



Corporate Relations Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001.

PML/BSE/BM/2023/174  
Date: November 9, 2023

**SUB: OUTCOME OF BOARD MEETING HELD ON 9<sup>TH</sup> NOVEMBER, 2023 - INTIMATION UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)**

**SCRIP CODE: 539113**

**TIME OF COMMENCEMENT: 12.00 Noon**  
**TIME OF CONCLUSION: 03:50 p.m**

Dear Sir/Madam,

With reference to our letter PML/CS/BSE/2023/168 dated November 01, 2023 and PML/CS/BSE/2023/172 dated November 08, 2023 and in compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read over with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we would like to inform your good office that the Board of Directors of the Company in their duly convened meeting held Today i.e. Thursday, the 09<sup>th</sup> Day of November, 2023 has considered and approved the following:-

**1. Increase in the Authorised Share Capital and Consequent Alteration of Capital Clause of the Memorandum of Association of the Company :-**

Subject to approval of Members of the Company, the Board has approved to increase the authorised share capital of the Company from the existing authorised share capital of ₹ 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each by creation of additional 85,00,000 (Eighty



Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking pari-passu with the existing equity shares of the Company.

To incorporate increased Authorised Share Capital, the Board approved consequent alteration in Clause 5<sup>th</sup> i.e. Capital Clause of Memorandum of Association of the Company. Brief highlights of alteration in the MOA are as follows:-

The existing Clause 5<sup>th</sup> has been replaced with the following new Clause:-

“5<sup>th</sup>. The Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

## **2. Issue of Bonus Shares : -**

The Board recommended and approved capitalization of Free Reserves and Share Premium account for the purpose of issuance of Bonus Shares to the equity shareholders of the Company in the proportion of 2:1 i.e. 2 (Two) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten) each held by the shareholders of the Company as on record date, subject to the approval of shareholders by way of Postal Ballot and other statutory/regulatory approvals, consents, permissions, conditions, and sanctions, as may be necessary. In this respect, the record date shall be decided by the Board or its Executive Committee post approval of the shareholders through postal ballot through the process of evoting and the same shall be intimated to the Stock Exchange in due course.

The detailed disclosure as required under Regulation 30 of the Listing Regulations read with para 2.1 and Para 4.5 of Annexure I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Para 2.1 and Para 4.5 of Annexure I of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 in respect of issue of Equity Bonus Shares is enclosed herewith as '**Annexure - I**'.



### **3. The Notice of Postal Ballot for seeking Shareholder's approval for increase in authorized share capital and issuance of Bonus Shares.**

The Board approved the Postal Ballot Notice and allied items for seeking Shareholders approval for Increase in Authorized Share capital of the Company from the existing authorised share capital of ₹ 2,00,00,000/- (Rupees Two Crore only) to ₹ 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs only) and for capitalization of Free Reserves and Share Premium account for issue of Bonus Shares to equity shareholders of the Company in the proportion of 2:1 i.e. 2(Two) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten ) each.

### **4. Resignation of Mr. Rajesh Garg as the Chief Financial Officer**

In continuation of our letter no. PML/CS/BSE/2023/172 dated November 08, 2023, it is hereby informed that the Board of Directors of the Company has accepted and took on record the resignation submitted by Mr. Rajesh Garg, from the position of Chief Financial Officer of the Company w.e.f. 9<sup>th</sup> November, 2023. The requisite information pursuant to the requirement of Regulation 30 read over with Para A (7) of Part A of Schedule III of Listing Regulations, Para A (7) of Annexure I to SEBI circular no. CIR/CFD/CMD/4/2015 dated 09.09.2015, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Para A(7) of Annexure I of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given below:-

1. **Name of Key Managerial Personnel** – Mr. Rajesh Garg
2. **Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise** – Resignation
3. **Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment**
  - a) **Date of Cessation** – November 9, 2023
  - b) **Term of appointment/Re-appointment** - Not Applicable
4. **Brief profile** - Not Applicable
5. **Disclosure of relationships between directors (in case of appointment of a director).** – Not Applicable



## **5. Appointment of Mr. Naveen Kumar Laroia (Membership No. FCA 088257) as Chief Financial Officer (CFO)**

In continuation of our letter no. PML/CS/BSE/2023/172 dated November 08, 2023, it is hereby informed that the Board of Directors of the Company has approved the appointment of Mr. Naveen Kumar Laroia (PAN AAWPL8027C) and Membership No. FCA 088257) as Chief Financial Officer (CFO) of the Company w.e.f. November 09, 2023. The requisite information pursuant to the requirement of Regulation 30 read over with Para A (7) of Part A of Schedule III of Listing Regulations, Para A (7) of Annexure I to SEBI circular no. CIR/CFD/CMD/4/2015 dated 09.09.2015, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Para A(7) of Annexure I of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is as under:

