



NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of the shareholders of M/s Paul Merchants Limited will be held on Thursday, the 28th day of September, 2017 at 12.00 Noon at the Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak road, Opp. Metro Pillar No. 195, New Delhi – 110063 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial year ended 31st March 2017 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, 2017 and the Report of the Auditors thereon.
3. To appoint a Director in place of Sh. Sandeep Bansal (DIN 00094391) 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 36th Annual General Meeting to be held in the year 2020, which was subject to ratification by Members 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 34th Annual General Meeting of the Company to be held in the year 2018, 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Uma Shankar Paliwal (DIN 06907963), who was appointed as an additional Director (Independent Director) of the Company by the Board of Directors with effect from May 29, 2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 (1) of the Act, 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 to hold office for a term upto the conclusion of the Annual General Meeting for the Financial Year 2020-21.

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 28-09-2016 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. Dharam Pal Sharma (DIN 07284332), Whole Time Director of the Company w.e.f. 01-04-2017 as given below:-

1. Annual Remuneration-Rs. 6,80,592/- (Rupees Six Lacs Eighty Thousand Five Hundred Ninety Two Only)
2. Annual Performance bonus up to : Rs. 25,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972
4. Monthly Incentive of Rs. 7,000/- per Month.

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 Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be 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. Dharam Pal Sharma (DIN 07284332) subject to the provisions of all applicable Laws.”

Place: Chandigarh
Date: August 23, 2017

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 33rd 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, 1E/13, 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) As per the Securities and Exchange Board of India Notification, 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 2016-17 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 2016-17 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 33rd Annual General Meeting and the Annual Report 2016-17 will also be available on the Company's website 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 or can write at cs@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 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. As on date the Company has unclaimed and unpaid dividend amount pertaining to dividends declared for the financial year 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 pertaining to the financial year up to 2012-13 and updated upto the date of 32nd AGM held on 28-09-2016 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. 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 :-

Year	Date of Declaration	Date of payment	Dividend %	Dividend in Rs per share	Proposed Date of transfer to IEPF (DD-MON-YYYY)
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 saving of paper, 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. Sandeep Bansal, (DIN - 00094391) 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. Uma Shankar Paliwal (DIN 06907963) is expiring on this ensuing AGM as he was appointed as an additional director on 29-05-2017 by the Board and a Member of the Company has proposed his candidature for the appointment as 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 Statutory Registers like 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 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 21-09-2017 to 28-09-2017 (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 and by Ballots at the venue of AGM, 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 and as such the business at the AGM may be transacted through such voting.
 - 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 has cast his/ her/ its vote through remote e-voting, may attend Annual 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, 2017 and ends on 05:00 p.m. (IST) on September 27, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2017 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. Kanwaljit Singh Thanewal, Practicing Company Secretary (F 5901), SCO 64-65, Sector 17 A, Chandigarh 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 21st September, 2017.
- 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:

Commencement of remote e-voting	Monday, 09:00 a.m. (IST) on September 25, 2017
End of remote e-voting	Wednesday, 05:00 p.m. (IST) on September 27, 2017

- 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
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details 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 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.
- (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 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, 2017 and ends on 05:00 p.m. (IST) on September 27, 2017
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2017 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. 21-09-2017, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Alankit Assignments Ltd, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No. : 011-42541959 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Hardam Singh, Company Secretary of the Company at investor.redressal@paulmerchants.net or at 0172-5041760 or Fax 0172-5041713 or at 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 21-09-2017
- (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) and on the website of CDSL (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 23, 2017

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, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, had appointed Shri Uma Shankar Paliwal (DIN 06907963) as an Additional Director (Independent Director) of the Company with effect from 29-05-2017. In terms of the provisions of Section 161 (1) of the Act, Shri Uma Shankar Paliwal (DIN No. 06907963) 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 Uma Shankar Paliwal (DIN 06907963) for the office of Director of the Company.

Shri Uma Shankar Paliwal (DIN 06907963) 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.

Section 149 of the Act inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and as per Section 152 he shall not be included in the total number of directors for retirement by rotation. As such, Sh. Uma Shankar Paliwal (DIN 06907963) shall hold office upto the conclusion of the Annual General Meeting of the Company for the Financial Year 2020-21 and his office will not be liable to retire by rotation.

