



PAUL MERCHANTS LTD.[®]

(An ISO 9001:2008 Certified Co.) (CIN: L74900DL1984PLC018679)

CORP. OFF. : PML House, SCO 829-830, Sector 22-A, Chandigarh - 160 022 Ph. 0172-5041786, 5025090 Fax : 0172-5041709

E-mail : info@paulmerchants.net Website : www.paulmerchants.net

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 34th Annual General Meeting of the shareholders of M/s Paul Merchants Limited will be held on Thursday, the 27th day of September, 2018 at 12.00 Noon at the Forever Banquet, 20, Paschim Vihar Extn., Pillar No. 193, Opp. Ordinance Depot, 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 March 31, 2018 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, 2018 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 Sh. Dharam Pal Sharma (DIN 07284332), who retires by rotation and being eligible, offers himself 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 Statutory 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 36th Annual General Meeting of the Company to be held in the year 2020, 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 Statutory 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** in partial modification of the Special Resolution passed by the Shareholders of the Company in their Annual General Meeting held on 28-09-2017 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. 01-04-2018 as given below:-

1. Annual Remuneration-Rs. 7,71,864/- (Rupees Seven Lakhs Seventy One Thousand Eight Hundred Sixty Four Only)
2. Annual Performance bonus up to : Rs. 28,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Monthly Incentive of Rs. 7,000/- per Month.
4. Gratuity as per the Payment Of Gratuity Act, 1972

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.”

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 earlier resolution passed by the shareholders in their Annual General Meeting held on 28.09.2015, pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Schedule V to the said Act, 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), subject to the notification of Section 197 and other relevant sections of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, by Government of India and 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 payment of remuneration to Mr. Sat Paul Bansal (DIN 00077499), Chairman Cum Managing Director of the company for the Financial Year 2018-19 as given below:

- a. Rs.12,00,000/- (Rupees Twelve Lakhs Only) per month.
- b. Commission upto 2% of the Net Profits of the Company earned during the financial year 2018-19 based upon his performance as decided by the Nomination and Remuneration Committee of the Board

RESOLVED FURTHER THAT following additional terms and considerations be and are hereby approved in this regard:-

- a. The above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 coming into force by Notification by Government of India and accordingly the payment of Remuneration as above to the Chairman Cum Managing Director shall be irrespective of amount of profits of the Company computed under section 198 of the Companies Act, 2013.
- b. In case Section 197 and other relevant sections and Rules under the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 are not notified by the Government of India during FY 2018-19, the remuneration shall be strictly subject to the overall maximum limits of remuneration as provided in old Section 197 of the Companies Act, 2013 i.e. Section 197 before being amended by the Companies (Amendment) Act, 2017.
- c. With the payment of Remuneration as above to the Chairman Cum Managing Director after Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 comes into force by Notification by Government of India as above, the remuneration of other Whole Time Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in existing Section 197 of the Companies Act, 2013 in the Financial Year 2018-19.”

RESOLVED FURTHER THAT 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. Sat Paul Bansal (DIN 00077499) subject to the provisions of all applicable Laws.”

8. 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 earlier resolution passed by the shareholders in their Annual General Meeting held on 28.09.2016, pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Schedule V to the said Act, 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), subject to the notification of Section 197 and other relevant sections of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, by Government of India and 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 payment of remuneration to Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the company for his remaining tenure as given below:

- a. Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only).
- b. Monthly Rent Free accommodation valued at Rs.1,88,956/- with an annual increase of 8 % plus water and electricity in the said house
- c. 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

RESOLVED FURTHER THAT following additional terms and considerations be and are hereby approved in this regard:-

- a. The above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 coming into force by Notification by Government of India and accordingly the payment of Remuneration as above to the Chairman Cum Managing Director shall be irrespective of amount of profits of the Company computed under section 198 of the Companies Act, 2013.
- b. In case the Section 197 and other relevant sections and Rules under the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 are not notified by the Government of India during the tenure of the Executive Director of the Company, the remuneration shall be strictly subject to the overall maximum limits of remuneration as provided in old Section 197 of the Companies Act, 2013 i.e. Section 197 before being amended by the Companies (Amendment) Act, 2017
- c. With the payment of Remuneration as above to the Executive Director after Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 comes into force by Notification by Government of India as above, the remuneration of other Whole Time Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in existing Section 197 of the Companies Act, 2013 in a given Financial Year.

