



PAUL MERCHANTS

Paul Merchants Ltd.

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. : 011-48702000

www.paulmerchants.net info@paulmerchants.net

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

PML/CS/BSE/2017/ 953
Date: October 03, 2017

SUB: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2016-2017

Dear Sir,

In terms of the provisions of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached annual report of the company for the financial year 2016-2017.

You are requested to kindly take the same on your records.

Thanking You.

Yours faithfully,

For PAUL MERCHANTS LIMITED,


(HARDAM SINGH)
COMPANY SECRETARY
FCS 5046



**33rd ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH, 2017**



PAUL MERCHANTS LTD.

(An ISO 9001:2008 Certified Co.)

(CIN: L74900DL1984PLC018679)

www.paulmerchants.net

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CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. SAT PAUL BANSAL
 MR. RAJNEESH BANSAL
 MR. SANDEEP BANSAL
 MRS. SARITA RANI BANSAL
 MR. DHARAM PAL SHARMA
 MR. VIGYAN ARORA
 MR. DILBAG SINGH SIDHU
 MR. AJAY KUMAR ARORA
 MR. ARJUN PANDURANG GHUGAL
 MR. KRISHAN LALL KHETARPAUL
 MR. UMA SHANKAR PALIWAL

REGISTERED OFFICE

DSM 335, 336, 337, 3rd Floor, DLF Tower,
 15, Shivaji Marg, Najafgarh Road, New
 Delhi -110015
 TEL: 011-48702000
 EMAIL: info@paulmerchants.net

CORPORATE OFFICE

SCO 829-830, SECTOR 22-A,
 CHANDIGARH - 160 022
 TEL: 0172-5041786, 5025090
 FAX: 0172-5041713
 EMAIL- info@paulmerchants.net
 WEBSITE: www.paulmerchants.net

CIN: L74900DL1984PLC018679

STATUTORY AUDITORS

M/S. JAIN & ASSOCIATES
 CHARTERED ACCOUNTANTS
 SCO 819-820, SECTOR 22-A,
 CHANDIGARH -160022

INTERNAL AUDITOR

CA Rajesh Garg

CHIEF FINANCIAL OFFICER

MR. TILAK RAJ KHEPAR

COMPANY SECRETARY

MR. HARDAM SINGH

PRINCIPAL BANKERS

HDFC BANK
 STATE BANK OF INDIA
 ICICI
 PUNJAB NATIONAL BANK
 AXIS BANK
 UNION BANK OF INDIA
 INDUSIND BANK
 YES BANK
 ORIENTAL BANK OF COMMERCE

REGISTRAR & TRANSFER AGENT

Alankit Assignments Limited,
 Corp. Office:- 1E/13, Jhandewalan
 Extn. New Delhi- 110055 (INDIA) Ph
 No. : 011-42541959

Regd. Office: 205-208 Anarkali
 Complex Jhandewalan Extension New
 Delhi- 110055

YEAR 2016-17 – AT A GLANCE

INTERNATIONAL MONEY TRANSFER ACTIVITIES

Gross Remittances – Rs 13043/- Crores

MONEY EXCHANGE ACTIVITIES

Gross Turnover – Rs. 2850.94/- Crores

INCOME FROM TOURS & TRAVELS ACTIVITIES

Gross Turnover – Rs. 42.14/- Crores

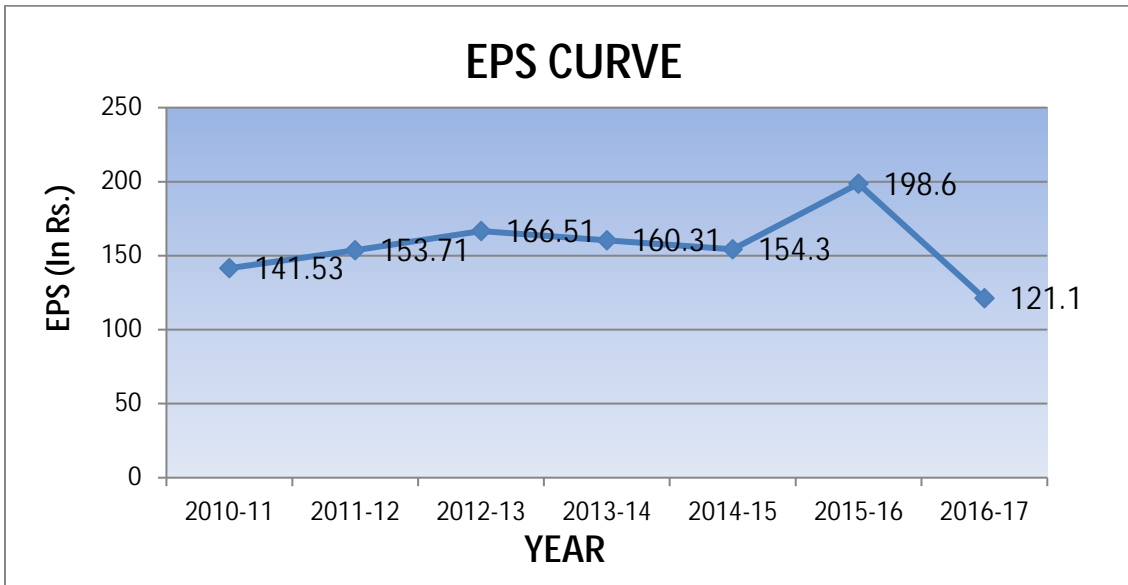
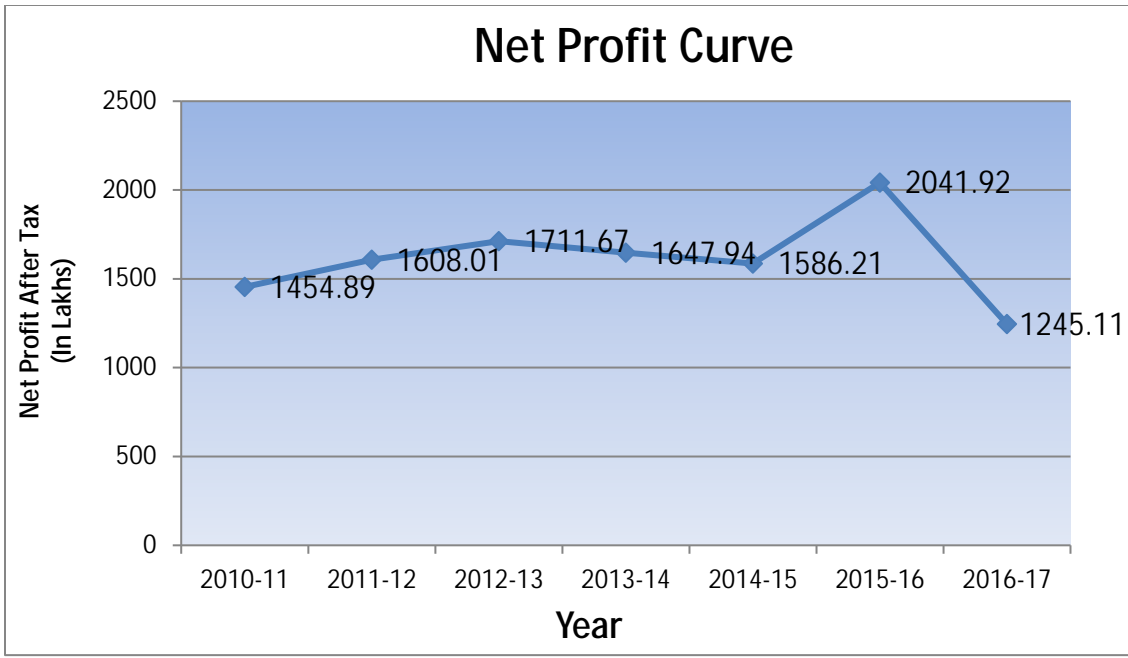
OVERALL PERFORMANCE

Gross Revenues – 2998.06/- Crores

PROFITABILITY

Net Profit Before Tax – Rs. 33.02/- Crores

Net Profit After Tax – Rs 12.45/- Crores



LIST OF BRANCH OFFICES OF THE COMPANY

SR NO.	REGION	STATE	ADDRESS
1	EAST & NORTH	BIHAR	SIWAN MAIN ROAD, KHALISPUR SIWAN, SIWAN
2	EAST & NORTH	BIHAR	SASARAM DHARMSHALA NEAR RAILWAY STATION, SASARAM, ROHTAS
3	EAST & NORTH	BIHAR	THAWE MAIN ROAD, THAWE, GOPALGANJ
4	EAST & NORTH	BIHAR	GOPALGANJ HOSPITAL CHOWK, GOPALGANJ
5	EAST & NORTH	BIHAR	PATNA G-12, EMARAT FIRDAUS BUILDING EXHIBITION ROAD, PATNA, PATNA
6	EAST & NORTH	BIHAR	GOPALGANJ MAIN ROAD, OPP KALIMANDIR JANTA CINEMA ROAD, GOPALGANJ
7	EAST & NORTH	BIHAR	SIWAN JANAKI COMPLEX BABUNIA ROAD, CHAPRA ROAD SIWAN
8	EAST & NORTH	HARYANA	PEHOWA OPPOSITE BUS STAND, NEAR CHHABRA SWEETS AMBALA ROAD, PEHOWA, PEHOWA, KURUKSHETRA
9	EAST & NORTH	HARYANA	AMBALA CANTT # 6351/14, 1ST FLOOR NICHOLSON ROAD PUNJABI MOHALLA AMBALA CANTT, AMBALA CANTT, AMBALA
10	EAST & NORTH	HARYANA	AMBALA CANTT 6352/11/2, NICHOLSON ROAD, ADJ. HOTEL SHINGAR PALACE,, AMBALA CANTT, AMBALA
11	EAST & NORTH	HARYANA	GURGAON SHOP NO B 119 SUPER MART 1 DLF CITY PHASE IV GURGAON, GURGAON
12	EAST & NORTH	HIMACHAL PRADESH	BAIJNATH MOHAL BIR NEAR SURYA CLASSIC HOTEL VILL- CHOGAN TEHSIL BAIJNATH, BAIJNATH, KANGRA
13	EAST & NORTH	HIMACHAL PRADESH	UNA

			SHANTI BHAWAN, NEAR ROTARY CHOWK AMB ROAD, UNA, UNA
14	EAST & NORTH	HIMACHAL PRADESH	DHARAMSHALA
			SHOP NO. 2 LIBRARY NEAR TIBETAN MEDICAL CENTRE, DHARAMSHALA, DHARAMSHALA, KANGRA
15	EAST & NORTH	HIMACHAL PRADESH	DHARAMSHALA
			SHOP NO. 1, FIRST FLOOR, HOTEL SURYA ROAD, DOLMA CHOWK, DHARAMSHALA, KANGRA
16	EAST & NORTH	HIMACHAL PRADESH	DHARAMSHALA
			V.P.O. BHAGSUNAG , DHARAMSHALA DISTRICT KANGRA, DHARAMSHALA, KANGRA
17	EAST & NORTH	HIMACHAL PRADESH	MANALI
			SNO. 5, GROUND FLOOR, NEAR NEHRU PARK RAM BAGH THE MALL, MANALI, KULLU, MANALI, KULLU
18	EAST & NORTH	HIMACHAL PRADESH	DHARAMSHALA
			SNO.1A, G.FLOOR, ASIAN PLAZA, OPP. MAIN BUS STAND CHOWK, MCLEODGANJ, DHARAMSHALA, DHARAMSHALA, KANGRA
19	EAST & NORTH	HIMACHAL PRADESH	SUNDERNAGAR
			MAIN BAZAAR BHOJPUR NH 21 SUNDER NAGAR MANDI ROAD, SUNDERNAGAR, MANDI
20	EAST & NORTH	HIMACHAL PRADESH	NIRMAND
			VPO KASOL TEHSIL BHUNTER, NIRMAND, KULLU
21	EAST & NORTH	JAMMU KASHMIR	& RAJOURI
			WARD NO 7 MAIN BAZAR RAGHU NATH BAZAR RAJAURI, RAJOURI, RAJAURI
22	EAST & NORTH	JAMMU KASHMIR	& LEH LADAKH
			KHAWJA COMPLEX, OPP. STATE BANK OF INDIA, LEH LADAKH
23	EAST & NORTH	JAMMU KASHMIR	& JAMMU
			81-A, GOLE MARKET, NEAR BUS STOP, GANDHI NAGAR, JAMMU
24	EAST & NORTH	JAMMU KASHMIR	& POONCH
			QILLA MARKET, BUS STAND POONCH, POONCH
25	EAST & NORTH	JAMMU KASHMIR	& MENDHAR
			MAIN BAZAR , MENDHAR DISTT. POONCH, MENDHAR, POONCH
26	EAST & NORTH	JAMMU KASHMIR	& RAJOURI
			NEAR BSNL EXCHANGE GUJJAR MANDI RAJOURI, RAJOURI, RAJAURI

27	EAST & NORTH	JAMMU KASHMIR	& POONCH
			MAIN BAZAR SURANKOTE PO.SAMOTE POONCH, POONCH
28	EAST & NORTH	NEW DELHI	NEW DELHI.
			DSM 335, 336, 337, 3RD FLOOR, DLF TOWER 15 SHIVAJI MARG, NAJAFGARH ROAD, NEW DELHI., WEST DELHI
29	EAST & NORTH	NEW DELHI	NEW DELHI.
			SHOP NO-WZ-12, GROUND FLOOR, SHADI KHAMPUR NEAR CHAKI WALI GALI NEW DELHI, NEW DELHI., NEW DELHI
30	EAST & NORTH	NEW DELHI	CANNAUGHT PLACE
			LGF 136 & 125, WORLD TRADE CENTRE BABAR ROAD, CONNAUGHT PLACE, CANNAUGHT PLACE, CENTRAL DELHI
31	EAST & NORTH	NEW DELHI	CANNAUGHT CIRCLE
			39 R CUBE PLACE, UNIT NO.1, R01,MEZZANINE LEVEL PROPERTY BUSINESS AREA SHIVAJI STADIUM METRO STATION,CANNAUGHT CIRCLE, CANNAUGHT CIRCLE, CENTRAL DELHI
32	EAST & NORTH	ORISSA	BALUGAON
			ASHOKA MARKET COMPLX.I B ROAD NERA SBI BALUGAON, BALUGAON, KHURDA
33	EAST & NORTH	ORISSA	JAGATSINGHPUR
			LAXMI MARKET COMPLX.MAIN ROAD NEAR SBI.JAGATSINGHPUR, JAGATSINGHPUR
34	EAST & NORTH	PUNJAB	AJNALA
			MAIN CHOWK AMRITSAR ROAD AJNALA, AJNALA, AMRITSAR
35	EAST & NORTH	PUNJAB	TARAN TARAN
			GURU RAM DASS MARG, CHOWK CHAAR KHAMBA OPPOSITE PUNJAB & SIND BANK, TARAN TARAN
36	EAST & NORTH	PUNJAB	VERKA
			BATALA ROAD MAIN BUS STAND VERKA AMRITSAR, VERKA, AMRITSAR
37	EAST & NORTH	PUNJAB	AMRITSAR
			SHOP NO 66 CHOWK QUEENS ROAD OPPOSITE PETROL PUMP COURT ROAD, AMRITSAR
38	EAST & NORTH	PUNJAB	AMRITSAR
			INSIDE INTERNATIONAL DEPARTURE HALL SRI GURU RAM DASS JEE INTERNATIONAL AIRPORT, AMRITSAR
39	EAST & NORTH	PUNJAB	AMRITSAR
			GROUND FLOOR SHOP NUMBER 5 DEEP COMPLEX COURT ROAD OPP DOABA AUTOMOBILE AMRITSAR, AMRITSAR

40	EAST & NORTH	PUNJAB	FEROZEPUR SHOP NO 8 SHAHID UDAM SINGH CHOWK MARKET OPP AXIS BANK FEROZPUR, FEROZEPUR
41	EAST & NORTH	PUNJAB	BAGHAPURANA SHOP NO.41, G. F, BUS STAND MARKET KOTKAPURA ROAD BAGHAPURANA, BAGHAPURANA, MOGA
42	EAST & NORTH	PUNJAB	BARNALA SCO B-XI/207, KACHA COLLEGE ROAD OPP.DR.NARESH NURSINGH HOME,BARNAL, BARNALA
43	EAST & NORTH	PUNJAB	MOGA PURI COMPLEX, G T ROAD,, MOGA
44	EAST & NORTH	PUNJAB	BATHINDA HANUMAN CHOWK, OPP. REKHY HOTEL, ADJOINING DREAM DWELLING, BATHINDA
45	EAST & NORTH	PUNJAB	BHATINDA G.F, S.NO. 3039-A, NEAR BUS STAND SHARMA COMPLEX, POWER HOUSE ROAD, OPP. TRAFFIC POLICE, BATHINDA, BHATINDA, BATHINDA
46	EAST & NORTH	PUNJAB	FARIDKOT JUBILEE CINEMA CHOWK COLLEGE ROAD OPP CANARA BANK FARIDKOT, FARIDKOT
47	EAST & NORTH	PUNJAB	MOHALI BOOTH NO 17 PHASE 7, MOHALI
48	EAST & NORTH	PUNJAB	CHANDIGARH SCO 829-830, SECTOR-22A, CHANDIGARH
49	EAST & NORTH	PUNJAB	CHANDIGARH SCO 12 FF SECTOR 20 D CHANDIGARH, CHANDIGARH
50	EAST & NORTH	PUNJAB	MOHALI COUNTER NO 1. DEPARTURE LOWER LEVER CHANDIGARH INTERNATION AIRPORT VILLAGE JHUREHRI, MOHALI, PUNJAB
51	EAST & NORTH	PUNJAB	CHANDIGARH SCO 827-828, SECTOR 22 A CHANDIGARH, CHANDIGARH
52	EAST & NORTH	PUNJAB	ZIRAKPUR SCO NO 3-4, GROUND FLOOR, SHREE BALAJI COMPLEX, PATIALA ROAD, ZIRAKPUR, ZIRAKPUR, MOHALI
53	EAST & NORTH	PUNJAB	PATHANKOT SCO, NO- 5 F.F DR. SPM SHOPPING COMPLEX OPP. CITY CENTRE MALL DALHOUSIE ROAD MANGE DI HATTI ,DALHOUSIE ROAD PATHANKOT, PATHANKOT
54	EAST & NORTH	PUNJAB	BATALA SCO 30, FUWARA CHOWK JALANDHAR ROAD BATALA, BATALA, GURDASPUR

55	EAST & NORTH	PUNJAB	HOSHIARPUR NEAR PREM MEDICOS OPP SHIV MANDIR - RAILWAY ROAD, HOSHIARPUR
56	EAST & NORTH	PUNJAB	GARHSHANKAR NEAR RAILWAY STATION, HOSHIARPUR ROAD, OPP. STATE BANK OF PATIALA,, GARHSHANKAR, HOSHIARPUR
57	EAST & NORTH	PUNJAB	GURDASPUR SHOP NO.1, SHIVAM MARKET, OPP. LIC OFFICE, G T ROAD, GURDASPUR
58	EAST & NORTH	PUNJAB	GARDHIWALA KHALSA COLLEGE MARKET, SHOP N 8,DASUYA ROAD, GARDHIWALA, HOSHIARPUR
59	EAST & NORTH	PUNJAB	MAHILPUR VPO. MAHILPUR, PHAGWARA ROAD, NEAR BHURI MATTA MANDIR, MAHILPUR, HOSHIARPUR
60	EAST & NORTH	PUNJAB	DASUYA G.T. ROAD, NEAR PUNJAB NATIONAL BANK DASUYA, DASUYA, HOSHIARPUR
61	EAST & NORTH	PUNJAB	HOSHIARPUR ROSHAN ROAD, NEAR BENGALI SWEET SHOP PHAGWARA CHOWK,HOSHIARPUR, HOSHIARPUR
62	EAST & NORTH	PUNJAB	TANDA DEEP COMPLEX, OPP. MUNICIPAL COUNCIL, NEAR BUS STAND, TANDA, HOSHIARPUR
63	EAST & NORTH	PUNJAB	HOSHIARPUR NEAR COOPERATIVE BANK, RAILWAY ROAD, HOSHIARPUR
64	EAST & NORTH	PUNJAB	PHILLAUR OLD NAWANSHAHR ROAD, NEAR TAJ HOTEL, PHILLAUR, JALANDHAR
65	EAST & NORTH	PUNJAB	ADAMPUR SHOP NO.2240, WARD NO.7, RAILWAY ROAD, ADAMPUR, JALANDHAR
66	EAST & NORTH	PUNJAB	BEGOWAL OPP. MICKY RESTAURANT, NEAR MIKHOWAL GURUDWARA,, BEGOWAL, KAPURTHALA
67	EAST & NORTH	PUNJAB	JALANDHAR 4, LOWER GROUND FLOOR, ALFA ESTATE, 39, G.T. ROAD, JALANDHAR CITY, JALANDHAR
68	EAST & NORTH	PUNJAB	PHAGWARA #37 LGF HANDA CITY CENTRE OPP BUS STAND G T ROAD PHAGWARA,KAPURTHALA, PHAGWARA, KAPURTHALA
69	EAST & NORTH	PUNJAB	JALANDHAR

			OPP BUS STAND BANWARI TOWERS NEAR ORIENTAL INSURANCE NAKODAR, JALANDHAR
70	EAST & NORTH	PUNJAB	PHAGWARA
			SHOP NO 309 LEVEL 3,STUDENT ACADEMIC RESOURCE CENTER BLOCK NO 15 A,LPU CAMPUS PHAGWARA, PHAGWARA, KAPURTHALA
71	EAST & NORTH	PUNJAB	NAWANSHAHR
			AMBEDKAR CHOWK, OPP RAI MARKET BANGA ROAD NAWASAHR, NAWANSHAHR, NAWANSHAHR
72	EAST & NORTH	PUNJAB	BANGA
			OPP CIVIL HOSPITAL MAIN ROAD, BANGA, NAWANSHAHR
73	EAST & NORTH	PUNJAB	NURPUR BEDI
			ROPAR ROAD OPP.WATER TANKI VPO.NURPURBEDI TEH & DISTT ROPAR, NURPUR BEDI, RUPNAGAR
74	EAST & NORTH	PUNJAB	SUDHAR BAZAR
			OPP NOVA COLLECTIONS ADJ KAINTH CLOTH HOUSE KULDEEP DI HATTI MULLAN PUR ROAD, SUDHAR BAZAR, LUDHIANA
75	EAST & NORTH	PUNJAB	KHANNA
			G.F HARDYAL COMPLEX, OPP. BUS STAND NEAR JAIN SWEET KHANNA, KHANNA, LUDHIANA
76	EAST & NORTH	PUNJAB	URAPAR
			NEAR GURUDWARA SHAHEED GANJ, VPO.URAPAR,NAWANSHAHR, URAPAR, NAWANSHAHR
77	EAST & NORTH	PUNJAB	PATIALA
			NEAR GURUDWARA DUKHNIWARAN SAHIB, PASSEY ROAD, PATIALA
78	EAST & NORTH	PUNJAB	JAGRAON
			TEHSIL ROAD, OPP. S.S.P'S RESIDENCE,, JAGRAON, LUDHIANA
79	EAST & NORTH	PUNJAB	LUDHIANA
			2ND FLOOR, DHYAN SINGH COMMERCIAL COMPLEX, NEAR BUS STAND, LUDHIANA
80	EAST & NORTH	UTTAR PRADESH	BAREILLY
			244, SHAHDANA CHORAHA, SHOP NO 9, SAYEED MARKET, NEAR BARADARI POLICE STATION, BAREILLY
81	EAST & NORTH	UTTAR PRADESH	MEERUT
			SHOP NO 7 GROUND FLOOR SURYA PLAZA HAPUR STAND CHOWK MEERUT, MEERUT
82	EAST & NORTH	UTTAR PRADESH	RAMPUR

			SHOP NO.1 DILLAN KHAN MARKET, NEAR NAGAR PALIKA, SAHBAD GATE ROAD ,RAMPUR, RAMPUR
83	EAST & NORTH	UTTAR PRADESH	BIJNOR
			A-1 GITA NAGRI JUDGE CHOWK NR HOLY CHILD SCHOOL, BIJNOR
84	EAST & NORTH	UTTAR PRADESH	NOIDA (UP)
			UNIT NO F3/22, 3RD FLOOR, PLOT NO D-6 WAVE SILVER TOWER SEC-18, NOIDA UP., NOIDA (UP), NOIDA
85	EAST & NORTH	UTTAR PRADESH	GHAZIPUR
			RASRA ROAD, NEAR SBI, KASIMABAD GHAZIPUR-233230, GHAZIPUR
86	EAST & NORTH	UTTAR PRADESH	ALLAHABAD
			C/O MR.SYED GHULAM HASNAIN SAQID PALACE B-2, GTB NAGAR, KARELI, ABOVE ICICI BANK,1ST F,ALLAHABAD, ALLAHABAD
87	EAST & NORTH	UTTAR PRADESH	GHAZIPUR
			VARANASI TO GHAZIPUR ROAD MAIN MARKET NEAR TEHSIL GHAZIPUR, GHAZIPUR
88	EAST & NORTH	UTTAR PRADESH	JAUNPUR
			SHAHGANJ ROAD MAIN MARKET KHETASARAI DISTT JAUNPUR, JAUNPUR
89	EAST & NORTH	UTTAR PRADESH	JAUNPUR
			ALFASTEENGANJ NEAR CITY BOARD GATE STATION ROAD OPP KOTWALI, JAUNPUR
90	EAST & NORTH	UTTAR PRADESH	VARANASI
			SHOP NO.9, MINT HOUSE, NADESAR, VARANASI
91	EAST & NORTH	UTTAR PRADESH	GOLA BAZAR
			CHAND CHAURAHA BARHALGANJ ROAD FRT OF JILA SAHKAREE BANK GORAKHPUR, GOLA BAZAR, GORAKHPUR
92	EAST & NORTH	UTTAR PRADESH	GORAKHPUR
			SHOP NO.22, ST. ANDREWS INTER COLLEGE SHOPPING COMPLEX, GORAKHPUR
93	EAST & NORTH	UTTAR PRADESH	GORAKHPUR
			239/1-3 SHUKLA BHAWAN BETEHATA MAZARWALI GALI GORAKHPUR, GORAKHPUR
94	EAST & NORTH	UTTAR PRADESH	GORAKHPUR
			HO NO. 0086 F CIVIL LINE INFRONT OF SITAPUR EYE HOSPITAL PARK ROAD GORAKHPUR, GORAKHPUR
95	EAST & NORTH	UTTAR PRADESH	UTRAULA
			SHOP NO:1, HASEEN MARKET NEAR SARVA U.P. GRAMIN BANK, GONDA ROAD,TOWN: PEHAR

			BAZAR,CITY: UTRAULA, DISTRICT: BALRAMPUR, UTRAULA, BALRAMPUR
96	EAST & NORTH	UTTAR PRADESH	BHINGA
			SHOP NO 1,PURE KHAIRI, NEAR OLD POWER HOUSE , BAHRICH ROAD, BHINGA, SHRAVASTI
97	EAST & NORTH	UTTAR PRADESH	ITIATHOK
			SH 1 NAND MKT OPP PANCH MUKHI TEMPLE CHOWK RD MOH GOVIND BAGH, ITIATHOK, BALRAMPUR
98	EAST & NORTH	UTTAR PRADESH	REHRA BAZAR
			SHOP NO-1 JANGA SHANKAR COMPLEX SADULA NAGAR CHORAHA UTTRAULA ROAD REHRA BAZAR, REHRA BAZAR, BALRAMPUR
99	EAST & NORTH	UTTAR PRADESH	NAJIRPURA
			SHOP NO 1 1ST FLOOR C K TOWER NR GURUDWARA BAHRAICH, NAJIRPURA, BAHRAICH
100	EAST & NORTH	UTTAR PRADESH	COLONELGANJ
			SHOP NO 1 KADRI MKT OPP GURUDWARA STATION ROAD GONDA, COLONELGANJ, GONDA
101	EAST & NORTH	UTTAR PRADESH	TULSIPUR
			NEAR DHARAM KANDA, STATION ROAD, TULSIPUR, BALRAMPUR
102	EAST & NORTH	UTTAR PRADESH	UTRAULA
			NATIONAL MARKET ASSAM ROAD CHAURAHA, UTRAULA, BALRAMPUR
103	EAST & NORTH	UTTAR PRADESH	UTRAULA
			HASIMPARA CHHITARPARA HASIMPARA UTRAULA, UTRAULA, BALRAMPUR
104	EAST & NORTH	UTTAR PRADESH	GONDA
			SHOP NO 1 , MEENA NAGAR SURCULAR ROAD NEAR FATIMA SCHOOL, GONDA, GONDA
105	EAST & NORTH	UTTAR PRADESH	KUBER NATH
			KUBER NATH PADRAUNA KUBER NATH ROAD NEAR RELIANCE TOWER KUSHINAGAR, KUBER NATH, KUSHI NAGAR
106	EAST & NORTH	UTTAR PRADESH	KASYA
			MAIN ROAD ADJACENT TO PNB BANK, KASYA, KUSHI NAGAR
107	EAST & NORTH	UTTAR PRADESH	AZAMGARH
			BUDHANPUR , BHILAMPUR CHAPARA,AZAMGARH, AZAMGARH
108	EAST & NORTH	UTTAR PRADESH	SARAIMEER

			MAIN ROAD SUPER MARKET SARAIMEER AZAMGARH, SARAIMEER, AZAMGARH
109	EAST & NORTH	UTTAR PRADESH	MADHUBAN
			INFRONT OF UBI, UFRAULI, MADHUBAN, MAU MADHUBAN MAU, MADHUBAN, MAU
110	EAST & NORTH	UTTAR PRADESH	RASRA
			NEAR PRIVATE BUS STAND, NEAR RAMNATH JI KA HATA, RASRA, BALLIA, RASRA, BALLIA
111	EAST & NORTH	UTTAR PRADESH	LALGANJ
			OPPOSITE TAHSIL LALGANJ AZAMGARH, LALGANJ, AZAMGARH
112	EAST & NORTH	UTTAR PRADESH	MAU
			HATTIMADARI, NEAR KOTWALI TOWARDS RAILWAY CROSSING, MAU
113	EAST & NORTH	UTTAR PRADESH	AZAMGARH
			DINDAYAL CHOWK NEAR ICICI BANK CIVIL LINES, AZAMGARH
114	EAST & NORTH	UTTAR PRADESH	BALLIA
			MALL GODAM ROAD , NEAR RAILWAY STATION OPP UBI BALLIA, BALLIA
115	EAST & NORTH	UTTAR PRADESH	BHATANI
			NEAR BEGAM JALALUDDIN GIRLS INTER COLLEGE MAIN ROAD HETIMPUR TO DEORIA BHATANI, BHATANI, DEORIA
116	EAST & NORTH	UTTAR PRADESH	AKBARPUR
			INTFATGAJ ROAD, NEAR BUS STAND AKABARPUR, AKBARPUR, AMBEDKAR NAGAR
117	EAST & NORTH	UTTAR PRADESH	BHATPAR RANI
			BELPAR CHAURAHA BHATPAR RANI SALEMPUR ROAD DEORIA, BHATPAR RANI, DEORIA
118	EAST & NORTH	UTTAR PRADESH	SALEMPUR
			MAIN ROAD OPPOSITE POLICE STATION DEORIA, SALEMPUR, DEORIA
119	EAST & NORTH	UTTAR PRADESH	KHALILABAD
			MEDHAWAL ROAD NEAR RELIANCE TOWER MOTINAGAR SANTKABIR NAGAR, KHALILABAD, SANT KABIR NAGAR
120	EAST & NORTH	UTTAR PRADESH	BARHARA
			SAHU KATRA, PAINA ROAD DEORIA, BARHARA, DEORIA
121	EAST & NORTH	UTTAR PRADESH	RUDRAPUR

