings of Board attended during the year - 4**

**Justification for re-appointment:**

Mrs. Sarita Rani Bansal has over 20 years of diverse experience and has demonstrated her leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Director, she lends inputs in Human Resource management and administration of the business activities. As such, she has a valuable input to the decision making process of the board.

**INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

<b>Name of Director</b>	Mr. Dharam Pal Sharma
<b>Date of Original Appointment:</b>	09-11-2015
<b>Date of Birth, Age</b>	04-10-1954, 61 Years
<b>Designation</b>	Whole Time Director

Mr. Dharam Pal Sharma, who is holding the office upto the date of the ensuing Annual General Meeting, is proposed to be appointed as the regular Whole Time Director of the Company in the ensuing Annual General Meeting.

**Expertise in Specific Functional Area:**

Worked with Reserve Bank of India for more than 35 years & retired as General Manager in October, 2014. While working with RBI, served in key areas such as Banking Supervision, Foreign Exchange Management and Human Resource Development. He also served as Administrator (Head) in international training program, Pune which is the training centre jointly run by International Monetary Fund (IMF) and RBI.

**Terms and Conditions for re-appointment:**

**Term:-** He was appointed on 09-11-2015 as an additional Director designated as Whole time Director. He is proposed to be appointed as regular Whole time Director of the Company till 31-03-2019. He will be liable to retire by rotation.

**Remuneration:** - The Board had fixed his remuneration w.e.f. 09-11-2015 as:-

Annual Remuneration = 5,70,000/-

Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.

The Board has further allowed a fixed monthly incentive of Rs. 7,000/- per month w.e.f. 01-04-2016.

**Remuneration last drawn:** - At the rate of Rs. 5,70,000/- per Annum in the FY 2015-16.

**Qualification:** M.A. (Economics), Certified Associate of Indian Institute of Bankers (Part I)  
Diploma in Office Organization, Diploma in Business Management

**List of other Directorships:** NIL

**Chairman/Member of the Committee of the Directors of Paul Merchants Ltd:** NIL

**Chairman/Member of the Committee of the Directors of other Companies** NIL

**Shareholding in the Company as on**

**the date of this report:** Holding Nil Equity shares in his name or in the name of his relatives.

No other person is holding any shares in the Company on his behalf on beneficial basis.

**Relationship:-** Mr. Dharam Pal Sharma is not related to any Director, Manager or Key Managerial Personnel of the Company.

**No. of Meetings of Board attended during the year – 2**

**Justification for re-appointment:**

Mr. Dharam Pal Sharma has over 35 years of diverse experience while working with Reserve Bank of India and his experience of working in the departments like Foreign Exchange Management and Human Resource Development is very much in line with the activities of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board.

**Paul Merchants Limited**

**Regd. Office:** DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi -110015

**CIN: L74900DL1984PLC018679; Website address: [www.paulmerchants.net](http://www.paulmerchants.net) ;**

**Email: [info@paulmerchants.net](mailto:info@paulmerchants.net);**

**Tel: 011-48602000**

**32<sup>nd</sup> Annual General Meeting on 28<sup>th</sup> September, 2016 at 12:00 noon**

**ATTENDANCE SLIP**

<b>Registered Folio No./ DP ID &amp; Client ID</b>	
<b>Name and Address of the Member(s)</b>	
<b>Joint Holder 1 Joint Holder 2</b>	
<b>No. of Shares</b>	

I/We hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company at the Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008 on Wednesday, the 28<sup>th</sup> Day of September, 2016 at 12:00 Noon.

\_\_\_\_\_  
Member's Folio/DP ID/Client ID No.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

NOTE: Please complete the Folio/DP ID/ Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification counter at the ENTRANCE OF THE MEETING HALL.

## Paul Merchants Limited

**Regd. Office:** DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi -110015

**CIN:** L74900DL1984PLC018679; **Website address:** [www.paulmerchants.net](http://www.paulmerchants.net) ;

**Email:** [info@paulmerchants.net](mailto:info@paulmerchants.net); **Tel:** 011-48602000

### PROXY FORM

32<sup>nd</sup> Annual General Meeting, 28<sup>th</sup> September, 2016

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014-Form No. MGT-11]

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

I/We being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint;

1. Name :	E-mail Id :
Address:	Signature :

or failing him

2. Name :	E-mail Id :
Address:	Signature :

or failing him

3. Name :	E-mail Id :
Address:	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 28<sup>th</sup> Day of September, 2016 at 12:00 Noon at the Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008, , and at any adjournment thereof in respect of such resolutions as are indicated below:

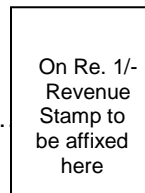
Resolution No.	Particulars of Resolutions	Number of Equity Shares	Optional*	
			For	Against
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the audited Standalone Financial Statements for the financial year ended 31 <sup>ST</sup> March 2016 and the Reports of the Board of Directors and Auditor's thereon.			
2.	To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.			
3.	To appoint a Director in place of Sh. Rajneesh Bansal (DIN			