RESOLVED FURTHER THAT 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. Rajneesh Bansal (DIN 00077230) subject to the provisions of all applicable Laws.”

Place: Chandigarh
Date: August 13, 2018

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

SD/-

HARDAM SINGH
(COMPANY SECRETARY)
Membership No. FCS-5046
12-D, Angel Apartments,
Zirakpur (Pb)-140603

NOTES:

- (1) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 6, 7 and 8 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 34th 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 PAN
 - c. their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
 - d. any change in their address/e-mail id/ECS mandate/ bank details
 - e. 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
 - f. Members holding shares in dematerialized form are requested to notify to their Depository Participant :-
 - i. their email id.
 - ii. 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. The attention of the members is also invited to SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20-04-2018, vide which SEBI has directed all the listed Companies to record the PAN and Bank account details of all their shareholders holding shares in physical mode through their RTA. Accordingly, your Company has initiated steps for registering the PAN details of all the shareholders (including joint holders, if any) and Bank Account details of the registered shareholders holding shares in physical form. Further, the attention of the members is also invited to Gazette Notification dated 08-06-2018 by SEBI, vide which SEBI has mandated that transfer

of Securities of the Company would be carried out in dematerialized form only and has further mandated that with effect from 05-12-2018, it should be ensured that shares which are lodged for transfer shall be in dematerialized form only. A communication to this effect has already been sent by the RTA of the Company M/s Alankit Assignments Ltd. to all the Members of the Company. Members, holding shares in physical form are once again requested to convert their shares into dematerialized form soon to avoid any kind of inconvenience in future.

- (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 2017-18 is being sent to all the members whose shareholding is in dematerialised format and whose email address (es) are registered with the Company/RTA/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 2017-18 is being sent to all other members where Shareholding is held otherwise than by dematerialised format and who have not positively consented in writing for receiving the Financial Statements by electronic mode. 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 34th Annual General Meeting and the Annual Report 2017-18 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 the date of this Annual Report, the Company has no unclaimed or unpaid dividend amount pertaining to dividends declared for the earlier financial years. 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 information of unclaimed and unpaid Dividend, up to the date it remained unpaid/unclaimed was duly filed with the Ministry of Corporate Affairs (MCA). MCA had also uploaded details of the same on its website at www.iepf.gov.in.
- (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. Rajneesh Bansal (DIN - 00077230) and Sh. Dharam Pal Sharma (DIN 07284332), 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. 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, shareholding as stipulated under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 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

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection and such documents shall be available for inspection in physical or in electronic form on all working days between 11.00 am to 1.00 pm up to the date of AGM at the Registered Office of the company at New Delhi and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office of the Company at Chandigarh. 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.

- (16) 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.
- (17) 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 20-09-2018 to 27-09-2018 (both days inclusive) for the purpose of AGM.
- (18) 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.
- (19) Members are advised to refer to the General Shareholders Information as provided in this Annual Report.
- (20) 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.
- (21) 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 remote 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.
- (22) **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 of 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 remote e-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 24, 2018 and ends on 05:00 p.m. (IST) on September 26, 2018. During this period shareholders of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date 20-09-2018 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 20th September, 2018.
- 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 24, 2018
End of remote e-voting	Wednesday, 05:00 p.m. (IST) on September 26, 2018

- 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) 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 separately 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 24, 2018 and ends on 05:00 p.m. (IST) on September 26, 2018
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20-09-2018 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. 20-09-2018, 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 20-09-2018
- (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. The result of the e-voting shall be declared by the Chairman or any other duly authorized person of the Company on Saturday, September 29, 2018 at 12.00 Noon at Corporate Office of the Company at SCO 829-830, Sector 22-A, Chandigarh – 160022.
- (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 13, 2018

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

SD/-
HARDAM SINGH
(COMPANY SECRETARY)
FCS-5046
12-D, Angel Apartments,
Zirakpur (Pb)-140603



PAUL MERCHANTS LTD.[®]

(An ISO 9001:2008 Certified Co.) (CIN: L74900DL1984PLC018679)

CORP. OFF. : PML House, SCO 829-830, Sector 22-A, Chandigarh - 160 022 Ph. 0172-5041786, 5025090 Fax : 0172-5041709