			JAMUNI CHAURAHA NR BUS STAND DEORIA, RUDRAPUR, DEORIA
122	EAST & NORTH	UTTAR PRADESH	TARKULWA
			# 377, KASIA TO DEORIA ROAD, OPP.JAISWAL TRADERS,, TARKULWA, DEORIA
123	EAST & NORTH	UTTAR PRADESH	BASTI
			NEAR SBI COURT AREA BESIDE BAJAJ SHOWROOM COMPANY BAGH, BASTI
124	EAST & NORTH	UTTAR PRADESH	SULTANPUR
			PUNJABI COLONY , SULTANPUR ALLAHABAD ROAD OPP JAMAL GATE, SULTANPUR
125	EAST & NORTH	UTTAR PRADESH	RAE BAREILLY
			PRATAP BHAVAN, 1ST FLOOR BUS STAND CHORAHA KACHERI ROAD RAI BARELI, RAE BAREILLY
126	EAST & NORTH	UTTAR PRADESH	BARABANKI
			SHOP NO 19 SADIYA PLAZA NR DISTT HOSPITAL BEGAMGANJ ROAD BARABANKI, BARABANKI
127	EAST & NORTH	UTTAR PRADESH	LALGANJ
			PLOT NO. P/106, GURUBAKSH GANJ CHAURAHA, KARUNA BAZAR, LALGANJ, LALGANJ, RAE BAREILLY
128	EAST & NORTH	UTTAR PRADESH	LUCKNOW
			37, CANTT ROAD, FI TOWER,SHOP NO 3, UPPER GROUND FLOOR,, LUCKNOW
129	EAST & NORTH	WEST BENGAL	BAGULA
			STATION ROAD PO: BAGULA PS: HANSKHALI, BAGULA, NADIA
130	EAST & NORTH	WEST BENGAL	BETAI
			VILL : BETAI BAZAR, NUTAN PARA PO: BETAI, PS: TEHATTA, BETAI, NADIA
131	EAST & NORTH	WEST BENGAL	HALENCHA
			GROUND FLOOR AT HALENCHA MORE, PO HALENCHA,, HALENCHA, NADIA
132	EAST & NORTH	WEST BENGAL	KOLKATTA
			27 A & B, ROYD STREET G-2, ABHINANDAN APARTMENT, KOLKATTA
133	EAST & NORTH	WEST BENGAL	KOLKATA
			DIAMOND PRESTIGE 1ST FLOOR ROOM NO 109 41 A, A.J.C.BOSE ROAD KOLKATA, KOLKATA
134	SOUTH-1	ANDHRA PRADESH	MOGALTUR
			D.NO. 18-101, NEAR MASJID CENTRE, MOGALTURU WEST GODAVARI, MOGALTUR, WEST GODAVARI
135	SOUTH-1	ANDHRA PRADESH	CUDDAPAH

			DNO:2/494,AL-GHOUSE NAGARAJUPETA,KADAPA, CUDDAPAH PLAZA
136	SOUTH-1	ANDHRA PRADESH	NARSAPURAM
			D.NO.11-1-2, PANJA CENTER, NARSAPURAM, WEST GODAVARI
137	SOUTH-1	ANDHRA PRADESH	KADIRI
			D.NO. 1-1114/1, BY PASS ROAD ANANTHAPUR ROAD, KADIRI, ANANTAPUR
138	SOUTH-1	ANDHRA PRADESH	SAKINETIPALLI
			D NO 9 150 2 ANTERVEDI ROAD, SAKINETIPALLI, EAST GODAVARI
139	SOUTH-1	ANDHRA PRADESH	TATIPAKA
			D NO 8 204 1 SRI LAKSHMI THEATER ROAD, TATIPAKA, EAST GODAVARI
140	SOUTH-1	ANDHRA PRADESH	VEERAVASARAM
			D NO 3 234 P P ROAD OPP RAMALAYAM, VEERAVASARAM, WEST GODAVARI
141	SOUTH-1	ANDHRA PRADESH	PALKOL
			D NO 13 3 27 1 OPP RICE MILLERS CONVENT SRI RAMPET, PALKOL, WEST GODAVARI
142	SOUTH-1	ANDHRA PRADESH	TANUKU
			D.NO.25-4-15 NSC BOSE ROAD, TANUKU, WEST GODAVARI
143	SOUTH-1	ANDHRA PRADESH	RAZOLE
			D.NO.10-28,NEAR POLICE STATION RTC COMPLEX ROAD, RAZOLE, EAST GODAVARI
144	SOUTH-1	ANDHRA PRADESH	WEST GODAVARI
			D NO 4 20 NR VENUGOPALA SWAMY TEMPLE MAIN ROAD KONITHIWADA WEST GODAVARI, WEST GODAVARI
145	SOUTH-1	ANDHRA PRADESH	RAVULAPALEM
			H NO 8 122 2 MANYAM COMPLEX RAVULAPALEM EAST GODAVARI, RAVULAPALEM, EAST GODAVARI
146	SOUTH-1	KARNATAKA	BANGALORE
			NO 70, FIRST FLOOR, 27TH CROSS 9TH MAIN ,4TH BLOCK JAYANAGAR, BANGALORE, BANGALORE
147	SOUTH-1	TELANGANA	SIRSILLA
			D.NO.7-6-31 GANDHI CHOWK, SIRSILLA, KARIMNAGAR
148	SOUTH-1	TELANGANA	NIZAMABAD
			5 6 687 3 HOTEL VAMSHI INTERNATIONAL PULLONG X ROAD PRAGATHI NAGAR, NIZAMABAD

149	SOUTH-1	TELANGANA	HYDERABAD 5&6 UPPER GROUND FLOOR, LIBERTY PLAZA, HIMAYATH NAGAR,, HYDERABAD
150	SOUTH-1	TELANGANA	SIRCILLA 8-1-66 GANDHI ROAD ANNAPURNA COMPLEX SIRCILLA, SIRCILLA, KARIMNAGAR
151	SOUTH-1	TELANGANA	KARIM NAGAR # 2-8-255, PADMANAYAKA HOSTAL ROAD, MUKRAMPURA, KARIMNAGAR, KARIM NAGAR , KARIMNAGAR
152	SOUTH-1	TELANGANA	SERILINGAM PALLY 2ND FLOOR, MUNICIPAL NO. 2-38/A, GUTTALA BEGUMPET MADHAPUR, HYDERABAD PREMISES RANGAREDDY, SERILINGAM PALLY, RANGAREDDY
153	SOUTH-2	KERALA	UPPALA NARAYAN TOWERS NEAR BUSSTAND UPPALA, UPPALA, KASARAGOD
154	SOUTH-2	KERALA	FORT KOCHI CC NO.II 586, G.F, ANWAR BUILDING, HOSPITAL ROAD,KUNNUMPURAM, FORT KOCHI, FORT KOCHI, ERNAKULAM
155	SOUTH-2	KERALA	KOTTAKKAL PANCHAYAT BUILDING FIRST FLOOR NEAR BUS STAND KOTTAKKAL, KOTTAKKAL, MALAPPURAM
156	SOUTH-2	KERALA	VELLAYAMBALAM GANGOTHRI TC 9 684 6 VELLAYAMBALAM, VELLAYAMBALAM, THIRUVANANTHAPURAM
157	SOUTH-2	KERALA	KADAKKAL NO XVIII, 350MEENU PLAZA OPP ARAFA SCHOOL OF NURSING NILAMEL ROAD,NEAR BUS STAND KADAKKAL, KADAKKAL, KOLLAM
158	SOUTH-2	KERALA	ALAPPUZHA 23/207 A JAWAHAR PLAZA, MAIN ROAD OPP PVT BUS STAND ,KAYAMKULAM,ALAPPUZHA, ALAPPUZHA
159	SOUTH-2	KERALA	VARKALA EUDY TOWER,VMC-VI,547/U MAIDANAM,VARKALA ,TRIVANDRUM, VARKALA, TRIVANDRUM
160	SOUTH-2	KERALA	KASARGOD KMCXXX 398 , MAC VEEN CENTRE OPP HP PUMP,NEAR OLD PRESS CLUB ROAD, M G ROAD, KASARGOD, KASARAGOD
161	SOUTH-2	KERALA	THALASSERY 12/1246 N, 1 FLOOR, ACHOOTY ARCADE, NEAR NEW BUS STAND , NARANGAPURAM,THALASSERY,KANNUR, THALASSERY, KANNUR

162	SOUTH-2	KERALA	COCHIN 1&2, FIRST FLOOR, PENTA ESTATE, JANATHA JUNCTION PALARIVATTOM, COCHIN, THIRUVANANTHAPURAM
163	SOUTH-2	KERALA	KOYILANDI PEE PEES COMPLEX NEAR NEW BUS STAND I FLOOR ROOM NO 18 530 R KOYILANDY, KOYILANDI, CALICUT
164	SOUTH-2	TAMIL NADU	CAMP ROAD NO.205, VELACHERY ROAD SELAIYUR, CHENNAI, CAMP ROAD, CHENNAI
165	SOUTH-2	TAMIL NADU	PERAVALLUR NO 170 S R P COLONY PAPER MILLS ROAD, PERAVALLUR, CHENNAI
166	SOUTH-2	TAMIL NADU	ALWARTHIRUNAGAR NO.1, ARCOT ROAD, I'ST FLOOR, ALWARTHIRUNAGAR, ALWARTHIRUNAGAR, CHENNAI
167	SOUTH-2	TAMIL NADU	ANNA NAGAR W-115/A(BASEMENT), AL COMPLEX, THIRD AVENUE, ANNANAGAR EAST, ANNA NAGAR, CHENNAI
168	SOUTH-2	TAMIL NADU	ANNAVASAL # 18 / 5 M M Y COMPLEX VIRALIMALAI MAIN ROAD,ANNAVASAL, ANNAVASAL, PUDUKOTTAI
169	SOUTH-2	TAMIL NADU	NAGUDI 3/68 , PERAVOORANI ROAD ARANTHANGI TALUK NAGUDI, NAGUDI, PUDUKOTTAI
170	SOUTH-2	TAMIL NADU	PUDUVAYAL NO 240 ARANTHANGI MAIN ROAD NEAR METTUKADAI BUS STOP HAMSAL COMPLEX, PUDUVAYAL, SIVAGANGAI
171	SOUTH-2	TAMIL NADU	JAYAMKONDAN NO 54 3 R G S COMPLEX FIRST FLOOR OPP TO COURT COMPLEX KUTCHERRY ROAD, JAYAMKONDAN, ARIYALUR
172	SOUTH-2	TAMIL NADU	TRICHY NO.7, 1ST FLOOR, PUTHUR HIGH ROAD BISHOP HEBER H.S.S.SHOPPING COMPLX,TRICHY, TRICHY
173	SOUTH-2	TAMIL NADU	MANALMELGUDI NO. 1360, BAGYA COMPLEX, ECR ROAD, MANAMELKUDI, MANALMELGUDI, PUDUKOTTAI
174	SOUTH-2	TAMIL NADU	MANAMADURAI NO 42 KUNDURAYAR STREET NEAR TATA INDICOM SHOW ROOM SARVAM TEORUMAL, MANAMADURAI, SIVAGANGAI
175	SOUTH-2	TAMIL NADU	ARIYALUR

			NO. 60 / 1 / 13, VELLALAR STREET OPP TO MEYYAPPA CHETTIAR JEWELLERY, ARIYALUR
176	SOUTH-2	TAMIL NADU	ARANTHANGI
			63, VIJAY TOWER, OPP. TO EXCEL THEATRE PATTUKOTTAI ROAD, ARANTHANGI, ARANTHANGI, PUDUKOTTAI
177	SOUTH-2	TAMIL NADU	SIVAGANGAI
			NO 412 GANDHI ROAD OPPOSITE TO IBP PETROL BUNK, SIVAGANGAI
178	SOUTH-2	TAMIL NADU	DEVAKOTTAI
			41/7, TIRUPATTUR ROAD NEAR BUS STAND, DEVAKOTTAI, SIVAGANGAI
179	SOUTH-2	TAMIL NADU	KARAIKUDI
			315/2, 1ST FLR, VAGANAM PATTARAI SEKALAI RD, KARAIKUDI, SIVAGANGAI
180	SOUTH-2	TAMIL NADU	PUDUKOTTAI
			DHEEN TOWER, T.S. NO. 845 EAST RAJA ST, BRINDHAVANAM, PUDUKOTTAI
181	SOUTH-2	TAMIL NADU	AVUDAIYARKOIL
			3 116 SUNDARAM IYER CPLX MIMISAL RD OPP UNION OFFICE AVUDAYARKOVIL, AVUDAIYARKOIL, PUDUKOTTAI
182	SOUTH-2	TAMIL NADU	V.KALLATHUR
			4, F.F, KHAN COMPLEX, BIG BAZAAR STREET, NEAR BUS STAND V.KALATHUR VEPPANTHATTAI TALUK, V.KALLATHUR, PERAMBALUR
183	SOUTH-2	TAMIL NADU	PUDUPATTI
			KANNUDAIYAR COMPLEX ARIMALAM PUDUKOTTAI MAIN ROAD PUDHUPATTI, PUDUPATTI, PUDUKOTTAI
184	SOUTH-2	TAMIL NADU	ARIMALAM
			9/15 PUTHUVAYAL EMBAL ROAD, ARIMALAM, PUDUKOTTAI
185	SOUTH-2	TAMIL NADU	KEERANUR
			NO 19 MAIN ROAD KEERANUR, KEERANUR, PUDUKOTTAI
186	SOUTH-2	TAMIL NADU	ARASARKULAM
			364 5MAMADHARSHADSABIKACOMPLEX MAIN RD CHINNAPALLIVASAL STREET ARASARKULAM, ARASARKULAM, PUDUKOTTAI
187	SOUTH-2	TAMIL NADU	VEPPUR
			57/3, TRICHY MAIN ROAD, OPP TO BUS STAND, VEPPUR, CUDDALORE
188	SOUTH-2	TAMIL NADU	PORTONOVA
			MAH COMPLEX, SHOP NO.3 25/39, KEERAIKARA STREET, PORTONOVA, CUDDALORE
189	SOUTH-2	TAMIL NADU	CUDDALORE - OT

			21G/4, SANKARAN STREET NEAR SIVAN TEMPLE, CUDDALORE - OT, CUDDALORE
190	SOUTH-2	TAMIL NADU	CUDDALORE - NT
			197, NETHAJI ROAD MANJAKUPPAM, CUDDALORE - NT, CUDDALORE
191	SOUTH-2	TAMIL NADU	SIRKALI- 1
			82, RAILWAY ROAD, NEW NO 30 MENAKA TOWER, SIRKALI- 1, NAGAPATTINAM
192	SOUTH-2	TAMIL NADU	MAYILADUTHURAI
			NO. 16/A, CUTCHERY ROAD SRIDHARAN COMPLEX, MAYILADUTHURAI, NAGAPATTINAM
193	SOUTH-2	TAMIL NADU	VIRUDACHALAM
			VIJAY LODGE, 1ST FLR NO. 90/195, JUNCTION RD, OPP. BUS STAND, VIRUDACHALAM, CUDDALORE
194	SOUTH-2	TAMIL NADU	NAGAPATINAM
			NO. 10, NEELA WEST ST GROUND FLR, NAGAPATINAM, NAGAPATTINAM
195	SOUTH-2	TAMIL NADU	THIRUMULLAIVASAL
			3/32 B ,VELLALAR STEET, (OPP-TO IOB) THIRUMULLAIVASAL,SIRKALI, THIRUMULLAIVASAL, NAGAPATTINAM
196	SOUTH-2	TAMIL NADU	PUTHUPATTINAM
			153,MAIN ROAD PUDHUPATTINAM, PUTHUPATTINAM, NAGAPATTINAM
197	SOUTH-2	TAMIL NADU	SIRKALI - 2
			NO113 NORTH CAR STREET SIRKALI NAGAPATINAM DIST, SIRKALI - 2, NAGAPATTINAM
198	SOUTH-2	TAMIL NADU	PONDICHERRY
			191, MISSION STREET PONDICHERRY OPP TO NILGIRLIS SUPER MARKET, PONDICHERRY
199	SOUTH-2	TAMIL NADU	DHARASURAM
			OLD NO 89, NEW NO 29 KADAI THERU DHARASURAM, KUMBAKONAM, DHARASURAM, THANJAVUR
200	SOUTH-2	TAMIL NADU	SWAMIMALAI
			72/129 , NORTH STREET SWAMIMALAI, SWAMIMALAI, THANJAVUR
201	SOUTH-2	TAMIL NADU	THIRUPANATHAL
			"HAJA COMPLEX", NO. 71 MAIN ROAD, THIRUPANATHAL, THANJAVUR
202	SOUTH-2	TAMIL NADU	NACHIYARKOIL
			3 / 22A / 5 MAHABOOB COMPLEX NEAR G H & JOLLY VIDEOS, NEW BAZAAR ST, NACHIYARKOIL, THANJAVUR
203	SOUTH-2	TAMIL NADU	ADIRAMAPATTINAM

			NO 88 4 AND 5 MULLAI BUILDING PERIYATHAIKAL ROAD KANNAN, ADIRAMAPATTINAM, THANJAVUR
204	SOUTH-2	TAMIL NADU	PAPANASAM
			NO. 60, SALIYAMANGALAM ROAD PAPANASAM TALUK, PAPANASAM, THANJAVUR
205	SOUTH-2	TAMIL NADU	AYYAMPET
			NO.141/257, MAIN ROAD AYYAMPET, AYYAMPET, THANJAVUR
206	SOUTH-2	TAMIL NADU	MANARGUDI
			57 VINOBAJI STREET N.S.A THIRUMANA MANDAPAM MAADI ILL MANNARGUDI P.O, MANARGUDI, TIRUVARUR
207	SOUTH-2	TAMIL NADU	KODAIVASAL
			39 SUNNAMBU PALAYAM MAIN ROAD BAZAAR STREET, KODAIVASAL, TIRUVARUR
208	SOUTH-2	TAMIL NADU	ADUTHURAI
			192,B, MAIN ROAD NEAR HP PETROL BUNK, ADUTHURAI, ADUTHURAI, THANJAVUR
209	SOUTH-2	TAMIL NADU	THIRUVARUR
			2, SOUTH MAIN STREET, THIRUVARUR, TIRUVARUR
210	SOUTH-2	TAMIL NADU	KUMBAKONAM -1
			OLD NO. 209, NEW NO. 68, KAMRAJ SALAI, KUMBAKONNAM, KUMBAKONAM -1, THANJAVUR
211	SOUTH-2	TAMIL NADU	THIRUVAIYUR
			NO.6 AKILAN COMPLEXS NO 6 ODADURAI STREET NEAR THIRUVAIYARU BUS STAND, THIRUVAIYUR, THANJAVUR
212	SOUTH-2	TAMIL NADU	THAMARANKOTTAI
			770 KEELAKADU THAMARANKOTTAI, THAMARANKOTTAI, THANJAVUR
213	SOUTH-2	TAMIL NADU	PAPANADU
			R R COMPLEX MAIN ROAD OPP POLICE STATION, PAPANADU, THANJAVUR
214	SOUTH-2	TAMIL NADU	PARAVAIKOTAI
			NO 2 59 NORTH MAIN ROAD PARAVAKOTTAI MANNARGUDI (TK), PARAVAIKOTAI, TIRUVARUR
215	SOUTH-2	TAMIL NADU	POONTHOTAM
			1019 A CHINNA MILL STREET NANNILAM POONTHOTTAM, POONTHOTAM, TIRUVARUR
216	SOUTH-2	TAMIL NADU	KOLUMANGUDI
			NO 183 1TIRUVARUR MAIN ROAD KADUVANKUDI PO NANNILAK, KOLUMANGUDI, TIRUVARUR
217	SOUTH-2	TAMIL NADU	MALLIPATTINAM
			1 141 UMAR PULAVAR STREET MALLIPATTINAM PUDUKOTTAI DIST, MALLIPATTINAM, THANJAVUR
218	SOUTH-2	TAMIL NADU	PANATHANALLUR

			2 403 SIVA SOUTH STREET MAIN ROAD OPP INDIAN BANK, PANATHANALLUR, THANJAVUR
219	SOUTH-2	TAMIL NADU	MADUKUR
			NO 314 A10 K R A SHOPPING MALL MUKKUTTU SALAI, MADUKUR, THANJAVUR
220	SOUTH-2	TAMIL NADU	THANJAVUR
			NO. 1308, GADERAO TOWER SOUTH MAIN STREET, THANJAVUR
221	SOUTH-2	TAMIL NADU	PARAMAKUDI
			4/96, RAJAJI ST GANDHIJI ROAD NEAR MUTHALAMMAN KOVIL, PARAMAKUDI, RAMANATHAPURAM
222	SOUTH-2	TAMIL NADU	RAMANATHAPURAM
			NO 10/13 S.M. LUCKY PLAZA . G.H ROAD, RAMANATHAPURAM, RAMANATHAPURAM
223	SOUTH-2	TAMIL NADU	MADURAI
			17 - B KALPALAM ROAD GORIPALAYAM, SUPER TAILOR UPSTAIRS, MADURAI
224	SOUTH-2	TAMIL NADU	MELAPALAYAM
			NEW NO 13, OLD NO 5A, BAZAAR THIDAL, MELAPALAYAM, TIRUNELVELI
225	SOUTH-2	TAMIL NADU	COIMBATORE
			#1346 THADAGAM ROAD NEAR VELMURUGAN PETROL BUNK LOWELY ROAD, COIMBATORE
226	SOUTH-2	TAMIL NADU	KACHIRAPALAYAM
			KOMUGI DAM ROAD VADAKANANDAL KALLAKURICHI, KACHIRAPALAYAM, VILLUPURAM
227	SOUTH-2	TAMIL NADU	VILLUPURAM
			150 T V K STREET OPP TO POLICE STATION, VILLUPURAM
228	SOUTH-2	TAMIL NADU	ULUNTHURPET
			NO.96 MAIN ROAD, I'ST FLOOR OPP TO BUS STAND, ULUNTHURPET, VILLUPURAM
229	SOUTH-2	TAMIL NADU	KOONIMEDU
			225, ECR ROAD, NEAR MOSQUE, KOONIMEDU, VILLUPURAM
230	SOUTH-2	TAMIL NADU	SALEM
			203 / 8, OMALUR MAIN ROAD R. P. R COMPLEX , FOUR ROADS, SALEM
231	SOUTH-2	TAMIL NADU	THIRUKOVILOOR
			14G,GUNA COMPLEX,F.F,2ND SHOP,SEVALAI AND UNION OFFICE ROAD, 5 CROSS CORNER, THIRUKOVILOOR, VILLUPURAM
232	SOUTH-2	TAMIL NADU	THIRUVANAMALAI
			77/1B MAIN ROAD FIRST FLOOR, THIRUVANAMALAI, TIRUVANNAMALAI
233	SOUTH-2	TAMIL NADU	KALLAKURUCHI -1

			AKPS BUILDING. 1ST FLR CUTCHERY RD, OPP. TO BUS STAND, KALLAKURUCHI -1, VILLUPURAM
234	SOUTH-2	TAMIL NADU	KRISHNAGIRI
			48206 BABA COMPLEX LONDONPET NEAR BSNL OFFICE KRISHNAGIRI, KRISHNAGIRI
235	WEST	GUJARAT	AHMEDABAD
			SHOP NO. 5, GROUND LEVEL, PRAMUKH PALACE, JAI HIND CROSS ROADS, MANINAGAR, AHMEDABAD, AHMEDABAD
236	WEST	GUJARAT	VADODARA
			G 20 P THE EMPEROR FATEHGUNJ MAIN ROAD, VADODARA
237	WEST	GUJARAT	NADIAD
			10, MC SHOPPING CENTRE, OPP. PARAS CINEMA, NATPUR FOUNTAIN,, NADIAD, KHEDA
238	WEST	GUJARAT	AHMEDABAD
			7, KRISHNA TOWER, SACHIN TOWER, OPP. I.O.C. PETROL PUMP, ANAND NAGAR, 100 FT. RING ROAD,, AHMEDABAD, AHMEDABAD
239	WEST	GUJARAT	AHMEDABAD
			103, AMBALAL AVENUE, OF T.P.3, STADIUM FIVE CROSS ROAD NAVARANGPURA, AHMEDABAD
240	WEST	GUJARAT	RAJKOT
			U32 NEPTUNE TOWER OPP JALRAM PETROL PUMP, RAJKOT
241	WEST	GUJARAT	SURAT
			H.NO.3/4222, BARANPURI BHAGAL, BUNDELAWAD, SURAT, SURAT
242	WEST	MADHYA PRADESH	JABALPUR
			SNO 7,8, NARMADA PLAZA , BLOOM CHOWNK SHASTRI BRIDGE , JABALPUR, JABALPUR
243	WEST	MADHYA PRADESH	BHOPAL
			G- 15 DEENDAYAL PRISHAR E-2 ARERA COLONY BHOPAL, BHOPAL
244	WEST	MADHYA PRADESH	INDORE
			U G-1 ROYAL RATAN TOWER, 7 M.GANDHI MARG, INDORE
245	WEST	MAHARASHTRA	WEST MUMBAI
			50/1494BMC COLONY, NEAR HOLYANGELS SCHOOL GATE NO. 6; MALWANI MALAD, WEST MUMBAI , MUMBAI CITY
246	WEST	MAHARASHTRA	KAUSA
			SHOP NO-2 MOTI PUSHPA APARTMENT THAKUR PADA NEAR PINTYABANGLOW, MUMBRA 400612, KAUSA, THANE
247	WEST	MAHARASHTRA	TROMBAY

			SAHARKAR BAUG,PAILI PADA TROMBAY ROAD OPP BMC HOSPITAL TROMBAY (MUMBAI) TROMBAY 400088, TROMBAY, MUMBAI CITY
248	WEST	MAHARASHTRA	ANAND NAGAR
			BUILDING NO 2813,S.K ARCADE,SHOP NO 04, OPP.ANAND CINEMA,GULZAR NAGAR, ANAND NAGAR, THANE
249	WEST	MAHARASHTRA	NASHIK
			SHOPNO 1H NO 29 NAYAPURA BIKUCHOWK NASHIK MILEGAON, NASHIK, MILEGAON
250	WEST	MAHARASHTRA	BHIWANDI
			H NO 450 A, G.F, S.NO 1 ASHOKNAGAR NEAR KALYAN ROAD SHANTINAGAR POLICE STATION,BHIWANDI,THANE, BHIWANDI, THANE
251	WEST	MAHARASHTRA	AURANGABAD
			SHOP NO 2 PATEL MANZIL OP BMC BANK JUNA BAZAR AURANGABAD, AURANGABAD
252	WEST	MAHARASHTRA	ANDHERI EAST
			OFFICE NO.8, CHINTAMANI PLAZA, GR FLOOR, NEAR CINE MAGIC, ANDHERI KURLA ROAD, OPP. GERMAN REMEDIES, ANDHERI EAST, ANDHERI EAST, MUMBAI
253	WEST	MAHARASHTRA	COIMBATORE
			A4 , GROUND FLOOR , MASIHA CHS PK NAGAR , 90 FEET ROAD , DHARAVI, COIMBATORE, MUMBAI SUBURBAN
254	WEST	MAHARASHTRA	DIWAN SHAH
			SHOP NO 2 KOTWAL BUILDING DARGAH ROAD DLWANSHAH BHIWANDI , DIWAN SHAH, THANE
255	WEST	MAHARASHTRA	MUMBAI
			SNO.6 GULRAJ TOWER, KURLA JAYHIND BUDDHA VIKAS CHS JAGRUTI NAGAR KURLA EAST, MUMBAI , MUMBAI CITY
256	WEST	MAHARASHTRA	MIRA ROAD
			001 ASMITA MEGHNA NR ASMITA CLUB OPP APPOLO PHARMACY STATION ROAD MIRA ROAD E, MIRA ROAD , THANE
257	WEST	MAHARASHTRA	ANDHERI EAST
			502, SAMARPAN, NEW LINK ROAD, OPP. SATAM WADI,CHAKALA ANDHERI EAST, MUMBAI-400063, ANDHERI EAST, MUMBAI
258	WEST	MAHARASHTRA	KURLA
			KANAKIA ZILLION, UNIT 303, 3RD FLOOR LBS MARG JUNCTION CST ROAD KURLA, KURLA, MUMBAI
259	WEST	MAHARASHTRA	KHED RATNAGIRI
			SHOP NO 25 JAGANATH COMPLEX NEXT TO ST STAND KHED, KHED RATNAGIRI, RAIGAD
260	WEST	MAHARASHTRA	MAHAD

			SUMITRA BHAWAN 624 2 SAREKARALI POST, MAHAD, RAIGARH
261	WEST	MAHARASHTRA	MAHSLA
			BILAL BUILDING,BORLI ROAD, NR,AUTO STAND,, MAHSLA, RAIGARH
262	WEST	MAHARASHTRA	SHRIVARDHAN
			G.F, H.NO 682,S.NO 1 IYER MOHALLA AT POST-SHRIVARDHAN TAL- SHRIVARDHAN, SHRIVARDHAN, RAIGARH
263	WEST	MAHARASHTRA	CHIPLUN
			RANGOBA SABLE MARG, NEAR PEDNEKAR JEWELLERS, BAZARPETH, CHIPLUN, RATNAGIRI
264	WEST	MAHARASHTRA	MANGAON
			SAKINA MARIYM COMPLEX SHOP NO 3 MORBA ROAD MANGAON RAIGAD, MANGAON, RAIGAD
265	WEST	MAHARASHTRA	DAPOLI
			VALID COMPLEX SHOP NO 7, OPP S T STAND, DAPOLI, RATNAGIRI
266	WEST	MAHARASHTRA	DAPOLI
			SP NO 4 MADINA MASJID KADAMI HASANPURA BAZARPETH HARNEYAT POST HARNEY RATNAGIRI, DAPOLI, RATNAGIRI
267	WEST	RAJASTHAN	MAULASAR
			OPPOSITE PETROL PUMP NEAR BUS STAND DIDWANA ROAD, MAULASAR, NAGAU
268	WEST	RAJASTHAN	FATEHPUR
			WARD NO.18, OPP PATHAN HOSPITAL SIKRIYA CHORAHA DIST SIKAR, FATEHPUR, SIKAR
269	WEST	RAJASTHAN	SINGANA
			NEAR BUS STAND SINGANA DIST JHUNJHUNU, SINGANA, JHUNJHUNU
270	WEST	RAJASTHAN	SUJAN GARH
			OPP TIRUPATI MANDIR NEAR STATION ROAD MAIN BUS STAND SUJANGARH 331507, SUJAN GARH, CHURU
271	WEST	RAJASTHAN	SAGWARA
			OPP.TEHSIL, BANSWARA ROAD SAGWARA, DIST. DUNGARPUR, SAGWARA, DUNGARPUR
272	WEST	RAJASTHAN	GUDA GORJI KA
			NEAR POLICE STATION TODI GUDHA GAUR JI UDAIPURWATI 333022, GUDA GORJI KA, JHUNJHUNU
273	WEST	RAJASTHAN	DIDWANA
			JHANWRO KI GALI OPP SHASTRI MARKET DEEDWANA DIST NAGAU

274	WEST	RAJASTHAN	CHURU IN FRONT OF LIC BUILDING PANKHA ROAD NEAR BHARTIYA HOSPITAL, CHURU
275	WEST	RAJASTHAN	JHUNJHUNU OLD BUS STAND, KHEMI SATI ROAD, JHUNJHUNU
276	WEST	RAJASTHAN	FATEHPUR SHEKHAWATI OPP BHAGWANDAS PODDAR HOSPITAL BAWAR IGATE, FATEHPUR SHEKHAWATI, SIKAR
277	WEST	RAJASTHAN	JAIPUR 8, KATEWA BHAWAN, OPP.GANPATI PLAZA, M.I. ROAD, JAIPUR
278	WEST	RAJASTHAN	SRIGANGANAGAR SHOP NO 11 -C BLOCK, GAUSHALA ROAD BIRBAL CHOWK OPP.TATA TANISHQ JEWELLERY SHOWROOM,SRIGANGANAGAR, SRIGANGANAGAR, SRI GANGANAGAR

NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 and the Report of the Auditors thereon.
3. To appoint a Director in place of Sh. Sandeep Bansal (DIN 00094391) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Smt. Sarita Rani Bansal (DIN 00094504), who retires by rotation and being eligible, offers herself for reappointment.
5. To ratify the appointment of Statutory Auditors as approved by Members at the Thirty First Annual General Meeting and, if thought fit, to pass the following resolution with or without modification(s) as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Jain & Associates, Chartered Accountants, SCO 819-20 Sector 22-A, Chandigarh (Firm Regn. No. 01361N), as Auditors of the Company for a term of Five years i.e. till the conclusion of the 36th Annual General Meeting to be held in the year 2020, which was subject to ratification by Members at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held in the year 2018, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the Provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Uma Shankar Paliwal (DIN 06907963), who was appointed as an additional Director (Independent Director) of the Company by the Board of Directors with effect from May 29, 2017 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term upto the conclusion of the Annual General Meeting for the Financial Year 2020-21.