The Company has received declaration from Shri Uma Shankar Paliwal (DIN 06907963) that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. Shri Uma Shankar Paliwal (DIN 06907963) possesses appropriate skills, experience and knowledge in the field of Banking.

As per the Board, Shri Uma Shankar Paliwal (DIN 06907963) fulfills the conditions for his appointment as Independent Director as specified in the Companies Act and the SEBI (LODR) Regulations. Shri Uma Shankar Paliwal (DIN 06907963) is independent of the management.

Brief resume of Shri Uma Shankar Paliwal (DIN 06907963), 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 Regulation 36 (3) of the SEBI (LODR) Regulations, is provided as a part of the Notice of the Annual General Meeting.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Uma Shankar Paliwal (DIN 06907963) is appointed as Independent Director of the Company by the Shareholders.

Copy of the draft letter of appointment of Shri Uma Shankar Paliwal (DIN 06907963) as Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (LODR) Regulations.

None of the Directors/Key Managerial Personnel of the Company or 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 to the extent of their respective shareholding. The appointee Director may please be treated as interested in the resolution.

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

ITEM NO. 7

Sh. Dharam Pal Sharma (DIN 00077230), Whole Time Director of the Company was appointed as such by Members of the Company in their Annual General Meeting held on 28-09-2016 on an Annual Remuneration @ Rs. 5,70,000/- (Rupees Five Lacs Seventy Thousand Only), Annual Performance bonus up to Rs. 20,000/-, Fixed Monthly Incentive of Rs. 7,000/- per Month and Gratuity as per the Payment Of Gratuity Act, 1972. 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, revised the remuneration of Sh. Dharam Pal Sharma (DIN 00077230), the Whole Time Director of the Company w.e.f. 01-04-2017 subject to approval of shareholders in the following manner:-

1. Annual Remuneration-Rs. 6,80,592/- (Rupees Six Lacs Eighty Thousand Five Hundred Ninety Two Only)
2. Annual Performance bonus up to : Rs. 25,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972
4. Monthly Incentive of Rs. 7,000/- per Month.

subject to the overall maximum limits of remuneration as provided in Companies Act, 2013.

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 the approval of the Shareholders in the General Meeting. The said revision in the remuneration of Sh. Dharam Pal Sharma (DIN 00077230), Whole Time Director w.e.f. 01-04-2017 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.

No 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 in the company. The appointee Director may please be treated as interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Place: Chandigarh
Date: August 23, 2017

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	Mrs. Sarita Rani Bansal
Date of Original Appointment:	31.01.2012
Date of Birth, Age	08.01.1948, 69 Years
Designation	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 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 is serving as an Non-Executive director on the board of directors of the Company.

Her office is liable to retire by rotation

Remuneration: - 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

Name of Director	Mr. Sandeep Bansal
Date of Original Appointment:	18.09.1993
Date of Birth, Age	25.12.1970, 46 Years
Designation	Non-Executive Non-Independent Director

Mr. Sandeep 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:

Preparing budgets, financial planning, Network expansion, Marketing strategy. As a director of the Company, successfully expanded the International Money Transfer Business of the Company to Southern parts of India, lent innovative initiatives to marketing policy of the Company and effectively implemented budgetary controls.

Terms and Conditions for re-appointment:

Term:- He is a non executive Director. Therefore, his term is not fixed. He is liable to retire by rotation.

Remuneration: - He is not drawing any type of Remuneration.

Qualification: Graduate in Arts

List of other Directorships:

1. Chandigarh Network Systems Pvt. Ltd.
2. Paul E Commerce Pvt. Ltd.
3. Paul Energy Projects Private Limited
4. Divya Broadcasting Network Pvt. Ltd.
5. Paul Entertainments Pvt. Ltd.
6. Paul Broadcasting Private Limited
7. INX Music Private Limited
8. Prabhsharanshanti Films Private Limited
9. BBSM Films Private Limited
10. Newsclip Media Private Limited
11. Strikeone Jobs Private Limited

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 Nomination & Remuneration Committee
4. Chairman 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 144507 Equity shares in his name representing 14.057 % of total paid up capital.