E-mail : info@paulmerchants.net Website : www.paulmerchants.net

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

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

ITEM NO. 6

Sh. Dharam Pal Sharma (DIN 07284332), 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 and his Remuneration was revised in the Annual General Meeting of the Members of the Company held on 28-09-2017. 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 07284332), the Whole Time Director of the Company w.e.f. 01-04-2018 subject to approval of shareholders in the following manner:-

1. Annual Remuneration-Rs. 7,71,864/- (Rupees Seven Lakhs Seventy One Thousand Eight Hundred Sixty Four Only)
2. Annual Performance bonus up to: Rs. 28,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Monthly Incentive of Rs. 7,000/- per Month.
4. Gratuity as per the Payment Of Gratuity Act, 1972

subject to the overall maximum limits of remuneration as provided in the 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 07284332), Whole Time Director w.e.f. 01-04-2018 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.

This Remuneration had been approved by the Board of Directors in their meeting held on 28-05-2018, subject to the approval of the Members of the Company by way of Special Resolution. The said remuneration has also been approved by Audit Committee and reviewed by the Nomination and Remuneration Committee of the Board. Further, the Statutory Auditors of the Company have issued their certificate that the proposed transaction shall be at Arm's Length. The said Certificate has been appended at the end of the Explanatory Statement to this Notice as **Annexure ES-1**. The detailed conditions have been provided in the Resolution itself.

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. 6 of the Notice except to the extent of their respective shareholding in the company. The concerned Director Sh. Dharam Pal Sharma 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

Mr. Sat Paul Bansal, Chairman cum Managing Director of the Company is presently paid a remuneration @ Rs. 12,00,000/- per month in addition to a Commission of 2% of the Profits subject to the overall maximum limits of remuneration as provided in the Companies Act, 2013. This remuneration

at current level had been approved by the Shareholders of the Company in their Annual General Meeting held on 28-09-2015, however in the Financial Year 2018-19 this remuneration may exceed the limits prescribed under existing Section 197 of the Companies Act, 2013. For the reason that the above remuneration paid to the Chairman cum Managing Director may exceed the limits as prescribed under the Act, the approval of the shareholders by way of Special Resolution is being sought, subject to the notification of Section 197 and other relevant sections and Rules under the Companies Act, as amended by Companies (Amendment) Act, 2017 by Government of India. In case the said Section(s) and Rules are not notified by the Government of India in the Financial Year 2018-19, then the remuneration of the Chairman cum Managing Director shall be subject to the overall limits as prescribed in the old Section 197. As such, your directors recommend the Special Resolution as set out in Item no. 7 of the Notice to be passed by the Shareholders of the Company by way of Special Resolution.

This Remuneration had been approved by the Board of Directors in their meeting held on 13-08-2018, subject to the approval of the Members of the Company by way of Special Resolution. The said remuneration has also been approved by Audit Committee and reviewed by the Nomination and Remuneration Committee of the Board. Further, the Statutory Auditors of the Company have issued their certificate that the proposed transaction shall be at Arm's Length. The said Certificate has been appended at the end of the Explanatory Statement to this Notice as **Annexure ES-2**. Further, the said remuneration is subject to the notification of Section 197 and other relevant sections of the Companies Act, as amended by Companies (Amendment) Act, 2017 by Government of India. The detailed conditions have been provided in the Resolution itself.

The Directors Mr. Sat Paul Bansal (DIN 00077499), Mr. Rajneesh Bansal (DIN 00077230), Mrs. Sarita Rani Bansal (DIN 00094504) and Mr. Sandeep Bansal (DIN 00094391) may be treated as interested in this resolution as Directors of the Company and being members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special resolution as set out at Item no. 7 in the Notice, except to the extent of their respective shareholding, if any.

Item No. 8

Mr. Rajneesh Bansal, Executive Director of the Company is presently paid a remuneration @ Rs. 3,50,000/- per month, a rent Free Accommodation valued at Rs. 1,88,956/- plus Electricity and Water charges in addition to a Commission of 2% of the Profits subject to the overall maximum limits of remuneration as provided in Companies Act, 2013. This remuneration at current level had been approved by the Shareholders of the Company in their Annual General Meeting held on 28-09-2016, however in the Financial Year 2018-19 this remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013. For the reason that the above remuneration paid to the Executive Director may exceed the limits as prescribed under the Act, the approval of the shareholders by way of Special Resolution is being sought, subject to the notification of Section 197 and other relevant sections and Rules under the Companies Act, as amended by Companies (Amendment) Act, 2017 by Government of India. In case the said Section(s) and Rules are not notified by the Government of India during the remaining tenure of the Executive Director, then the remuneration of the Executive Director shall be subject to the overall limits as prescribed in the old Section 197. As such, your directors recommend the Resolution as set out in Item no. 8 of the Notice to be passed by the Shareholders of the Company by way of Special Resolution.