1. **Name of Key Managerial Personnel** – Mr. Naveen Kumar Laroia
2. **Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise** – Appointment as Chief Financial Officer
3. **Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment**
  - c) **Date of Appointment** – November 9, 2023
  - d) **Term of appointment** - No fixed tenure
4. **Brief profile** - As Per **Annexure – II**
5. **Disclosure of relationships between directors (in case of appointment of a director).** – Not Applicable

## **6. Designation of Mr. Naveen Kumar Laroia, Chief Financial Officer as Key Managerial Personnel for determining materiality of events**

The Board has designated Mr. Naveen Kumar Laroia, Chief Financial Officer (PAN: AAWPL8027C) in addition to the existing designated KMP Mr. Hardam Singh, Company Secretary (FCS 5046) of the Company in terms of Regulation 30(5) of the Listing Regulations for determining materiality of an event or information and for the purpose of making disclosure of any material event or information under Regulation 30 of Listing Regulations to the Stock Exchange.

The contact details of both of the above Key Managerial Persons are as given below:-

Mr. Hardam Singh,  
Company Secretary cum Compliance Officer  
Phone:-0172-5041760  
Email: - [cs@paulmerchants.net](mailto:cs@paulmerchants.net)



## Paul Merchants Limited

An ISO 9001 : 2015 Certified Company CIN : L74900DL1984PLC018679

Corp. Office. : PML House, SCO 829-830, Sector 22-A, Chandigarh-160022

Ph. 0172-5041740, 5041757, 5041792 Fax : 0172-5041713

Regd. Office : DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg,

Najafgarh Road, New Delhi-110015 Ph. : 011-47529460

[www.paulmerchants.net](http://www.paulmerchants.net) [info@paulmerchants.net](mailto:info@paulmerchants.net)

Mr. Naveen Kumar Laroiya,  
Chief Financial Officer.  
Phone: - 0172-5041734  
Email: - [naveen.kumar@paulmerchants.net](mailto:naveen.kumar@paulmerchants.net)

## 7. Incorporation of Wholly owned Subsidiary of the Company

The Board of Directors of the Company has approved the incorporation of a new Company to operate in the field of Information Technology (IT) segment with proposed Authorized Share Capital of Rs. 25 Lakhs, which, after incorporation, will be the wholly owned subsidiary of the Company.

The detailed information pursuant to the requirement of Regulation 30 read over with Para A (1) of Part A of Schedule III of Listing Regulations, Para A (1.1) of Annexure I to SEBI circular no. CIR/CFD/CMD/4/2015 dated 09.09.2015, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Para A(1.1) of Annexure I of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as per **Annexure III** forming part of this disclosure.

The above disclosure is also available on the website of the Company at [www.paulmerchants.net](http://www.paulmerchants.net).

We hope that you will find the above in order. Kindly take the same on your records.

Thanking you,

Yours faithfully,

For **PAUL MERCHANTS LIMITED**

(HARDAM SINGH)  
COMPANY SECRETARY & COMPLIANCE OFFICER  
FCS-5046



## Annexure - I

S.no	Particulars	Disclosure
1	Type of securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Bonus issue of Equity Shares
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	20,56,000 (Twenty Lakhs Fifty Six Thousand only) Bonus Equity Shares of Rs. 10/- each.
4	Whether bonus is out of free reserves created out of profits or share premium account	Free Reserves and share premium account
5	Bonus Ratio	2:1 i.e. 2 (Two) bonus equity shares of Rs. 10/- each for every 1 (One) fully paid-up equity share held by the Members as on the record date.  The Bonus shares once allotted shall rank pari passu in all respects and carry the same rights as the existing Equity Shares of the Company
6	Details of share capital - pre and post bonus issue	Pre-Bonus Paid up share capital:- Rs. 1,02,80,000/- (Rupees One Crore Two Lakhs Eighty Thousand Only) divided into 10,28,000 (Ten Lakhs Twenty Eight Thousand) Equity Shares of Rs. 10/- each  Post-Bonus paid Up share capital:- Rs. 3,08,40,000/- (Rupees Three Crores Eight



