



PAUL MERCHANTS LIMITED

TRANSCRIPT OF 41ST ANNUAL GENERAL MEETING OF PAUL MERCHANTS LIMITED HELD ON FRIDAY, THE 19TH DAY OF SEPTEMBER, 2025 AT 12:00 NOON THROUGH VIDEO-CONFERENCING FACILITY

At 12:00 Noon

Mr. Hardam Singh, Company Secretary and Compliance Officer:

Dear shareholders, respected members of the board and the senior colleagues who have joined the meeting as panellists, I extend a warm welcome to all of you to the 41ST Annual General Meeting of Paul Merchants Ltd, which is being held through video conferencing mode as per the guidelines of Ministry of Corporate Affairs and Securities and Exchange Board of India and we are holding it through Video Conferencing facility of zoom Video provided by CDSL. My name is Hardam Singh, I am the Company Secretary and Compliance Officer of the Company. I am joining the meeting from Chandigarh. Before starting the proceedings of the AGM, I wish to highlight certain points for the assistance of the shareholders regarding the participation in this meeting. Joining of the meeting has been made available 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM, which is 12.00 Noon, by following the procedure mentioned in the Notice. It will remain open for 15 minutes after the end of the proceedings of meeting for the purpose of Evoting. Members are encouraged to join the meeting through their laptops and headphones for a better experience and use internet with a good speed to avoid any disturbance during the meeting. Participants connecting from their mobile devices or tablets or through laptops connecting via a mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches. For smooth conduct of the meeting, the members will be on mute mode. Your audio and video will be switched on only when you speak at the AGM as per the requirement. Please note as per the requirements, the transcript of the AGM will be available on the website of the Company. As mentioned in the notice of the AGM, the facility of participation at the AGM through video conferencing or other audio/visual means has been made available for 1000 members on first come first serve basis, except for large shareholders, promoters, institutional investors, directors, Key Managerial Personnel, the chairperson of the Audit Committee of the Board, Nomination and Remuneration Committee of the Board and Stakeholders Relationship Committee of the Board as well as the auditors of the company, who are allowed to attend the AGM without any restrictions on account of first come first serve basis. Pursuant to the guidelines issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast



vote for the members is not available for this AGM. However, the body corporates were entitled to appoint their authorized representatives to attend the AGM through VC/other audio/visual means and participate and cast their votes through e-voting facility. The registered office of the Company is located at DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi -110015 and it shall be deemed to be the venue of this AGM and the proceedings of the AGM shall be deemed to be made thereat. The Company had provided the shareholders an opportunity to inspect all documents referred to in the notice and the explanatory statement by writing to the Company at its email ID at investor.redressal@paulmerchants.net till the date of AGM. All the documents referred to in the notice & explanatory statement including the Register of Directors & KMPs and their shareholding, Register of Contracts in which Directors are interested and Register of Members as maintained by RTA and other documents mentioned in the AGM Notice are available for inspection electronically till conclusion of this AGM to the shareholders who had submitted their requests in this regard to the email ID of the company at investor.redressal@paulmerchants.net. We have received requests from 9 members for registration as speaker shareholder in the AGM today and 2 shareholders have sent their queries on email, which we will respond suitably. We shall be allowing them to speak once the Chairman directs the same. We request speakers to limit their speeches to 5 minutes for the benefit of other shareholders. Shareholders who have not registered themselves as speakers and who are attending this meeting through VC today may also express their views and raise questions, if they have any, in the chat box. The Board would be responding to such queries suitably.

I now hand over the further proceedings of the AGM to the Chairman of the meeting Sh. Sat Paul Bansal. Over to you sir.

Sh. Sat Paul Bansal: Thank you Hardam. I am Sat Paul Bansal and I am the Chairman of the company and a Non-Executive Director. I am a member of Stakeholders' Relationship Committee and Chairman of the CSR Committee and Executive Committee of the Board. I am joining the meeting from Chandigarh. My warm greetings and Good Afternoon to all of you. In order to ensure the safety and convenience of all the stakeholders, this Annual General Meeting today has been convened through video conferencing means in compliance with the applicable provisions of the Companies Act 2013, read with specific General Circular No. 09/2024 dated 19.09.2024 issued by MCA read over with its earlier Circulars with particular reference to Circular no. 20/2020 dated May 5, 2020, Circular no. 17/2020 dated April 13, 2020, and Circular no. 14/2020 dated April 8, 2020 on the subject and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024 issued by SEBI read over with its earlier circulars on the subject, which exempt physical attendance of the members to the AGM venue. I hope and pray to



Almighty that all of you and your families and loved ones are keeping well and taking good care of your health. Hardam, is the requisite quorum present for this meeting?

Hardam Singh:- Yes sir, we have 42 members present for this Annual General Meeting and we can commence the proceedings of the meeting.

Sh. Sat Paul Bansal: Thank you, Hardam. The Company Secretary informs me that we have sufficient quorum of members participating through video conferencing. Accordingly, the meeting is properly constituted, and I call this meeting to order. Before moving ahead with the proceedings of the meeting, let me introduce you to the members of the board and senior management present with us today.

Mr. Rajneesh Bansal is the Managing director of the company. He is a member of Stakeholders' Relationship Committee, Executive Committee and CSR Committee of the Board. He has joined the meeting from Chandigarh.

Mr. Anoop Kumar Sharma is an Independent director of the company. He is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the board. He is joining the meeting from Chandigarh.

Mr. Bhupinder Singh is an Independent director of the company. He is the Member of the Audit Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee of the Company. He is joining the meeting from Ambala.

Mr. Inder Sain Negi is an Independent director of the company. He is a Member of the Audit Committee and Nomination and Remuneration Committee of the board. He is joining the meeting from Panchkula.

Mr. Ritesh Vaid is a Designated Whole Time Director in the Company and is joining the meeting from Chandigarh.

Mrs Sarita Rani Bansal is a Non-Executive Non Independent director of the company and is joining the meeting from Chandigarh.

Ms. Sakshi is the CFO of the Company and she has joined this meeting from Chandigarh.

Mr. Hardam Singh is the Company Secretary and Compliance Officer of the Company and he has joined this meeting from Chandigarh.

Mrs Tejinder Kaur, Non-Executive Independent director of the company could not join the meeting because of her preoccupations somewhere else.