This Remuneration had been approved by the Board of Directors in their meeting held on 13-08-2018, subject to the approval of the Members of the Company by way of Special Resolution. The said remuneration has also been approved by Audit Committee and reviewed by the Nomination and Remuneration Committee of the Board. Further, the Statutory Auditors of the Company have issued their certificate that the proposed transaction shall be at Arm's Length. The said Certificate has been appended at the end of the Explanatory Statement to this Notice as **Annexure ES-3**. Further, the said remuneration is subject to the notification of Section 197 and other relevant sections/Rules of the Companies Act, as amended by Companies (Amendment) Act, 2017 by Government of India. The detailed conditions have been provided in the Resolution itself.

The Directors Mr. Sat Paul Bansal (DIN 00077499), Mr. Rajneesh Bansal (DIN 00077230), Mrs. Sarita Rani Bansal (DIN 00094504) and Mr. Sandeep Bansal (DIN 00094391) may be treated as interested in this resolution as Directors of the Company and being members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or

interested, financially or otherwise, in the Special resolution set out in Item no. 8 in the Notice, except to the extent of their respective shareholding, if any.

Place: Chandigarh
Date: August 13, 2018

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

SD/-
HARDAM SINGH
(COMPANY SECRETARY)
FCS – 5046
12-D, Angel Apartments,
Zirakpur (Pb)-140603

Annexure ES-1

JAIN & ASSOCIATES CHARTERED ACCOUNTANTS	S.C.O. 819-20, Sector 22-A, Chandigarh 160022 Ph: 9876110632 PAN: AAAFJ6439Q Email: npjain@gmail.com
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TO WHOM SO EVER THIS MAY CONCERN

As per information, explanations and confirmations provided to us, we are of the opinion that the following Remuneration proposed to be paid to Mr. Dharam Pal Sharma (DIN 07284332), Whole Time Director of Paul Merchants Limited for the Financial Year 2018-19 as described below is fair and at Arm's Length:-

REMUNERATION:

1. Annual Remuneration- Rs. 7,71,864/- (Rupees Seven Lacs Seventy One Thousand Eight Hundred Sixty Four Only)
2. Annual Performance bonus up to: Rs. 28,000/- 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.

**For JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No.- 01361N**

**Sd/-
(NEERAJ JAIN)
PARTNER
M. No. 089477**

Date: 11/04/2018
Place: Chandigarh

Annexure ES-2

JAIN & ASSOCIATES CHARTERED ACCOUNTANTS	S.C.O. 819-20, Sector 22-A, Chandigarh 160022 Ph: 9876110632 PAN: AAAFJ6439Q Email: npjain@gmail.com
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TO WHOM SO EVER THIS MAY CONCERN

As per information, explanations and confirmations provided to us, we are of the opinion that the following Remuneration proposed to be paid to Mr. Sat Paul Bansal (DIN 00077499), Chairman Cum Managing Director of Paul Merchants Limited for the Financial Year 2018-19 alongwith other additional Terms and Conditions as described below is fair and at Arm's Length:-

REMUNERATION:

- a. Rs.12,00,000/- (Rupees Twelve Lakhs Only) per month.
- b. Commission upto 2% of the Net Profits of the Company earned during the financial year 2018-19 based upon his performance as decided by the Nomination and Remuneration Committee of the Board.

ADDITIONAL TERMS AND CONDITIONS:

- a. The above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 coming into force by Notification by Government of India and accordingly the payment of Remuneration as above to the Chairman Cum Managing Director shall be irrespective of amount of profits of the Company computed under section 198 of the Companies Act, 2013.
- b. In case Section 197 and other relevant sections and Rules under the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 are not notified by the Government of India during FY 2018-19, the remuneration shall be strictly subject to the overall maximum limits of remuneration as provided in old Section 197 of the Companies Act, 2013 i.e. Section 197 before being amended by the Companies Amendment Act, 2017.
- c. With the payment of Remuneration as above to the Chairman Cum Managing Director after Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 comes into force by Notification by Government of India as above, the remuneration of other Whole Time Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in existing Section 197 of the Companies Act, 2013 in the Financial Year 2018-19.