	00077230) who retires by rotation and being eligible, offers himself for reappointment.			
4.	To appoint a Director in place of Smt. Sarita Rani Bansal (DIN 00094504), who retires by rotation and being eligible, offers herself for reappointment.			
5.	To ratify the appointment of Statutory Auditors as approved by Members at the Thirty First Annual General Meeting.			
<b>SPECIAL BUSINESS</b>				
6.	To appoint Mr. Dharam Pal Sharma (DIN 07284332) as Whole Time Director of the Company, liable to retire by rotation, to hold office for a term upto 31 <sup>st</sup> March, 2020 and also to fix his remuneration w.e.f. 09.11.2015.			
7.	To revise the remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company w.e.f. 01-04-2016.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature.....



.....of shareholder

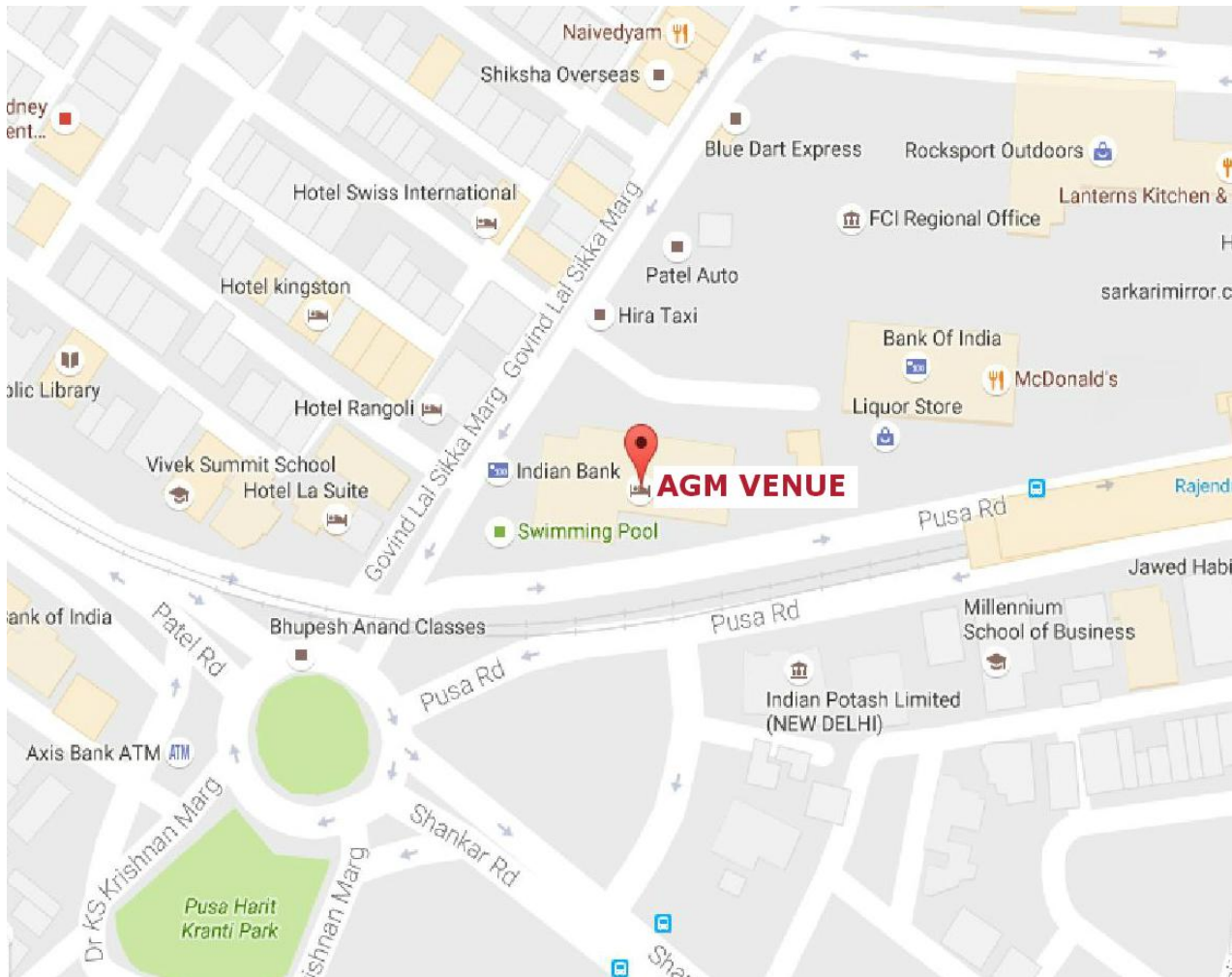
Signature of Proxy holder(s)\_\_\_\_\_

**NOTE:**

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. \*It is optional to put (√) 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.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 32<sup>nd</sup> Annual General Meeting.

5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.

Route Map and Land Marks near the Venue of the Annual General Meeting:-



**AGM Venue:-**

**Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008**