The members may also note that Mr. Dhruv Goel, the Partner of M/s Rajiv Goel & Associates, Chartered Accountants, the Statutory Auditors Firm, Mr. Anil Negi, proprietor of the Secretarial Auditor Firm of the company, and Mr. Kanwaljit Singh Thanewal, the



Scrutinizer for this AGM, all are present in the meeting through video conferencing mode. The members may please note that this AGM is being held in line with the guidelines of the Ministry of Corporate Affairs and Securities and Exchange Board of India, on the subject of participation of the members through Video Conferencing. The proceedings of this Annual General Meeting shall be deemed to have been conducted at the registered office of the company. The facility of e-voting system is available for the purpose of conducting a poll during this meeting. I'm satisfied that all efforts feasible under the circumstances have been made by the Company to enable the members to participate and vote on the items being considered in the meeting. I again extend a warm welcome to all the shareholders of the Company to the 41st Annual General meeting of the company. The complete annual report of the company for the financial year 2024-25 including the notice convening this AGM had been emailed to all the members on 22nd of August, 2025 at their registered email IDs. I believe that the members have gone through the Notice, Explanatory Statement, Board of Directors Report, Financial Statements & Auditors Report thereon and with the permission of the members, I wish to take the same as read. The statutory auditors, M/s RAJIV GOEL & ASSOCIATES and the secretarial auditor Mr. Anil Singh Negi have expressed unqualified opinion in respect of audit reports for the financial year 2024-25. There were no qualification, observations or adverse comments on financial statements and matters which have any material bearing on the functioning of the company. The statutory auditors report on standalone financial statements and consolidated financial statements are available on page numbers 204 and 257 respectively of the annual report. The Secretarial Audit Report is enclosed as Annexure D-2 to the Boards report on page number 79 of the Annual Report.

India's foreign exchange reserves grew from USD 578.45 billion to USD 698.95 billion (as of June 7, 2025), ranking fourth globally behind China, Japan, and Switzerland. These reserves cover over 11 months of imports and 96% of total external debt. The Indian Rupee maintained low volatility under 3% despite global headwinds, trading within ₹82.50–₹83.60 per USD. India's inclusion in JPMorgan's GBI-EM index is expected to bring USD 20-25 billion in inflows. International tourism reached 1.4 billion arrivals in 2024 (11% growth), contributing USD 10.9 trillion to global GDP. The sector is projected to reach USD 11.7 trillion in 2025. India offers e-Visa facilities to 167 countries. India leads global remittances with USD 129 billion in 2024, ahead of Mexico (USD 68 billion) and China (USD 48 billion). Skilled migrants in the US, UK, and Singapore, India's outbound market projected at USD 45 billion by 2027. Indian travel market expected to generate USD 25.01 billion in 2025 with 8.06% annual growth. India's GDP growth projected at 6.2% in 2025, maintaining fastest-growing major economy status. Tourism sector contributed INR 19.13 trillion to GDP in 2023, targeting 100 million inbound tourists by 2047.

The Company operates principally in three business verticals Foreign Exchange, Tours & Travels and International Money Transfer. During the year under review, the Company



streamlined its product mix and prioritized offerings relevant to current market conditions. In the FY 2024-25, Gross Turnover from Foreign Exchange Services decreased to ₹3,303.46 Crores as compared to previous year figures of ₹6,471.08 crores, registering a de-growth of 49%. Due to sudden dip in the students going overseas for education purposes due to the tightening of norms in Canada & UK from January 2024 onwards, the sale and purchase of foreign exchange has decreased significantly in the last Quarter of FY 2024-25, impacting the overall volume of Turnover from Forex. Among the various products in Forex, the Telegraphic Transfer business has always been one of the major contributor for the Company towards the overall Forex Sales. This year too, it has been one of the major contributing product with 87.28% share in the total sales made by the Company. Currency business contributed to the overall Forex sales with a 12.72% share. In Non AD II Business category, the Company has been able to register an income of ₹6.60 crores as against the previous year's figures of ₹7.54 crores during the year under review, registering thereby a de-growth of 12.47% over last year.

In the Tours and Travels segment, Gross Turnover from Hotel Bookings and Packages stood at ₹490.13 Lakhs for the year under review as against the previous year figure of ₹335.86 lakhs, registering an increase of 45.93%. The revenue from hotel bookings stood at Rs. 31.11 Lakhs for the year under review as against the previous year figure of Rs. 27.64 Lakhs.

Revenue from Air Ticketing stood at ₹161.31 Lakhs for the year under review as against the previous year figure of ₹151.21 lakhs, registering an increase of 6.68%.

The Company also offers other services which are allied to the Tours and Travel activities like Visa and other products. These are the services, which are invariably required by the customer who comes to the Company Outlets for his Travel Needs. Revenue from Visa, Bus Bookings and Railway Booking services stood at ₹17.40 Lakh for the year under review as against the previous year figure of ₹13.83 Lakhs, registering an increase of 25.80%.

The Company has been offering International Inward Money Transfer services as a Sub Agent of Ebix Money Express Services (P) Ltd., as per the regulations issued by Reserve Bank of India and is offering the services of Western Union, RIA Money Transfer & Transfast and also working as sub agent of Delphi World Money Ltd. for offering services of Money gram. During the year under review, the Company achieved Revenue from this segment at ₹26.62 Lakhs as against the previous year figure of ₹28.35 Lakhs, registering a decline of 6.10%.

Further, the Company achieved Revenue from Domestic Money Transfer at ₹9.79 Lakhs as against the previous year figure of ₹9.70 Lakhs, registering an increase of 0.93%. For



offering these services, the Company acts as a Distributor of its Wholly Owned Subsidiary Paul Merchants Finance (Pvt) Ltd.

Members are requested to refer to the Annual Report of the Company for further details on the performance of the Company.

The company's net budget for its CSR projects was Rs. 57.07 Lakhs in the financial year under review and against this budget, the company has spent Rs. 59.04 Lakhs. The prominent projects covered under company's CSR program are Promoting Health Care, Promotion of Education, Promoting employment enhancing vocational skills and Eradication of Hunger. Further details on CSR are given in Annexure D-7 of the Annual Report under the heading "annual report on CSR activities".

I wish to express my gratitude towards the government departments and the regulators who are regulating the foreign exchange business in India to keep the nefarious elements away from the organised sector. I also thank the employees of the company for putting up exceptional efforts in the last Financial Year.

Moving forward, let's discuss the business to be transacted at this AGM.

The ordinary business proposed to be transacted in this AGM include adoption and approval of standalone and consolidated Annual Financial Statements of the Company for the Financial Year 2024-25, reappointment of Mr. Sat Paul Bansal, who is liable to retire by rotation and being eligible, has offered himself for reappointment and to re-Appoint M/s Rajiv Goel & Associates, Chartered Accountants as Statutory Auditors of the Company for the Second Term of 5 Years. The Special business includes (i) To re-appoint Mr. Inder Sain Negi (DIN 08947230) as Independent Director of the company for the Second Term (ii) To Appoint M/s Anil Negi & Company, Company Secretary as Secretarial Auditor of the Company for a Term of Five Consecutive Years and fixation of their remuneration. The implications of the Special resolutions are as per the explanatory statement annexed to the notice convening the AGM as set out in the Annual Report. Members may seek clarifications and/or offer comments related to any item of business, which will be addressed suitably. Now I would like to brief you about the resolutions, which are required to be passed today. There are 6 resolutions in the notice to be approved by the members at this annual general meeting.