Relationship:- Mr. Sandeep Bansal is son of Mr. Sat Paul Bansal, Chairman cum Managing Director & Mrs. Sarita Rani Bansal, Whole Time Director. He is brother of Mr. Rajneesh Bansal, Executive 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. Sandeep Bansal has over twenty four years of diverse experience as a Director of Paul Merchants Limited, and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goal & objectives. As a Director, he is looking after Marketing, Advertising & other business promotion 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.

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. Uma Shankar Paliwal
Date of First Appointment as an Additional Director: (As Independent Director) by Board	29.05.2017
Date of Birth, Age	22.12.1956, 60 Years
Designation	Independent Director

Mr. Uma Shankar Paliwal, is proposed to be appointed as an Independent Director of the Company in the ensuing Annual General Meeting.

Expertise in Specific Functional Area:

Sh. Uma Shankar Paliwal possesses rich experience as Regulator and Supervisor at Reserve Bank of India for more than 34 years, including being Director, Supervision at Bank of Mauritius, having a decent exposure and in-depth knowledge related to Foreign Exchange, Banking, Currency, Inspection, HRMD, Financial Inclusion, Consumer Education and Protection, Corporate Governance, Payment Systems etc.

Terms and Conditions for appointment:

Term: - He is proposed to be appointed for a term upto upto the conclusion of the Annual General Meeting for the Financial Year 2020-21 and he will not be liable to retire by rotation.

Remuneration: - He will be paid sitting fee as decided between him and the Board from time to time apart from re-imburement of expenses for attending Board/Committee Meetings.

Qualification: -

1. M.A. (Economics), Panjab University
2. M.A. (History), Panjab University
3. M.Phil. (History), Panjab University
4. M.B.A. (Financial Management) (with distinction), University of Exeter, U.K.
5. Alumni, London Business School
6. Certified Associate, Indian Institute of Bankers

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 : NIL. No other person holds any shares in the Company on his behalf

Relationship :- Mr. Uma Shankar Paliwal is not related to any Director, Manager or Key Managerial Personnel of the Company.

No. of Meetings of Board attended during the year : NIL

Justification for re-appointment:

Sh. Uma Shankar Paliwal possesses rich experience as Regulator and Supervisor at Reserve Bank of India for more than 34 years, including being Director, Supervision at Bank of Mauritius, having a decent exposure and in-depth knowledge related to Foreign Exchange, Banking, Currency, Inspection, HRMD, Financial Inclusion, Consumer Education and Protection, Corporate Governance, Payment Systems etc. Considering his qualifications and experience, 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 ;

Email: info@paulmerchants.net; Tel: 011-48702000

PROXY FORM

33rd Annual General Meeting, 28th September, 2017

[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 :

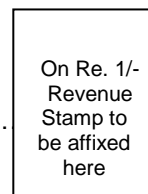
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 28th Day of September, 2017 at 12:00 Noon at the Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak Road, Opp. Metro Pillar No. 195, New Delhi-110063 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
ORDINARY BUSINESS				
1.	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial year ended 31 st March 2017 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, 2017 and the Report of the Auditors thereon.			
3.	To appoint a Director in place of Sh. Sandeep Bansal (DIN 00094391) 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.			

SPECIAL BUSINESS				
6.	To appoint Mr. Uma Shankar Paliwal (DIN 06907963) as an Independent Director of the Company upto the conclusion of the Annual General Meeting for the Financial Year 2020-21, who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors with effect from May 29, 2017.			
7.	To revise the remuneration of Mr. Dharam Pal Sharma (DIN 07284332), Whole Time Director of the Company w.e.f. 01-04-2017.			

Signed this _____ day of _____ 2017.

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 33rd 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.

Paul Merchants Limited

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

CIN: L74900DL1984PLC018679; Website address: www.paulmerchants.net ;

Email: info@paulmerchants.net;

Tel: 011-48702000

33rd Annual General Meeting on 28th September, 2017 at 12:00 noon

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company at the Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak road, Opp. Metro Pillar No. 195, New Delhi – 110063 on Thursday, the 28th Day of September, 2017 at 12:00 Noon.