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

“RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders of the Company in their Annual General Meeting held on 28-09-2016 and pursuant to the Provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the act”), Rules made thereunder and Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), as may be applicable, subject to such other approvals and compliances as per the applicable provisions of the Act as may be necessary, the approval of the Members be and is hereby accorded for revision of remuneration of Mr. Dharam Pal Sharma (DIN 07284332), Whole Time Director of the Company w.e.f. 01-04-2017 as given below:-

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

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

RESOLVED FURTHER THAT the Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors or Board Committee and Mr. Dharam Pal Sharma (DIN 07284332) subject to the provisions of all applicable Laws.”

Place: Chandigarh
Date: August 23, 2017

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

SD/-

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

NOTES:

- (1) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 6 and 7 of the Notice convening the Meeting is annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE

- COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 33rd ANNUAL GENERAL MEETING.
- (3) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
 - (4) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
 - (5) Route map and prominent land marks near the Venue of the Annual General Meeting is attached at the end of this Annual Report.
 - (6) Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No. : 011-42541959:-
 - a. their bank account details in order to receive payment of dividend, whenever declared, through electronic mode
 - b. their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically
 - c. any change in their address/e-mail id/ECS mandate/ bank details
 - d. share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account

B. Members holding shares in dematerialized form are requested to notify to their Depository Participant :-

 - a. their email id.
 - b. all changes with respect to their address, email id, ECS mandate and bank details.
 - (7) As per the Securities and Exchange Board of India Notification, the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
 - (8) The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose
 - (9) In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2016-17 is being sent to all the members whose email address (es) are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same. Further, in accordance with Regulation 36(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rule 10 of the Companies (Accounts) Rules, 2014 the hard copy of Annual Report 2016-17 is being sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting the duly filled in "e-Communication Registration Form" (available on Company's website link <http://paulmerchants.net/Registration-of-Email-ID.pdf> to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering

for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

The Notice of 33rd Annual General Meeting and the Annual Report 2016-17 will also be available on the Company's website www.paulmerchants.net for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours. (Adobe PDF can be downloaded at <https://get.adobe.com/reader>)

- (10) The Shareholders/Proxies are requested to produce at the Registration Counter(s), the attendance slip sent along with this Report, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company's website www.paulmerchants.net or can write at cs@paulmerchants.net
- (11) In case any Member has any query relating to the Annual Accounts he/she is requested to send the same to the Company at the Registered Office of the Company at least 7 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
- (12) Pursuant to provisions of Section 124 of the Companies Act, 2013, the amount of dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. As on date the Company has unclaimed and unpaid dividend amount pertaining to dividends declared for the financial year 2010-11, 2011-12 and 2012-13. Members who have not yet encashed their dividend warrants for these financial years are requested to make their claims to the Company immediately. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims. Further, the information regarding unclaimed dividends in respect of the dividends declared pertaining to the financial year up to 2012-13 and updated upto the date of 32nd AGM held on 28-09-2016 has been uploaded on the website of the Company under 'Investors' section. Pursuant to the circular issued by the Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 dated May 10, 2012, the said information was also filed with the Ministry of Corporate Affairs (MCA). MCA has also uploaded details of the same on its website at www.iepf.gov.in. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they are requested to lodge their claim, duly supported by relevant documents to the Company before expiry of 7 (seven) years from the date it is lying in the unpaid dividend account. The details of due dates for transfer for unclaimed dividend to IEPF are as under :-

Year	Date of Declaration	Date of payment	Dividend %	Dividend in Rs per share	Proposed Date of transfer to IEPF (DD-MON-YYYY)
2010-2011	08.03.2011	31.03.2011	10	1	28-Apr-2018
2011-2012	31.03.2012	23.04.2012	15	1.50	21-May-2019

2012-2013	28.05.2013	22.06.2013	15	1.50	18-JUL-2020

- (13) As a measure of saving of paper, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting
- (14) In terms of Section 152 of the Companies Act, 2013, Sh. Sandeep Bansal, (DIN - 00094391) and Smt. Sarita Rani Bansal (DIN 00094504), Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment and the Board of Directors of the Company recommends their re-appointment. Further, the term of Mr. Uma Shankar Paliwal (DIN 06907963) is expiring on this ensuing AGM as he was appointed as an additional director on 29-05-2017 by the Board and a Member of the Company has proposed his candidature for the appointment as Director. Brief resumes of the Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the board and memberships of Board Committees, shareholding as stipulated under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 is annexed with the Notice of the AGM
- (15) The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment
- (16) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM. The Statutory Registers like Register of Directors and Key Managerial Personnel & their Shareholding, the Register of Contracts & Arrangements in which Directors are interested and Register of Members as maintained by RTA shall be open for inspection at the meeting to any person having right to attend the AGM.
- (17) Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Alankit Assignments Ltd the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. The Forms can be downloaded from Company's website www.paulmerchants.net under Investor Section. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
- (18) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 21-09-2017 to 28-09-2017 (both days inclusive) for the purpose of AGM.
- (19) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (20) Members are advised to refer to the General Shareholders Information as provided in this Annual Report.
- (21) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution/ power of attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (22) In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting and by Ballots at the venue of AGM, the said resolutions will not be decided on a show of hands at the Meeting.

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

(24) **E-VOTING:**

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice and as such the business at the AGM may be transacted through such voting.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot paper which shall be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Any member, who has cast his/ her/ its vote through remote e-voting, may attend Annual General Meeting but shall not be entitled to vote again at the AGM.
- d. The voting period begins on 09:00 a.m. (IST) on September 25, 2017 and ends on 05:00 p.m. (IST) on September 27, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. The members who have already cast their vote by remote e-voting, may also attend the meeting but shall not be entitled to cast their vote again.
- f. The Board of Directors have appointed Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (F 5901), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- g. The cut-off date for the purpose of voting (including remote e-voting) is 21st September, 2017.
- h. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- i. The remote e-voting facility will be available during the following period after which the e-voting portal shall forthwith be blocked and shall not be available:

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

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

IN CASE OF MEMBERS RECEIVING AN E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on Login.
- (v) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vi) If you are a first time user, follow the steps given below.

Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number shall be sent in the e-mail to be sent to the members. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for the Company "Paul Merchants Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- (xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xix) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (xx) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xxi) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 a.m. (IST) on September 25, 2017 and ends on 05:00 p.m. (IST) on September 27, 2017
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Any person, who acquires shares of the Company and becomes member of the Company after the Dispatch of Notice and holds shares as of the cut-off date i.e. 21-09-2017, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Alankit Assignments Ltd, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No. : 011-42541959 or CDSL. However, if the said shareholder is already registered with CDSL for e-voting, then his existing user id and password can be used for casting the vote. If he has forgotten the password, he can reset his password by using "Forgot User Details/Password" option available on www.evotingindia.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Hardam Singh, Company Secretary of the Company at investor.redressal@paulmerchants.net or at 0172-5041760 or Fax 0172-5041713 or at PML House, SCO 829-830, Sector 22-A, Chandigarh - 160022 .

- (xxii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 21-09-2017
- (xxiii) Shareholders can also cast their vote using CDSL's mobile App 'CDSL m-Voting' available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xxiv) The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 Hours from conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the results of the voting forthwith
- (xxv) The manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutiniser or any other person till the votes are cast in the meeting.
- (xxvi) The Scrutinizer's decision on the validity of the vote shall be final and binding.

- (xxvii) The result declared along with the Scrutinizer`s report shall be placed on the website of the Company (www.paulmerchants.net) and on the website of CDSL (www.cdslindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE Limited, where the Company`s shares are listed. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall also be displayed on the Notice Board of the company at its Registered Office at New Delhi and its Corporate Office at Chandigarh.
- (xxviii) The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

Place: Chandigarh
Date: August 23, 2017

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

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

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

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, had appointed Shri Uma Shankar Paliwal (DIN 06907963) as an Additional Director (Independent Director) of the Company with effect from 29-05-2017. In terms of the provisions of Section 161 (1) of the Act, Shri Uma Shankar Paliwal (DIN No. 06907963) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Uma Shankar Paliwal (DIN 06907963) for the office of Director of the Company.

Shri Uma Shankar Paliwal (DIN 06907963) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

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

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

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

Brief resume of Shri Uma Shankar Paliwal (DIN 06907963), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of the SEBI (LODR) Regulations, is provided as a part of the Notice of the Annual General Meeting.

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

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

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

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their respective shareholding. The appointee Director may please be treated as interested in the resolution.

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

ITEM NO. 7

Sh. Dharam Pal Sharma (DIN 00077230), Whole Time Director of the Company was appointed as such by Members of the Company in their Annual General Meeting held on 28-09-2016 on an Annual Remuneration @ Rs. 5,70,000/- (Rupees Five Lacs Seventy Thousand Only), Annual Performance bonus up to Rs. 20,000/-, Fixed Monthly Incentive of Rs. 7,000/- per Month and Gratuity as per the Payment Of Gratuity Act, 1972. The Board of Directors of the Company had, subject to the Provisions of Sections 196, 197, 198 and all other applicable Provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, revised the remuneration of Sh. Dharam Pal Sharma (DIN 00077230), the Whole Time Director of the Company w.e.f. 01-04-2017 subject to approval of shareholders in the following manner:-

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

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

As per the requirements of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and increase/change in their remuneration is to be made with the approval of the Shareholders in the General Meeting. The said revision in the remuneration of Sh. Dharam Pal Sharma (DIN 00077230), Whole Time Director w.e.f. 01-04-2017 is subject to approval of the Members of the Company. Therefore your Directors recommend the Resolution set out at Item no. 7 is to be passed as Special Resolution.

No Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except to the extent of their respective shareholding in the company. The appointee Director may please be treated as interested in the resolution.

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

Place: Chandigarh
Date: August 23, 2017

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

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

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

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

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

Expertise in Specific Functional Area:

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

Terms and Conditions:

Mrs. Sarita Rani Bansal is serving as an Non-Executive director on the board of directors of the Company.

Her office is liable to retire by rotation

Remuneration: - She is not drawing any remuneration.

Qualification: Graduate in Arts

List of other Directorships:

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

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

Nil

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

NIL

Shareholding in the Company as on the date of this report

: Holding 144500 Equity shares in her name representing 14.056 % of total paid up capital.

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

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

Justification for re-appointment:

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

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

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

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

Expertise in Specific Functional Area:

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

Terms and Conditions for re-appointment:

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

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

Qualification: Graduate in Arts

List of other Directorships:

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

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

1. Member of Executive Committee
2. Member of Stakeholders Relationship Committee
3. Member of Nomination & Remuneration Committee
4. Chairman of CSR Committee

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

NIL

Shareholding in the Company as on

the date of this report

: Holding 144507 Equity shares in his name representing 14.057 % of total paid up capital.

Relationship:- Mr. Sandeep Bansal is son of Mr. Sat Paul Bansal, Chairman cum Managing Director & Mrs. Sarita Rani Bansal, Whole Time Director. He is brother of Mr. Rajneesh Bansal, Executive Director of the Company. He is not related to any other Director, Manager or Key Managerial Personnel of the Company.

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

Justification for re-appointment:

Mr. Sandeep Bansal has over twenty four years of diverse experience as a Director of Paul Merchants Limited, and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goal & objectives. As a Director, he is looking after Marketing, Advertising & other business promotion activities of the company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board.

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

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

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

Expertise in Specific Functional Area:

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

Terms and Conditions for appointment:

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

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

Qualification: -

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

List of other Directorships : NIL

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

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

Shareholding in the Company as on the date of this report : NIL. No other person holds any shares in the Company on his behalf

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

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

Justification for re-appointment:

Sh. Uma Shankar Paliwal possesses rich experience as Regulator and Supervisor at Reserve Bank of India for more than 34 years, including being Director, Supervision at Bank of Mauritius, having a 40

decent exposure and in-depth knowledge related to Foreign Exchange, Banking, Currency, Inspection, HRMD, Financial Inclusion, Consumer Education and Protection, Corporate Governance, Payment Systems etc. Considering his qualifications and experience, Board is of the opinion that he will provide useful value addition to the decision making process of the Board.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 33rd Annual Report together with the Audited Financial Statements of the Company for the Financial year ended 31st March, 2017.

FINANCIAL RESULTS :-

The financial results of the Company for the year under review are summarized for your consideration:

Particulars	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
Gross Income	29,98,06,37,681	2468,69,48,116
Profit Before Interest and Depreciation	38,57,43,909	37,21,54,691
Interest	2,64,84,797	2,87,10,550
Gross Profit	35,92,59,112	34,34,44,141
Provision for Depreciation	2,90,50,590	2,82,47,542
Exceptional Items	26,66,099	---
Net Profit Before Tax	33,02,08,522	31,51,96,599
Provision for Tax	11,40,47,417	11,24,46,687
Deferred Tax	21,58,945	(14,41,740)
Prior Period Tax	8,94,91,142	--
Net Profit After Tax	12,45,11,017	20,41,91,652
Balance of Surplus brought forward	1,37,79,40,594	117,37,48,942
Balance available for appropriation	1,50,24,51,611	137,79,40,594
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	1,50,24,51,611	137,79,40,594

STATE OF COMPANY'S AFFAIRS/ BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/HIGHLIGHTS/OPERATIONS

The Company operates principally in three business verticals International Money Transfer, Foreign Exchange and Tours & Travels. During the year under review, Gross revenue from International Money Transfer activities stood at Rs. 10,207 lacs, from Foreign Exchange Services stood at Rs. 2,85,152 lacs and from Tours & Travel Segment stood at Rs. 4,142 lacs. The Profit before tax stood at Rs. 33,02,08,522/- and Profit after tax stood at Rs.12,45,11,017/-. For further details, kindly refer to the Financial Statements, Management Discussion & Analysis Report **Annexure D-3** and Corporate Governance Report which forms part of this report.

Further, during the year under review, the Company has divested its stake in its Malaysian Joint Venture Company Horizon Remit Sdn. Bhd. by 10% from 29.424% to 19.424% and incurred a loss on such sale of shares amounting to Rs. 26,66,099/- which has been shown as Exceptional item in the Balance Sheet as well in the summary of Financial Results given above.

DIVIDEND :-

Your Directors have decided to reinvest the earnings in the growth of business and for this reason, have decided to not to declare any Dividend for the year under review.

RESERVES:-

Entire amount of Net Profit of Rs. 12,45,11,017/- has been transferred to Profit and Loss Surplus account, which appears under the head "Reserves and Surplus." No amount has been transferred to any other reserves.

DIRECTORS:-

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Sarita Rani Bansal (DIN 00094504) and Mr. Sandeep Bansal (DIN 00094391), Directors of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Uma Shankar Paliwal (DIN 6907963) had been appointed as Independent Additional Director by the Board of Directors of the Company subject to approval of Members. He holds office upto the date of the ensuing Annual General Meeting and is proposed to be appointed as regular Independent Director by the Members. The Company has received requisite notice and deposit in writing from a Member proposing him for appointment as regular Independent Director.

Board of Directors of the Company had increased the remuneration of Mr. Dharam Pal Sharma (DIN 07284332) w.e.f. 01-04-2017, subject to approval of Members.

The Brief Resumes and other details relating to the Directors who are proposed to be appointed/re-appointed, as required to be disclosed under Regulation 36 of the SEBI (LODR) Regulations, 2015, form part of the Notice of Annual General Meeting.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 read over with Regulation 25 of SEBI (LODR) Regulations, 2015.

DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

The Annual Report of the Company contains a certificate by the Managing Director in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended March 31, 2017

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Sh. Sat Paul Bansal	Chairman cum Managing Director
Sh. Tilak Raj Khepar	Chief Financial Officer
Sh. Hardam Singh	Company Secretary

There was no change (appointment or cessation) in the office of any KMP during the year under review.

SHARE CAPITAL

a. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any shares with Differential Rights during the year under review.

b. ISSUE OF SWEAT EQUITY SHARE

The Company has not issued any Sweat Equity shares or Employee Stock Options during the year under review.

The paid up equity share capital as on 31 March 2017 was Rs. 1,02,80,000/- and Authorized Share Capital was Rs. 2,00,00,000/-.

Further there was no buy back of its own shares by the Company and there was no other change in the share Capital of the Company during the year under review.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up a Committee for implementation of said policy. During the year under review, the Company has not received any complaint of harassment.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments, effecting the Financial position of the Company happening between the end of the Financial Year of the Company and date of this Report.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

Till now, the Company had been offering services of International Money Transfer as a Principal Agent of Western Union Financial Services, Inc., USA. With effect from 11-05-2017, the Company has started offering the same services as Indian Agent of Continental Exchange Solutions, Inc. USA doing business as Ria Financial Services as well. The requisite details had been furnished to BSE Ltd in this regard. Ria Financial Services is the Third largest global money transfer company. It was founded in 1987 and at the moment employs approx. 3,100 people. It has services in 150 countries through a network of 310,000+ agents and stores.

There are no other events to be reported under this head.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The requisite information has been given by way of an **Annexure D-1** to this Report.

CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

- a. In the nature of Company's business
- b. Generally in the class of business in which the Company has an interest

Further, the Company has no Subsidiary and therefore information regarding any change in subsidiaries or in the nature of business carried on by them is not applicable to the Company.

CORPORATE GOVERNANCE :-

Your Company is committed to maintain the highest standards of Corporate Governance and is in compliance with the Corporate Governance Regulations as laid out in the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As required under Regulation 34 (3) read with Part C of Schedule V to the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is annexed herewith as **Annexure –D-11** and forms a part of this Annual Report.

A Compliance Certificate from Mr. Kanwaljit Singh Thanewal, a Company Secretary in practice having CP no. F 5901, confirming compliance with the conditions of Corporate Governance is also annexed with this Report as required under Part E of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BUSINESS RESPONSIBILITY REPORT

Regulation 34 (2) (f) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company because the Company is not among top 500 listed entities based on market capitalization.

POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMPs and other employees is attached as **Annexure D-2** as Nomination and Remuneration Policy, which forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as **Annexure D-3** forming part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMPs/EMPLOYEES:-

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1), 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is also attached as **Annexure D-4** which forms part of this report.

DETAILS OF COMMISSION RECEIVED BY MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

Commission paid to Mr. Sat Paul Bansal, the Chairman cum Managing Director of the Company for the Financial Year 2016-17 comes to Rs. 73,99,934/-

Commission paid to Mr. Rajneesh Bansal, the Executive Director of the Company for the Financial Year 2016-17 comes to Rs. 73,99,934/-

NUMBER OF MEETINGS OF BOARD

During the year 2016-17, 4 (Four) Board Meetings were held and 1 (One) Independent Directors meeting was held on 09.02.2017. The dates on which the Board Meetings were held are 24.05.2016, 11.08.2016, 04.11.2016 & 09.02.2017. Further details as required under Part C of Schedule V to the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Corporate Governance Report forming part of this Annual Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has put in place a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. Accordingly, following is the criteria for evaluation:-

- a. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company

- b. Criteria for evaluation of the Board Committees
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Committee
 - v. Role of Committees.
 - vi. Contribution to the decision making process of the Board.

- c. Criteria for evaluation of the Individual Directors including Independent Directors;
 - i. Experience and ability to contribute to the decision making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

Accordingly, the annual performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors has been carried by the Board in its Meeting held on 29-05-2017 in terms of the provisions of Section 134 (3) (p) of the Companies Act, 2013. The performance evaluation of all the Independent Directors have been done by the entire Board and while doing so, the Director subject to evaluation had not participated. On the basis of performance evaluation done by the Board, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

The Independent Directors had met separately on 09.02.2017 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Directors express their satisfaction over the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT:-

M/s Jain & Associates (Firm Regn. No. 01361N), Chartered Accountants, Chandigarh, were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on 28th September, 2015 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. Therefore their appointment is subject to ratification by the Members in the ensuing Annual General Meeting

The Auditors' Report being self-explanatory, requires no comments from the Directors. Further, there are no reservations, qualifications, adverse remarks or Modified opinion in the Audit Reports issued

by them in respect of Standalone as well as Consolidated Financial Statements of the Company for the Financial Year 2016-17.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Kanwaljit Singh Thanewal, a Company Secretary in practice having CP no. F 5901, was appointed as Secretarial Auditor of the Company for the financial year 2016-17 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed form MR- 3 is attached as **Annexure D-5** and forms part of this report.

There are no qualifications or observations or other adverse remarks by the Secretarial Auditors in the Report issued by them for the financial year 2016-17 which call for any explanation from the Board of Directors.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

COST AUDIT

As per the Cost Audit Rules, Cost Audit is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements with respect to the Joint Venture Company M/s Horizon Remit Sdn. Bhd., Malaysia pursuant to Section 129(3) of the Companies Act, 2013 (Act) and SEBI Listing Regulations and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Company has in place sound internal control system to ensure that all assets are protected against loss from any unauthorised use and all transactions are recorded and reported correctly. According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Division, supplemented by Concurrent and Statutory Audit. The Internal Auditors independently evaluate the adequacy of internal controls and regularly audit the transactions. Independence of the audit and compliance is ensured by regular supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board on Quarterly basis.

The Internal Financial Control systems in place in the Company have been reviewed by the Audit Committee on 25-05-2017 and by the Board of Directors of the Company on 29-05-2017.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically as per the Risk Management Policy of the Company. A Risk Management Committee, voluntarily constituted by the Board of Directors is also in place with the responsibility of preparation of Risk Management Policy, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis, to update the Risk management on quarterly basis, to report key changes in critical risks to the Board on an ongoing basis, to report critical risks to Audit Committee in detail and such other functions as may be prescribed by the Board. The Company has formulated Risk Management Policy which provides an overview of the principles of risk management, explain approach adopted by the Company for risk management, define the organizational structure for effective risk management, develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions, identify, assess, manage and mitigate existing and new risks in a planned and co-ordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets. The Risk Management Committee holds regular meetings to review the critical risks identified. The risks faced by the Company and their minimization procedures are assessed categorically under the broad heads of High, Medium and Low risks. Further, the Company identifies risks and control systems are instituted to ensure that the risks in each business process are minimized/mitigated. The Board provides oversight and reviews the Risk Management Policy on a regular basis. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

The Company has no subsidiaries or Associates as defined in the Companies Act, 2013 and no change happened during the year under review. The Company has one Joint Venture Company in the name of M/s Horizon Remit Sdn. Bhd. Malaysia. The Company holds 19.424 % equity stake in the said Joint Venture Company. Weizmann Forex Ltd (CIN L65990MH1985PLC037697) and Western Union Processing Limited, an Irish Limited Liability Company are the other partners in the said Joint Venture Company.

Through the said Joint Venture Company, the Company is able to spread its reach in International Remittances business beyond India and this starts with Malaysia.

During the FY 2016-17, The JV achieved gross revenue of 8.9 Cr registering a growth of 12.5 % over previous year. By way of constant efforts of business growth through cost optimizations, this year the JV achieved a profit of 61.4 Lacs as against loss of 26.9 lacs during previous year.

Report on the performance and Financial position of the Joint Venture Company in the specified format AOC-1 is annexed to the Directors' Report as **Annexure D-6**.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2016-17 in terms of Chapter V of the Companies Act, 2013. Information in this regard, therefore, is nil.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future. However, it is hereby stated that Income Tax Settlement Commission, Additional Bench, New Delhi has settled the additional Income to the tune of Rs. 17,51,30,000/- from Assessment year 2008-09 to 2014-15 vide its order dated 21-12-2016, which has been received by us on 04-01-2017. The amount of tax and interest as per said order will be computed by the department and the balance tax & interest will be paid / refunded, if any, after adjustment of tax and interest of Rs. 8,88,00,000/- already paid by the company.

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Audit Committee is duly constituted. The Audit Committee as on March 31, 2017 comprises of the following Independent Directors:

Shri. Vigyan Arora	Independent Director, Chairman
Shri Dilbagh Singh Sidhu	Independent Director, Member
Shri Ajay Kumar Arora	Independent Director, Member

Details of the Audit Committee have been separately given in the Corporate Governance report. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 178 (1) of The Companies Act, 2013, Nomination & Remuneration Committee is duly constituted. As on March 31, 2017 the Committee comprises of the following Directors:

Sh. Dilbag Singh Sidhu	Independent Director, Chairman
Sh. Sandeep Bansal	Non Executive Director, Member
Shri. Vigyan Arora	Independent Director, Member

The details of Remuneration Policy and the Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Stakeholders Relationship Committee is duly constituted with following composition as on March 31, 2017:-

Sh. Vigyan Arora	Independent Director, Chairman
Sh. Rajneesh Bansal	Executive Director, Member
Sh. Sandeep Bansal	Non Executive Director, Member

Other details of the Committee have been separately given in the Corporate Governance report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In terms of Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee of the Board with the following composition as on March 31, 2017:

1	Sh. Sandeep Bansal	Non Executive Director, Chairman
2	Sh. Rajneesh Bansal	Executive Director, Member
3	Sh. Vigyan Arora	Independent Director, Member

Other details of the Committee and CSR Policy is furnished in the Report on Corporate Governance, which is annexed herewith. The CSR Policy is also available on the website of the Company <http://paulmerchants.net/CSR-Policy.pdf>. The annual report on CSR activities is furnished in **Annexure D-7**, which forms part of this report.

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

There is no change in the Capital Structure of the Company during the year under review. The Shares of the Company are listed at BSE Ltd under scrip code 539113. The Listing fee for the FY 2017-18 has already been paid.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on March 31, 2017 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as **Annexure D-8** and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act made during the Financial Year 2016-17 are attached as **Annexure D-9** which forms part of this report. Further, reference can be made to NOTE 10 & 17 to the Financial Statements.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Hence, provisions of Section 188 (1) are not applicable. As these transactions were in the ordinary course of business and on an arm's length basis, in the opinion of the Board these transactions are justified to be executed. The details of these transactions is given in Form AOC-2, annexed as **Annexure D-10**, which forms part of this report. All the said Transactions were done with prior approval of the Audit Committee and the Board. The transactions entered into pursuant to the omnibus approval of the Audit Committee were also placed regularly before the Audit Committee for its review.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Your attention is also drawn to the Related Party disclosures set out in Note no. 35 of the Financial Statements.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at <http://paulmerchants.net/Related-Party-Transaction-Policy.pdf>.

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of Regulation 4 (2) (d) and Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the said Vigil Mechanism cum Whistle Blower Policy is given in the Corporate Governance Section, which is appended to this Report. The Vigil Mechanism cum Whistle Blower Policy is also available on the Company's website under weblink <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/07/Vigil-Mechanism-Policy.pdf>

DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDUSTRIAL RELATIONSHIPS:-

Relations between the Management and the employees at all levels have been cordial and the Directors wish to express their appreciation for the cooperation and dedication of the employees of the Company.

HUMAN RESOURCES DEVELOPMENT

It is a proud statement in itself that your Company continues to be an Employer of choice for a host of workforce. Value based HR programs unleashed by the Company from time to time have enabled the company's HR team to contribute substantially to the overall growth of the Company. In order to keep pace with the ever evolving demands of the existing business and the gamut of activities in Digital space, HR has been placing tremendous focus on capability building in newer areas with an objective to predict, diagnose, and take actions that will improve business performance. Further discussion on this subject is included in the Management Discussion and Analysis Report forming part of this report.

COMPLIANCE

The company has devised proper systems to ensure compliance of all laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board every Quarter confirming compliance by the Company with all applicable Laws. In addition, the Internal Audit and Concurrent Audit helps the Company gauge its levels of Compliance on ongoing basis and to take corrective steps, wherever needed.

LISTING AND LISTING REGULATIONS:-

The equity shares of the company are listed on the BSE Ltd (BSE).

The Company has in place the following Policies as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

1. 'Policy for Preservation of Documents' under Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 'Archival Policy' under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The web link of 'Archival Policy' is <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/03/Policy-on-Archival-of-Records.pdf>
3. 'Policy on Criteria for determining Materiality of events/information' under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The web link of the 'Policy on Criteria for determining Materiality of events/information' is; <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/03/Policy-on-Determination-of-Materiality.pdf>

The company has already paid listing fees for the year 2017-2018 to the BSE Ltd.

INSIDER TRADING:

The Board of Directors of the Company have adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The said Code has been posted on the Website of the Company www.paulmerchants.net. Further, the Board has also adopted the Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The said codes were duly adhered to during the year under review.

CEO/CFO CERTIFICATION

In accordance with the Regulation 17 (8) read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms, Mr. Sat Paul Bansal, Managing Director and Mr. Tilak Raj Khepar, CFO, have issued a certificate as per the contents of said Regulation for the year ended March 31, 2017. The said certificate forms an integral part of this Annual Report as **Annexure D-14**. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

The Company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 96% of the issued shares of the Company are already in dematerialized form. M/s Alankit Assignments Limited, New Delhi are acting as the Registrar and Share Transfer Agents for this purpose and acts as common agency and all activities in relation to both physical and electronic share transfer facility are maintained in by them in terms of Regulation 7 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of the Investor Education Protection Fund (Uploading Of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 28-09- 2016) with the Ministry of Corporate Affairs.

FINANCIAL STATEMENTS

Standalone as well as Consolidated Annual Report 2016-17 of the Company containing complete Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, other statements and notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report and Corporate Governance Report) are being sent via email to all shareholders who have provided their email address(es). To others, the Annual Report is being sent by post. Full version of Annual Report 2016-17 is also available for inspection at the registered office of the Company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website www.paulmerchants.net. The Notice of the AGM shall also be placed at the website of CDSL. Please note that you will be entitled to be furnished, free of cost, the full Annual Report 2016-17, upon receipt of written request from you, as a member of the Company.

ACKNOWLEDGEMENT:-

Your Directors wish to express their sincere appreciation to valued Clients, Reserve Bank of India, Western Union Financial Services Inc, U.S.A, Company's Bankers, Government Agencies and Employees of the company for their continued support & co-operation.

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

PLACE: CHANDIGARH

Date: August 23, 2017

ANNEXURE D-1 TO THE DIRECTORS' REPORT:-**A. Conservation of Energy :**

Though energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. The Energy conservation measures include replacement of incandescent lights with low power consuming LED lights and compact Fluorescent Lights, replacement of old electrical units with new energy efficient units. The vehicles operated by the company are in compliance of all pollution control regulations. Wherever possible, paperless processes are adopted under Green Initiative. Staff of the Company is regularly sensitized about conservation of power. As the Company is in service sector, capital investment on energy conservation equipments is not significant to be reported.

B. Technology Absorption :

The Company continues to absorb and upgrade modern technologies in its operations and back-end support functions like Accounts, Human Resource Management, Operations and Compliance functions.

The benefit derived from above steps enables the Company to carry on its operations in an efficient and cost-effective manner which in turn helps the Company offer its services and products in a most competitive manner.

No specific or separate expenditure incurred on Research and Development although it is an ongoing process and is carried out by the concerned human resources diligently.

C. Foreign exchange earnings and outgo:

Under International Money Transfer Services, the Company exports the services to Western Union Services Inc., USA.

As India is only a Receipt country, initiatives to increase the quantum of this service is limited in scope. Yet, many initiatives are undertaken to increase the brand visibility, customer awareness and bandwidth of the Network which ultimately translates into incremental revenues. These initiatives include Network expansion, promotional campaigns and incentive plans. The Company spent a sum of Rs. 4,30,45,395/- on these initiatives. These initiatives will be continued to be undertaken in the times to come with suitable variations as per needs.