Resolution no. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, (as an Ordinary Resolution)



Resolution no. 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon, (as an Ordinary Resolution).

Objective and Implications of the Resolution no. 1 and 2 are:-

As per Section 129 of the Companies Act, 2013, the financial statements of the Company for the financial year are required to be laid before the Annual General Meeting. In addition to it, if the Company has one or more subsidiaries, the consolidated financial statements of the Company for the financial year are also required to be laid before the members in the Annual General Meeting for consideration and adoption. The Annual Audited Accounts have already been circulated to the members for their consideration.

The members may please note that the statutory auditors of the Company have issued their reports on both the above sets of annual accounts of the company for the year ended 31st March, 2025 and their reports do not contain any adverse remark or qualification. Their reports were already annexed with Annual Report for FY 2024-25 sent to the members and for the ready reference of the members, I read out the relevant paras from the respective Auditors Reports:-

In case of Standalone Financial Statements:-

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

In case of Consolidated Financial Statements:-

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, of the consolidated profit,



consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

The financial statements were reviewed by the audit committee and approved by the Board of Directors of the Company. A copy of the financial statements has already been circulated to all the shareholders through permitted mode and is also available on the website of the company.

For the Resolution no. 3 of the AGM notice, I would like to entrust the conduct of the proceedings of the AGM to Mr. Anoop Kumar Sharma, the Independent Director of the Company and request him to take the chair.

Mr. Anoop Kumar Sharma: - Thank you Chairman Sir. Resolution no. 3 is relating to appointment of a Director in place of Sh. Sat Paul Bansal ji (DIN 00077499), who retires by rotation and being eligible, offers himself for reappointment. It is proposed as a Special Resolution.

Objective and Implications of the Resolution no. 3 are as under:

Pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each Annual General Meeting (AGM), but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation by virtue of provisions of Section 152 and the Managing Director of the Company is not subject to retirement by rotation by virtue of Articles of Association of the Company. Accordingly, Sh. Sat Paul Bansal ji (DIN 00077499) is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Further, in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Accordingly, the shareholders of the Company had earlier approved the appointment of Sh. Sat Paul Bansal ji as a director, in their Annual General Meeting held on 29th September 2021 by way of a Special Resolution and his re-appointment in this 41st Annual General Meeting is also proposed to be approved by way of a Special Resolution.

Despite being more than 78 years of age, Sh. Sat Paul Bansal ji is in good health and of sound and alert mind. The Board is confident about him being able to function and



discharge his duties in an able and competent manner. Based on the recommendation of the Nomination and Remuneration Committee and taking into account Sh. Sat Paul Bansal's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors considered and recommended the re-appointment of Sh. Sat Paul Bansal as a Non-executive Director and Chairman of the Company, liable to retire by rotation.

Sh. Sat Paul Bansal ji has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board recommended the Special Resolution at Item No. 3 for approval of the Members. His detailed profile had been annexed to the explanatory statement of the notice of this Annual General Meeting and I request the members to refer to the same. Various other terms and conditions relating to this special resolution, are given in the explanatory statement appended to the notice of the AGM. I believe the members have gone through the same.

Now I would like to invite Mr. Sat Paul Bansal ji, Chairman to take over the chair and continue with the further proceedings of the AGM. Thank you sir.

Mr. Sat Paul Bansal:- Thank you very much Mr Anoop Kumar Sharma ji.

Coming on to Resolution no. 4, this is to re-Appoint M/s Rajiv Goel & Associates, Chartered Accountants (Firm Registration No. 011106N) as Statutory Auditors of the Company for the Second Term of 5 Years. It is proposed as an Ordinary Resolution.

Objective and Implications of the Resolution no. 4 are:-

The Members of the Company at their 36th Annual General Meeting (AGM) held on September 29, 2020, had approved the appointment of M/s Rajiv Goel & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five years, from the conclusion of the 36th AGM until the conclusion of the 41st AGM. As such, the Statutory Auditors will complete their first term at the conclusion of the ensuing 41st AGM of the Company. Pursuant to Section 139(2)(b) of the Companies Act, 2013, a listed company may re-appoint an audit firm for a second term of five consecutive years. M/s Rajiv Goel & Associates, Chartered Accountants are eligible for re-appointment for the second term, from the conclusion of this 41st AGM until the conclusion of the 46th AGM of the Company to be held in the year 2030, as they meet the eligibility criteria as defined in Section 139(2)(b). The Audit Committee, in its meeting held on August 12, 2025, had evaluated the performance, eligibility, qualifications, and independence of M/s Rajiv Goel



& Associates, as required under Rule 3(1) of the Companies (Audit and Auditors) Rules, 2014. The Board of Directors, at its meeting held on August 13, 2025, based on the recommendation of Audit Committee, had recommended the re-appointment of M/s Rajiv Goel & Associates as Statutory Auditors of the Company for a second term of five consecutive years, from the conclusion of this 41st AGM until the conclusion of the 46th AGM of the Company to be held in the year 2030.

Resolution no. 5 is relating to re-appointment of Mr. Inder Sain Negi (DIN 08947230) as an Independent Director, for a second term. It is proposed as a Special Resolution.

Objective and Implications of the Resolution no. 5 are:-

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Inder Sain Negi as an Independent Director, for a second term commencing from November 1st, 2025 and ending on October 31, 2030, not liable to retire by rotation as explained in the Resolution set out at item no. 5 of the Notice of this AGM. Mr. Inder Sain Negi was appointed as an Independent Director of the Company at its 37th Annual General Meeting and he holds office until October 31, 2025. Pursuant to Section 160(1) of the Act, the Company has received written notice from Mr. Inder sain Negi proposing his candidature for the office of Director. Based on his performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recognizes that Mr. Negi's background, experience, and valuable contributions to the Board's decision-making process make his continued association as an Independent Director highly beneficial to the Company. The Board recommends retaining his services as Independent Director.

Various other terms and conditions relating to this Special resolution, are given in the explanatory statement appended to the notice of this AGM. I believe the members have gone through the same.

Resolution no. 6 is relating to Appointment of M/s Anil Negi & Company, Company Secretary as Secretarial Auditor of the Company for a Term of Five (5) Consecutive Years and fixation of their remuneration. It is proposed as an Ordinary Resolution.

Objective and Implications of the Resolution no. 6 are:-

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read over with relevant SEBI notifications, the Company is required to appoint a peer-reviewed practicing Company Secretary as Secretarial Auditor for conducting the annual secretarial audit to ensure compliance with applicable laws, regulations, and governance standards. It is



further provided that on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint:

- i. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,

with the approval of its shareholders in its Annual General Meeting.