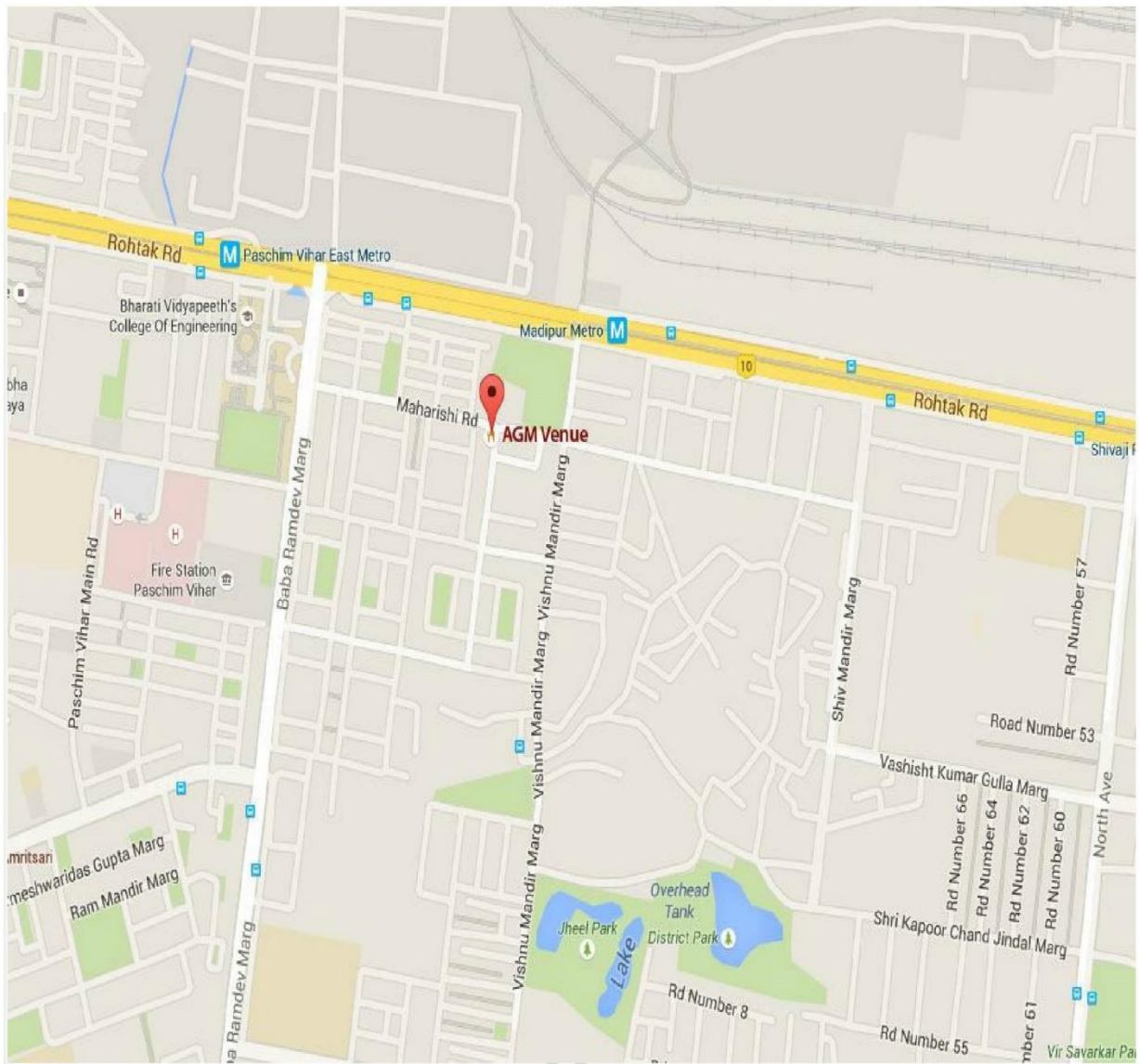
Member's Folio/DP ID/Client ID No.

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.

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



AGM Venue:-

Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak road, Opp. Metro Pillar No. 195, New Delhi – 110063