Total Foreign Exchange used and earned:-

	2016-17	2015-16
PARTICULARS	Amount (Rs. In lacs)	Amount (Rs. In lacs)
Foreign Exchange Outgo		
Towards Travelling Overseas	16.36	19.07
Towards Advertisements & Business Promotion	NIL	NIL
Towards Tour Packaging Business	233.30	151.19
Towards Investments	-	26.82
Total	69.00	197.08
Foreign Exchange Receipts	318.66	
Gross Remittance from W.U.	1304866.15	1587853
Tour Packaging Business	156.23	81.46
Total	1305022.38	1587122.46

**For & On Behalf of the Board
SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

**For & On Behalf of the Board
SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

PLACE: CHANDIGARH

Date: August 23, 2017

ANNEXURE D- 2 TO THE DIRECTORS' REPORT**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the Listing Regulations. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To recommend for Key Managerial Personnel and Senior Management, reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Chief Executive Officer or the Managing Director or the Manager;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary; and
 - 2.4.5. such other officer as may be prescribed.
- 2.5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

- 2.6. **“Remuneration”** means money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Directors, KMPs and Senior Management Personnel.

3.2. Policy for appointment and removal of Directors, KMPs and Senior Management Personnel

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level in line with the Business of the Company, the Industry Structure which the Company operates in and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment to ensure that he/she is able to discharge his duties in a diligent manner. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) A person shall be eligible for appointment as managing director of the company if he has worked as whole time director or manager for at least 3 years in a public limited company.
- e) The Chief Financial Officer of the Company shall necessarily be a member of Institute of Chartered Accountants of India. The Company Secretary of the Company shall necessarily be a member of Institute of Company Secretaries of India. For any other position in the Senior Management, where a specific educational qualification is desirable to discharge the functions and duties attached to that particular position, the person shall necessarily be holding that qualification.

3.2.2. Term / Tenure

- a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) on the basis of following criteria:-

- d. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company
- e. Criteria for evaluation of the Board Committees
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Committee
 - v. Role of Committees.
 - vi. Contribution to the decision making process of the Board.
- f. Criteria for evaluation of the Individual Directors including Independent Directors;
 - i. Experience and ability to contribute to the decision making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

The performance evaluation of all the Independent Directors shall be done by the entire Board and while doing so, the Director subject to evaluation shall not participate. On the basis of performance evaluation done by the Board, it will be determined whether to extend or continue their term of appointment, whenever their respective term expires.

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder or due to other valid reasons as recorded in writing by the Committee, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Directors, KMPs and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Directors, KMPs and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration to be paid to the Whole-time Directors and shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Directors Further, in case of KMPs and Senior Management, the increments shall be allowed not only on the basis of performance of the Company but shall also include various factors like individual performance vis a vis individual KRA, diligence in achievement of KRAs, Industry trends, economic situation, future growth prospects of the Company etc.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time Directors/ Executive / Managing Director, KMP and Senior Management Personnel:

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a. The Remuneration/ Commission etc. to be paid to Executive/ Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and as per the approvals obtained from the Members of the Company.
 - b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Executive/Managing Director / Whole-time Directors.
 - c. Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, the Company shall pay Remuneration with the previous approval of the Central

Government.

d. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, shall hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration to Non- Executive / Independent Directors:

- a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or in any other manner as decided by the Board of Directors.
- b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
 - iii. In case the Company decides to offer any Employee Stock Option/ Purchase Schemes in future, the Committee shall determine the stock options and other share based payments to be made to be made to the eligible Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall be in compliance with the applicable provisions of the Companies Act, 2013 and in accordance with the Company's Policy and shall be reviewed by the Committee from time to time.
- b) In case the Company decides to offer any Employee Stock Option/ Purchase Schemes in future, the Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided by the Company from time to time.
- d) The Incentive pay shall be in the form of Performance Bonus and shall be decided based upon the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

4. MEMBERSHIP OF COMMITTEE

- 4.1 The Committee shall consist of minimum 3 non-executive directors, majority of them being independent.

- 4.2 Minimum two (2) members shall constitute a quorum for the Committee meetings.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson of the Committee, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairman of the Nomination and Remuneration Committee meeting would be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required. However, it shall be ensured that such minimum number of meetings of the committee are held as required under the Companies Act, 2013 and Rules framed thereunder or under the Listing Regulations.

7. COMMITTEE MEMBERS' INTERESTS

- 7.1 The disclosure of Interest and participation in the meetings by a member of the Committee shall be as per the provisions of the Act and Rules made thereunder from time to time.
- 7.2 The Committee may invite such executives, professionals, consultants or experts as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- 9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted as per the Provisions of the Companies Act, 2013 and Secretarial Standards and signed by the Chairman of the Committee or the chairman of the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

SD/-
(CHAIRMAN)

For & On Behalf of the Board

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

PLACE: CHANDIGARH

Date: August 23, 2017

ANNEXURE D-3 TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION & ANALYSIS REPORT****PART (1)****(a) INDUSTRY STRUCTURE AND DEVELOPMENTS****International Money Transfer**

India, while retaining its top spot as the world's largest remittance recipient, saw a decline in remittance inflows amounting to \$62.7 billion in 2016 from \$68.9 billion in 2015. The World Bank, in its latest report, said that the remittances to developing countries fell for a second consecutive year in 2016, a trend not seen in three decades. This was attributable mainly to the drop in oil prices and fiscal tightening in the oil producing countries in the West Asia, which has a significant Indian migrant population accounting for a large chunk of remittances.

In the latest edition of the migration and development brief, the bank estimates that officially recorded remittances to developing countries amounted to \$429 billion in 2016, a decline of 2.4% over \$440 billion in 2015. Global remittances, which include flows to high-income countries, contracted by 1.2% to \$575 billion in 2016, from \$582 billion in 2015.

Low oil prices and weak economic growth in the Gulf Cooperation Council (GCC) countries and the Russian Federation are taking a toll on remittance flows to South Asia and Central Asia, while weak growth in Europe has reduced flows to North Africa and Sub-Saharan Africa, the report says.

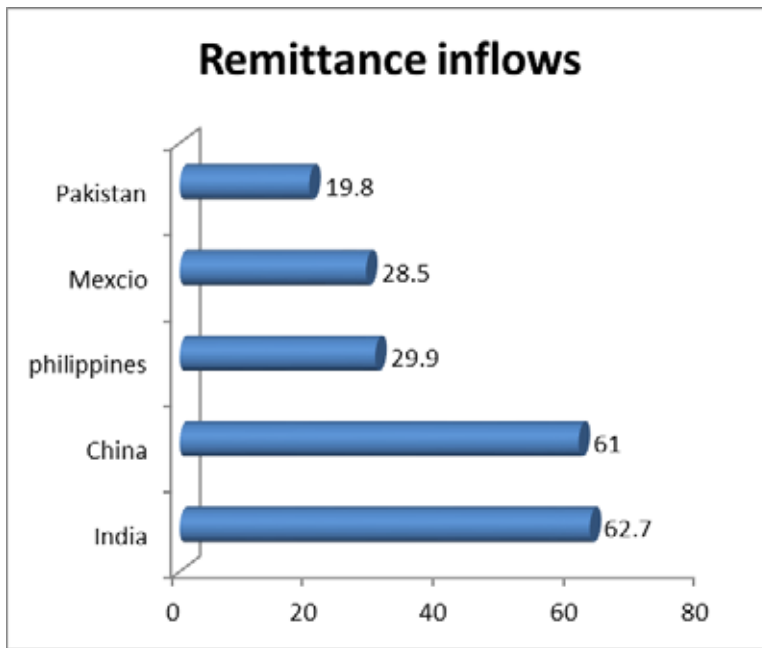
The decline in remittances, when valued in US dollars, was made worse by a weaker euro, British pound and Russian Ruble against the US dollar. As a result, many large remittance-receiving countries saw sharp declines in remittance flows.

India was the largest remittance recipient followed closely by China (\$61 billion), the Philippines (\$29.9 billion), Mexico (\$28.5 billion) and Pakistan (\$19.8 billion), making up the top five. As a share of the gross domestic product (GDP), however, the top five recipients were Kyrgyz Republic, Nepal, Liberia, Haiti, and Tonga.

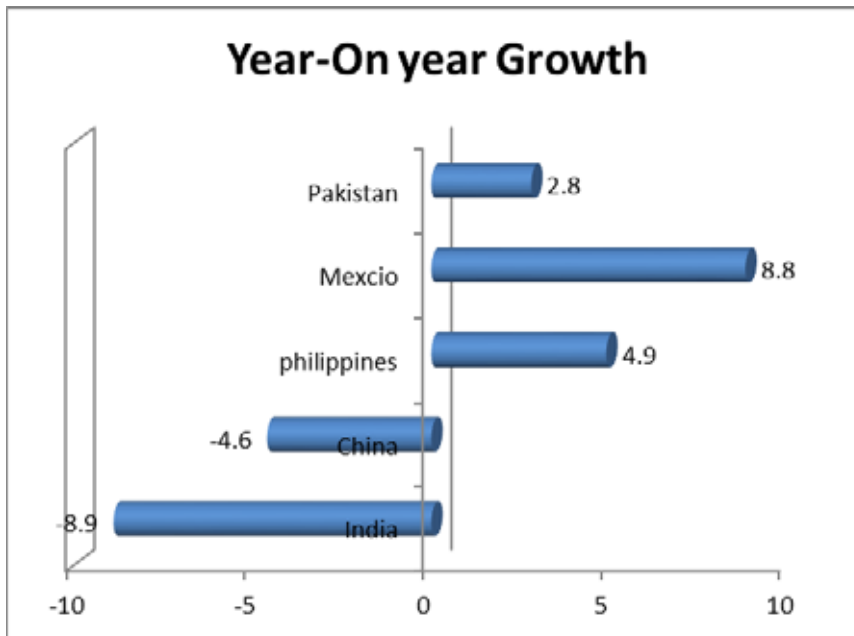
According to the report, remittance to the South Asian region declined by 6.4% in 2016 in the face of lower oil prices and fiscal tightening in the GCC countries. "Nationalization" policies aimed at lowering the unemployment rate of nationals have slowed employment of foreign workers, impacting remittance flows to South Asia, the report further said.

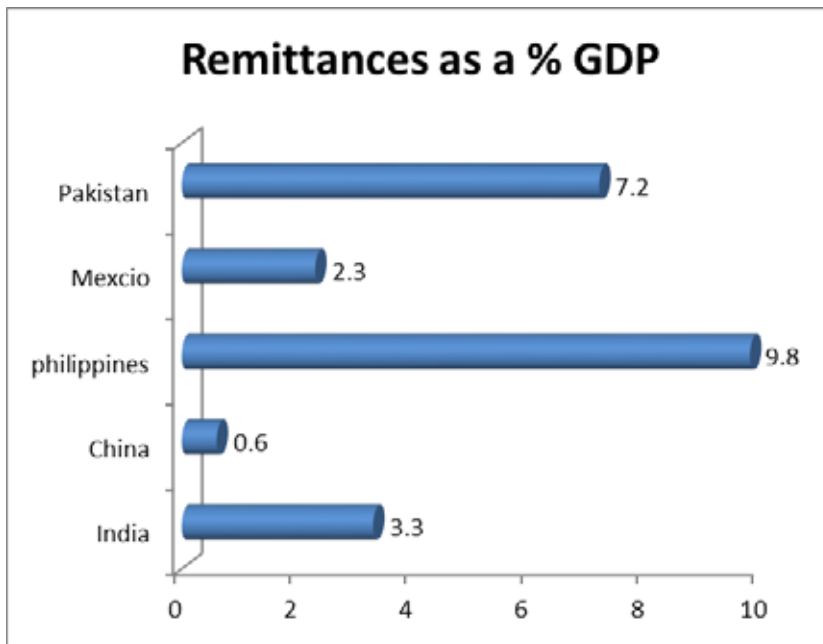
"Remittances to India declined by 8.9% in 2016, to \$62.7 billion. In Bangladesh, remittances declined by an estimated 11.1% in 2016," the report said, adding that in Pakistan, the 12% growth witnessed in 2015 moderated to an estimated 2.8% in 2016. Nepal experienced unusually high growth in remittances, at 14.3% in 2015, due to migrants sending financial assistance home after the earthquake.

In 2016, remittance flows to Nepal declined by an estimated 6.7% from the previous year's high level. In Sri Lanka, remittance growth was estimated at 3.9% in 2016, the report said. Remittances accounted for 2.9% of India's GDP in 2016. It was highest for Nepal with 29.7% of the GDP, followed by Sri Lanka (8.8%), Pakistan (6.9%), and Bangladesh (6%).



(Figures have been expressed in USD Billion)





While for India, remittances were not large as a proportion of the GDP as GDP as a base is quite large, however, there were subnational variations in the impact of remittances. For Kerala, remittances were estimated at 36.3% of the net state domestic product and contributed significantly to household consumption.

As per the World Bank estimates, remittance growth in South Asia is projected to remain muted, because of low growth and fiscal consolidation in GCC countries. “An increase of only 2.0% is expected in 2017. Bangladesh’s remittance growth in 2017 is forecast at 2.4%, India’s at 1.9%, Pakistan’s at 1.4%, and Sri Lanka’s at 1.3%. According to the World Bank, the economic slowdown in Saudi Arabia and Kuwait has adversely impacted Indian migrant workers in those countries.

Remittance Market in India

Cross-border movement of people boosts global productivity and countries which prioritize integration of migrants stand to gain, as the natural corollary of migrant workforce getting assimilated in the economy of any country is addition of productivity, cerebral boost and supplemental value addition in every walk of life.

The economic and social impact of migration is a matter of heated political debate in developed nations.

According to the report—‘People on the move: Global Migration’s Impact and Opportunity’—more than 90% of the world’s 247 million cross-border migrants move voluntarily for economic reasons, contributing 40% to 80% of Labour force growth in the top destination countries. The remaining 10% are refugees or asylum seekers.

Migrants contributed roughly \$6.7 trillion or 9.4% of global GDP in 2015, about \$3 trillion more than they would have added in their own countries. Most of these gains are concentrated in regions like North America and Western Europe, which together accounted for \$4.8 trillion, the report said.

India tops as the country of origin of migrants, contributing 16 million of the 247 million migrants globally, while the US is the top destination with a migrant population of 47 million, data from the report shows. From India, 8.2 million migrants have moved to the Gulf countries.

While costs of managing entry are usually less than 0.2% of GDP across major destinations, the migration does not harm native employment and wages, though there can be short-term negative

effects. However, a study of the 18 major destination countries has revealed that not a single one of these countries has holistically addressed all the three aspects—economic, social and civic—of integrating migrants. Normally, immigrants, even though they earn higher wages by moving, earn 20-30% less than comparable native workers. It is a forgone conclusion that on this principle, narrowing the wage gap to 5-10% would translate into higher global output.

“Making a clear improvement in the way immigrants integrate into destination countries—not only in terms of employment but also in areas such as education, housing, health, and community engagement—could add \$800 billion to \$1 trillion to the global economy annually and has the potential of boosting cross border remittances .

Foreign Exchange

The legal framework for administration of foreign exchange transactions in India is provided by the Foreign Exchange Management Act, 1999. Under the Foreign Exchange Management Act, 1999 (FEMA), which came into force with effect from June 1, 2000, all transactions involving foreign exchange have been classified either as capital or current account transactions. All transactions undertaken by a resident that do not alter his / her assets or liabilities, including contingent liabilities, outside India are current account transactions.

Foreign exchange market in India has developed significantly in the post-reforms era following the phased transition from a pegged exchange rate regime to a market determined exchange rate regime in 1993 and the subsequent adoption of current account convertibility in 1994. With the abolition of liberalized exchange rate management system (LERMS) in 1993, the exchange rate of the rupee became market determined. The day-to-day movements in the exchange rate of the rupee are determined by forces of demand and supply. There has been a significant increase in both depth and liquidity in the spot as well as forward market segments, which could be gauged from the rise in the average daily forex market turnover from approximately US\$ 16 billion in 2005-06 to nearly US\$ 55 billion in 2014-15 and US\$ 5 Trillion presently. The depth of the foreign exchange market can also be gauged from the fact that the bid-offer spread in USD-INR pair is quite narrow now. The forex market conditions have generally remained orderly with intermittent episodes of volatility in the past two decades on account of external or internal factors or a combination of both.

Tours and Travels

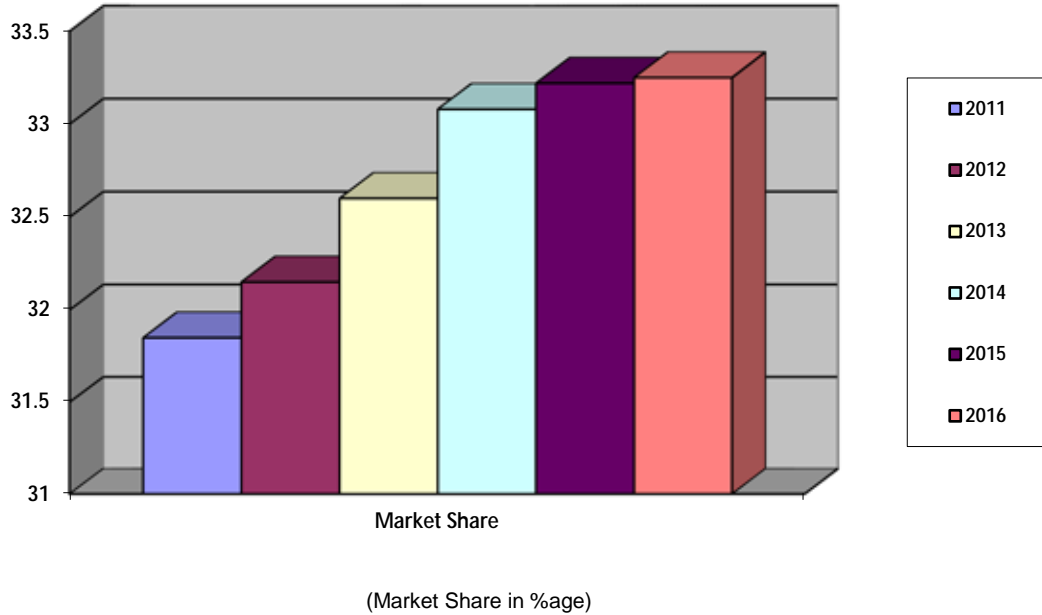
The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products - cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India has been recognised as a destination for spiritual tourism for domestic and international tourists. The launch of several branding and marketing initiatives by the Government of India such as Incredible India and Athiti Devo Bhava have provided a focused impetus to growth. The Indian government has also released a fresh category of visa - the medical visa or M visa, to encourage medical tourism in the country. The Government has also been making serious efforts to boost investments in tourism sector. In the hotel and tourism sector, 100 per cent FDI is allowed through the automatic route. A five-year tax holiday has been offered for 2, 3 and 4 star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai).

SEGMENT WISE PERFORMANCE

International Money Transfer Division

At present Western Union Financial Services Inc., USA owns the biggest market share in ‘Cash to Cash’ segment of remittance market in India. Though its market share in this segment has declined from approx. 65% in 2015 to 62.5% in 2016, it remains the undisputed leader. Western Union operates in India with its 9 Principal Agents and Paul Merchants Limited (PML) remains their biggest

Principal Agent in over 80 countries. PML held 33.25% market share of Western Union business in India in calendar year 2016, an increase of negligible 0.03% market share on an existing majority base.



During the year under review, the Company registered a gross revenue from this segment at Rs. 101.93 crores as against the previous year figure of 122.10 crores. As explained in the foregoing paras, the International inflows are generally on a decline due to number of reasons, however, in India a major impact has been made by Demonetization of Currency in the month of November. As a result, the business form this segment got a severe hit. The month of November 2016 itself saw a decline of 60% as compared to the corresponding month of November in 2015.

Paul Merchants got a bigger impact due to unavoidable / beyond control, certain factors like:

1. Overall Western Union lost market share in inward remittances in Indian market. Paul Merchants being the largest shareholder, had a cascading impact
2. Paul Merchants' strength has always been its largest retail network. During the demonetization period, this biggest strength became the largest liability as retail Network did not have cash to disburse to the remittance customers

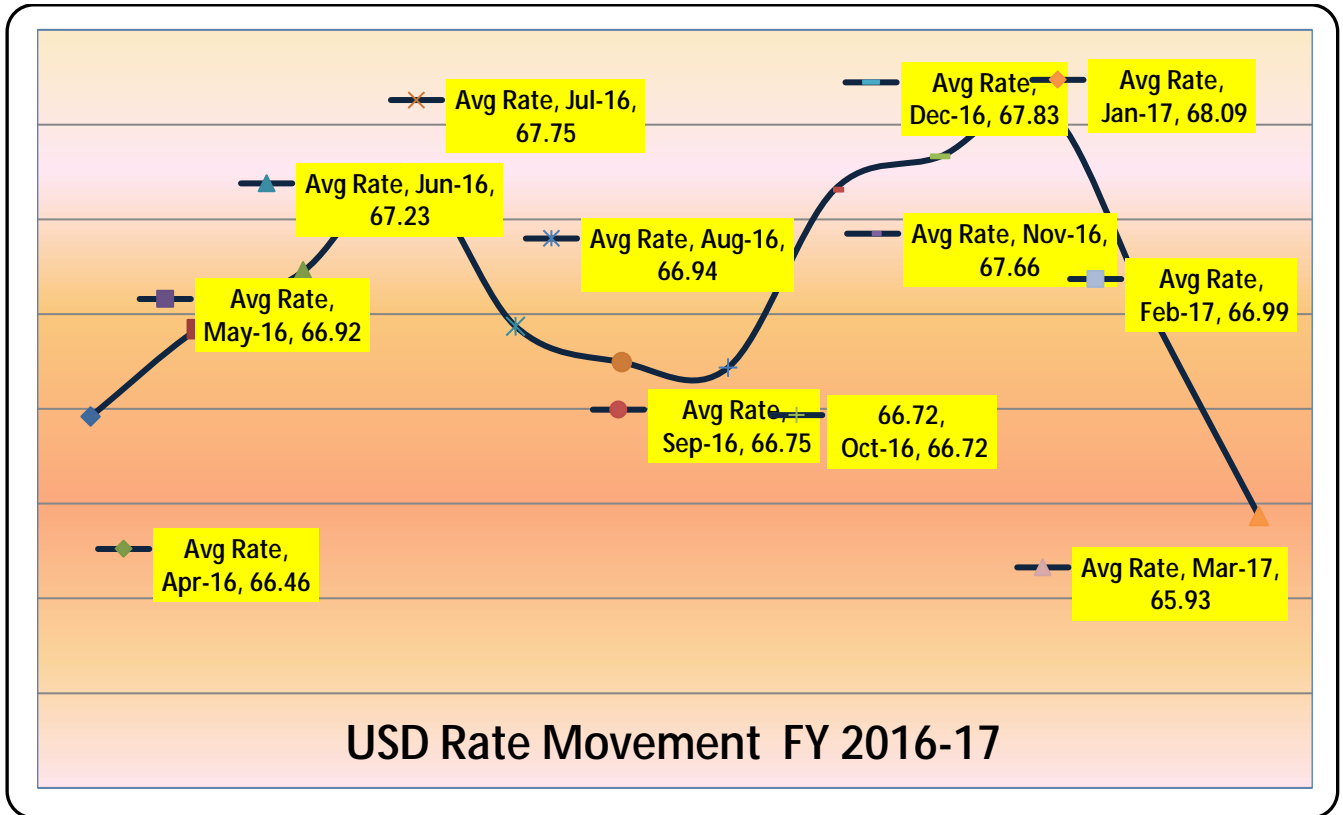
FOREX DIVISION

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the recent times with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices. India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen. Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

The year 2016-17 also witnessed a very bold move of the government to demonetize the old Rs.500 & Rs.1000 rupee notes. According to The World Bank, Demonetization is expected to have a positive impact on the Indian economy, which will help foster a clean and digitized economy in the long run.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

US Dollar against Rupee



The Indian Currency has been the third best performing in Asia. The rupee has gained 3.4% this year against the US Dollar. When the US dollar falls, capital outflows from emerging markets are restricted, thus strengthening local currencies like the Indian rupee. The rupee's strengthening comes after a free fall triggered by the Govt.'s move to demonetize 86% of the currency notes (by value) in November 2016. Initially it had been estimated that the currency ban would dent the GDP and take a toll on the economy. In January 2017 a Reuter poll of some 30 foreign exchange strategists had estimated that the Indian currency could see a record fall this year because of the currency ban. But India's Central Statistical Office's estimates show that the economy grew at 7% during the Oct – Dec 2016 quarter and the rupee is holding strong.

One reason for the rupee's surge is also that the macro economic factors that influence a currency inflation and Current Account Deficit (CAD) are looking good for India at the moment. While inflation is being restricted in its safe zone of sub 6% , India's CAD (the excess of imports over exports) has also been falling.

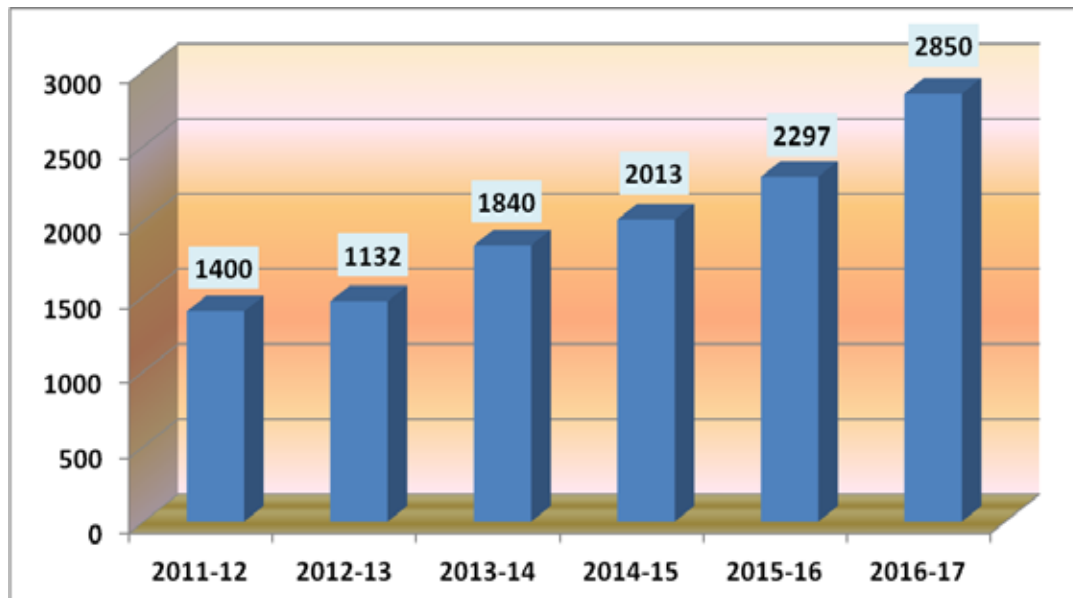
A strong rupee is good news for Corporate India. Many firms hold debt in foreign currencies, so a fall in the exchange rate means their interest outgo will reduce. However the rupee appreciation is not sustainable and is likely to revert to the range of Rs.66- 66.50 range to begin with as the fundamentals do not warrant such unbridled enthusiasm.

COMPANY'S PERFORMANCE

The total turnover from this division increased to Rs. 2850.94 crores as compared to previous year figures of Rs. 2297.82 crores, registering a growth of 24%. Retail business of Forex continues to be the key segment and strength of the company and the same is reflected in the fact that it contributes 86 % of the total turnover. The company registered a growth of 39 % in retail sales in the year under review. Outbound business, which has been the focus area of the company in the recent years, registered a growth of 48% from Rs. 1288 crores to Rs. 1909 crores.

Total Forex Turnover Trends

Figures in Rs. Crores



Among the various products in this segment, the Telegraphic Transfer business has always been one of the major contributor towards the overall forex Sales. This year too it has been one of the major contributing product with a 66 % share in the total sales and has grown by 53 %. Currency business is the second biggest contributor to the overall Forex sales with a 24 % share. The Company had launched its white label Multicurrency Card in the previous fiscal in collaboration with Axis Bank and had special focus on growing the card business in the present year. The same is clearly reflected in the growth that has been witnessed in the current fiscal on the cards business which has grown by an astounding 69 % .

Potential Risks

Foreign exchange business is prone to many risks. The major risks that the Company faces are mentioned below :

1. Risk of Theft after office hours
2. Risk of Burglary/ Dacoity during business hours.
3. Risk of loss during cash/currency in transit.
4. Embezzlement of Cash/Currency by Company's own employees.
5. Risk of fire
6. Accidental risk of employees while in field.
7. Credit Risk
8. Exchange Rate volatility
9. Compliance / Regulatory violations

The Company has taken adequate measures to overcome and take care of the above mentioned risks, the same are appended below :

1. Comprehensive Insurance to cover the risk
2. Deployment of Security Guards at high risk branches
3. Security Alarm / CCTV Cameras and other security apparatus
4. Credit Risk Policy
5. Continuous Monitoring of Forex business
6. Limited Stock to minimize the risk of Exchange Rate volatility
7. Regular education of the Business team

The future of this segment looks to be very promising in the backdrop of a resurgent economy, strengthening forex markets and Company's strong focus on growing this segment.

TRAVEL DIVISION

Industry Structure and Developments

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism.

Domestic Tourist Visits (DTVs) to the States/Union Territories (UTs) grew by 15.5 per cent year on year to 1.65 billion (provisional) during 2016 with the top 10 States/UTs contributing about 84.2 per cent to the total number of DTVs, as per Ministry of Tourism.

The tourism and hospitality sector is among the top 10 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000-March 2017, the hotel and tourism sector attracted around US\$ 10.14 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP).

Tourism in India accounts for 7.5 per cent of the GDP and is the third largest foreign exchange earner for the country. The tourism and hospitality sector's direct contribution to GDP in 2016, is estimated to be US\$47 billion

India is expected to move up five spots to be ranked among the top five business travel market globally by 2030, as business travel spending in the country is expected to treble until 2030 from US\$ 30 billion in 2015.

The Indian government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub. In the Union Budget 2017-18, the Government of India announced some initiatives to give a boost to the tourism and hospitality sector such as setting up of five special tourism zones, special pilgrimage or tourism trains and worldwide launch of Incredible India campaign among others.

A NOTE ON PERFORMANCE

With the growth of the online travel industry, in all its different guises, people now have a lot more information at their fingertips and the research process has become a larger, richer part of holiday planning. At the same time, travel industry providers have grown exponentially in India, so visitors now have more options than ever.

Leading travel trade publication, Wonderlust conferred coveted 'The Game Changer' award upon Mr. Sat Paul Bansal, Chairman & Managing Director of the Company, in a trade get-together that took place at The Metropolitan Hotel & Spa in New Delhi. The award recognized the immense contribution of the Company and Mr. Paul to the travel and tourism sector in India.

During the year under review, the gross revenue from this segment to Rs. 42.14 Lacs from the previous year's figures of Rs. 46.37 Lacs.

Air Ticketing: - Company's online portal www.pmlholidays.com continues to be a favoured platform in B2B market. During the year under review, sale of Air Ticketing stood at Rs. 35.47 crores as compared to previous year's figure of Rs. 40.80. The dip happened due to overall slowing of the economy and also because of demonetization of old currency. During the year under review, the Company remained notable performers as far as sale of air tickets of Indigo, Spicejet and Go Air is concerned. The Company has already developed its own mobile app for its agent network as well as direct clients.

Outbound Tours: - For the past some time, the Company has been witnessing a healthy growth in B2B segments. The continued focus of the Company is showing results in this segment. The Company generated gross business to the tune of Rs. 3.59 crore in this segment in the year under review against the previous year figure of Rs. 3.09 crore.

Inbound Tours: - Looking at the potential of this segment, the Company has been trying to establish itself in this segment on a stronger feet. The promotion of this segment is being done on international platforms and it is hoped that efforts of the Company will bear fruit in the years to come. A special focus is being laid on U.S.A. based Educational Institutes. The Company is hopeful that this segment will return significant revenue figures in the times to come. The Company generated gross business to the tune of Rs. 1.20 crore in this segment in the year under review against the previous year figure of Rs. 80.00 Lacs.