M/s Anil Negi & Company, Company Secretary, represented by Mr. Anil Singh Negi is a Practising Company Secretary with strong credentials in the fields of SEBI regulations, corporate governance and legal compliance. He holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI). M/s Anil Negi & Company have given their consent to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Companies Act, 2013 and the Listing Regulations and have certified that they have not incurred any of the disqualifications as specified by the Board.

The Board recommends passing of this Ordinary Resolution as set out at Item No. 6 of this Notice, for approval of the Members.

Various other terms and conditions relating to this Ordinary resolution, are given in the explanatory statement appended to the notice of this AGM. I believe the members have gone through the same.

Moving forward, Remote e-voting facility had been extended to the shareholders of the company to vote on all these resolutions from 09:00 a.m. (IST) on Tuesday, September 16, 2025 upto 05:00 p.m. (IST) on Thursday, September 18, 2025 and the members have also been given the option to vote through e-voting process during this AGM.

I would also like to inform all the esteemed members attending this meeting that after the end of the proceedings of this AGM, they can cast their vote electronically if they have not voted earlier by way of remote evoting. As informed, the members had been provided the facility of remote evoting in respect of the resolutions as set out in the Notice of this AGM. In addition, the electronic voting system is also available during this AGM. The members who are attending the meeting, if they had not cast their vote by remote evoting earlier are entitled to cast their vote by electronic means during the AGM. The Board of Directors had appointed Mr. Kanwaljit Singh Thanewal, Practising Company Secretary, (having membership number No. FCS 5901) as the Scrutinizer for the evoting process today and also for the remote evoting done by the members. The Scrutinizer shall, immediately after the conclusion of voting at this 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 24 Hours from conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, and submit the said report to the Chairman of the Meeting. The result of the e-voting shall be declared on Saturday, September 20, 2025 at 2.00 PM at Corporate Office of the Company at SCO 829-830, Sector 22-A, Chandigarh – 160022.

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.evotingindia.com) immediately after the result is declared and shall simultaneously be forwarded to 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 out 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. All the businesses as set out in the notice of the AGM have been concluded and a time period of 15 minutes will be provided to the members for the purpose of e-voting after the conclusion of the meeting. Now, may I request the shareholders who have registered themselves as speakers, to ask their questions which will be replied by the board suitably.

Mr. Hardam Singh:- There are total 9 shareholders who have registered themselves as speakers. For a smooth session I will quickly share certain norms, which must be followed by the speaker shareholders. Speaker shareholders are requested to unmute their microphone before speaking and also enable their camera if they wish to appear on the video. They are requested to mention their name, folio number, DP ID and the location. Kindly restrict your comments to not more than 5 minutes so that all speakers may get an opportunity to share their views.

Now I request the Event Host to allow Mr. Nirmal Kumar to ask his question

Mr. Nirmal Kumar:-

Good Afternoon Chairman Sir and Board of Directors. Myself Nirmal Kumar from New Delhi.

First of all, sir मैं आपका ध्यानवाद करना चाहूंगा और Secretarial dept का धन्यवाद करना चाहूंगा, जिन्होंने इस पोर्टल के माध्यम से मुझे AGM में जुड़ने का मौका दिया। सर, आपने अपनी चेयरमैन के Speech में कहा कि कंपनी के present और future के बारे में मुझे काफी अच्छे से बताया और मैं आशा करता हूं हमारा बोर्ड आने वाले समय में जो भी प्रस्ताव लाएगा वो कंपनी के लिए फायदेमंद होगा। आप लगन, इमामदारी, emotion और dedication से कंपनी में काम करते चले आ रहे हैं और कंपनी के शेयर को नई उचाइयां देने लगे हैं मुझे पूरा विश्वास है हमारी कंपनी आने वाले समय में हमारी कंपनी बड़े मुकाम



हासिल करेगी और हमारा शेयर price भी ऊंचा हो जाएगा। Virtual Mode के माध्यम से AGM में शामिल होने की सरहाना करता हूं इसे हमें आसानी से भाग लेने का मौका मिलता है और समय और स्थान की बाधाएं भी ख़तम हो जाती है। और सर मैं सभी resolutions का समर्थन करता हूं और सर हमारे Secretarial dept में हमारे सीएस सर की जितनी तारीफ की जाए उतनी कम है, हमारी कोई भी Query होती है हम उन्हें mail करते हैं और mail पर हमें उनका टूरेंट reply मिल जाता है। Last में, सर मैं आपके अच्छे स्वास्थ्य की कामना करता हूं कि आप इसी तरह कंपनी का मार्ग दर्शन कर रहे हैं और shareholders को लाभान्वित करते रहे। धन्यावाद

English Translation:-

First of all, sir, I would like to thank you and the Secretarial Department for giving me the opportunity to join the AGM through this portal. Sir, in your Chairman's speech, you explained the present and future of the company very well, and I hope that whatever proposals our Board brings in the coming time will be beneficial for the company. You have been working in the company with dedication, honesty, emotion, and commitment, and you have taken the company's share to new heights. I am confident that our company will achieve great milestones in the future, and our share price will also rise.

I appreciate the option of joining the AGM through Virtual Mode, as it gives us an easy opportunity to participate and removes the barriers of time and location. Sir, I support all the resolutions, and I must say that no amount of praise is enough for our Secretarial Department and our Company Secretary. Whenever we have any query, we email them, and we receive their prompt reply on mail.

Lastly, sir, I wish you good health so that you continue to guide the company in the same way and keep benefiting the shareholders. Thank you.

Mr. Sat Paul Bansal: Thanks Nirmal Kumar Ji.

Mr. Hardam Singh:- Now I request the Event Host to allow Mrs Reena Jain to ask her question.

Mrs Reena Jain:- आदरणीय अध्यक्ष महोदय, मैं रीना जैन दिल्ली से बोल रही हूँ, आपने ज्ञान वर्धक स्पीच दी है जिसको सुनने के बाद कोई सवाल बचा ही नहीं! फिर भी एक जानकारी चाइये थी, कि अमेरिका विवाद का हमारी कंपनी पर कोई असर पड़ा है क्या? मैं सीएस टीम का भी धन्यवाद देती हूँ और कंपनी के अच्छे भविष्य की कामना करती हूँ! धन्यवाद

English Translation: Respected Chairman, I am Reena Jain from Delhi. After listening to your knowledgeable speech, there's hardly any question left to ask. Still, I wanted to know whether the U.S. dispute has had any impact on our company. I would also like to thank the CS team and wish the company a bright future. Thank you.



Sat Paul Bansal: Ms. Reena, could you please repeat your question — what did you ask?

Reena Jain: यूएस विवाद का हमारी कंपनी पर कोई असर तो नहीं पड़ा ?