**For JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No.- 01361N**

**Sd/-
(NEERAJ JAIN)
PARTNER
M. No. 089477
Date: 27/07/2018
Place: Chandigarh**

Annexure ES-3

JAIN & ASSOCIATES CHARTERED ACCOUNTANTS	S.C.O. 819-20, Sector 22-A, Chandigarh 160022 Ph: 9876110632 PAN: AAAFJ6439Q Email: nnpjain@gmail.com
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TO WHOM SO EVER THIS MAY CONCERN

As per information, explanations and confirmations provided to us, we are of the opinion that the following Remuneration proposed to be paid to Mr. Rajneesh Bansal (DIN 00077230), Executive Director of Paul Merchants Limited for the Financial Year 2018-19 alongwith other additional Terms and Conditions as described below is fair and at Arm's Length:-

REMUNERATION

- a. Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only).
- b. Monthly Rent Free accommodation valued at Rs.1,88,956/- with an annual increase of 8 % plus water and electricity in the said house
- c. 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.

ADDITIONAL TERMS AND CONDITIONS:

- a. The above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 coming into force by Notification by Government of India and accordingly the payment of Remuneration as above to the Chairman Cum Managing Director shall be irrespective of amount of profits of the Company computed under section 198 of the Companies Act, 2013.
- b. In case the Section 197 and other relevant sections and Rules under the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 are not notified by the Government of India during the Tenure of the Executive Director of the Company, the remuneration shall be strictly subject to the overall maximum limits of remuneration as provided in old Section 197 of the Companies Act, 2013 i.e. Section 197 before being amended by the Companies Amendment Act, 2017.
- c. With the payment of Remuneration as above to the Executive Director after Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 comes into force by Notification by Government of India as above, the remuneration of other Whole Time Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in existing Section 197 of the Companies Act, 2013 in a given Financial Year.

**For JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No.- 01361N**

**sd/-
(NEERAJ JAIN)
PARTNER
M. No. 089477
Date: 27/07/2018
Place: Chandigarh**

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

Name of Director	Mr. Rajneesh Bansal
Date of First (Original) Appointment:	27.02.1999
Date of Birth, Age	27.07.1974, 44 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:- His remuneration during FY 2017-18 is as follows:-

- Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month.
- 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.
- Monthly Rent Free accommodation valued at Rs.1,74,960/- with an annual increase of 8 % plus water and electricity in the said house has been paid in the Financial year 2017-18. This rent free accommodation is valued at Rs. 1,88,956/- w.e.f. 01-04-2018.

Remuneration sought to be paid:- As stated in Special Resolution set out at Item in 8 in the Notice of the AGM.

Qualification: MBA

List of Other Directorships:-

Sr. No.	Name of the Company
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 Merchants Finance (P) Ltd (formerly known as Paul Fincap Pvt. Ltd.)
7	PML Holidays Pvt. Ltd.
8	All India Association of Authorized Money Changers and Money Transfer Agents
9	PML Realtors Pvt. Ltd.
10	Horizon Remit Bhd. Sdn., Malaysia

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:- 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 - 5

Experience and Justification for re-appointment:

Mr. Rajneesh Bansal has over 19 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 directs the growth and expansion of Forex, Travel Division and 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

Name of Director	Mr. Dharam Pal Sharma
Date of First (Original) Appointment:	09-11-2015
Date of Birth, Age	04-10-1954, 63 Years
Designation	Whole Time Director

Mr. Dharam Pal Sharma, 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:

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 center jointly run by International Monetary Fund (IMF) and RBI.

Terms and Conditions for re-appointment:

Term:- He has been serving the Board as Whole Time Director of the Company for a term of 5 years ending with 31.03.2020.
He is liable to retire by rotation.

Remuneration: - He has been paid remuneration during the FY 2017-18 as under:-

Annual Remuneration = 6,80,592/-

Annual Performance bonus up to: Rs. 25,000/- 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.

Remuneration last drawn: - W.e.f. 01-04-2018, his Annual Remuneration is Rs. 7,71,864/-, Annual Performance Bonus up to Rs. 28000/- and Performance Incentive is Rs. 84000/- per Annum. This Remuneration is subject to approval of the Members in the ensuing Annual General Meeting.

Remuneration sought to be paid:- As stated in Special Resolution set out at Item in 6 in the Notice of the AGM.