Domestic Tour Packages:-

With a phenomenal Network strength of the Company, the Company has been pinning high hopes on growth of this segment, mainly driven by Agent Network. The tourism space in India holds huge potential and for this reason, the staff of the Company is being sensitized on the growth of this segment. The Company generated gross business to the tune of Rs. 92.00 Lacs in this segment in the year under review against the previous year figure of Rs. 85.00 Lacs.

(b) OPPORTUNITIES & THREATS

OPPORTUNITIES

India's economy could expand by between 6.75% and 7.5% in 2017-18, a recent government survey has said. The Indian economy has sustained a macro-economic environment of relatively lower inflation, fiscal discipline and moderate current account deficit coupled with broadly stable rupee-dollar exchange rate. As per World bank, in the long-term, demonetisation has the potential to accelerate the formalization of the economy and the implementation of the GST is a key complementary reform that will support formalization, as firms have a strong incentive to register with GST to obtain input tax credits.

With new Tie Ups in place, the Company sees potential for higher growth in its International Inward Remittances vertical in the times to come because the pockets of world economy, which were unserved or inadequately served earlier, will be pushing incremental transactions to India.

Stable rupee-dollar exchange rate will boost the confidence of the customer in the Forex Markets and as a result the turnover and growth in the Forex markets is expected to be on positive side in the overall economy.

In pre-liberalisation days, with little disposable income and fewer options, holidays for most middle-class Indians were about visiting friends and families in India. It is a trend that is playing out well overseas among globetrotting Indians. According to the Amadeus-Frost & Sullivan report, a high 43% of leisure travellers from India say visiting friends and relatives (VFR) was the main reason behind their overseas travel. In India, companies tend to specialize in either inbound or outbound, only a few Companies do both successfully.

THREATS

Rising competition in all three business verticals of the Company, rising cost of doing business, slowing speed of growth of overall economy are the threats to all business verticals of the Company. Further, the rising cost of living coupled with increasing unemployment is causing threats of personal integrity, frauds, burglaries which has the potential negative impact on business. As technology dramatically alters the Indian banking landscape, cashless payments take centre stage and it will have somewhat impact on International Remittances division of the Company.

(c) OUTLOOK

The official remittances stood at \$62.7 billion in 2016 making India the world's largest remittances recipient. This represents a decrease of 8.9 % over a comparative figure of \$68.9 billion in 2015, but remittances to developing countries are expected to recover this year, growing by an estimated 3.3 percent to \$444 billion in 2017.

Even as it is expected that the INR will remain strong in the next 1-2 months, it is expected that it will undergo some correction during the rest of 2017-18. The biggest industry trend is the move to technology and automation to "electronify" the currency market. Today, nearly 70 percent of FX trades globally are done via electronic trading, according to industry sources. In India however, the reverse rings louder with majority of the market still on voice trading and confirmation. In the days to come, this trend in India will also catch up with people and ultimately, will result in higher turnover in this segment.

India is on a high growth path and with tourism-friendly policies initiated by the government, the Company is optimistic that this will continue in the coming years coupled with sustained delivery on ground. The UNWTO also expects the sector to provide 296 million jobs globally by 2019. Recent tourism statistics reveal that both domestic and foreign tourism are on a robust growth path. India's rising middle class and increasing disposable incomes have also contributed to this continued growth in domestic and outbound tourism.

(d) RISKS AND CONCERNS

The country is passing through a very important phase in its history, fuelled by two very drastic steps taken by the current Union Government i.e. Demonetization of old currency and implementation of GST. While, it is expected that in the long term both these steps will benefit the economy, it may have some downside risks in the short term. The ever changing Regulatory scene poses risks to two main business verticals of the Company i.e. International Remittances and Foreign Exchange. The Exchange Rate volatility is always a concern in Forex Markets. Further, the stiffening competition in Travel business is also a major risk.

However, with a properly designed and periodically reviewed Risk Management Policy, the Company is well equipped to deal with the above risks and concerns.

(e) RISK MANAGEMENT, INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a well-established Enterprise-wide Risk Management (ERM) framework in place for identification, evaluating and management of risks, including the risks which may threaten the

existence of the Company. The Company has in place its Risk Management policy, Internal control management and the entire framework of business model to drive a common integrated view of risks, risk mitigation/minimization and efficient management of internal audit activities. Risk management and internal control systems have been designed in such a way that downside risks are minimized as complete mitigation of the risk is not possible. Continuous efforts are made that controls are embedded in the systems & business processes so that automated alerts are generated calling for requisite follow up action. The Company has a proper and adequate system of internal controls commensurate with nature and its size to ensure that all properties & assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded, vouched and reported correctly. Regular review of the systems is conducted by the Audit Committee of the Company. Further, any significant findings & follow up thereon, internal investigations by Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature is placed before the Audit Committee. The Company's internal control systems are further supplemented by an extensive programme of internal audit and also by Concurrent Audit by an independent firm of Chartered Accountants. For this purpose, a separate Audit and Inspection Department has been created which is headed by a qualified Chartered Accountant. The Company has designated Mr. Dharam Pal Sharma (Ex GM RBI), Whole Time Director as the designated Director for the purpose of compliances with AML and RBI Guidelines. Further, a qualified Chartered Accountant is the Principal Officer of the Company for the purpose of compliances with all Anti Money Laundering Guidelines and KYC Norms applicable to the Company. The Internal Controls and Audits are subject to periodic review by the management. The internal control system is designed to ensure that all financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets. A separate Monitoring Cell is in place to monitor individual transactions as well as Company procedures so as to ensure that controls are working properly.

(f) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, total Revenue of the Company (stand alone) was Rs. 2998.06 crores, an increase of 21.44% over 2015-16. Profit before tax (PBT) was Rs.33.02 Crores and Profit after tax was Rs. 12.45/- crores. The Company effected 59,23,995 Western Union transactions as against 71,03,551 last year, an drop of 16.61%. The total operating income of the Company is Rs. 36.47/- crores as compared to last year figure of Rs. 34.80/- crores, an increase of 4.79%.

During the year under review, total Revenue of the Company (consolidated) was Rs. 2999.8 crores, an increase of 21.4 % over 2015-16. Profit before tax (PBT) was Rs.33.14 Crores and Profit after tax was Rs. 12.55/- crores

(g) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT

Your Company always believes in its ideology that a Great Business Model, Great Brand and Great People go hand in hand. Company's policy on its Human Resources continues to focus on giving requisite support to all business verticals of the Company in achieving sustainable and inclusive growth by providing requisite talent at right positions. The Company continues to focus on progressive employee relations policies, creating an inclusive work culture and a strong talent pipeline.

The Company has well documented and updated HR policies in place to prevent any kind of discrimination and harassment, including sexual harassment. The Whistle Blower Policy plays an important role as a watchdog in this respect.

Your Company is focussed on building a high-performance culture with a growth mindset where employees are engaged and empowered to be the best they can be. Developing and strengthening capabilities of all employees in your Company has remained an ongoing priority.

As on 31st March, 2017, 1205 number of people are employed in the Company.

PART 2**DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements for the year under review and nowhere, a treatment different from that prescribed in the Accounting Standards has been followed.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include change in Statutory Regulations, overall Forex Markets, a downward trend in migration, rise in operational costs, exchange rate fluctuations and significant changes in political and economic environment, tax laws, litigation and labour relations.

For & On Behalf of the Board

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

PLACE: CHANDIGARH

Date: August 23, 2017

ANNEXURE D-4 TO THE DIRECTORS' REPORT

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Rule	Particulars		
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Mr. Sat Paul Bansal	117:1
		Mr. Rajneesh Bansal	75:1
		Mr. Dharam Pal Sharma	3.4 :1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	Mr. Sat Paul Bansal, CMD	15%
		Mr. Rajneesh Bansal, ED	37%
		Mr. Dharam Pal Sharma, Whole Time Director	14%
		Mr. Tilak Raj Khepar, CFO	4%
		Mr. Hardam Singh, Company Secretary	15%
(iii)	The percentage increase in the median remuneration of employees in the financial year.	12%	
(iv)	The number of permanent employees on the rolls of the company.	1205	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 11%. Whereas the increase in the managerial remuneration was 20.6%. This is based on Remuneration Policy of the Company that rewards people differentially based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of. Further, the managerial remuneration is subject to overall limits laid down in the Companies Act.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	The Company affirms that the remuneration paid is as per the remuneration policy of the Company	
(vii)	The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	The information showing names and other particulars of employees as per Rule 5(2) and 5(3) of the aforesaid Rules forms part of this report. However, as per first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company and others entitled thereto. The said information is available for inspection by members at the registered office of the Company during business hours on all working days upto the date of ensuing annual general meeting. Any member interested in obtaining a copy thereof, may also write to the Company Secretary at the registered office of the Company	

Note: the above information has been compiled in the light of notification no G.S.R. (E). dated 30th June, 2016

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

**PLACE: CHANDIGARH
Date: August 23, 2017**

ANNEXURE D-5 TO THE DIRECTORS' REPORT**SECRETARIAL AUDIT REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Paul Merchants Limited
DSM 335,336,337, 3rd Floor,
DLF Tower, 15, Shivaji Marg, Najafgarh Road
New Delhi- 110015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PAUL MERCHANTS LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the PAUL MERCHANTS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by PAUL MERCHANTS LIMITED ("the Company") for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014: Not Applicable, as the company did not provide any shares based benefits to the employees during the year.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable as the company has not issued any securities during the financial year under review.

- e) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December 01, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including the amendments thereof- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable as the company has not bought back any of its securities during the financial year under review.
- (vi) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Employee's State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972 etc.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the financial year.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that:

1. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
2. Based on the examination of the relevant documents and records on test check basis the company has Complied with the following laws specifically applicable to the company:
 - a) The Reserve Bank of India Act, 1934
 - b) The Finance Act, 2016

- c) Prevention of Money Laundering Act, 2002 and the Prevention of Money Laundering (Amendment) Act, 2012.

I further report that, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place: Chandigarh

Date : 23.08.2017

Sd/-

KANWALJIT SINGH THANEWAL

FCS No. 5901

C P No.: 5870

ANNEXURE D-6 TO THE DIRECTORS' REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Particulars	Details
Name of the subsidiary	The Company has no subsidiaries
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	/
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
Share capital	
Reserves & surplus	
Total assets	
Total Liabilities	
Investments	
Turnover	
Profit before taxation	
Provision for taxation	
Profit after taxation	
Proposed Dividend	
% of shareholding	

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Horizon Remit SDN. BHD
Latest audited Balance Sheet Date	31-12-2016
Shares of Associate/Joint Ventures held by the company on the year end	19.424%
No.	1693797
Amount of Investment in Associates/Joint Venture	Rs. 3.05 Crores
Extend of Holding%	19.424%
Description of how there is significant influence	N/A. It is a Joint Venture Company
Reason why the associate/joint venture is not consolidated	N/A. The Financial statements of the JV are consolidated
Net worth attributable to shareholding as per latest audited Balance Sheet	Rs 16.62 lacs
Profit/Loss for the year	Rs. 11.93 Lakhs
Considered in Consolidation	Rs. 11.93 Lakhs
Not Considered in Consolidation	NIL

1. Names of associates or joint ventures which are yet to commence operations. NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL
3. There is no other Associate or Joint Venture Company.
4. Conversion rate as on 31 March 17 at Rs. 14.65 for one Malaysian Ringitt has been taken.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

PLACE: CHANDIGARH

Date: August 23, 2017

ANNEXURE D-7 TO THE DIRECTORS' REPORT**ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2016-17**

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Our CSR Vision

"To actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index".

PML is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It also pursues initiatives related to quality management, environment preservation and social awareness.

OUR CSR MISSION

The mission of our CSR project are to –

- Demonstrate commitment to the common good through responsible business practices and good governance
- Actively support the state's development agenda to ensure sustainable change
- Set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models
- Engender a sense of empathy and equity among employees of PML to motivate them to give back to the society

PROJECTS OR PROGRAMMES PROPOSED TO BE UNDERTAKEN

Any activity as provided in the Schedule VII of the Companies Act, 2013 as decided by the CSR Committee as per the CSR Policy of the Company. During the year under review, the Company has undertaken CSR activities as per report given under point no. 5.

The CSR Policy of the Company is available on the website of the Company <http://paulmerchants.net/CSR-Policy.pdf>.

2. The composition of the CSR Committee:-

Sh. Sandeep Bansal	Non Executive Director, Chairman
Sh. Rajneesh Bansal	Executive Director
Sh. Vigyan Arora	Independent Director, Member

3. Average net profit of the company for last three financial years :- Rs. 26,95,92,342/-
4. Prescribed CSR Expenditure (2 % of the amount as in item 2 above) :- Rs. 53,91,847/-

Rounded off to Rs. 54,00,000/-

5. Details of CSR spent during the financial year.

- a. Total amount to be spent for the financial year; - Rs. 54,00,000/-
- b. Amount actually spent during the year :- Rs. 57,46,209/-
- c. Amount unspent, if any; NIL

d. Manner in which the amount spent during the financial year is detailed below.

1	2	3	4	5	6	7	8
S.No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise for the FY 2016-17 (In Rs.)	Amount spent on the projects or programs Subheads: for the FY 2016-17 (1) Direct expenditure on projects or programs (2) Overheads (in Rs.)	Cumulative expenditure upto the reporting period for FY 2016-17. (In Rs.)	Amount spent: Direct or through implementing agency
1	Animal Welfare	Supply of Fodder for Cows	Local State – Punjab Distt - Morinda	97,572	Direct - 97572 Overheads -Nil	97,572	Through Implementing Agency Shri Ram Dharma Trust Morinda (Pb)
2	Environment Protection	Tree Plantation	Local State- Tamil Nadu Distt - Sirkali	55,940	Direct - 55940 Overheads :Nil	55,940	Direct
3	Environment Protection	Tree Plantation	Local State- Kerala Distt - Trichur	16,152	Direct - 16152 Overheads :Nil	16,152	Direct
4	Promoting Health Care	Maintenance of Ambulance	Local State – Punjab Distt. -Barnala	88,000	Direct - 88000 Overheads: Nil	88,000	Through Implementing Agency Mini Sahara Welfare Club (Regd.), Tapa Mandi (Pb)
5	Eradicating Hunger	Provision of Water Cooler for Public use	Local State & Distt. - Chandigarh	82,428	Direct - 82428 Overheads: Nil	82,428	Direct
6	Eradicating Hunger	Organizing Community Lunch	Local State & Distt. - Chandigarh	11,000	Direct: 11,000 Overheads: Nil	11,000	Through Implementing Agency Shiv Shakti Sewa Mandal, Chandigarh
7	Eradicating Hunger	Organizing Community Lunch	Local State & Distt. - Chandigarh	6,14,555	Direct - 614555 Overheads: Nil	6,14,555	Direct
8	Promoting Health Care	Distributed Hearing Aid Machines	Local State & Distt. - Chandigarh	99,750	Direct - 99750 Overheads: Nil	99,750	Direct
9	Promoting Health Care	Distributed Tricycles to Handicap People	Local State & Distt. - Chandigarh	63,630	Direct - 63630 Overheads: Nil	63,630	Direct

10	Livelihood Enhancement	Distributed Sewing Machines to women	Local	1,39,986	Direct - 139986	1,39,986	Direct
			State – Punjab Distt. Ludhiana		Overheads: Nil		
11	Promoting Education	Sponsored the education and allied expenses for Girl students	Local	4,66,660	Direct - 4,66,660/-	4,66,660	Through Implementing Agency CL Aggarwal DAV Model School, Chandigarh
			State & Distt. - Chandigarh		Overheads: Nil		
12	Promoting Education	Prizes to Girl Students	Local	11,000	Direct - 11000	11,000	Through Implementing Agency CL Aggarwal DAV Model School, Chandigarh
			State & Distt. - Chandigarh		Overheads: Nil		
13	Promoting Health Care	Construction of Sarai at Govt Hospital	Local	38,19,536	Direct-38,19,536	38,19,536	Direct
			State & Distt. - Chandigarh		Overheads :Nil		
14	Administrative Overheads	Proportionate Salary of one employee involved in CSR activities	Local	1,80,000	Direct – Nil	1,80,000	Direct
			State & Distt. - Chandigarh		Overheads - 180,000		
TOTAL				57,46,209.00	Direct - 55,66,209	57,46,209.00	
					Overheads - 1,80,000		

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee do hereby certify that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Sd/-
Sat Paul Bansal
(DIN 00077499)
(Chairman cum Managing Director)

Sd/-
(Sandeep Bansal)
(DIN 00094391)
(Chairman CSR Committee)

For & On Behalf of the Board

For & On Behalf of the Board

SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)

SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)

PLACE: CHANDIGARH
Date: August 23, 2017

ANNEXURE D-8

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : **L74900DL1984PLC018679**
- ii) Registration Date : **13/07/1984**
- iii) Name of the Company : **PAUL MERCHANTS LIMITED**
- iv) Category of the Company : **Company Limited by shares**
Sub-Category of the Company : **Indian Non-Government Company**
- v) Address of the registered office and contact details : **DSM 335,336,337, 3rd Floor, DLF Tower 15, Shivaji Marg, Najafgarh Road, New Delhi 110015, Contact: 011-48702000**
- vi) Whether listed company: **Yes**
- vii) Name, Address and Contact details of Registrar and Transfer Agent : **ALANKIT ASSIGNMENTS LIMITED, 1E/13, Jhandewalan Extn. New Delhi- 110055 Ph No. 011-42541959**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	International Inward Remittance and Foreign Exchange	64990	98.57
2	Tours, Travels & Air Ticketing	79110	1.41

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL
2	NIL	NIL	NIL	NIL	NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
g) Individual/HUF	645093	NIL	645093	62.75	645093	NIL	645093	62.75	NIL
h) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
j) Bodies Corp.	102355	NIL	102355	9.96	102355	NIL	102355	9.96	NIL
k) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
l) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	747448	NIL	747448	72.71	747448	NIL	747448	72.71	NIL

(2) Foreign									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	747448	NIL	747448	72.71	747448	NIL	747448	72.71	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Funds									
i)Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.Non- Institutions									
a) Bodies Corp.									
i) Indian	614	NIL	614	0.0597	966	NIL	966	0.094	0.034
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	107069	51697	158766	15.44	113641	44614	158255	15.39	(0.049)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	121100	NIL	121100	11.78	121100	NIL	121100	11.78	Nil
c) Others									
HUF	36	NIL	36	0.0035	96	NIL	96	0.0093	0.0058
NRI	36	NIL	36	0.0035	94	NIL	94	0.0091	0.0056
Clearing Members	NIL	NIL	NIL	NIL	41	NIL	41	0.0039	0.0039
Sub-total (B)(2):-	228855	51697	280552	27.29	235938	44614	280552	27.29	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	228855	51697	280552	27.29	235938	44614	280552	27.29	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	976303	51697	1028000	100	983386	44614	1028000	100	NIL

(ii) **Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sat Paul Bansal	201100	19.56	0.00	201100	19.56	0.00	0.00
2	Rajneesh Bansal	149746	14.57	0.00	149746	14.57	0.00	0.00
3	Sandeep Bansal	144507	14.06	0.00	144507	14.06	0.00	0.00
4	Sarita Rani Bansal	144500	14.06	0.00	144500	14.06	0.00	0.00
5	Nita Bansal	5240	0.51	0.00	5240	0.51	0.00	0.00
6	Paul Excursions (P) Ltd.	102355	9.96	0.00	102355	9.96	0.00	0.00
	TOTAL	747448	72.71	0.00	747448	72.71	0.00	0.00

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Note: There is no change in Promoters' Shareholding

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sat Paul Bansal				
	At the beginning of the year	201100	19.56	201100	19.56
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL

	At the End of the year	201100	19.56	201100	19.56
2.	Rajneesh Bansal				
	At the beginning of the year	149746	14.57	149746	14.57
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	149746	14.57	149746	14.57
3.	Sandeep Bansal				
	At the beginning of the year	144507	14.06	144507	14.06
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	144507	14.06	144507	14.06
4.	Sarita Rani Bansal				
	At the beginning of the year	144500	14.06	144500	14.06
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	144500	14.06	144500	14.06
5.	Nita Bansal				
	At the beginning of the year	5240	0.51	5240	0.51

	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	5240	0.51	5240	0.51
6.	Paul Excursions (P) Ltd.				
	At the beginning of the year	102355	9.96	102355	9.96
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	102355	9.96	102355	9.96

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1.	VIKRAM GUPTA				
	At the beginning of the year	47600	4.63	47600	4.63
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL

	At the End of the year (or on the date of separation, if separated during the year)	47600	4.63	47600	4.63
2.	VINOD KUMAR GARG				
	At the beginning of the year	44500	4.32	44500	4.32
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	44500	4.32	44500	4.32
3.	SARITA GUPTA				
	At the beginning of the year	29000	2.82	29000	2.82
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	29000	2.82	29000	2.82
4.	DIVYA SINGLA				
	At the beginning of the year	6000	0.58	6000	0.58
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	6000	0.58	6000	0.58

5.	HANISH GARG				
	At the beginning of the year	5000	0.48	5000	0.48
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	5000	0.48	5000	0.48
6.	ASHISH BANSAL				
	At the beginning of the year	5000	0.48	5000	0.48
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	5000	0.48	5000	0.48
7.	ARVIND SINGLA				
	At the beginning of the year	4892	0.47	4892	0.47
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4892	0.47	4892	0.47
8.	SAURAV GARG				
	At the beginning of the year	4873	0.47	4873	0.47

	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4873	0.47	4873	0.47
9.	TEJINDER SINGH				
	At the beginning of the year	4500	0.44	4500	0.44
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	(68)	(0.006)	(68)	(0.006)
	At the End of the year (or on the date of separation, if separated during the year)	4432	0.43	4432	0.43
10.	ASHOK ARORA				
	At the beginning of the year	4000	0.39	4000	0.39
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4000	0.39	4000	0.39
11.	ROHIT BANSAL				
	At the beginning of the year	4000	0.39	4000	0.39

	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4000	0.39	4000	0.39
12.	MOHIT BANSAL				
	At the beginning of the year	4000	0.38	4000	0.38
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4000	0.38	4000	0.38
13.	ASHOK BHATIA				
	At the beginning of the year	4000	0.38	4000	0.38
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4000	0.38	4000	0.38
14.	SAURAV GARG				
	At the beginning of the year	4000	0.38	4000	0.38

	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	4000	0.38	4000	0.38

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the compan	No. of shares	% of total shares of the company
1.	Sat Paul Bansal				
	At the beginning of the year	201100	19.56	201100	19.56
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	201100	19.56	201100	19.56
2.	Rajneesh Bansal				
	At the beginning of the year	149746	14.57	149746	14.57
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	149746	14.57	149746	14.57

3.	Sandeep Bansal				
	At the beginning of the year	144507	14.06	144507	14.06
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	144507	14.06	144507	14.06
4.	Sarita Rani Bansal				
	At the beginning of the year	144500	14.06	144500	14.06
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	144500	14.06	144500	14.06
5.	Dharam Pal Sharma				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
6.	Krishan Lall Khetarpaul				
	At the beginning of the year	NIL	NIL	NIL	NIL

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
7.	Arjun Pandurang Ghugal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
8.	Ajay Kumar Arora				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
9.	Dilbag Singh Sidhu				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

10.	Vigyan Arora				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
11.	Tilak Raj Khepar (CFO)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL
12.	Hardam Singh (CS)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	23,73,71,716	Nil	Nil	23,73,71,716
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	23,73,71,716	Nil	Nil	23,73,71,716
Change in Indebtedness during the financial year				
· Addition	55,32,000	Nil	Nil	55,32,000
· Reduction	(6,49,15,814)	Nil	Nil	(6,49,15,814)
Net Change	(5,93,83,814)	Nil	Nil	(5,93,83,814)
Indebtedness at the end of the financial year				
i) Principal Amount	17,79,87,902	Nil	Nil	17,79,87,902
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	17,79,87,902	Nil	Nil	17,79,87,902

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars Remuneration	Name of MD/ WTD/ Manager			Total Amount (in Rs)
		SAT PAUL BANSAL (CMD) (In Rs)	RAJNEESH BANSAL (ED) (In Rs)	DHARAM PAL SHARMA (WTD) (In Rs)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1,44,00,000 NIL NIL	42,00,000 23,41,924 NIL	6,38,426 NIL NIL	1,92,38,426 23,41,924 NIL

2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	73,99,934 Nil	73,99,934 Nil	NIL	1,47,99,868
5.	Others, please specify	Nil	Nil	NIL	Nil
	Total (A)	2,17,99,934	1,39,41,858	6,38,426	3,63,80,218
	Ceiling as per the Act	Overall ceiling for Managerial Remuneration for the FY 2016-17 comes to Rs 3,69,91,970/-			

B. Remuneration to other directors:

Sl. no.	Particulars Remuneration	Name of Directors					Total Amount (In rs)
		DILBAG SINGH SIDHU	VIGYAN ARORA	AJAY KUMAR ARORA	KRISHAN LALL KHETARP AUL	ARJUN PANDU RANG GHUGAL	
	1. Independent Directors						
	Fee for attending board committee meetings	30,000	37,500	1,20,000	1,00,000	75,000	3,62,500
	- Commission	Nil	Nil	Nil	Nil	Nil	NIL
	- Others, please specify	Nil	Nil	Nil	Nil	Nil	NIL
	Total (1)	30,000	37,500	1,20,000	1,00,000	75,000	3,62,500
	2. Other Non-Executive Directors						
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	- Commission						
	- Others, please specify						
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	30,000	37,500	1,20,000	1,00,000	75,000	3,62,500
	Total Managerial Remuneration	30,000	37,500	1,20,000	1,00,000	75,000	3,62,500
	Overall Ceiling as per the Act	Overall ceiling for Director Remuneration for the FY 2016-17 comes to Rs. 36,99,197/- and actual remuneration paid during the year is within the overall ceiling.					

C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total (Amount In Rs)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	There is no CEO in the Company	21,41,310	25,79,491	47,20,801
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
2.	Stock Option	Nil	NIL	NIL	Nil
3.	Sweat Equity	Nil	NIL	NIL	Nil
4.	Commission - as % of profit - others, specify...	Nil	NIL	NIL	Nil
5.	Others, please specify	Nil	NIL	NIL	Nil
	Total		21,41,310	25,79,491	47,20,801

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment	Authority (RD/ NCLT made,/ Court)	Appeal if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

**PLACE: CHANDIGARH
Date: August 23, 2017**

ANNEXURE – G-1

(a) **Distribution of Shareholding (No. of Shares) as on March 31, 2017 is as under :-**

No. of Shares	No. Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 – 100	531	80.6	4750	0.46
101 – 500	62	9.4	19067	1.86
501 – 1000	15	2.3	13438	1.31
1001 – 5000	41	6.2	116197	11.30
5001 – 10000	2	0.3	11240	1.09
10001 – 20000	0	0	0	0
20001 – 30000	1	0.15	29000	2.82
30001 - 40000	0	0	0	0
40001 – 50000	2	0.3	92100	8.96
50001 – 100000	0	0	0	0
100001 - 500000	5	0.75	742208	72.20
500001 to Above	0	0	0	0

Shareholding Pattern as on 31st March, 2017:-

Category	No. of Shares held
Promoters	747448
Institutional Investors	0
Mutual Funds & UTI	0
Banks, Financial Institutions and Insurance Companies	0
FII's	0
Others	0
Private Corporate Bodies	1007
Indian Public	279451
NRIs/QCBs	94
Trust	0
Total	1028000

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	PAUL MERCHANTS LIMITED			SENSEX		
	Month	High Price	Low Price	Month	High Price	Low Price
	Apr-16	4400	3072	Apr-16	26100.54	24523.2
	May-16	3829	3000	May-16	26837.2	25057.93
	Jun-16	3700	3000	Jun-16	27105.41	25911.33
	Jul-16	3806.25	2925	Jul-16	28240.2	27034.14
	Aug-16	3799.5	3200	Aug-16	28532.25	27627.97
	Sep-16	3772	3165	Sep-16	29077.28	27716.78
	Oct-16	4289.8	3060.25	Oct-16	28477.65	27488.3
	Nov-16	5147	3031	Nov-16	28029.8	25717.93
	Dec-16	3940	3165	Dec-16	26803.76	25753.74
	Jan-17	3660	3112.1	Jan-17	27980.39	26447.06
	Feb-17	3501	3056	Feb-17	29065.31	27590.1
	Mar-17	3389.95	3056.35	Mar-17	29824.62	28716.21

Liquidity:- About 95.7 % of the issued shares of the Company have been dematerialized as on 31.03.2017 and there is sufficient liquidity in the stock.