English Translation: Has the U.S. dispute affected our company in any way?

Sat Paul Bansal: No, not to my knowledge.

Reena Jain: Thanks you sir.

Sat Paul Bansal:

Mr. Hardam Singh:- Now I request the Event Host to allow Mr. Sarvjeet Singh to ask his question.

Mr. Sarvjeet Singh :- Hello Chairman Sir can you hear my voice?

Chairman Sir, first of all, good afternoon to you, all the Board of Directors, all the staff of Paul Merchants Limited, and my co fellow shareholders.

Chairman Sir, जिस तरीके से आपने अपनी opening remarks में हमें कंपनी के बारे में बताया, हमें clear vision होता है कि आने वाला जो हमारा future है वह एक bright future है। सर, हम काफी time से कंपनी से जुड़े हुए हैं और आप लोग जिस तरीके की हमें return देते आये हैं, उसे हमें पूरी उम्मीद है कि आने वाला जो हमारा future है एक Bright future है। चेयरमैन सर थोड़ा सा बस यही कहना चाहूंगा कि जिस तरीके से आप लोग मेहनत कर रहे हैं वो आपने अपनी Opening remarks में clear तरीके से बताया, तो सर बस यही कहना चाहेंगे कि आने वाला time हमारी कंपनी दिन दुगनी रात चौगनी तरक्की करे और हमें आने वाले time में अच्छे return मिले। बाकी सर, आपके CS साहब और उन की पूरी की पूरी टीम का धन्यवाद करना चाहेंगे जिन्होंने हमें आपके सामने बोलने का मौका दिया। Thankyou Sir, thankyou so much for giving me this chance.

English Translation:

Chairman Sir, the way you explained about the company in your opening remarks gives us a clear vision that our future is indeed bright. Sir, we have been associated with the company for a long time, and the kind of returns you have been giving us makes us fully confident that the coming future will be a bright one. Chairman Sir, I just want to say that the hard work you and your team are putting in was clearly reflected in your opening remarks. So, Sir, we only wish that in the coming time our company grows by leaps and bounds and that we continue to receive good returns.



Apart from this, Sir, I would like to thank your Company Secretary and the entire team for giving us the opportunity to speak before you.

Thank you, Sir, thank you so much for giving me this chance.

Mr. Sat Paul Bansal: धन्यवाद, सर्वजीत जी। आपके शुभकामनाओं के लिए बहुत-बहुत धन्यवाद।

(Thank you, Sarvjeet ji. Thank you for your good wishes.)

Mr. Hardam Singh:- Next on the list is Mr. Manjit Singh. Now I request the Event Host to allow him to speak

Mr. Manjit Singh:- मैं कंपनी की management team, the Secretarial team, and my fellow shareholders, का स्वागत करता हूँ। Good afternoon Sir, जिस तरह से आपने अपने रिमार्क्स में कंपनी के बारे में बताया, वर्तमान के बारे में और भविष्य के बारे में बताया, उससे हमें दिखा कि clear vision है, आगे फोकस है, जो growth के लिए है। सर इस साल के अंदर जो हमने रकम जुटाई है एल एंड टी फाइनेंस से जो बिजनेस सेल किया तो उसका इस्तेमाल हम किस तरह से कर रहे हैं और जिस राज्य और शहर के अंदर हम हैं उसके इलावा भी कुछ नए शहर और राज्य में हम जा रहे हैं? थोड़ा आप हमको बताएं तो कंपनी के बारे में, थोड़ा और क्लियर होगा कि किस तरह से हमारे काम हो रहे हैं हमारा बिजनेस शेयर बाजार में लिस्टेड है। हमारा बीएसई कोड 539113 PML जो इसका प्रतीक है उसका पूरा मान सम्मान करते हुए Secretarial department ने समय पर बैलेंस शीट बनाई है और हमारे बोर्ड को हमारे साथ रुबरू कराया ये जो आज का समय हमने आपके साथ साँझा करा है ये हमारे आपके साथ investment को मजबूत करेगा। ये आप के remarks में हमें दिखता है, आगे कंपनी तरक्की करे, इसके लिए हम आपसे आशा करते हैं और भगवान से प्रार्थना करते हैं। प्रबंधन टीम को धन्यवाद और सचिवीय टीम को धन्यवाद

English Translation: I welcome the company's management team, the Secretarial team, and my fellow shareholders. Good afternoon, Sir. The way you explained about the company in your remarks—about the present and the future—shows us that there is a clear vision and a strong focus ahead for growth.

Sir, this year we raised funds from L&T Finance by selling the business. How are we utilizing those funds, and apart from the states and cities where we currently operate, are we planning to expand into new cities and states? If you could share a little about this, it would give us more clarity about how our work is progressing.

Our business is listed on the stock exchange. Our BSE code is 539113, and the symbol is PML. Respecting that, the Secretarial Department has prepared the balance sheet on time and connected our Board with us. This time we are sharing with you today will strengthen our investment with you.



Your remarks reflect that the company will progress further, and we hope and pray to God for that. Thanks to the management team and thanks to the Secretarial team.

Mr. Sat Paul Bansal: मनदीप सिंह जी, आपके शुभकामनाओं के लिए बहुत-बहुत धन्यवाद। Management टीम और हमारे सभी सहयोगी आपकी और सभी shareholders की अपेक्षाओं पर खरा उतरने के लिए हर संभव प्रयास करेंगे।

English Translation:- Mr. Mandeep Singh, thank you very much for your kind wishes. The management team and all our colleagues will make every possible effort to live up to your and all the shareholders' expectations.

Mr. Hardam Singh:- Now I request the Event Host to allow Mr. Gagan Kumar to ask his question

Mr. Gagan Kumar:- : Good afternoon, Mr. Chairman, Board of Directors and fellow shareholders. Myself, Gagan Kumar, I am joining this meeting from Delhi. First of all, I would like to mention that I had requested for a hard copy of annual report, which I received well in time. And, after going through the balance sheet, I'm very happy to share that I do not have any questions pertaining to accounts. Because each and every aspect of balance sheet is very much clear. My one and only one query to the management is what is our strategy to maintain or to enhance our margins. And, as far as the agenda of this meeting is concerned, I supported all the resolution. It would be unfair on my part without mentioning higher corporate governance under the leadership of our CFO, CS, and entire secretarial team. Hope to see a healthy growth in the business, and as well as in the size of the company. Thank you so much for this opportunity.

Mr. Sat Paul Bansal: Thank you Gagan ji, for your kind wishes. आपके शुभकामनाओं के लिए धन्यवाद। हम भी आशा करते हैं कि हम सभी shareholders की अपेक्षाओं पर खरे उतरें।

We also hope that we live up to the expectations of all our shareholders.