## Paul Merchants Limited

An ISO 9001 : 2015 Certified Company CIN : L74900DL1984PLC018679  
Corp. Office. : PML House, SCO 829-830, Sector 22-A, Chandigarh-160022  
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Regd. Office : DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg,  
Najafgarh Road, New Delhi-110015 Ph. : 011-47529460  
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		Lakhs Forty Thousand only) divided into 30,84,000 (Thirty Lakhs Eighty Four Thousand) Equity Shares of Rs. 10/- each
7	Free reserves and/ or share premium required for implementing the bonus issue	Rs. 2,05,60,000 /- (Rupees Two Crores Five Lakhs Sixty Thousand only) would be capitalized from Free Reserves and Share Premium account for implementing the Bonus issue.
8	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	<p>As per Audited Financial Statements of the Company for the Year ended 31<sup>st</sup> March, 2023</p> <p>1. Free reserves = Rs. 4,48,81,57,165/-</p> <p>2. Share Premium Account = Rs. 50,40,000/-</p> <p>The entire Share Premium will be exhausted for present bonus issue and an amount of Rs. 1,55,20,000/- (Rupees One Crores Fifty Five Lakhs Twenty Thousand Only) shall be utilized out of Free Reserves and as such, the above are sufficient to be utilized for the present Bonus Issue.</p>
9	Whether the aforesaid figures are audited	Yes, the aforesaid figures are Audited as on 31 <sup>st</sup> March, 2023
10	Estimated date by which such bonus shares would be credited/dispatched	07-01-2024 i.e. within 2 months from the date of announcement.



## Annexure - II

### BRIEF PROFILE OF MR. NAVEEN KUMAR LAROIYA (CHIEF FINANCIAL OFFICER)

Particulars	Details
<b>Name</b>	CA Naveen Kumar Laroia
<b>Father's Name</b>	Shri Shakti Kumar Laroia
<b>Designation</b>	Chief Financial Officer
<b>Age (in years)</b>	59 years (Date of Birth- 02.03.1964)
<b>PAN</b>	AAWPL8027C
<b>Address</b>	J-1102, Victoria Heights, Peer Muchalla, Zirakpur, Punjab
<b>Educational/Professional qualifications</b>	B.Com, Chartered Accountant (FCA 088257)
<b>Experience</b>	33 years of Post qualification experience: Working with different well known industrial groups in India and Abroad (Nepal and Egypt)  These groups include:  a) Bharat Heavy Electricals Limited, Hardwar, UK. b) The Vardhman Group of Companies in Baddi, HP c) Duke Nepal ay Kathmandu d) Alexandria Fibre Company (Aditya Birla Group ) Alexandria Egypt





## ANNEXURE III

S.no	Particulars	Details of Wholly Owned Subsidiary
a)	Name of the target entity, details in brief such as size, turnover etc.;	The name of the Company is yet to be finalized and the Company is not yet incorporated and accordingly, the other details such as size, turnover are not yet available.
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The Wholly owned Subsidiary of the Company once incorporated will be a related Party of the Company as the promoters and Directors of Paul Merchants Limited (PML) i.e. Mr. Sat Paul Bansal and Mr. Rajneesh Bansal shall also become Directors of the target company and all the transactions between PML and the target Company will be undertaken at Arm's Length basis.
c)	Industry to which the entity being acquired belongs;	The target Company will operate in the field of Information Technology
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The target Company will operate in the field of Information Technology (IT).  The said industry holds immense potential for serious players as the infusion of IT in every business is rapidly increasing. Further, as the industry is becoming more and more regulated day by day, the entities which have a track record in compliance with the statutory regulations shall have an edge in the competition in the days to come. The company being known for its compliance culture and



		customer friendly business model, is expected to be able to do well in this segment and as such, the investment in this Company will prove to be fruitful for PML. With this investment, the investee Company will become Wholly Owned Subsidiary of PML.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	No such approval is required. However, if any permission from any Regulatory Authority is required at a later stage, the same shall be obtained.
f)	indicative time period for completion of the acquisition;	Within 6 months subject to approval of incorporation of the target Company by the Registrar of Companies.
g)	consideration - whether cash consideration or share swap or any other form and details of the same;	The consideration shall be routed through banking channel.
h)	cost of acquisition and/or the price at which the shares are acquired;	It is proposed to invest in equity shares of the investee company at a face value of Rs. 10/- per share. The target Company is proposed to be incorporated with an Authorized share capital of Rs. 25,00,000/- divided into 2,50,000 equity shares of Rs. 10/- each
i)	percentage of shareholding / control acquired and / or number of shares acquired;	100% equity stake
j)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	The target company is yet to be incorporated. Once the company is incorporated, it will undertake activities in the field of Information Technology and as the Company is yet to be incorporated, other details are not yet available.  The target company will have presence in India only.