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

**PLACE: CHANDIGARH
Date: August 23, 2017**

ANNEXURE D-9 TO THE DIRECTORS' REPORT

Details of Loans			
Sr. No.	Name of Entity/Person	Amount (in Rs.)	Purpose
1.	Mr. Sat Paul Bansal Chairman cum Managing Director	4,95,00,000/-	Housing Loan Note: The Loan has been granted in due compliance with Section 185.
2	Mr. Rajinder Garg	Rs. 6,50,00,000/-	Personal Loan
3	M/s Mohai Wines	Rs. 2,65,00,000/-	To pay License Fee
Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose
	No Guarantees have been issued during the Financial year 2016-17		
Details of Investments			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	Units of DSP Blackrock Mutual Fund	Rs. 30.00 Lakhs	To park surplus funds

ANNEXURE D-10 TO THE DIRECTORS' REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. - **NIL**

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	/
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	<ul style="list-style-type: none"> • Sat Paul Bansal-Chairman Cum Managing Director • Rajneesh Bansal-Executive Director • Sandeep Bansal-Director • Sarita Rani Bansal- Non-Executive Director • Dharam Pal Sharma – Whole Time Director • Nita Bansal- Relative of Director • Tilak Raj Khepar–Chief Financial Officer, Key Managerial Personnel • Hardam Singh – Company Secretary, Key Managerial Personnel • Paul Fincap (P) Ltd – Group Company, whose Directors and Shareholders are Directors in the Company • Paul Distributors- Related Firm, whose partners are Directors in the Company
	Nature of contracts/arrangements /transaction	<ul style="list-style-type: none"> • Sat Paul Bansal, Salary, Loan and Rent Paid • Rajneesh Bansal-- Salary and Rent Paid • Sandeep Bansal--Rent Paid • Sarita Rani Bansal-- Rent Paid

		<ul style="list-style-type: none"> • Dharam Pal Sharma - Salary Paid • Nita Bansal- Rent Paid • Tilak Raj Khepar – Salary paid • Hardam Singh – Salary paid • Paul Fincap- (P) Ltd - Rent Received, Rent Paid and Service Charges Paid • Paul Distributors- Rent Paid
	Duration of the contracts/arrangements/transaction	As per Annexure AOC 2 -a
	Salient terms of the contracts or arrangements or transaction including the value, if any	As per Annexure AOC 2- b
	Date of approval by the Board	As per Annexure AOC 2- b
	Amount paid as advances, if any	As per Annexure AOC 2- b

Annexure – AOC 2 – a

Sat Paul Bansal (Chairman Cum Managing Director)	Salary & Commission Paid	Tenure From 01.04.2014 to – 31.03.2019	Amount paid during the FY Rs. 1,44,00,000/- as Salary and Rs. 73,99,934/- as Commission	
	Housing Loan	Term of 7 years from 24.05.2016 to 23.05.2023	Rs. 4,95,00,000/-	
	Rent Paid			
	Property	Duration of Contract	Amount paid during the FY	
	Kothi No. 749, Sector 8, Chandigarh	01/04/2015 - 31/03/2018	Rs. 9,72,000/-	
Rajneesh Bansal (Executive Director)	Salary, Rent Free Accommodation & Commission Paid	Tenure From 01.04.2015 to – 31.03.2020	Amount paid during the FY Rs. 42,00,000/- as Salary, Rent Free Accommodation valuing Rs. 23,41,924/- and Rs. 73,99,934/- as Commission	
	Rent Paid			
	Property	Contract period	Amount paid during the FY	
	Shops at Jalandhar	01/04/2016-31/03/2019	Rs. 3,77,916/-	
	Shops at Dharamshala	01/04/2014-31/03/2017	Rs. 6,99,840/-	
	Guest House at Vill. Kansal	01/04/2016-31/03/2019	Rs. 3,77,916/-	
	Plot in Kansal	01/09/2016-31/08/2019	Rs. 1,29,500/-	
Flat in Kasauli	01/09/2016-31/08/2019	Rs. 70,000/-		
Sandeep Bansal (Director)	Rent Paid			
	Property	Contract period	Amount paid during the FY	
	Guest House at Vill. Kansal	01/04/2016-31/03/2019	Rs. 3,77,916/-	
	Plot in Kansal	01/09/2016-31/08/2019	Rs. 1,29,500/-	
	Kothi No. 749, Sector 8, Chandigarh	01/04/2015- 31/03/2018	Rs. 4,86,000/-	

Sarita Rani Bansal (Director)	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Kothi No. 749, Sector 8, Chandigarh	01/04/2015– 31/03/2018	Rs. 4,86,000/-
	Flat at Mohali	01/10/2013 to 30/09/2016 and renewed thereafter from 01/10/2016 to 31/08/2017	Rs. 7,27,836/-
Dharam Pal Sharma (Whole Time Director)	Salary, Incentive & Performance Bonus Paid	Tenure From 09/11/2015 to – 31/03/2020	Amount paid during the FY Rs. 6,38,426/-
Nita Bansal (Relative of Director)	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Flat at Mohali	01/11/2013 to 31/10/2016 and renewed thereafter from 01/11/2016 to 31/08/2017	Rs.7,23,170/-
Tilak Raj Khepar (Chief Financial Officer)	Salary, Incentive & Performance Bonus Paid	Tenure (No fixed tenure)	Amount paid during the FY Rs.25,79,491/-.
Hardam Singh (Company Secretary)	Salary, Incentive & Performance Bonus Paid	Tenure (No fixed tenure)	Amount paid during the FY Rs.21,41,310/-.
Paul Fincap (P) Ltd. (Group Company)	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Shop at Zirakpur	01/11/2015 to 31/10/2018	Rs. 6,20,000/-
	Shop at Ambala	01/07/2016 to 30/06/2019	Rs. 90,000/-

Rent Received			
	A portion on Ground Floor of SCO 829-830, Sector 22-A, Chandigarh	15-09-2012 to 14-09-2016 and renewed thereafter from 15/09/2016 to 14/09/2019	Rs. 4,73,040,
	Shop at Mohali	01/12/2014 to 30/11/2017	Rs. 2,79,416/-
	Shop At Phagwara	01/04/2016 to 31/03/2019	Rs. 1,68,960/-
	Shop At Nawashahar	01/08/2016 to 31/07/2019	Rs. 1,84,000/-
	Shop At Amritsar	01/01/2017 to 31/12/2019	Rs. 61,500/-
	Shop At Khanna	01/11/2016 to 31/10/2019	Rs. 61,250/-
	Shop At Bathinda	01/04/2016 to 31/03/2019	Rs.1,38,000/-
Service Charges			
	Service Charges	16/11/2015 to 15/11/2016	Rs. 47,09,627/-
Paul Distributors (Related Firm)	Rent Paid		
	Property	Contract period	Amount paid during the FY
	SCO 12, Sector 20, Chandigarh	Present term 01/04/2016 to 31/08/2017. The contract has been renewed from time to time.	Rs. 26,46,000/-

Annexure – AOC 2 – b

Salient features of contracts/Transactions and Date of approval by Board

SAT PAUL BANSAL (Chairman Cum Managing Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Salary & Commission	i. Salary is payable per month ii. Commission is payable at the end of the FY on recommendation of the Nomination & Remuneration Committee iii. Annual Value of the arrangement is Rs. 1,44,00,000/- in addition to Commission depending on the Profit iv. Date of Approval by the Board = 11.02.2015 v. Amount paid as Advances, if any = Not applicable				
Housing Loan	i. Rate of Interest = 12% p.a. on reducing balance ii. Purpose of Loan = Purchase of a house, Renovation, Reconstruction thereof and other Household needs. iii. Date of Approval by the Board- 24.05.2016 iv. Amount paid as Advances, if any = Loan was disbursed in due course				
Rent Paid	Salient features of contracts or arrangements or Transaction including value, if any				
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Kothi No. 749, Sector 8, Chandigarh	81,000/- per month from 01.04.2016 to 31.03.2017	8%	Utility bills payable by the Lessee. Local Levies and other Taxes payable by the Lessors.	11.02.2015	Rent is paid in advance on monthly basis.

RAJNEESH BANSAL (Executive Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Salary & Commission	i. Salary is payable per month ii. Commission is payable at the end of the FY on recommendation of the Nomination & Remuneration Committee iii. Annual Value of the arrangement is Rs. 65,41,924/- in addition to Commission depending on the Profit iv. Date of Approval by the Board = 11.02.2016 v. Amount paid as Advances, if any = Not applicable				

Rent Paid	Salient features of contracts or arrangements or Transaction including value, if any				
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Shops at Jalandhar	31493/- per month from 01.04.2016 to 31.03.2017	8%	Payable by the Lessee.	12.02.2013	Rent is paid in advance on monthly basis.
Shops at Dharamshala	58320/- per month from 01.04.2016 to 31.03.2017	8%	Payable by the Lessee.	07.02.2014	Rent is paid in advance on monthly basis.
Guest House at village Kansal	31493/- per month from 01.04.2016 to 31.03.2017	8%	Payable by the Lessee.	26.02.2012	Rent is paid in advance on monthly basis.
Plot in Kansal	18500/- per month from 01.09.2016 to 31.03.2017	8%	Payable by the Lessee.	11.08.2016	Rent is paid in advance on monthly basis.
Flat in Kasauli	10,000/- per month from 01.09.2016 to 31.03.2017	8%	Payable by the Lessee.	11.08.2016	Rent is paid in advance on monthly basis.

SANDEEP BANSAL (Non- Executive Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Rent Paid					
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Guest House at village Kansal	31493/- per month from 01.04.2016 to 31.03.2017	8%	Payable by the Lessee.	26.02.2012	Rent is paid in advance on monthly basis.
Plot in Kansal	18500/- per month from 01.09.2016 to 31.03.2017	8%	Payable by the Lessee.	11.08.2016	Rent is paid in advance on monthly basis.
Kothi no. 749, Sector 8, Chandigarh	40500/- per month from 01.04.2016 to 31.03.2017	8%	Utility bills payable by the Lessee. Local Levies and other Taxes	11.02.2015	Rent is paid in advance on monthly basis.

			payable by the Lessors.		
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SARITA RANI BANSAL (Non-Executive Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Rent Paid					
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Kothi no. 749, Sector 8, Chandigarh	40500/- per month from 01.04.2016 to 31.03.2017	8%	Utility bills payable by the Lessee. Local Levies and other Taxes payable by the Lessors.	11.02.2015	Rent is paid in advance on monthly basis.
Flat at Mohali	58320/- per month from 01.04.2016 to 30.09.2016 and 62986/- per month from 01.10.2016 to 31.03.2017	8%	Payable by the Lessee.	08.08.2013	Rent is paid in advance on monthly basis.

DHARAM PAL SHARMA (Whole Time Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Salary & Commission	i. Salary is payable per month ii. Commission is payable at the end of the FY on recommendation of the Nomination & Remuneration Committee iii. Annual Value of the arrangement is Rs. 6,38,426/- iv. Date of Approval by the Board = 11.02.2016 v. Amount paid as Advances, if any = Not applicable				

NITA BANSAL (Relative of Director)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Rent Paid	Salient features of contracts or arrangements or Transaction including value, if any				
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Flat at Mohali	58320/- per month from 01.04.2016 to 31.10.2016 and	8%	Payable by the Lessee.	08.08.2013	Rent is paid in advance on monthly basis.

	62986/- per month from 01.11.2016 to 31.03.2017				
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TILAK RAJ KHEPAR (Chief Financial Officer)

Nature of Transaction	of	Salient features of contracts or arrangements or Transaction including value, if any
Salary & Commission	&	i. Salary is payable per month ii. Commission is payable at the end of the FY on recommendation of the Nomination & Remuneration Committee iii. Annual Value of the arrangement is Rs. 25,79,491/- iv. Date of Approval by the Board = 11.02.2016 v. Amount paid as Advances, if any = Not applicable

HARDAM SINGH (Company Secretary)

Nature of Transaction	of	Salient features of contracts or arrangements or Transaction including value, if any
Salary & Commission	&	i. Salary is payable per month ii. Commission is payable at the end of the FY on recommendation of the Nomination & Remuneration Committee iii. Annual Value of the arrangement is Rs. 21,41,310/- iv. Date of Approval by the Board = 11.02.2016 v. Amount paid as Advances, if any = Not applicable

PAUL FINCAP PVT LTD (Group Company)

Nature of Transaction	of	Salient features of contracts or arrangements or Transaction including value, if any			
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
Rent Paid					
Shop at Zirakpur	50000/- per month from 01.04.2016 to 31.10.2016 and 54000/- per month from 01.11.2016 to 31.03.2017	8%	Utility bills, Security guard, Infrastructure & local levies included in rent. (Service tax payable by the Lessee)	13.08.2015	Rent is paid in advance on monthly basis.
Shop at Ambala	10,000/- per month from	In case future rent is revised between Paul	Utility bills, Security guard,	24.05.2016	Rent is paid in advance on monthly basis.

	01.07.2016 to 31.03.2017	Fincap and the actual landlord, then PML will pay 50% of the rent payable by the Paul Fincap.	Infrastructure & local levies included in rent. (Service tax payable by the Lessee)		
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PAUL FINCAP PVT LTD (Group Company)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Rent Received					
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
A portion on ground floor at SCO 829-830, Sector 22 A, Chandigarh	39420/- per month from 01.04.2016 to 31.03.2017	8%	Local levies and utility bills included in rent. (Service tax payable by the Lessee)	17.08.2012	Rent is paid in advance on monthly basis.
Shop at Mohali	22680/- per month from 01.04.2016 to 30.11.2016 and 24494/- per month from 01.12.2016 to 31.03.2017	8%	Utility bills included in rent. (Service tax payable by the Lessee)	25.10.2014	Rent is paid in advance on monthly basis.
Shop at Phagwara	14080/- per month from 01.04.2016 to 31.03.2017	In case future rent is revised between PML and the actual landlord, then Paul Fincap will pay 50% of the rent payable by the PML	50% of Utility bills, property tax, security guard and any other taxes/ expenses shall be payable by Paul Fincap.	24.05.2016	Rent is paid in advance on monthly basis.
Shop at Nawanshahar	23000/- per month from 01.08.2016 to 31.03.2017	In case future rent is revised between PML and the actual landlord, then Paul Fincap will pay 50% of the rent payable by the PML	50% of Utility bills, property tax, security guard and any other taxes/ expenses shall be payable by Paul Fincap. Service tax payable by PML only.	24.05.2016	Rent is paid in advance on monthly basis.

Shop at Amritsar	20500/- per month from 01.01.2017 to 31.03.2017	In case future rent is revised between PML and the actual landlord, then Paul Fincap will pay 50% of the rent payable by the PML	50% of Utility bills, property tax, security guard and any other taxes/ expenses shall be payable by Paul Fincap. Service tax payable by PML only.	24.05.2016	Rent is paid in advance on monthly basis.
Shop at Khanna	12250/- per month from 01.11.2016 to 31.03.2017	In case future rent is revised between PML and the actual landlord, then Paul Fincap will pay 50% of the rent payable by the PML	50% of Utility bills, property tax, security guard and any other taxes/ expenses shall be payable by Paul Fincap. Service tax payable by PML only.	24.05.2016	Rent is paid in advance on monthly basis.
Shop at Bhatinda	11500/- per month from 01.04.2016 to 31.03.2017	In case future rent is revised between PML and the actual landlord, then Paul Fincap will pay 50% of the rent payable by the PML	50% of Utility bills, property tax, security guard and any other taxes/ expenses shall be payable by Paul Fincap.	24.05.2016	Rent is paid in advance on monthly basis.

PAUL FINCAP PVT LTD (Group Company)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any			
Service charges Paid				
Particulars of Service charges	Rate	Annual Increase	Date of approval by Board	Amount paid as Advances, if any
Service charges paid for DMT	1/3 rd of the amount of charges collected from customer	N/A	13.08.2015	As mutually agreed N/A

PAUL DISTRIBUTORS (Related Firm)

Nature of Transaction	Salient features of contracts or arrangements or Transaction including value, if any				
Rent Paid					
Property	Rate of Rent	Annual Increase	Local Levies	Date of approval by Board	Amount paid as Advances, if any
SCO 12, Sector 20, Chandigarh	2,20,500/- per month from 01.04.2016 to 31.03.2017	5%	Payable by the Lessee	25.01.2011	Rent is paid in advance on monthly basis.

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

**PLACE: CHANDIGARH
Date: August 23, 2017**

ANNEXURE D-11

REPORT ON CORPORATE GOVERNANCE

1. **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Ethical values and transparency forms foundation of Company's business. The Company takes pride in the fact that it has set high standards of exemplary governance and continues to lay emphasis on compliance, accountability and integrity. Company's philosophy on Corporate Governance aims to ensure establishing and practicing a sound system of good corporate governance which will not only meet Company objectives but will render assistance to the management in managing the company's business in an ethical, compliant, efficient and transparent manner for achieving the corporate objectives so as to provide services to the utmost satisfaction of the customer and to conduct business in a manner which adds value to the Company's brand and all its stakeholders like shareholders, employees, customers, suppliers, vendors etc.

The Company believes that good corporate governance is essential to attain long term goals and mission of the Company. It is Company's belief that ethics and business go together. The Code of conduct implemented by the Company places high premium on ethics.

2. **BOARD OF DIRECTORS**

(a) **Composition and category of Directors**

The strength of Board was 10 (Ten) Directors as on 31st March 2017. The Board consisted of 4 Promoter Directors and 6 non-Promoter Directors. Further, the Board consisted of One Managing Director, Two other Executive Directors, Two non-Executive non-independent Director, and Five Non-Executive Independent Directors.

The Non-Executive Independent Directors with their diverse knowledge, vast experience and relevant expertise bring in their independent judgment, knowledgeable and professional view to the deliberations and decisions of the Board.

Apart from the sitting fees and reimbursement of traveling expenses being paid for attending Board / Committee Meetings, the non-executive Directors did not have any material pecuniary relationship or transaction with the Company during the year 2016-2017 or even after the close of Financial year upto the date of this report. However, non-executive Directors Mrs Sarita Rani Bansal and Mr. Sandeep Bansal were paid rent in respect of properties owned by them, the details of which have been given in **Annexure D-10 to this report.**

The Company has an executive Chairman and the Company meets the requirements relating to the composition of Independent and non-Independent Directors of the Board of Directors. The Composition of the Board as on 31.03.2017 is given below:

- | | | |
|----|------------------------|--|
| 1. | Mr. Sat Paul Bansal | - Executive Chairman cum Managing Director |
| 2. | Mr. Rajneesh Bansal | - Executive Director |
| 3. | Mr. Sandeep Bansal | - Non-Executive Non Independent Director |
| 4. | Mrs Sarita Rani Bansal | - Non- Executive Non Independent Director |
| 5. | Mr. Dharam Pal Sharma | - Whole Time Director |
| 6. | Mr. Vigyan Arora | - Non Executive Independent Director |
| 7. | Mr. Dilbag Singh Sidhu | - Non Executive Independent Director |
| 8. | Mr. Ajay Kumar Arora | - Non Executive Independent Director |

9. Mr. Krishan Lall Khetarpaul - Non Executive Independent Director
 10. Mr. Arjun Pandurang Ghugal - Non Executive Independent Director

(b) and (c) The attendance at Board Meetings and at the Last Annual General Meeting and the No. of Other Directorships and Committee Memberships/Chairmanships of Directors is given below :-

NAME	Sat Paul Bansal	Rajneesh Bansal	Sandeep Bansal	Sarita Rani Bansal	Vigyan Arora	Dilbag Singh Sidhu
CATEGORY	Executive	Executive	Non Executive	Non Executive	Independent & Non Executive Director	Independent & Non Executive Director
Board Meetings attended during the year	4	3	4	4	4	2
Attendance at the AGM held on 28.09.2016	YES	YES	YES	NO	YES	YES

NAME	Ajay Kumar Arora	Krishan Lall Khetarpaul	Arjun Pandurang Ghugal	Dharam Pal Sharma
CATEGORY	Independent & Non Executive Director	Independent & Non Executive Director	Independent & Non Executive Director	Whole Time Director
Board Meetings attended during the year	4	4	3	4
Attendance at the AGM held on 28.09.2016	NO	NO	NO	YES

No. of Other Directorships and Committee Memberships/Chairmanships of Directors

Name of Director	Directorships			Committee positions in listed and unlisted public limited Companies	
	In listed Companies	In unlisted public limited Companies	In private limited Companies	As Chairman	As Member
Sat Paul Bansal	1	—	6	—	—
Rajneesh Bansal	1	—	8	—	1
Sandeep Bansal	1	—	11	1	1
Sarita Rani Bansal	1	—	3	—	—
Vigyan Arora	1	—	2	2	—
Dilbag Singh Sidhu	1	—	—	—	1
Ajay Kumar Arora	2	1	—	—	2
Krishan Lall Khetarpaul	3	—	1	1	1
Arjun Pandurang Ghugal	1	—	—	—	—
Dharam Pal Sharma	1	—	—	—	—

***Note:**

1. The Directorships held by Directors as mentioned above, includes Directorships in the Private Limited Companies and Companies registered under Section 8 of the Companies Act, 2013, but do not include Directorships in Foreign Companies.
2. The above composition and the information is as at 31.03.2017.
3. None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included

4. As per declarations received, none of the directors serves as an independent director in more than seven listed companies. Further, the whole-time directors in the Company do not serve as an independent director in more than three listed companies.
5. None of the directors was a member in more than ten committees, nor a Chairman in more than five committees across all companies in which he was a director. For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders relationship committee are considered for the purpose of reckoning committee positions.
6. Sh. Hardam Singh, Company Secretary attended all the above Board Meetings.

(d) **NUMBER OF BOARD MEETINGS HELD, DATES ON WHICH HELD:**

Total 4 Board meetings were held during the period from 1st April, 2016 to March 31, 2017 on the following dates:

24.05.2016, 11.08.2016, 04.11.2016 & 09.02.2017

During the year under review, the gap between two meetings did not exceed 120 days as per Regulation 17 (2) of the SEBI (LODR) Regulations, 2015 and Section 173 of the Companies Act, 2013.

(e) **RELATIONSHIP BETWEEN DIRECTORS INTER SE**

- Mr. Sat Paul Bansal is the Chairman cum Managing Director of the Company.
- Mr. Sandeep Bansal and Mr. Rajneesh Bansal, Directors of the Company are real brothers of each other and both are sons of Sh. Sat Paul Bansal and Mrs. Sarita Rani Bansal.
- Mrs. Sarita Rani Bansal is the wife of Sh. Sat Paul Bansal and mother of Mr. Sandeep Bansal and Mr. Rajneesh Bansal.
- No other directors are related to each other in any manner.

(f) **NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS**

(a) Shares Held by non-executive non-independent directors of the Company:-

- Mr. Sandeep Bansal 144507 Equity Shares
- Mrs. Sarita Rani Bansal 144500 Equity Shares
- No other non-executive non-independent director of the Company holds any shares in the Company

(ii) Shares Held by non-executive independent directors of the Company:-

No non-executive independent director of the Company holds any shares or other convertible instruments in the Company either by themselves or by any other person on beneficial basis.

(iii) The Company has not issued any convertible instruments till date. Hence information in this regard is NIL

(g) **FAMILIARISATION PROGRAMME**

Your Company follows a structured orientation and familiarization programme through various programs / presentations for Independent Directors with a view to update them on

the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The details of familiarisation programme policy been posted on the website of the Company under the web link <http://paulmerchants.net/familiarization-programme.pdf> and details of familiarisation programme parted during the FY 2016-17 have been posted under the web link <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/08/familirization-programme-imparted.pdf>.

(h) Information placed before the Board

The Agenda is circulated well in advance to the Board Members along with Agenda Notes. The items in the Agenda are backed by comprehensive background information to facilitate meaningful discussions and to enable the Board to take efficient decisions. The Board of Paul Merchants Limited is presented with all relevant information on various vital matters affecting the working of the company in addition to the matters set out in SEBI (LODR) Regulations, 2015. Also, extensive information is provided on various critical matters such as Risk Assessment, Growth, Expansion, Related party transactions, sales, financial performance, foreign exchange exposure, Appointment of Key Management Personnel and one level below, material legal proceedings, share transfer compliance, quarterly financial results, significant labour and human relation matters.

3. AUDIT COMMITTEE

TERMS OF REFERENCE:

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within the terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of Audit Committee

The role of the audit committee shall include the following:

The role of the audit committee shall include the following:

- (1) Overseeing the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;

- d. significant adjustments made in the financial statements arising out of audit findings;
- e. compliance with listing and other legal requirements relating to financial statements;
- f. disclosure of any related party transactions;
- g. modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition of Audit Committee

As on 31.03.2017, the Audit Committee of the Company comprises of 3 non-executive Independent Directors, who are well qualified and financially literate. Following is the composition of the Audit Committee:

Shri. Vigyan Arora	Non Executive Independent Director, Chairman
Shri Dilbag Singh Sidhu	Non Executive Independent Director, Member
Shri Ajay Kumar Arora	Non Executive Independent Director, Member

Mr. Vigyan Arora is the Chairman who has relevant accounts and Finance related expertise as well as qualification. Mr. Dilbag Singh Sidhu and Mr. Ajay Kumar Arora are other two members. All of them are having knowledge and expertise in accounts and finance.

The Audit Committee meetings are also attended by Managing Director, Chief Financial Officer, Head of Internal Audit and representatives of Statutory Auditors. The Company Secretary acts as a Secretary of the Committee.

Meetings of Audit Committee and attendance during the year 2016-17

4 meetings of the Audit Committee have been held during the year 2016-17 on the following dates:

23.05.2016, 09.08.2016, 02.11.2016 and 07.02.2017.

The attendance at the Audit Committee Meetings during the period from 01.04.2016 till 31.03.2017 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Vigyan Arora	Independent Director, current Chairman	4	2
Mr. Dilbag Singh Sidhu	Independent Director, Member	4	2
Mr. Ajay Kumar Arora	Independent Director, Member	4	4
Mr. Hardam Singh	Secretary	4	4

4. NOMINATION AND REMUNERATION COMMITTEE

(a) BRIEF DESCRIPTION OF TERMS OF REFERENCE

Nomination and Remuneration Committee of the Board of Directors is in place in terms of Section 178 of the Companies Act, 2013, Regulation 19 of SEBI (LODR) Regulations, 2015 and RBI Guidelines. The Committee has been formed with a view to carry out the objectives as enshrined in these respective Statutes. The terms of reference of the Nomination and Remuneration Committee include:-

- a. To identify persons who are qualified to become directors, Key Managerial Personnel and persons who may be appointed in Senior Management in accordance with the criteria laid down in the Companies Act, 2013, Rules framed thereunder from time to time, SEBI (LODR) Regulations, 2015 and RBI Guidelines.
- b. To make recommendations to the Board about appointment and removal of Directors, Key Managerial Personnel and Senior Management
- c. To carry out evaluation of performance of every Director, Key Managerial Personnel and persons in Senior Management.
- d. To formulate criteria for determining qualifications, positive attributes and independence of Directors, Key Managerial Personnel and persons in Senior Management
- e. To formulate and recommend to the Board a Nomination and Remuneration Policy.

COMPOSITION:-

Following was the composition of the Nomination and Remuneration Committee as on 31-03-2017:

Sh. Dilbag Singh Sidhu	Non Executive Independent Director, Chairman
Sh. Sandeep Bansal	Non Executive Director, Member
Shri. Vigyan Arora	Non Executive Independent Director, Member

During the year, 4 meetings of the Nomination and Remuneration Committee were held on:

26.05.2016, 16.08.2016, 07.11.2016 and 08.02.2017

The attendance at the Nomination and Remuneration Committee Meetings during the period from 01.04.2016 till 31.03.2017 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Dilbag Singh Sidhu	Non Executive Independent Director, Chairman	4	4
Mr. Sandeep Bansal	Non Executive Director, Member	4	4
Mr. Vigyan Arora	Non Executive Independent Director, Member	4	4
Mr. Hardam Singh	Secretary	4	4

(b) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Criteria for evaluation of the Independent Directors;

- i. Experience and ability to contribute to the decision making process
- ii. Problem solving approach and guidance to the Management
- iii. Attendance and Participation in the Meetings
- iv. Personal competencies and contribution to strategy formulation
- v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

(c) NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Policy of the Company is already attached as **Annexure D-2** to the Directors' Report.

5. **REMUNERATION OF DIRECTORS**

(a) **All Pecuniary Relationship Or Transactions Of The Non-Executive Directors vis a vis the Company**

Non-Executive Non Independent Directors

1. **Mr. Sandeep Bansal** :- No Sitting fee was paid to him. Rent was paid to him during the year under review in respect of some properties, which are belonging to him and which are used by the Company in its ordinary course of business. Details of the same have been given in **Annexure D-10** to the Directors Report. There is no other pecuniary relationship or transactions of Mr. Sandeep Bansal with the Company.
2. **Mrs. Sarita Rani Bansal**:- No Sitting fee was paid to her. Rent was paid to her during the year under review in respect of some properties, which are belonging to her and which are used by the Company in its ordinary course of business. Details of the same have been given in **Annexure D-10** to the Directors Report. There is no other pecuniary relationship or transactions of Mrs. Sarita Rani Bansal with the Company.

Non-Executive Independent Directors

A sum of Rs. 3,62,500/- has been paid to Non Executive Independent Directors as their sitting fee for the year 2016-17 as per details given below:

NAME	SITTING FEE (In Rs.)
Sh. Dilbag Singh Sidhu	30,000/-
Sh. Vigyan Arora	37,500/-
Sh. Ajay Kumar Arora	1,20,000/-
Sh. Krishan Lall Khetarpaul	1,00,000/-
Sh. Arjun Pandurang Ghugal	75,000/-
Total	3,62,500/-

The Company has not entered into any pecuniary transactions with non-executive Independent directors of the Company during the year under review.

No other benefits, bonuses, stock options, pension, emoluments, commission, allowances etc. were paid to the Non Executive Independent Directors of the Company during the year.

Shares held by non-executive directors are given below:

NAME	No. of Shares
Sh. Sandeep Bansal	144507
Smt. Sarita Rani Bansal	144500
Sh. Dilbag Singh Sidhu	NII
Sh. Vigyan Arora	NII
Sh. Ajay Kumar Arora	NII
Sh. Krishan Lall Khetarpaul	NII

Sh. Arjun Pandurang Ghugal	Nil
Total	289007

(b) **Criteria for making payments to Non-Executive Directors**

The non-executive Directors do not draw any remuneration from the Company except the sitting fee as permitted under Companies Act, 2013 for attending meetings of the Board/Committees thereof. Their Travel Arrangements for attending the Board/Committee Meetings are made by the Company and actual travelling expenses incurred by them for attending the Board Meetings, if any, are reimbursed to them. The sitting fee is fixed as per the experience, qualifications of the Independent Directors.

(c) **Disclosures with respect to remuneration of Executive Directors**

The remuneration of the executive directors is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to approval by the Shareholders in General Meeting based on the basis of qualification, experience, industry benchmarks, the Company's performance vis-à-vis the industry, performance track record of the executive director/ appointee(s). The Company pays remuneration by way of salary or as a %age of Net Profits or by way of both.

- (b) Remuneration paid to the past/present executive directors of the company during 2016-2017 is as under:-

Mr. Sat Paul Bansal, Chairman cum Managing Director

Salary:- Remuneration of Rs. 1.44 crores had been paid to him @ Rs. 12.00 Lacs per month in the form of salary during the Financial Year 2016-17.

Commission:- Commission of Rs. 73,99,934/- for the Financial Year 2016-17 has been paid on the recommendation of Nomination and Remuneration committee based upon his performance.

Benefits:- No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

Service Contract period:- His Service Contract period is 5 years

Contract Notice Period:- His Contract Notice Period is three months.

Severance Fees:- No severance fees is payable to him.

Fixed Component:- Fix component of his remuneration is his salary.

Performance Linked Incentive:-

Commission paid to the Chairman cum Managing Director was performance linked as the same was based upon the profits of the Company.

No Stock Options has been given to him. He holds 201100 (19.56%) equity shares in the Company.

The performance of the Chairman cum Managing Director was evaluated by the Nomination and Remuneration Committee, Board and also by the Independent Directors in their separate Meeting. The criteria for evaluation has been disclosed in the Directors' Report.

There are no convertible instruments issued by the Company, as such holding of Mr. Sat Paul Bansal in this regard is NIL.

Apart from Salary, rent was paid to Mr. Sat Paul Bansal during the year under review in respect of some properties, which are belonging to him and which are used by the Company in its ordinary course of business. Details of the same have been given in Annexure D-10 to the Directors Report. There is no other pecuniary relationship or transactions of Mr. Sat Paul Bansal with the Company.

Mr. Rajneesh Bansal, Executive Director

Salary:- Remuneration of Rs. 42.00 Lacs had been paid to him @ Rs. 3.50 Lacs per month in the form of salary during the Financial Year 2016-17. In addition, rent free accommodation has also been provided to him by the Company valuing at Rs. 23,41,924/- during the year under review.

Commission:- Commission of Rs. 73,99,934/- for the Financial Year 2016-17 has been paid on the recommendation of Nomination and Remuneration Committee based upon his performance.

Benefits:- No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

Service Contract period:- His Service Contract period is 5 years

Contract Notice Period:- His Contract Notice Period is three months.

Severance Fees:- No severance fees is payable to him.

Fixed Component: Fix component of his remuneration is his salary.

Performance Linked Incentive:-

Commission paid to the Executive Director was performance linked as the same was based upon the profits of the Company.

No Stock Options has been given to him. He holds 149746 (14.57%) equity shares in the Company.

The performance of the Executive Director was evaluated by the Nomination and Remuneration Committee, Board and also by the Independent Directors in their separate Meeting. The criteria for evaluation has been disclosed in the Directors' Report.

There are no convertible instruments issued by the Company, as such holding of Mr. Rajneesh Bansal in this regard is NIL.

Apart from Salary, rent was paid to Mr. Rajneesh Bansal during the year under review in respect of some properties, which are belonging to him and which are used by the Company in its ordinary course of business. Details of the same have been given in **Annexure D-10** to the Directors Report. There is no other pecuniary relationship or transactions of Mr. Rajneesh Bansal with the Company.

Sh. Dharam Pal Sharma, Whole Time Director

Salary:- Salary amounting to Rs. 5,37,700/- has been paid to him during the Financial Year 2016-17.

Commission:- No commission has been paid to Sh. Dharam Pal Sharma, Whole Time Director during the year under review.

Benefits:- Performance Bonus of Rs. 20,000/- has been paid to him. No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

Service Contract period:- His Service Contract period is till 31st March, 2020

Contract Notice Period:- His Contract Notice Period is two months.

Severance Fees:- No severance fees is payable to him.

Fixed Component:- Fix component of his remuneration is his salary.

Performance Linked Incentive:-

Incentive of Rs. 80,726/- has been paid to him during the year under review, which is performance linked.

The performance of Sh. Dharam Pal Sharma was evaluated by the Nomination and Remuneration Committee, Board and also by the Independent Directors in their separate Meeting. The criteria for evaluation has been disclosed in the Directors' Report.

No Stock Options has been given to him. He holds NIL Equity shares in the Company.

There are no convertible instruments issued by the Company, as such holding of Mr. Dharam Pal Sharma in this regard is NIL.

There is no other pecuniary relationship or transactions of Mr. Dharam Pal Sharma with the Company.

KEY MANAGERIAL PERSONNEL

Mr. Tilak Raj Khepar (CFO)

Salary:- Salary amounting to Rs. 22,22,491/- has been paid to him during the Financial Year 2016-17.

Commission:- No commission has been paid to Mr. Tilak Raj Khepar, Chief Financial Officer during the year under review.