As for your questions, there are certain restrictions imposed by SEBI, due to which we cannot share or discuss any further strategies on this or any other platform. However, as soon as any development takes place, it will automatically be visible to you, we will inform the Stock Exchange within 24 hours, and the information is published on the same day. So, you can rest assured.

Thank you very much.

Mr. Hardam Singh:- Now I request the Event Host to allow Mr. Aditya Deorah to ask his question



Mr. Aditya Deorah:- नमस्कार सत पाल जी. मैंने आपकी कंपनी को 2-3 साल से ट्रैक की है और, इंडिया में बहुत कम बिजनेसमैन होंगे, जिन्होंने अपने life cycle में 2 बिजनेस बनाए and in their lifetime they have been able to sell it out at a fantastic Valuation. So first, शायद आपने, what you did was with, I guess it was settle fee money, at some point of time, आपने Ebix को अपना बिजनेस बेचा था Forex वाला and second आपने L&T Finance को बेचा and absolutely fantastic and our book value is somewhere around Rs. 3000 and our share price is around Rs 730. So, इसमें थोड़ा सा divergence है and I think at management level, आपको थोड़ा सा you know, you should be a bit more, open to the stock market investors and analysts as to what you are doing, because apart from a few people in the market, किसी को अपनी कंपनी के बारे कुछ भी में पता नहीं है और एक ही बिजनेसमैन का ध्यान आता है मुझे आपके इलावा जिन्होंने अपने जीवनकाल में शायद ऐसा किया था, one was Mr. Ajay Piramal, अगर आप Compare करोगे आपका और उनका life history it was very similar, उन्होंने भी अपना main बिजनेस एक दो बार बेचा and he diversified it into something else. मेरे से पहले वाले स्पीकर का भी ये सवाल था कि ये जो 900 करोड़ हमारी Books में है वो उसका आप क्या करोगे। I guess there might be some divergence in between our view, and Hardam ji is well qualified to answer it. SEBI allows anything that you say in, annual general meeting is allowed by SEBI. It is for public, because it is for shareholders. It is as good a disclosure as it is to a stock market. Hardam ji can correct me if I'm wrong over here. So, sir, मेरा बस एक ही query था apart from that की इस 900 करोड़ के साथ क्या करोगे one is that आपने शायद around Rupees 30 crore का one time benefit Management को दिया from your subsidiary दिया, Sir, इसमें कोई problem नहीं है कि आप एक दम deserve करते हैं, as a shareholder, I have no right to object it. But it would have had been far better, अगर आप उसे as dividend देते आपके शायद Rs 10 करोड़ और खर्च होते to minority shareholders, but the message that would have had gone across would be far more investor-friendly. It's just a recommendation or a proposal from my side. Thank you, good wishes, thank you for your time and और कभी चंडीगढ़ आऊंगा तो आपसे जरूर मुलाकात करूंगा धन्यवाद

English Translation:

Namaste, Mr. Sat Paul Ji. I have been tracking your company for 2–3 years, and there are very few businessmen in India who, in their lifetime, have built two businesses and sold them at fantastic valuations. First, I believe you sold your Forex business to Ebix at some point, and second, you sold another business to L&T Finance—absolutely fantastic. Our book value is somewhere around ₹3,000, and our share price is around ₹730. So, there is a bit of divergence, and I think at the management level, you should be more open to stock market investors and analysts about what you are doing. Because apart from a few people in the market, no one knows much about your company. The only other



businessman who comes to my mind who has done something similar in their lifetime is Mr. Ajay Piramal. If you compare your life history with his, it is very similar—he also sold his main business once or twice and diversified into something else. The previous speaker also asked this question: what will you do with the ₹900 crore that is in our books? I guess there might be some divergence in our views, and Hardam ji is well qualified to answer this. SEBI allows anything said in the Annual General Meeting to be disclosed publicly because it is for shareholders. It is as good as a disclosure to the stock market. Hardam ji can correct me if I'm wrong here. So, sir, my only query apart from that ₹900 crore is this: you gave around ₹30 crore as a one-time benefit to management from your subsidiary. Sir, there is no problem with that—you absolutely deserve it. As a shareholder, I have no right to object. But it would have been far better if you had given it as a dividend. You might have spent ₹10 crore more for minority shareholders, but the message that would have gone across would have been far more investor-friendly. It's just a recommendation or proposal from my side. Thank you, good wishes, thank you for your time. And whenever I come to Chandigarh, I will definitely meet you. Thank you.

Mr. Sat Paul Bansal: Most welcome Aditya ji. आप आईए आप का पूरा सम्मान किया जायेगा. आप की शुभकामनाओ का हम पूरा आदर करते हैं. Just a small correction — the first business we sold was not the forex business, but the money transfer business.

English Translation:- Most welcome Aditya ji. Please come, you will be given full respect. We truly appreciate your good wishes. Just a small correction — the first business we sold was not the forex business, but the money transfer business.

Mr. Hardam Singh:- And to add to what the chairman sir, has said, Adityaji, I differ with your view that anything can be disclosed to the shareholders in the AGM, because disclosure in the AGM is not the appropriate forum, because the disclosure made in the AGM is a disclosure to select people who are joining the AGM. Whereas any material development or any material decision taken by the company or by the board first needs to be disclosed to the stock exchange, because there, it gets immediately disseminated to the entire public. There, the disclosure does not remain a select disclosure, whereas in the AGM, it's a select disclosure, but your association with the company is a valuable association, and whenever you have any questions, you can directly connect with us, so no problem at all. But the legalities and technicalities have to be taken care of, and I think you will appreciate that.

Mr. Hardam Singh:- Now we can move on to the next shareholder. I request the Event Host to allow Mr. Lokesh Gupta to ask his question

Mr. Lokesh Gupta:-



हेलो, चेयरमैन सर, मैं दिल्ली से लोकेश गुप्ता, आप सभी बोर्ड मेंबर्स का स्वागत करता हूँ, सर कंपनी के काफी पुराने शेयरहोल्डर्स हैं, लेकिन मीटिंग वीसी से होने के कारण हम रेगुलर आपसे जुड़े रहते हैं, सर शानदार चेयरमैन स्पीच हो रहे थी, जिस में आपने कंपनी के वर्तमान और भविष्य के बारे में आपने बताया, उसके बाद सवाल बचते नहीं हैं। सर सवाल होते भी वहां है जहां विश्वास भरोसा नहीं हो। आप पर भरोसा है विश्वास है। जो भी निर्णय आप कंपनी के बारे में लेंगे, वो कंपनी के हित में होगा तो शेयरधारकों को इनाम भी मिलेगा। सर मुझे आपसे जानना है जो ईरान इराक जो इस तरीके के scenario चल रहे उसका ट्रेवलिंग एजेंसी पर किस तरह का प्रभाव आया है। क्या हमारे पर भी इसका कुछ positive/Negative प्रभाव पड़ा है थोड़ा इस बारे में बताईए। सर आप इसी तरह से मेहनत करते रहें। मैं कंपनी का आज भी Shareholder है, कल भी Shareholder था और कल भी Shareholder रहूंगा। लेकिन सर एक बार हमें आपसे मिलने का अवसर मिलता है एक साल में लेकिन कंपनी सचिव सर के पास बार-बार हम अपने सवाल लेके जाते हैं well time पर हमें जवाब मिलता है इसके लिए मैं उनकी टीम को बहुत बहुत धन्यवाद दूंगा। अंत में कंपनी के सुखद भविष्य के लिए शुभ कामना देता हूँ। धन्यवाद sir.