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:- 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 – 5

Experience and Justification for re-appointment:

Mr. Dharam Pal Sharma has over 37 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. Since 09-11-2015, he has been contributing immensely towards Compliance Management of the Company in the capacity of Designated Director 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 AND SECRETARIAL STANDARDS, FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name of Director	Mr. Sat Paul Bansal
Date of First (Original) Appointment:	27-09-1990
Date of Birth, Age	22-07-1947, 71 Years
Designation	Chairman Cum Managing Director

It is proposed to pay remuneration to Mr. Sat Paul Bansal, Chairman Cum Managing Director on existing rate for the Financial Year 2018-19 subject to final approval of shareholders in the ensuing Annual General Meeting.

Expertise in Specific Functional Area:

Mr. Sat Paul Bansal is around 71 years of age and a Graduate in Arts and has been associated with Paul Merchants Limited for over 28 years. He is the Promoter director & Chairman Cum Managing Director of the Company and ever since joining the Company, has been spearheading all the activities of the Company. He has been leading the formulation of strategy, corporate Policy, Corporate objectives and decision making process of Board through his active participation.

Terms and Conditions for the Remuneration on existing rate of the Company:

Term:- Mr. Sat Paul Bansal was re-appointed as Chairman Cum Managing Director for a period of 5 years w.e.f 01.04.2014 till 31.03.2019 by the Members in the Annual General Meeting of the Company held on 28-09-2015.

Remuneration:- His remuneration during FY 2017-18 is as follows:-

- Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month.
- 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.

Remuneration sought to be paid:- As stated in Special Resolution set out at Item in 7 in the Notice of the AGM.

Qualification: Graduate in Arts

List of Other Directorships:-

Sr. No.	Name of the Company
1	Paul Overseas Pvt. Ltd.
2	Paul Energy Projects Pvt. Ltd.
3	Paul Merchants Finance (P) Ltd (formerly known as Paul Fincap Pvt. Ltd.)
4	Paul Excursions Pvt. Ltd.
5	Paul Fast Remit Pvt. Ltd.
6	PML Realtors Pvt. Ltd.
7	PML Holidays Pvt. Ltd.
8	EBIX Money Express Pvt. Ltd.
9	Horizon Remit Bhd. Sdn., Malaysia

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

Chairman of Executive Committee

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

Shareholding in the Company:- Holding 201100 Equity shares in his name representing 19.56 % of total paid up capital.

Relationship:- Mr. Sat Paul Bansal is husband of Mrs. Sarita Rani Bansal, Director of the Company. He is father of Mr. Rajneesh Bansal, Executive Director and 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 - 5

Justification for Remuneration on existing rate of the Company:

Mr. Sat Paul Bansal has over 28 years of diverse experience in the Company and as a Promoter Director, has played monumental role in the growth and expansion of the Company. To make his remuneration performance linked, the re-structure of his remuneration is proposed.



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

34th Annual General Meeting, 27th September, 2018

[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 Paul Merchants Limited, hereby appoint:

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

or failing him/her

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

or failing him/her

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

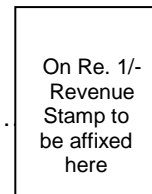
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Thursday, the 27th Day of September, 2018 at 12:00 Noon at the Forever Banquet, 20, Paschim Vihar Extn., Pillar No. 193, Opp. Ordinance Depot, New Delhi- 110063 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 2018 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, 2018 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 Sh. Dharam Pal Sharma (DIN 07284332) who retires by rotation and being eligible, offers himself 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 revise the remuneration of Mr. Dharam Pal Sharma (DIN 07284332), Whole Time Director of the Company w.e.f. 01-04-2018.			
7.	To approve the remuneration of Mr. Sat Paul Bansal (DIN 00077499), Chairman Cum Managing Director of the company for the Financial Year 2018-19.			
8.	To approve the remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company for his remaining tenure.			

Signed this _____ day of _____ 2018.

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 34th 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

34th Annual General Meeting on 27th September, 2018 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 Held	

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company at the Forever Banquet, 20, Paschim Vihar Extn., Pillar No. 193, Opp. Ordinance Depot, New Delhi- 110063 on Thursday, the 27th Day of September, 2018 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.



AGM Venue:-

Forever Banquet, 20, Paschim Vihar Extn., Pillar No. 193, Opp. Ordinance Depot, New Delhi– 110063.