English Translation:

Hello, Chairman Sir. I am Lokesh Gupta from Delhi, and I welcome all the Board members. Sir, the company has many long-standing shareholders, and because the meeting is held via VC, we are able to stay regularly connected with you. Sir, your Chairman's speech was excellent. You explained the present and future of the company so well that there are hardly any questions left. Questions only arise where there is no trust or confidence. We have full trust and confidence in you. Whatever decisions you take for the company will be in the company's interest, and shareholders will also be rewarded. Sir, I just want to know about the current scenario in Iran and Iraq—what impact has it had on the travel agency business? Has it had any positive or negative effect on us? Please share a little on this. Sir, please keep working hard as you always do. I am a shareholder today, I was a shareholder yesterday, and I will remain a shareholder tomorrow. We only get an opportunity to meet you once a year, but we often take our questions to the Company Secretary, and we always receive timely responses. For this, I thank the entire Secretarial team wholeheartedly. Finally, I extend my best wishes for the company's bright future. Thank you, Sir.

Mr. Sat Paul Bansal: आपके शुभकामनाओं के लिए Lokesh Ji बहुत-बहुत धन्यवाद. ऐसे जो आपने question Iran Iraq के बारे में पूछा है हमे उनके बारे में कोई comment करना नहीं होता न ही हम कर सकते हैं. ये तो government की policies हैं। They know only. We are nobody to comment on that.

English Translation:- Thank you very much, Lokesh Ji, for your kind wishes. As for the question you asked about Iran and Iraq, we do not comment on such matters, nor can



we. These are government policy issues. Only they know, and we are not authorized to comment on that.

Mr. Hardam Singh:- Now I request the Event Host to allow Mrs Geetu Chadha to ask her question

Event Host:- Not available in the meeting

Mr. Hardam Singh:- Now we can move on to Mr. Santosh Bhutani. I request the Event Host to allow Mr. Santosh Bhutani to ask his question

Event Host:- Not available

Mr. Hardam Singh:- Further, we had received few queries from two shareholders through email, which we need to respond. Mr. Dishant Virendra Shah has asked some questions, and for ready reference, I am reading out the queries raised by him as under:-

1. Why did the company decide to sell a business generating ₹57 crores in profits to L&T at a valuation of ₹660 crores, which represents around 0.4 of its book size — significantly lower than market multiples and generating significant ROE?
2. The company is paying ₹8 crores as remuneration to the Managing Director. Why is no similar return being offered to investors in the form of dividends or share buybacks?
3. Paul Merchant Finance Private Limited has sold its gold business to L&T Finance Limited and received ₹660 crores in the first tranche. Why is the company not distributing this amount as a dividend to the holding company, which in turn could distribute it to the ultimate shareholders.
4. The company plans to propose incentives totaling ₹25 crores to the Bansal family (₹15 crores to Sat Paul Bansal, ₹5 crores to Sarita Rani Bansal, and ₹5 crores to Rajneesh Bansal). Given that such substantial incentives are being paid to the promoters, why is the company unable to distribute a comparable amount as dividends to shareholders? Should directors reconsider such remuneration if they are unable to propose equitable returns to shareholders?

Answer:-

Ans to Question no. 1

Your questions are basically related to the wholly-owned subsidiary of the company, Paul Merchants Finance Pvt. Ltd. For ease of reference I will be referring to this subsidiary company as PMFPL. The sale of PMFPL's gold loan business was executed under a Business Transfer Agreement and successfully completed on June 9, 2025. The



transaction fetched a total value of approximately ₹713 crores, including ₹660.64 crores received in the first tranche. The rationale for the slump sale was strategic and was undertaken after intensive research in the market and Several independent agencies were involved in the process. This sale enables PMFPL to focus on expanding its other business verticals and ensures adequate resources for future growth. It is important to note that the proceeds of this sale are intended to strengthen the financial position of PMFPL and support its expansion into new lending products, which will ultimately enhance shareholder value for the Parent Company.

There is a consolidated answer to Question no. 2,3 and 4 as all these questions are aimed towards giving returns to the shareholders.

First of all, the figure of Rs. 8 crores which you have quoted as remuneration paid by PMFPL to the Managing Director is incorrect. As a matter of fact, a sum of Rs. 3.60 crores has been paid by PMFPL to the Managing Director during FY 2024-25. Further, PMFPL has already paid a dividend of ₹15 crores to its parent Company Paul Merchants Limited and further decisions regarding fund utilization and distribution will be taken by the Board in due course. On the question of paying Special Incentives to the Directors of PMFPL, the same have been paid recognizing their pivotal roles in the setting up of the gold loan business, successful execution of the slump sale and strategic transformation of PMFPL and is a common practice in the industry to reward the directors for their strategic role in any important corporate action. The same has been reviewed, evaluated and approved by the Nomination and Remuneration committee, Audit Committee, Board of Directors and also by Audit Committee and Board of Directors of the parent Company Paul Merchants Limited and the incentive amounts are also supported by certificates issued by Statutory Auditors and Secretarial Auditors of the Company. The payment of the Special Incentives will be made after final approval by the Shareholders of PMFPL. Further, the parent Company Paul Merchants Ltd has a history of rewarding its shareholders through dividends and in the year 2023, the Company had also come up with a handsome bonus issue in the proportion of 2:1 i.e. 2 fully paid up Equity Shares of Rs. 10/- each for every 1 fully paid-up Equity Share of Rs. 10/- each held by the shareholders of the company. Going forward also, the Board remains committed to evaluate dividend and other proposals at appropriate times, subject to regulatory compliance and financial prudence. However, you will appreciate that any forward-looking statements on such matters are considered Unpublished Price Sensitive Information (UPSI) and cannot be announced in advance in terms of SEBI Regulations.

There are some questions by the same shareholder on Financial Statements. These questions are:-



1. What is the meaning of “Shri Laxmi Ji” below equity on the face of the standalone and consolidated balance sheet?
2. Why is the securities premium figure different in the standalone financial statements compared to the consolidated financial statements?
3. Why has the accounting for “Right of Use Assets” under Ind AS 116 not been performed for rent expenses? Kindly confirm.
4. The “Advance to other parties” amounting to ₹272 lakhs — which parties does this pertain to?
5. Why has the provision for tax not been adjusted against current tax as per Schedule III?
6. Please explain the “Advance against property” entry — which property does it relate to, and what is the future plan? Why has the company made a provision for expected credit loss on this?
7. Why has the company not made any provision for expected credit loss on trade receivables outstanding for more than 3 years? The ECL policy related to trade receivables needs to be reviewed.

For above questions, I request the CFO of the Company Sakshi Mittal to respond.

Ms. Sakshi Mittal:-

Ques: What is the meaning of “Shri Laxmi Ji” below equity on the face of the standalone and consolidated balance sheet?

Ans: As a matter of respect and a religious custom, a small amount of one rupee twenty five Paisa has been parked under the Equity head "Shri Laxmi ji", which is symbolic in nature.

With Regards to Question No. 6 to 11 we wish to state that while we appreciate your queries as a valued shareholder, however, we would like to clarify that all disclosures required under applicable laws, accounting standards, accounting policies have been duly made in the audited financial statements. These disclosures have been reviewed by the Audit Committee and audited by the Statutory Auditor of the company. Therefore, while we acknowledge your queries, we regret to state that such selective and classified information is not feasible or desired to be given beyond what has already been disclosed in the financial statements and public filings. You may refer to the Notes to the Financial Statements and Accounting policies reflected therein. This approach ensures



compliance with SEBI regulations and maintains fairness and transparency for all stakeholders.

The above were the answers from me to the questions raised by Mr. Dishant Virendra Shah. Over to you Hardam Sir.

Mr. Hardam Singh:- Further, Mr. Keshav Garg had also asked some questions, which I am reading out as under:-

- 1) What is the outlook for FY26 in terms of topline & bottom line?
- 2) What is a steady state EBITDA margin?
- 3) What are expected margin improvements over the next 2-3 years?
- 4) Why has our revenue from foreign exchange services declined significantly in FY25?
- 5) What was the aggregate volume of transactions in FY25?
- 6) What are the expected branch additions in FY26?
- 7) Are we seeing any recovery in no. of students travelling overseas for studies?
- 8) What is the end user wise industry mix for foreign exchange services between students, business and travel?
- 9) How do we expect to utilise proceeds from sale of gold loan business?
- 10) When can we expect to receive the entire amount from L&T finance?
- 11) How do we plan to maintain profitability in the future as the gold loan business was a major contributor to profits?
- 12) What is the fair value for land & building in our books?
- 13) What are our plans to scale up international inward remittance business?
- 14) What was the contribution to revenue from insurance products? How are we seeing this business grow in the next 2-3 years?
- 15) Are we planning to enter new segments?
- 16) What are the capex spend plans on branch additions over the next 2-3 years?
- 17) Where do we see the business growing in the next 3-5 years?

Thank you for your questions Mr. Keshav. For questions no. 4,5,7,10 and 12, I would request the CFO to respond appropriately. And as far as your other questions like question no. 1, 2, 3, 6, 8, 9, 10, 11, 13, 14,15, 16, and 17 are concerned, these questions



are related to future financial projections, strategic plans, unpublished valuations, growth outlook and we are unable to provide specific responses at this platform. This is in compliance with the SEBI PIT Regulations, which restrict the disclosure of unpublished price-sensitive information to ensure fair and equal dissemination to all stakeholders. Relevant details, where applicable, will be shared through appropriate regulatory filings or official announcements in accordance with SEBI guidelines. We appreciate your understanding and continued support.

Now I request the CFO of the Company Ms Sakshi Mittal to respond to the questions no. 4,5,7,10 and 12.

Ms Sakshi Mittal:-

Q4.Why has our revenue from foreign exchange services declined significantly in FY25?

Reply:- First and the most important reason is the policies of Canada for students has been changed. They have reduced the student intake resulted in reduction in student movement to Canada by more than 50%. Canada was the largest corridor for student movement from India. Australia and US have also become more strict in giving visas that is the result student movement to US and Australia has been also declined.

Q5.What was the aggregate volume of transactions in FY25?

Reply:-The Aggregate No of transactions of TT, DD and currency sales are Seventy Eight Thousand approximately, further revenue details have been given in Note No. 24 of Standalone Financial statements.

Q7.Are we seeing any recovery in no. of students travelling overseas for studies?

Reply :-During the Financial year 2024-2025 we didn't see any recovery and about future nothing can be said with certainty as the global scenario is ever evolving and a lot of external factors will eventually influence this stream of business in future.

Q10.When can we expect to receive the entire amount from L&T finance?

Reply:-The entire sales consideration amounting Rs 713 cr approximately has been already received from L& T in two tranches, out of which, an amount of Rs. 1,21,22,776/- has been retained by the acquirer on account of depreciation, till satisfactory resolution of the matter of treatment of depreciation of assets held under sale and a further sum of Rs. 15 Crore has been retained by them as Retained Amount, which will be released in accordance with the terms of the BTA.

Q12. What is the fair value for land & building in our books?



Reply :-Please Refer Significant accounting Policies-“D”. As per our accounting policy, the items of Property Plant & equipment are measured at Cost less any accumulated depreciation and any accumulated impairment losses.

That was all from me on these questions. Over to your sir.

Mr. Hardam Singh:- Thanks Sakshi. There is no comment or question in the Chat box. Ladies & Gentlemen, with this, we come to the end of this section and I hand over the proceedings back to our Chairman. Over to you Chairman Sir.

Mr. Sat Paul Bansal:- Thank you Hardam. I now declare the proceedings of the 41st Annual General Meeting as completed. I would like to express my heartfelt gratitude towards all the esteemed shareholders of the company for being with the company, to all my colleagues on the board of directors of the company, to the senior management team of the company and to all the employees of the company. Members attending the AGM today who have not already cast their vote by remote e-voting may cast their vote on the e-voting platform now. You are given 15 minutes time for e-voting. I once again thank you all for taking out valuable time and for participating in the AGM.

Hardam Singh: Thank you sir. This is to confirm that the requisite quorum was present throughout the Meeting. Now that the proceedings of the 41st Annual General Meeting of the company are over, I request the shareholders of the company to cast their votes by electronic voting system by using their login credentials. As explained by the chairman, after the e-voting during this AGM the scrutinizer shall take the required steps and the result of the voting shall be declared on Saturday, September 20, 2025 at 2.00 PM at Corporate Office of the Company. The Panellists can now leave the meeting and the e-voting platform will remain open for 15 minutes time after the conclusion of this meeting and will be disabled thereafter. I extend a formal vote of thanks to the chair and declare the meeting as concluded. Thank you very much. The scrutinizer can take further requisite steps in relation to the evoting.