Benefits:- Performance Bonus of Rs. 75,000/- has been paid to him. No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

Service Contract period:- There is no fixed Service Contract period

Contract Notice Period:- His Notice Period is One month.

Severance Fees:- No severance fees is payable to him.

Fixed Component: Fix component of his remuneration is his salary.

Performance Linked Incentive:-

Incentive of Rs. 2,82,000/- has been paid to him during the year under review, which is performance linked.

The performance of the Chief Financial Controller was evaluated by the Nomination and Remuneration Committee

No Stock Options has been given to him. He holds NIL equity shares in the Company.

There are no convertible instruments issued by the Company, as such holding of Mr. Tilak Raj Khepar in this regard is NIL.

There is no other pecuniary relationship or transactions of Mr. Tilak Raj Khepar with the Company.

Mr. Hardam Singh (Company Secretary)

Salary:- Salary amounting to Rs. 15,51,310/- has been paid to him during the Financial Year 2016-17.

Commission:- No commission has been paid to Mr. Hardam Singh, Company Secretary during the year under review.

Benefits:- Performance Bonus of Rs. 50,000/- has been paid to him. No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

Service Contract period:- There is no fixed Service Contract period

Contract Notice Period:- His Notice Period is two months.

Severance Fees:- No severance fees is payable to him.

Fixed Component: Fix component of his remuneration is his salary.

Performance Linked Incentive:-

Incentive of Rs. 5,40,000/- has been paid to him during the year under review, which is performance linked.

The performance of the Company Secretary was evaluated by the Nomination and Remuneration Committee

No Stock Options has been given to him. He holds NIL equity shares in the Company.

There are no convertible instruments issued by the Company, as such holding of Mr. Hardam Singh in this regard is NIL.

There is no other pecuniary relationship or transactions of Mr. Hardam Singh with the Company.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- (a) **Head of the Committee:-** The Stakeholders' Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of Share Certificates, non-receipt of Balance Sheet, non-receipt of Annual Report etc.

The committee is headed by Sh. Vigyan Arora, Non Executive Independent Director.

- (b) **Name And Designation Of Compliance Officer**

The Company Secretary Mr. Hardam Singh, is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

investor.redressal@paulmerchants.net and cs@paulmerchants.net

Ph. 0172-5041760
Fax – 0172-5041713

- (c) **Number of shareholders' complaints received so far**

No shareholder complaint has been received by the Company during the year under review.

- (d) **Number not solved to the satisfaction of shareholders** - NIL

- (e) **Number of pending complaints.** - NIL

- (d) **Composition:**

Following is the composition of the Stakeholders' Relationship Committee as on 31.03.2017:

Sh. Vigyan Arora	Non Executive Director Independent Director, Chairman
Sh. Rajneesh Bansal	Executive Director, Member
Sh. Sandeep Bansal	Non Executive Non Independent Director, Member
Mr. Hardam Singh	Company Secretary, Secretary to the Committee

During the year under review, 4 meetings of the Stakeholders' Relationship Committee were held on:

21.05.2016, 16.08.2016, 08.11.2016 and 10.02.2017

The attendance at the Stakeholders' Relationship Committee Meetings during the period from 01.04.2016 till 31.03.2017 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Vigyan Arora	Independent Director, Chairman	4	4
Mr. Sandeep Bansal	Non Executive Director, Member	4	4
Mr. Rajneesh Bansal	Executive Director, Member	4	4
Mr. Hardam Singh	Secretary	4	4

6. EXECUTIVE COMMITTEE

COMPOSITION:

An Executive Committee of the Board has been formed to look after day to day affairs of the Company as per Terms of Reference defined by the Board. The Committee comprises of Mr. Sat Paul Bansal, Managing Director as its Chairman of the Meeting, Mr. Sandeep Bansal and Mr Rajneesh Bansal, Directors as other Members. The Company Secretary Mr. Hardam Singh is the Secretary to the Committee.

During the year, 12 meetings of the Executive Committee were held on:

19.04.2016, 25.05.2016, 22.06.2016, 18.07.2016, 16.08.2016, 14.09.2016, 14.10.2016, 15.11.2016, 30.12.2016, 20.01.2017, 17.02.2017, and 09.03.2017

The attendance at the Executive Committee Meetings during the period from 01.04.2016 till 31.03.2017 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Sat Paul Bansal	CMD, Chairman	12	12
Mr. Sandeep Bansal	Non Executive Non Independent Director, Member	12	12
Mr. Rajneesh Bansal	Executive Director, Member	12	12
Mr. Hardam Singh	Secretary	12	12

7. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Committee of the Board to be known as CSR Committee:

COMPOSITION:

Following is the composition of the CSR Committee as on 31.03.2017:

Sh. Sandeep Bansal	Non Executive Non Independent Director, Chairman
Sh. Rajneesh Bansal	Executive Director, Member
Sh. Vigyan Arora	Non Executive Independent Director, Member

During the year, 4 meetings of the CSR Committee were held on:

21.05.2016, 16.08.2016, 07.11.2016 and 10.02.2017

The attendance at the CSR Committee Meetings during the period from 01.04.2016 till 31.03.2017 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Sandeep Bansal	Non Executive Director, Chairman	4	4
Mr. Rajneesh Bansal	Executive Director, Member	4	4
Mr. Vigyan Arora	Independent Director, Member	4	4
Mr. Hardam Singh	Secretary	4	4

The Board has approved the following CSR Policy for the Company:

CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION

For us at Paul Merchants Ltd (PML), reaching out to underserved communities is part of our rich culture. We believe in the trusteeship concept. We believe, we will be a more satisfied corporate when we operate according to the highest ethical standards, address unmet social needs, function with compassion and promote the wellbeing of citizens of this country, their communities and the entire environment. We strongly believe that a responsible corporate should go beyond the Statutory compliances and put something back into the society, which has given so much to the corporate. This entails transcending business interests and doing something for the people who are grappling with the "quality of life" challenges and working towards making a meaningful difference to them.

OUR VISION

"To actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index".

PML is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It also pursues initiatives related to quality management, environment preservation and social awareness.

OBJECTIVES

The objectives of this policy are to –

- Demonstrate commitment to the common good through responsible business practices and good governance
- Actively support the state's development agenda to ensure sustainable change
- Set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models
- Engender a sense of empathy and equity among employees of PML to motivate them to give back to the society

APPLICABILITY

1. CSR policy of PML has been developed in line with corporate philosophy of PML, in consonance with Section 135 of the Companies Act 2013 and in accordance with the CSR rules notified by the Ministry of Corporate Affairs, Government of India in 2014.
2. The Policy shall apply to all CSR projects/programmes undertaken by the Company in India as per Schedule VII of the said Act.

CSR BUDGET

CSR Committee will recommend the annual budgeted expenditure to the Board for its consideration and approval.

IMPLEMENTATION

All activities will be identified in an objective manner keeping in mind the ultimate beneficiaries and gauging their basic needs. Consultation with the locals like village panchayats and influential people of the area, will also be resorted to, wherever necessary to sense the most critical needs of the area concerned.

Arising from this, the focus areas, out of which the Company will be taking initiatives under this policy from time to time and as decided by the CSR Committee are:

1. eradicating hunger, poverty and malnutrition, arranging community lunch, donating food to trusts, religious places or to charitable institutions, promoting preventive health care and sanitation and making available safe drinking water;
2. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
5. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional and handicrafts;
6. measures for the benefit of armed forces, army veterans, war widows, police forces, para military forces and their dependents;
7. training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
8. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Caste, the Scheduled Tribes, other backward classes, minorities and women;

9. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government Rural development projects.

The activities will be undertaken in a way that preference to the local area and area around it where PML operates will be given. The CSR Committee, from time to time will chose activities out of the above list to be undertaken under this policy. The list is only illustrative and not exhaustive. Any other activity, as per the sole discretion of the CSR Committee can be taken up, which is thought to be beneficial for any section of the society.

BOARD

The Board of PML will be responsible for:

- a. approving the CSR policy as formulated by the CSR Committee
- b. ensuring that in each Financial Year the Company spends at least 2% of the average net profit, computed as per Section 198 of the Companies Act, 2013 during the three immediate preceding financial years.
- c. ensuring that every financial year funds committed by the Company for CSR activities are utilized effectively
- d. regularly monitoring the implementation of CSR policy.
- e. disclosing in its Annual Report the names of CSR Committee members, the content of the CSR policy and ensure annual reporting of its CSR activities on the Company website.
- f. ensuring annual reporting of CSR policy to the Ministry of Corporate Affairs, Government of India, as per the prescribed format.

As per Section 135, the reasons for under spending of the allocated CSR budget shall be specified in the Board's Report. The surplus arising out of the CSR activities, if any, will not be considered as a part of the business profits of the company.

CSR COMMITTEE

- I. **Composition:** The committee will consist of three or more directors out of which, at least one will be an independent director. At present following are the Members of the CSR Committee:

Mr. Sandeep Bansal, Non Executive Director, Chairman
Mr. Rajneesh Bansal, Executive Director, Member
Mr. Vigyan Arora, Non Executive Independent Director, Member

The Board can reconstitute the committee in case of any resignation or appointment of any new member.

- II. The CSR committee will be responsible for:
 - a. formulating the CSR policy in compliance to Section 135 of the Companies Act, 2013
 - b. identifying activities to be undertaken as per Schedule VII of the Companies Act 2013 .
 - c. recommending to Board the CSR expenditure to be incurred.
 - d. recommending to Board, modifications to the CSR policy as and when required.
 - e. regularly monitoring the implementation of the CSR policy

MONITORING AND REPORTING FRAMEWORK

The CSR Committee shall monitor the implementation of the CSR Policy through periodic reviews of the activities undertaken by the Company under this policy. The Committee will recommend a CSR Budget to the Board for its approval for any Financial Year in the first meeting of the FY. In compliance with the Act and to ensure funds spent on CSR programmes

are creating the desired impact on the ground, a comprehensive Monitoring and Reporting framework will be put in place, wherein the expenditure heads, geography covered, periodicity and distribution of expenditure over various heads will be monitored on regular basis. A Report on the CSR is already attached as **Annexure D-7** to the Directors Report.

8. GENERAL BODY MEETINGS

(a) Location and time of Annual General Meetings held in the last 3 years:

YEAR	2014	2015	2016
Type of Meeting	AGM	AGM	AGM
Date	26.09.2014	28.09.2015	28.09.2016
Venue	Balley Balley Banquet, I-1, Kailash Park, Opp. Kirti Nagar Bus Stand, New Delhi-110015	Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak Road, Opp. Metro Pillar No. 195, New Delhi-110063	Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi - 110008
Time	11.00 AM	11.30 AM	12.00 Noon
Special Resolution passed	YES	YES	YES

(b) Whether any Special Resolutions passed in the last three Annual General Meetings :-
YES

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings

Year 2014

1. To keep register of members, index of members, annual returns and transfer books of the company from registered office to corporate office
2. To re-appoint Mr. Sat Paul Bansal as Chairman Cum Managing Director of the Company
3. To revise the remuneration of Mr. Rajneesh Bansal, Executive Director of the Company
4. To appoint Mrs. Sarita Rani Bansal as Whole Time Director of the Company
5. To approve Loan Scheme for Managing & Whole Time Directors of the Company
6. To adopt new set of Articles Of Association of the Company.
7. To give authorization to the Board of Directors under Section 180 (1)(A) of the Act
8. To give authorization to the Board of Directors under Section 180 (1)(C) of the Act

Year 2015

1. To re-structure the remuneration of Mr. Sat Paul Bansal, Chairman Cum Managing Director of the Company.
2. To re-appoint Mr. Rajneesh Bansal as Executive Director of the Company for a period of 5 years commencing from 01-04-2015 and ending with 31-03-2020.
3. To re-structure the remuneration of Mrs. Sarita Rani Bansal, Whole Time Director of the Company.

Year 2016

1. To re-appoint Mr. Dharam Pal Sharma (DIN No. 07284332) as Whole Time Director for a term upto 31.03.2020 of the Company and to approve his remuneration.
 2. To revise the remuneration of Mr. Rajneesh Bansal (DIN No. 00077230) Executive Director of the Company.
- (c) Whether any Special Resolution passed last year through Postal Ballot – No. The above resolutions were passed through E-Voting and also by Physical Voting by Members present in AGM. The scrutinizer Mr. Madhur Jain, Practicing Company Secretary (ACS No. 29111 and CP No. 14745), was authorized to conduct the remote e-voting process and voting at the AGM.
- (d) Person who conducted the postal ballot exercise – Not Applicable
- (e) Whether any Specials Resolution is proposed to be conducted through Postal Ballot Process :-
No Special Resolution is proposed to be conducted through Postal Ballot Process at the ensuing Annual General Meeting.
- (f) Procedure for Postal Ballot:- Not Applicable.

9. MEANS OF COMMUNICATIONS

(a) Quarterly Results :

The Quarterly, Half yearly and Annual Results of the Company are sent to BSE Ltd in accordance with the SEBI (LODR) Regulations, 2015.

(b) Newspapers wherein the results normally published : - The said Results are normally published in The Financial Express (English) and Jansatta (Hindi).

(c) Any website, where displayed:-

The Quarterly Results are displayed on Company's website www.paulmerchants.net. The Company's website contains a dedicated section "Investors" under which the details/information of interest to various stakeholders is displayed. The Results are also sent to BSE Ltd, which is displayed by BSE on its website <http://www.bseindia.com>.

(d) Whether it also displays official news releases:

Official news releases, if any, are sent to the Stock Exchange and the same shall be hosted on the website of the Company www.paulmerchants.net. No such Press Release has been issued by the Company till date.

(e) Presentations made to the Institutional Investors or to the Analysts:

No presentations have been made to institutional investors or to the analysts during the year under review.

BSE Corporate Compliance and Listing Centre:-

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results etc. are filed electronically with the Listing Centre of BSE.

10. GENERAL SHAREHOLDER INFORMATION

AGM : Date, time	Thursday, the 28 th day of September, 2017 at 12.00 Noon.																																																										
AGM venue	Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak road, Opp. Metro Pillar No. 195, New Delhi – 110063																																																										
Financial year	April 1 st , 2016 to March 31 st , 2017																																																										
Date of Book closure	21-09-2017 to 28-09-2017 (both days inclusive)																																																										
Dividend Payment Date	N/A																																																										
Listing on Stock Exchanges	BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001. Listing Fee for the year 2017-18 has already been paid to BSE.																																																										
ISIN	INE 291 E 01019																																																										
Stock Code	539113																																																										
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	Mar-17	3389.95	3056.35	Mar-17	29824.62	28716.21
In case the securities are suspended from trading, the directors report shall explain the reasons thereof	N/A. The securities of the Company have never been suspended from trading.					
Registrar to an Issue and Share Transfer Agents	Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No. : 011-42541959 (RTA of the Company)					
Share Transfer System	<p>All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Transfer Agents. To expedite the share transfer process in the physical mode, the process is undertaken by Common Registry M/s Alankit Assignments Limited, New Delhi. Share Transfers are processed and approved by them and taken note of by Share Transfer Committee, i.e. Stakeholders' Relationship Committee. The Registrar ensures to attend to the formalities pertaining to transfer of securities at least once in a fortnight along with transmission and issue of duplicate share certificates etc. The process is also reviewed by the Stakeholders' Relationship Committee on regular basis. The shares of the Company are traded in dematerialized form only. Transfer of shares in dematerialized form is done through the depositories without any involvement of the Company.</p> <p>Presently, the share transfers, which are received in physical form, are processed and the share certificates returned within a period of 15 days from the date of receipt by the RTA, subject to documents being valid and complete in all respects.</p> <p>All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 21 days by RTA subject to documents being valid and complete in all respects. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days. Stakeholders' Relationship Committee also looks into the Investors Grievances, if there is any. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges</p>					
Distribution of Shareholding	As per Annexure- G-1					

Dematerialization of shares and liquidity	Liquidity:- A total number of 9,83,386 Equity Shares of the Company constituting over 95.7% of the issued, subscribed and paid-up share capital were held in dematerialised form as on March 31, 2017 and as such, there is sufficient liquidity in the stock.
Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments
Commodity price risk or foreign exchange risk and hedging activities	The Company is not a sizable user of commodities, hence exposes it moderately to the price risk on account of procurement of commodities. The exposure to foreign exchange risk is limited to stock of Foreign Exchange held in the branch offices of the Company and unsettled transactions at the Central treasury which are adequately covered in advance with Banks or other FFCs. All the Forex Transactions are being covered under the CASH / TOM / SPOT covering.
Plant Locations	The Company is in service Industry and had 278 own offices as on 31-03-2017. The list of the said offices is appended to this Annual Report in the beginning.
Address for correspondence	The Company Secretary, PML House, SCO 829-830, Sector 22-A, Chandigarh – 160022 Ph. 0172-5025090, Fax 0172-5041713 email: cs@paulmerchants.net

ANNEXURE – G-1

(a) **Distribution of Shareholding (No. of Shares) as on March 31, 2017 is as under :-**

No. of Shares	No. Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 – 100	531	80.6	4750	0.46
101 – 500	62	9.4	19067	1.86
501 – 1000	15	2.3	13438	1.31
1001 – 5000	41	6.2	116197	11.30
5001 – 10000	2	0.3	11240	1.09
10001 – 20000	0	0	0	0
20001 – 30000	1	0.15	29000	2.82
30001 - 40000	0	0	0	0
40001 – 50000	2	0.3	92100	8.96
50001 – 100000	0	0	0	0
100001 - 500000	5	0.75	742208	72.20
500001 to Above	0	0	0	0

Shareholding Pattern as on 31st March, 2017:-

Category	No. of Shares held
Promoters	747448
Institutional Investors	0
Mutual Funds & UTI	0
Banks, Financial Institutions and Insurance Companies	0
FII's	0
Others	0
Private Corporate Bodies	1007
Indian Public	279451
NRIs/OCBs	94
Trust	0
Total	1028000

OTHER DISCLOSURES

(a) **Materially Significant Related Party Transactions**

No material significant related party transactions have taken place during the year under review that may have potential conflict with the interests of the Company at large.

Further, the disclosures required under Part A of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations are given below:-

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to subsidiaries by name and amount. NIL • Loans and advances in the nature of loans to associates by name and amount. NIL • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount. NIL
2	Subsidiary	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to Holding Companies by name and amount. NIL • Loans and advances in the nature of loans to associates by name and amount. NIL • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount. NIL
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan. NIL

Further, details of related party transactions form part of Notes to the Accounts of the Annual Report. While entering into the above transactions, the Company had made full disclosures before the Board Meetings as well as Audit Committee Meetings, prior approval of Audit Committee as well as Board of Directors was obtained and interested directors duly disclosed their interest in the said Board Meetings and did not participate in the discussions on such resolutions. All related party transactions were approved in advance by the Audit Committee. The details of the Related Party Transactions, entered by the Company in the ordinary course of business at Arm's length basis are given as **Annexure D – 10** to the Directors Report. The company has framed its Policy on dealing with Related Party Transactions and the same is available on its website under the weblink <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/02/Related-Party-Transaction-Policy.pdf>.

(b) **Details of Non-Compliances:**

There is no non-compliance by the Company and there are no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets, during the last three years.

(c) **Details of establishment of a vigil mechanism cum Whistle Blower Policy**

The Vigil Mechanism cum Whistle Blower Policy is in place which is reviewed by the Audit Committee on regular basis and the text of the same is given at the end of this Corporate Governance Report.

The Company do hereby affirm that no personnel has been denied access to the Audit Committee. The same is also available on the Website of the Company <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/07/Vigil-Mechanism-Policy.pdf>.

(d) **Compliance With Mandatory Requirements Of SEBI (LODR) Regulations, 2015**

The Company has complied with all the mandatory requirements of the Listing Regulations including compliances mentioned in Part A to Part D of Schedule II.

Adoption of Non-Mandatory Requirements Of SEBI (LODR) Regulations, 2015

1. **The Board**

The Chairman of the Company is an executive Director. His office is maintained at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

2. **Shareholder Rights**

Since the Company publishes its Quarterly Results in Newspapers (English and Hindi) having wide circulation and the results are also displayed on the website of the Company and the BSE Ltd., the Company does not send any declaration of half yearly performance to the shareholders.

3. **Modified Opinion(s) in the Audit Report**

There are no Audit qualifications/Modified Opinion on the Financial Statements of the Company for the year 2016-17.

4. **Separate posts of Chairman and Chief Executive Officer (CEO)**

At the moment, the post of Chairman and Managing Director is occupied by single person and there is no post of Chief Executive Officer in the Company.

5. Reporting of Internal Auditor

At the moment, the reporting of the internal Audit is not directly to the Audit Committee however, the significant findings of the internal audit are placed before the Audit Committee on regular basis and other SEBI Regulations regarding Internal Audit are duly followed by the Company.

(e) web link where policy for determining 'material' subsidiaries is disclosed.

<http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/04/Material-Subsidiary-Policy.pdf>

(f) web link where policy on dealing with related party transactions is disclosed:-

<http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/02/Related-Party-Transaction-Policy.pdf>

(g) Disclosure of commodity price risks and commodity hedging activities

The Company is not a sizable user of commodities, hence exposes it moderately to the price risk on account of procurement of commodities. As such, no commodity hedging activities are undertaken by the Company. Further, the exposure to foreign exchange risk is limited to stock of Foreign Exchange held in the branch offices of the Company and unsettled transactions at the Central treasury which are adequately covered in advance with Banks or other FFCs. All the Forex Transactions are being covered under the CASH / TOM / SPOT covering.

11. Non-compliance of any requirement of Corporate Governance report of sub paras (2) to (10) of Part C of Schedule V, with reasons thereof

There is no non-compliance of any of the said requirements.

12. Adoption of Discretionary requirements as specified in Part E of Schedule II.

As given above under para (d) of 'Other Disclosures'

13. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations

The Company has made all the disclosures on its website www.paulmerchants.net as required under regulation 46 (2) of SEBI (LODR) Regulations.

14. Reconciliation Of Share Capital Audit

A reconciliation of Share Capital Audit was carried out by a qualified practicing Company secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued & listed capital. The audit inter alia confirms that the total issued/paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares with NSDL & CDSL.

15. Code For Prevention Of Insider Trading

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the same is available on the Website of the Company at <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2017/07/PML-Code-of-Conduct-2015-Amended-11.08.2016.pdf>. Further a Code of Fair Disclosure and Prevention of Insider Trading Code under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 have been adopted and displayed on the website of the Company <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2015/12/PML-Code-of-Fair-Disclosure.pdf>. These Codes lay down guidelines vide which it advises the designated employees and connected people on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of the consequences of violations.

16. Material Subsidiaries

The Company does not have any material subsidiary as defined under Regulation 16 (1) (c) of SEBI (LODR) Regulations, 2015. In fact, the Company has no subsidiary Company. Web link where policy for determining 'material' subsidiaries is disclosed: <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/04/Material-Subsidiary-Policy.pdf>

17. Disclosure Regarding Appointment Or Re-appointment Of Directors:

Mr. Sandeep Bansal and Mrs Sarita Rani Bansal, Directors of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Their brief Resumes are already given as part of the Notice of Annual General Meeting.

18. Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copy of Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2015/12/PML-Code-of-Conduct-1.pdf>

(ii) The Members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2017. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

19. Board Disclosures - Risk Management

The Company manages risks as an integral part of its decision making process. The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically

20. Proceeds from public issues, rights issues, preferential issues, etc.

During the year under review, no money has been raised by the Company by way of Public Issues, Rights Issues, Preferential Issues Etc.

21. Management Discussion & Analysis Report:

Management Discussion & Analysis Report forms part of the Annual Report and include discussions on various matters specified under Part B of Schedule V to the SEBI (LODR) Regulations, 2015. The report has already been given as Annexure D-3 to the Directors' Report.

D. CEO DECLARATION

The Managing Director has issued a Declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management. As there is no Chief Executive Officer in the Company, this Declaration has been issued by the Managing Director of the Company. The Declaration is appended to this Report at the end of this Report. This Declaration has been given as **Annexure D-13** to this Report

Further, in terms of the requirements of Regulation 17 (8) read with Part B of Schedule II to the SEBI (LODR) Regulations, 2015, the Managing Director and the Chief Financial Officer have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Regulation. As there is no Chief Executive Officer in the Company, this Certificate has been issued by the Managing Director of the Company along with Chief Financial Officer of the Company. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors. This Certificate has been given as **Annexure D-14** to this Report

E. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

A Certificate obtained from the practising company secretaries Mr. Kanwaljit Singh Thanewal, Practising Company Secretary (F 5901), SCO 64-65, Sector 17 A, Chandigarh has been obtained and the same has been annexed to this Annual Report as **Annexure D-12**.

Further, a Certificate issued by the Statutory Auditors of the Company certifying compliance by the Company with Guidelines issued by Reserve Bank of India from time to time on KYC/AML/CFT has been annexed to this Annual Report as **Annexure D-15**.

F. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There is no demat suspense account/ unclaimed suspense account of the Company because such a requirement never got necessitated in relation to the shares of the Company.

For & On Behalf of the Board

**SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)**

For & On Behalf of the Board

**SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)**

**PLACE: CHANDIGARH
Date: August 23, 2017**

VIGIL MECHANISM CUM WHISLTE BLOWER POLICY

PREAMBLE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, Legality, integrity and ethical behavior. Any actual or potential violation of the same, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations cannot be undermined. Accordingly, this Vigil Mechanism has been formulated with a view to provide a mechanism for employees of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

Regulation 4 (d) of the Securities & Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, inter alia, provides for requirement to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy.

Section 177 of the Companies Act, 2013 read with Regulation 22 (1) also provides that the Company shall establish a Vigil Mechanism for Directors and Employees to report genuine concerns. This Vigil Mechanism is meant to serve the purpose of Section 177 of the Companies Act, 2013 as well as 'Whistle Blower Policy' under the SEBI (LODR) Regulations.

The Company had adopted the Vigil Mechanism cum Whistle Blower Policy on 27-05-2014 as approved by the Audit Committee. The Audit Committee has amended the Vigil Mechanism cum Whistle Blower Policy on 09.08.2016.

1. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees & Directors to raise concerns of any violations of legal or regulatory requirements, unethical behavior, fraud, violation of Company's code of conduct, incorrect or misrepresentation of any financial statements and reports, etc.

2. POLICY

The Vigil Mechanism intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

No adverse personnel action shall be taken or recommended against an employee or Director in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This protects such employees or Director from unfair termination and unfair prejudicial employment practices.

However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

3. DEFINITIONS

- a. **"Disciplinary Action"** means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine,

suspension from official duties, termination, legal action or any such action as is deemed to be fit considering the gravity of the matter.

- b. **“Employee”** means every employee of the Company (whether working in India or abroad)
- c. **“Directors”** include independent, Nominee & Alternate directors
- d. **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- e. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.
- f. **“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.
- g. **“Whistle Committee”** means a Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosures received from the whistleblower and recommends disciplinary action.
- h. **“Audit Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 177 of Companies Act, 2013 read with Clause 4(d) and 22 (1) of SEBI (LODR) Regulations.
- i. **“Company”** means Paul Merchants Ltd.
- j. **“Ombudsman”** means, the Officer or Officers designated as such by the Audit Committee for the purpose of this Policy.
- k. **“GOOD FAITH”** An employee or a Director shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- l. **Policy or This Policy means, “Vigil Mechanism.”**
- m. **“Improper Activity:** means to include:
 - i. Abuse of authority
 - ii. Breach of contract
 - iii. Negligence causing substantial and specific danger to public health and safety
 - iv. Manipulation of company data/records
 - v. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
 - vi. Any unlawful act whether Criminal/ Civil
 - vii. Pilferation of confidential/propriety information
 - viii. Deliberate violation of law/regulation
 - ix. Wastage/misappropriation of company funds/assets
 - x. Breach of Company Policy or failure to implement or comply with any approved Company Policy, code of conduct
 - xi. Unethical behavior

4. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- a. Employees of the Company
- b. Directors of the Company
- c. Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- d. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- e. Customers of the Company
- f. Any other person having an association with the Company

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

NOTE: Policy should not be used to be a route for raising malicious or unfounded allegations against colleagues.

5. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- i. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
- ii. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s)
- iii. Ensure complete confidentiality
- iv. Not attempt to conceal evidence of the Protected Disclosure
- v. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
- vi. Provide an opportunity of being heard to the persons involved especially to the Subject

6. ANONYMOUS ALLEGATION

Whistleblowers must put their names to the allegations made by them because follow-up action & investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily NOT be investigated.

8. PROTECTION TO WHISTLEBLOWER

- A. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:
 - i. The communication/ disclosure is made in good faith
 - ii. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
 - iii. He/She is not acting for personal gain

- iv. Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

- B. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. **ACCOUNTABILITIES – WHISTLEBLOWERS**

- I. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- II. Avoid anonymity when raising a concern.
- III. Follow the procedures prescribed in this policy for making a Disclosure
- IV. Co-operate with investigating authorities, maintaining full confidentiality
- V. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action
- VI. A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed
- VII. In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, he/she can make a direct appeal to the CMD of the Company or the Audit Committee

10. **ACCOUNTABILITIES – OMBUDSMAN AND WHISTLE COMMITTEE**

- i. Conduct the enquiry in a fair, unbiased manner
- ii. Ensure complete fact-finding
- iii. Maintain strict confidentiality
- iv. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- v. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- vi. Minute Committee deliberations and document the final report

10. RIGHTS OF A SUBJECT

- i. Subjects have right to be heard and the Ombudsman or the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter
- ii. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/investigation process

12. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee/person who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

13. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

The procedure as per Annexure will be followed.

14. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with 'Disclosures' are considered confidential information and access will be restricted to the Whistleblower, the Whistle Committee and Ombudsman. 'Disclosures' and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

15. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 03 years from the date of conclusion of the investigation.

16. REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the Audit Committee as well as Board of Directors of the Company.

The contents of this Policy will be displayed by the Company on its Website and will also be included in the Directors Report.

17. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy and the applicable Law. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective

of good corporate governance. The Audit Committee shall review the policy and its implementation on regular basis.

The above policy has been reviewed by the Audit Committee.

Sd/-
(VIGYAN ARORA)
CHAIRMAN OF AUDIT COMMITTEE
09.08.2016

For & On Behalf of the Board

SD/-
(SAT PAUL BANSAL)
CHAIRMAN CUM MANAGING DIRECTOR
(DIN 00077499)

For & On Behalf of the Board

SD/-
(RAJNEESH BANSAL)
EXECUTIVE DIRECTOR
(DIN 00077230)

PLACE: CHANDIGARH
Date: August 23, 2017

ANNEXURE**PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES****1. How should a Disclosure be made and to whom?**

A disclosure should be made in writing. Letters can be submitted by hand delivery, courier or by post addressed to the Ombudsman appointed by the Company. Emails can be sent to the email id: ombudsman@paulmerchants.net.

However, Disclosures against any employee of HOD cadre or the Business Heads or the Executive Directors should be sent directly to the Chairman of Audit Committee of the Company on his email id: vigyan@vigyanarora.com.

2. Is there any specific format for submitting the Disclosure?

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee).
- b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important. Documentary evidence, wherever possible, should be appended.
- c) In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to the Ombudsman or the Chairman, Audit Committee, depending on position of the person against whom disclosure is made.

3. What will happen after the Disclosure is submitted?

- a. The Ombudsman shall acknowledge receipt of the Disclosure as soon as practical (preferably within 04 days of receipt of a Disclosure), to the address provided by the Whistleblower.
- b. The Ombudsman will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice by discussing with the Executive Directors and CMD of the Company (if required). If the Ombudsman unanimously determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same to the Whistleblower
- c. If the Ombudsman determines or any one member is of the opinion that the allegations constitute a Malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers of HR, Internal Audit, Finance and Legal. The Whistle Committee, if it deems fit can also take assistance of Head of the Department where the breach has occurred. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Ombudsman shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- d. If the Protected Disclosure has been made to the Chairman of the Audit Committee, he will proceed to investigate the matter with the help of CMD, Ombudsman or Whistle Committee or any other officer as he deems fit.

- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
 - f. The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Ombudsman or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Ombudsman or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
 - g. If the Malpractice constitutes a criminal offence, the Ombudsman will bring it to the notice of the Executive Directors & CMD and take appropriate action including reporting the matter to the police. In other cases, the Ombudsman will take appropriate action against the culprit in consultation with the Whistle Committee.
 - h. The CMD of the Company may, at his/her discretion, participate in the investigations of any Disclosure.
 - i. The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Ombudsman as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Ombudsman may allow additional time for submission of the report based on the circumstances of the case.
 - j. Whilst it may be difficult for the Ombudsman to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
 - k. The Ombudsman will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.
 - l. In case, the Whistle Blower is not satisfied with the investigation carried by the Whistle Committee, he can appeal to the Chairman of Audit Committee with all relevant details.
4. **What should a Whistleblower do if he/she faces any retaliatory action or threats of retaliatory action as a result of making a Disclosure?**

If anyone faces any retaliatory action or threats of retaliatory action as a result of making a Disclosure, he/she should inform the Ombudsman in writing immediately. Ombudsman will treat reports of such actions or threats as a separate Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect the Whistle Blower from exposure to such retaliatory action and ensure implementation of such steps for your protection.

In case, the Whistle Blower is not satisfied with the resolution given by Ombudsman, he can appeal to the Chairman of Audit Committee with all relevant details.

Annexure D-12**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

(Regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of Paul Merchants Limited

1. We have examined the compliance of conditions of Corporate Governance by **PAUL MERCHANTS LIMITED** ("the Company"), for the year ended on March 31, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from April 01, 2016 to March 31, 2017.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 23.08.2017
Place: Chandigarh

Sd/-
(KANWALJIT SINGH THANEWAL)
COMPANY SECRETARY IN PRACTICE
FCS NO. 5901, CP No. 5870

Annexure D-13**DECLARATION OF THE MANAGING DIRECTOR**

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2015/12/PML-Code-of-Conduct-1.pdf>. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2017.

**Place: CHANDIGARH
Date: 23.08.2017**

**SD/-
SAT PAUL BANSAL
Managing Director
DIN-00077499**

Annexure D-14**CEO AND CFO CERTIFICATE**

To

The Board of Directors of,
Paul Merchants Limited,
SCO 829-830, Sector 22-A,
Chandigarh

Date: May 29th, 2017

We hereby certify in terms of Regulation 17 (8) of S.E.B.I. (Listing Obligations And Disclosure Requirements) Regulations, 2015:-

A. We have reviewed Stand alone as well consolidated financial statements and the cash flow statement for the year ended 31.03.2017 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Tilak Raj Khepar
(Chief Financial officer)
PAN- ABCPK2505K

Sd/-

Sat Paul Bansal
(Chairman & Managing Director)
DIN-00077499

Annexure D-15

**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

**S.C.O.819-20, SECTOR -22 A,
CHANDIGARH160022
PHONE:0172-2705761,2701629 FAX
5089769**

EMAIL: jainassociates1968@gmail.com

M/s Paul Merchants Ltd
SCO No. 829-830
Sector 22-A,
Chandigarh

FOR SUBMISSION TO RESERVE BANK OF INDIA

It is hereby certified that on the basis of examination of the records of M/s Paul Merchants Limited, SCO 829-830, Sector 22-A, Chandigarh and concurrent audit reports and according to information and explanation given to us for the period from 1st April 2016 to 31st March, 2017, the Company has complied with Guidelines issued by Reserve Bank of India from time to time on KYC/AML/CFT.

It is also certified that the Internal Control and Concurrent Audit of the Company is satisfactory.

The above certificate is issued at the request of Company after performance of due-diligence and examination of records produced before us for verification.

**FOR JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

Place: Chandigarh
Date: 23/08/2017

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

Independent Auditor's Report

**To the Members of
PAUL MERCHANTS LIMITED**

Report on the Financial Statements

We have audited the accompanying Standalone financial statements of **PAUL MERCHANTS LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the financial position of the Company as at March 31, 2017, and its financial performance including other comprehensive Income , its Cash Flows & the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss , the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account

- d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 30 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

PHONE:0172-2705761,2701629 FAX 5089769

EMAIL: jainassociates1968@gmail.com

- iv. The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from November 8 , 2016 to December 30 , 2016 and these are in accordance with the books of accounts maintained by the company – Refer Note 39

Place: Chandigarh
Date: 29.05.2017

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Sd/-

CA. Neeraj Jain
Partner
Membership number: 089477

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) (a) The management has conducted the physical verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has granted one unsecured loan to a party covered in the Register maintained under section 189 of the Act. In our opinion , the rate of interest & other terms and conditions of the loan were not , prima facie , prejudicial to the interest of the company and there are no overdue amounts in respect of this loan .

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except for as stated in "Note 30 – Contingent Liabilities not Provided for".

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any

preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 29.05.2017

CA. Neeraj Jain
Partner
Membership number: 089477

**"Annexure B" to the Independent Auditor's Report of even date on
the Standalone Financial Statements of Paul Merchants Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-
section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Paul Merchants Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 29.05.2017

CA. Neeraj Jain
Partner
Membership number: 089477

PAUL MERCHANTS LTD
BALANCE SHEET AS ON 31ST MARCH 2017

CIN-L74900DL1984PLC018679

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2017	PREVIOUS YEAR as on 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Shri Laxmi Ji		1	1
Share Capital	1	1,02,80,000	1,02,80,000
Reserve & Surplus	2	1,50,74,91,611	1,38,29,80,594
(2) Non-Current Liabilities			
Long Term Borrowings	3	39,77,862	6,68,62,254
Other Long Term Liabilities	4	32,41,500	33,36,645
(3) Current Liabilities			
Short Term Borrowings	5	16,76,76,252	13,22,14,951
Trade Payables	6	26,64,55,984	29,05,20,293
Other Current Liabilities	7	18,79,21,424	11,64,43,561
Short Term Provisions	8	15,37,86,783	15,29,74,466
TOTAL		2,30,08,31,417	2,15,56,12,765
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	9		
i) Tangible Assets		50,36,93,261	50,27,71,206
(ii) Capital Work in Progress		1,05,83,414	1,04,28,157
Non-Current Investments	10	3,04,72,125	4,24,85,024
Other Non-Current Assets	11	2,15,71,122	2,94,71,645
Deferred Tax Assets (Net)	12	99,46,994	1,21,05,939
(2) Current Assets			
Current Investments	13	8,41,93,401	5,09,58,913
Inventories	14	5,15,41,653	3,31,51,637
Trade Receivables	15	34,62,38,418	42,84,31,644
Cash and Bank Balance	16	93,11,84,103	76,25,69,287
Short Term Loans and Advances	17	31,14,06,925	28,32,39,313
TOTAL		2,30,08,31,417	2,15,56,12,765

Significant Accounting Policies & Notes of Financial Statements 1-42

PLACE: CHANDIGARH
DATED: 29.05.2017

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum Managing Director
DIN-0007799
H. No. 749,
Sec 8, Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749,
Sec 8, Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046
H. No. 12D, Angel Appt.
Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sec. 43B, Chandigarh

AUDITOR'S REPORT:

As per our Separate Report of the Even Date

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

CA. NEERAJ JAIN
Partner
(M. No. 089477)

PAUL MERCHANTS LTD
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

CIN-L74900DL1984PLC018679

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2017	PREVIOUS YEAR as on 31.03.2016
I. REVENUE			
Revenue from Operations	18	29,92,61,19,756	24,63,55,04,496
Other Income	19	5,45,17,925	5,14,43,620
TOTAL REVENUE		29,98,06,37,681	24,68,69,48,116
II. EXPENSES			
Purchase of Foreign Exchange and Services	20	28,50,01,17,537	23,11,10,78,673
Changes in Inventories of Stock in Trade	21	-1,83,90,017	-45,72,818
Direct Expenses	22	55,35,54,266	58,71,33,833
Office & Administrative Expenses	23	16,69,61,394	20,01,40,476
Employee Benefit Expenses	24	32,95,40,996	32,75,23,847
Finance Costs	25	3,18,48,140	3,28,90,486
Sales Promotion Expenses	26	4,30,45,395	7,82,46,862
Corporate Social Responsibility Expenses	27	57,46,209	51,15,790
Other Expenses	28	62,88,551	59,46,826
Depreciation	9	2,90,50,590	2,82,47,542
TOTAL EXPENSES		29,64,77,63,061	24,37,17,51,517
III. PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX (I - II)		33,28,74,621	31,51,96,599
IV. EXCEPTIONAL ITEMS		26,66,099	-
V. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III - IV)		33,02,08,522	31,51,96,599
VI. EXTRAORDINARY ITEMS		-	-
VII. PROFIT BEFORE TAX (V - VI)		33,02,08,522	31,51,96,599
VIII. TAX EXPENSE			
(1) Current Tax		11,40,47,417	11,24,46,687
(2) Prior Period Tax	41	8,94,91,142	-
(3) Deferred Tax	36	21,58,945	-14,41,740
IX. PROFIT (LOSS) AFTER TAX (VII - VIII)		12,45,11,017	20,41,91,652
X. EARNING PER EQUITY SHARE (BASIC & DILUTED)		121.12	198.63

Significant Accounting Policies & Notes of Financial Statements 1-42

PLACE: CHANDIGARH
DATED:29.05.2017

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum Managing Director
DIN-0007799
H. No. 749,
Sec 8, Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749,
Sec 8, Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046
H. No. 12D, Angel Appt.
Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sec. 43B, Chandigarh

AUDITOR'S REPORT:

As per our Separate Report of the Even Date

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

CA. NEERAJ JAIN
Partner
(M. No. 089477)

PAUL MERCHANTS LTD
CASH FLOW STATEMENT AS ON 31ST MARCH, 2017

CIN-L74900DL1984PLC018679

Amount (in Rupees)

PARTICULARS	CURRENT YEAR 31.03.2017	PREVIOUS YEAR 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax and Extraordinary items	33,28,74,621	31,51,96,599
Adjustment for:		
Depreciation	2,90,50,590	2,82,47,542
Profit/Loss on Sale of Fixed Assets/Investments	6,64,860	(44,78,701)
Finance Cost	3,18,48,140	3,28,90,486
Short Term Provisions	8,12,317	3,30,57,837
Rental Income	(13,66,166)	(6,96,720)
Interest Income	(2,22,10,050)	(1,55,36,728)
Dividend Received	(32,37,160)	(9,60,233)
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	36,84,37,152	38,77,20,082
Adjustment for :		
Net changes in operating Assets & Liabilities		
Decrease in Trade receivable	8,21,93,227	6,54,09,443
Increase in Inventory	(1,83,90,016)	(41,98,062)
Increase in Short Term Loans & Advances	(2,81,67,611)	(7,39,96,326)
Decrease in Trade Payables	(2,40,64,309)	(7,85,42,723)
Increase in Other Current Liabilities	7,14,77,863	4,25,79,753
CASH FROM/(USED IN) OPERATIONS	45,14,86,305	33,89,72,166
Income Taxes Paid	(20,35,38,559)	(11,24,46,687)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	24,79,47,746	22,65,25,479
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	32,26,730	3,04,38,654
Purchase of Fixed Assets	(3,40,19,492)	(15,46,10,258)
Increase in Current Investments	(3,32,34,488)	(5,09,58,913)
Sale of Non Current Investments	93,46,800	-
Increase in Non Current Investments	-	(26,81,613)
Decrease in Other Long Term Liabilities	(95,145)	(14,12,895)
Decrease in Other Non Current Assets	79,00,522	11,74,64,934
Increase in Other Bank Balance	(2,42,39,663)	(13,44,41,560)
Rental Income	13,66,166	6,96,720
Interest Income	2,22,10,050	1,55,36,728
Dividend Income	32,37,160	9,60,233
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(4,43,01,361)	(17,90,07,971)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings (Net of Repayments)		
Long Term Borrowings	(6,28,84,392)	(3,53,44,493)
Short Term Borrowings	3,54,61,301	4,32,84,039
Finance Cost	(3,18,48,140)	(3,28,90,486)
NET CASH FROM/ (USED) IN FINANCING ACTIVITIES	(5,92,71,232)	(2,49,50,940)
Net Change in Cash & Cash Equivalents (A+B+C)	14,43,75,153	2,25,66,568
Cash and Cash equivalent at the beginning of the year	49,06,56,619	46,80,90,051
Cash and Cash equivalents at the end of the year	63,50,31,772	49,06,56,619

Place : Chandigarh.
Dated : 29.05.2017

For & on behalf of Board of Directors

(HARDAM SINGH)
Company Secretary

FCS-5046
H.No. 12D, Angel Appt.Zirakpur

(TILAK RAJ KHEPAR)
Chief Financial Officer

PAN-ABCPK2505K
H.No. 1474/2, Sec. 43B, Chandigarh

(RAJNEESH BANSAL)
Executive Director

DIN-00077230
H.NO. 749 ,Sec-8 Chandigarh

(SAT PAUL BANSAL)
Managing Director

DIN-0007799
H.NO.749 ,Sec-8 Chandigarh

AUDITOR'S CERTIFICATE

We have examined the Cash flow Statement of Paul Merchants Limited for the year ended 31st March 2017. The Statement has been prepared by the Company in accordance with the requirements of Regulation 34(2c) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and is based on and in agreement with the corresponding Statement of Profit and Loss account and Balance Sheet of the Company covered by our report to the members of the Company

Place: Chandigarh
Date: 29.05.2017

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN - 01361N)

CA. NEERAJ JAIN
Partner
(M. No. 089477)

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and as per the relevant provisions of the section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis and treating the entity as going concern. Accounting policies unless referred to otherwise are consistent with generally accepted accounting principles. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. All costs, including financing costs, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized

D. Depreciation

Depreciation on fixed assets is provided to the extent of depreciable amount on written down value method (WDV) in the manner prescribed in Schedule II to the Companies Act, 2013 over their remaining useful life on pro-rata basis.

E. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

F. Foreign Currency Transactions

- ¹ The Company undertakes Inward Money Transfer Services in Association with Western Union Financial Service Inc. U.S.A. and in the process receives the remittances from Western Union in US Dollars, which are credited to the Company's Bank account at the exchange rates prevailing on the date of receipt.
- ² Similarly all other Foreign Currency transactions have also been recorded at exchange rate prevailing on the date of the transaction.
- ³ Foreign Currency Fixed Deposits, Balances in Foreign Currency Bank Accounts and other Foreign Currency receivables or payables are valued at year end rates and gains/losses due to exchange rate differences have been adjusted in Profit & Loss Account

G. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Non-Current Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

H. Inventories

Stock of Foreign Currency/TC and Stock of Shares held for trading purposes has been valued at cost.

I. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of Foreign Exchange and Services. Dividend income is recognized on receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

J. Employee Benefits

The entity makes contributions to statutory provident funds in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948. Provident Fund and ESI are defined contribution schemes and the contributions are charged to the profit and loss account of the year when the contributions to the respective fund is due. There are no other obligations other than the contribution payable to the fund.

Gratuity Liability as on 31st March 2017 has been provided for on basis of actuarial valuation basis Projected unit credit method in accordance with AS-15.

Leave encashment which are short term compensated absences are charged to profit and loss account of the year in which it is due.

K. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (if any) are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

L. Forex Hedging Transactions

In respect of Forex hedging transactions, gains / losses on settlement and losses on restatement are recognized in the Profit and Loss account except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

M. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

N. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Note 1: SHARE CAPITAL

A. Authorised, Issued, Subscribed & Paid up Share Capital and Par Value per Share

Particulars	As at 31st Mar 2017		As at 31st Mar 2016	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
<u>Authorised</u> Equity Shares of Rs. 10 each	20,00,000	2,00,00,000	20,00,000	2,00,00,000
<u>Issued, Subscribed & fully Paid up</u> Equity Shares of Rs. 10 each fully paid	10,28,000	1,02,80,000	10,28,000	1,02,80,000
Total	10,28,000	1,02,80,000	10,28,000	1,02,80,000

B. Reconciliation of Number of Shares Outstanding at the beginning and end of the year

Particulars	Equity Shares			
	As at 31st Mar 2017		As at 31st Mar 2016	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Shares outstanding at the beginning of the year	10,28,000	1,02,80,000	10,28,000	1,02,80,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,28,000	1,02,80,000	10,28,000	1,02,80,000

C. Rights, Preferences and Restrictions attaching to various classes of Shares

Class of Shares	Rights, Preferences and Restrictions attaching to various classes of Shares
Equity Shares	No Special Rights, Preferences & Restrictions Attached

D. Shares in the company held by each shareholder holding more than 5% shares

Name of Shareholder (Mr./Mrs.)	Equity Shares			
	As at 31st Mar 2017		As at 31st Mar 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sat Paul Bansal	2,01,100	19.56	2,01,100	19.56
Sarita Rani Bansal	1,44,500	14.06	1,44,500	14.06
Rajneesh Bansal	1,49,746	14.57	1,49,746	14.57
Sandeep Bansal	1,44,507	14.06	1,44,507	14.06
Paul Excursions Pvt. Ltd.	1,02,355	9.96	1,02,355	9.96

Note 9: FIXED ASSETS

PARTICULARS	Gross Block (Amount in Rupees)				Accumulated Depreciation (Amount in Rupees)				Net Block (Amount in Rupees)	
	Balance as at 1 April 2016	Additions	Disposals	Balance as at 31st Mar 2017	Balance as at 1 April 2016	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2017	Balance as at 31st March 2016	Balance as at 31st Mar 2017
Tangible Assets										
Land	23,56,71,632	-	-	23,56,71,632	-	-	-	-	23,56,71,632	23,56,71,632
Buildings	24,41,01,147	99,03,921	-	25,40,05,068	2,37,17,261	1,07,80,980	-	3,44,98,241	22,03,83,886	21,95,06,827
Computers & Desktop	3,77,05,053	33,25,916	6,86,161	4,03,44,808	3,33,16,929	27,61,971	6,38,035	3,54,40,865	43,88,124	49,03,943
Servers & Networks	98,79,050	15,00,000	-	1,13,79,050	70,43,141	12,95,861	-	83,39,002	28,35,908	30,40,047
Furniture and Fittings	4,38,33,858	28,51,328	18,48,722	4,48,36,464	3,13,77,477	40,33,165	16,22,087	3,37,88,555	1,24,56,381	1,10,47,909
Motor Cars	4,25,64,704	61,20,525	45,94,660	4,40,90,569	2,56,45,991	55,38,004	23,94,475	2,87,89,520	1,69,18,713	1,53,01,049
Motor Cycles	84,140	-	-	84,140	58,395	7,409	-	65,804	25,745	18,336
Office Equipments	1,24,97,625	23,41,789	1,29,893	1,47,09,521	86,66,085	24,08,454	1,01,835	1,09,72,704	38,31,541	37,36,817
Electrical Installations & Equipments	1,80,29,063	21,09,531	4,03,563	1,97,35,031	1,17,69,786	18,51,904	2,93,490	1,33,28,200	62,59,277	64,06,831
Plant & Machinery (Solar Power Plant)	-	22,20,000	-	22,20,000	-	2,11,368	-	2,11,368	-	20,08,632
Leasehold Improvements	-	22,12,712	-	22,12,712	-	1,61,474	-	1,61,474	-	20,51,238
Construction Work in Progress	1,04,28,157	14,33,770	12,78,513	1,05,83,414	-	-	-	-	1,04,28,157	1,05,83,414
Total Current Year	65,47,94,429	3,40,19,492	89,41,512	67,98,72,409	14,15,95,066	2,90,50,590	50,49,922	16,55,95,734	51,31,99,363	51,42,76,675
Total Previous Year	53,45,15,137	15,46,10,258	3,43,30,967	65,47,94,429	12,17,18,538	2,82,47,542	83,71,014	14,15,95,066	41,27,96,599	51,31,99,363

Note 2: RESERVES AND SURPLUS

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Securities Premium Account		
Opening Balance	50,40,000	50,40,000
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilized	-	-
Closing Balance	50,40,000	50,40,000
B. Surplus		
Opening Balance	1,37,79,40,594	1,17,37,48,942
(+) Profit for Current Year	12,45,11,017	20,41,91,652
Closing Balance	1,50,24,51,611	1,37,79,40,594
Total	1,50,74,91,611	1,38,29,80,594

Note 3: LONG TERM BORROWINGS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
SECURED		
A. Non-Current Maturities of Term Loans		
1. From Banks		
a. Term Loan from ICICI Bank (Secured by Mortgage of Office Building at Delhi and Mumbai & Personal guarantee of Directors)	-	2,57,64,029
b. Term Loan from HDFC Bank (Secured by Mortgage of Office Building at Chandigarh & Personal guarantee of Directors)	-	3,84,12,659
c. Car Loans from KOTAK MAHINDRA Bank (Secured by Hypothecation of Cars)	39,77,862	26,85,566
Total	39,77,862	6,68,62,254

Terms and Schedule of Repayment

Rs in Lakhs

Rate of Interest	2017-18	2018-19	2019-20
Car loan			
9%	4.17	2.23	-
9%	10.43	5.58	-
8.99%	3.16	3.47	1.86
8.88%	9.35	10.25	6.43
8.95%	4.79	5.23	4.73
Property			
11.1%	7.07	-	-
10.85%	24.36	-	-
Total	63.33	26.76	13.02

Note 4: OTHER LONG TERM LIABILITIES

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
Security deposits received from Western Union - (In Ordinary Course of Business)	32,41,500	33,16,645
Security deposits received from Agents (In Ordinary Course of Business)	-	20,000
Total	32,41,500	33,36,645

Note 5: SHORT TERM BORROWINGS

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
A. SECURED		
Loans repayable on demand- From Banks		
(i) Cash Credit Facility (CC)	7,10,53,710	13,18,63,940
(ii) Temporary Over Draft Facility (TOD)	-	3,51,011
(iii) Over Draft Facility (OD)	9,66,22,542	-
[(i)&(ii) are Secured by Current Assets (future & current) and personal properties of Directors with personal guarantee, (iii) is Secured by Hypothecation of Fixed deposits with Respective Banks]		
Total	16,76,76,252	13,22,14,951

Note 6: TRADE PAYABLES

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
Sundry Creditors - Forex	1,38,29,778	54,65,732
Western Union Sub-Agents	22,29,39,375	27,88,80,753
Sundry Creditors - Travel	2,96,86,832	61,73,807
Total	26,64,55,984	29,05,20,293

Note 7: OTHER CURRENT LIABILITIES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Current maturities of long-term debt	63,33,788	3,91,19,830
(b) Expenses Payable	4,17,76,370	5,08,83,229
(c) Unclaimed dividends	7,953	19,334
(d) Advance From Customer	12,44,59,519	1,28,80,470
(e) Other payables		
(i) PF Payable	21,15,879	21,06,555
(ii) ESI Payable	4,07,359	3,23,171
(iii) Service Tax Payable	49,372	1,00,104
(iv) TDS Payable	1,27,71,183	1,10,10,869
Total	18,79,21,424	11,64,43,561

Note 8: SHORT TERMS PROVISIONS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Provision for employee benefits		
Gratuity - Unfunded	2,45,77,583	2,51,43,617
Leave Encashment	52,25,965	52,93,820
Bonus	99,35,818	1,00,90,342
(b) Others (Specify nature)		
Provision for Taxes	11,40,47,417	11,24,46,687
Total	15,37,86,783	15,29,74,466

Note 10: NON CURRENT INVESTMENTS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Other Investments (unquoted, fully paid up, at cost)		
19.42% JV Investment (Previous Year 29.42%) in Horizon Remit SDN BHD, Malaysia	3,04,72,125	4,24,85,024
Total	3,04,72,125	4,24,85,024

Note 11: OTHER NON CURRENT ASSETS

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Term Deposit Accounts with more than 12 months maturity	30,67,169	88,63,095
Advance against Properties	1,85,03,954	2,06,08,550
Total	2,15,71,122	2,94,71,645

Note 12: DEFFERED TAX ASSETS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Opening Balances	1,21,05,939	1,06,64,199
Add/Less: Deferred Tax Assets created/(written back) during the year	-21,58,945	14,41,740
Total	99,46,994	1,21,05,939

Note 13: CURRENT INVESTMENTS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Investment in Mutual Funds at cost	8,41,93,401	5,09,58,913
6344376 units of DSP Black Rock Income opportunity Fund having face value of Rs. 10/- as at 31st March 2017 (4897552.420 units of DSP Black Rock Income opportunity Fund having Face Value of Rs. 10/- as at 31st March 2016)		
Total	8,41,93,401	5,09,58,913

Note 14: INVENTORIES

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Stock of Foreign Currency at Cost	5,14,76,493	3,30,86,477
Stock Of Shares at Cost	65,160	65,160
Total	5,15,41,653	3,31,51,637

Note 15: TRADE RECEIVABLES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Trade receivables outstanding for a period less than six months		
1. Unsecured, considered good	31,61,94,601	42,30,84,681
Less: Provision for doubtful debts	-	-
	31,61,94,601	42,30,84,681
B. Trade receivables outstanding for a period exceeding six months		
1. Unsecured, considered good	3,00,43,817	53,46,963
Less: Provision for doubtful debts	-	-
	3,00,43,817	53,46,963
Total	34,62,38,418	42,84,31,644

Trade Receivable stated above include debts due by:

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member	-	-
	-	-

Note 16: CASH & BANK BALANCES

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Cash and cash equivalents		
i) Cash in hand	10,28,01,522	10,81,31,422
ii) In Current Accounts	48,15,12,508	38,25,25,198
iii) In Term Deposit Accounts with <= to 3 months maturity	5,07,17,742	-
Total (A)	63,50,31,772	49,06,56,620
B. Other Balances with Banks		
i) In Term Deposit Accounts with > 3 month and <12 months maturity	92,17,493	-
ii) In earmarked Term Deposit Accounts		
a. Security against borrowings	27,89,26,993	26,32,28,129
b. Margin money	61,30,728	59,92,938
c. Guarantees & Other Commitments	17,36,574	17,43,119
d. Others	-	-
iii) In EEFC Accounts	1,24,352	9,24,511
iv) In Unclaimed dividend accounts	16,190	23,970
Total (B)	29,61,52,331	27,19,12,667
Total (A+B)	93,11,84,103	76,25,69,287

Note 17: SHORT TERM LOANS & ADVANCES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Unsecured, Considered Good		
1. Advances to Other Parties (Net)	18,14,96,770	5,09,00,149
2. Security Deposits	2,18,00,437	1,62,47,378
3. Loans and advances to employees	32,38,119	29,20,301
4. Staff Imprest	17,98,964	12,68,358
5. Prepaid expenses	38,79,687	39,15,546
6. Balances with government authorities		
a. CENVAT credit	8,07,746	30,43,277
b. Advance Tax	9,00,00,000	19,35,81,229
c. Tax Deducted at Source	65,66,702	1,01,58,610
7. Claims Recoverable	18,18,500	12,04,464
Total	31,14,06,925	28,32,39,313

Disclosure pursuant to Note No. R (iv) of Part I of Schedule III to the Companies Act, 2013

Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other person or amount due by firms or private companies respectively in which any director is a partner or a director or a member are stated below:

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Directors (In accordance with compliance of Section 185)	4,95,00,000	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member (Trade Advance)	3,02,77,750	-
	7,97,77,750	-

A: Disclosure pursuant to Note no. 6(V) of Part I of Schedule III to the Companies Act, 2013

Investment of unutilized amounts collected on issue of securities for specific purposes where whole or part of the amount has not been used for that purpose

Not Applicable

B: Disclosure pursuant to Note no. 6(W) of Part I of Schedule III to the Companies Act, 2013

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realizable value in the ordinary course of business which is not less than the amount at which it is stated.

Note 18: REVENUE FROM OPERATIONS

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Sale of Services		
Foreign Exchange	28,45,51,19,907	22,93,76,16,579
Service Charges on Forex	1,11,17,452	1,10,39,073
Charges Received from Western Union	52,88,69,675	61,23,85,339
Forex Gain on Remittances from Western Union	42,84,04,008	52,31,51,337
Sales of Air Tickets	35,79,52,941	41,18,45,672
Sales of Hotel Bookings & Packages	5,67,24,689	4,63,40,660
Total - Sale of Services	29,83,81,88,672	24,54,23,78,660
Other Operating Revenues		
Rewards & Incentives	8,18,62,784	8,99,18,342
Credit Card Encashment	60,68,300	32,07,495
Total - Other Operating Revenues	8,79,31,084	9,31,25,836
Total Revenue From Operations	29,92,61,19,756	24,63,55,04,496

Note 19: OTHER INCOME

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
A. Interest Income		
1. Interest on Bank Deposits	2,17,94,125	1,48,57,781
2. Other Interest	4,15,925	6,78,947
B. Dividend Income	32,37,160	9,60,233
C. Other non-operating income (net of expenses directly attributable to such income)		
1. Rental Income	13,66,166	6,96,720
2. Profit on sale of Fixed Assets	-	45,54,275
3. Grant from Travel Tourism	-	3,98,859
4. Exchange Rate Variations on Forex Transactions	1,66,316	1,14,884
5. Franchisee Fees	10,000	31,772
6. Miscellaneous Income	2,75,28,233	2,91,50,148
Total	5,45,17,925	5,14,43,620

Note 20: Purchase of Foreign Exchange and Services

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Foreign Exchange	28,10,69,00,825	22,67,36,82,933
Air Tickets	34,13,03,315	39,50,67,530
Hotel Bookings & Packages	5,19,13,397	4,23,28,211
Total	28,50,01,17,537	23,11,10,78,673

Note 21: Changes in Inventories of Stock in Trade

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Closing Stock of Foreign Exchange	5,14,76,494	3,30,86,477
Opening Stock of Foreign Exchange	3,30,86,477	2,85,13,658
NET DECREASE/(INCREASE)	-1,83,90,017	-45,72,818

Note 22: DIRECT EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
COMMISSION AND INCENTIVES PAID TO :		
Western Union Agents	40,05,24,124	48,15,80,533
Forex Agents and others	14,57,02,032	7,69,92,643
Incentive to WU Agents	73,28,110	2,85,60,657
Total	55,35,54,266	58,71,33,833

Note 23: OFFICE & ADMINISTRATIVE EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Bad Debts and Balances Written Off	3,66,557	2,20,64,430
Communication Expenses	1,18,20,823	1,18,69,442
Computer Expenses	59,32,962	1,39,34,473
Conference Expenses	32,76,987	30,79,200
Conveyance Expenses	94,75,073	96,76,222
Generator Running Expenses	5,82,892	7,11,510
Insurance	19,55,619	25,23,867
Legal, Professional & Outsourcing	1,62,65,592	2,14,36,563
Loss on fixed assets sold/scrapped/written off	6,64,860	75,574
Payments to Auditors-		
- Statutory Audit Fees	1,50,000	1,50,000
- Tax Audit Fees	50,000	50,000
Postage & Telegram	28,32,899	34,04,596
Power and Water Expenses	91,19,314	78,24,439
Printing and stationery	48,19,459	73,78,033
Rates and taxes	20,50,158	18,52,929
Rent	5,35,62,236	4,51,81,783
Repairs and maintenance- Building	35,13,414	34,72,341
Repairs and maintenance - Others	1,34,61,090	2,09,15,003
Security Services	12,24,807	10,40,538
Travelling Expenses	2,17,95,016	1,95,12,999
Vehicle Running & Maintenances	32,14,849	28,86,917
Office Expense	8,26,738	10,99,617
Total	16,69,61,394	20,01,40,476

Note 24: EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Salaries & Allowances	27,86,25,562	26,66,40,531
Bonus & Incentives	1,00,16,541	92,75,503
Leave Encashment	56,18,582	52,19,560
Contributions to:		
(i) Provident Fund	1,37,51,089	1,44,02,365
(ii) ESI	31,02,989	27,82,834
Gratuity	33,91,484	1,73,90,895
Staff Recruitment Expenses	1,93,772	3,11,711
Staff welfare expenses	1,48,40,977	1,15,00,449
Total	32,95,40,996	32,75,23,847

Note 25: FINANCE COSTS

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Interest Expenses:		
Interest on Demand Loans	2,20,17,785	1,64,45,028
Interest on Term Loans	39,40,144	1,15,26,615
Interest on Car Loans	5,26,868	7,38,907
Other Finance Expenses:		
Bank Charges	37,80,015	31,86,481
Credit Card Charges	15,83,328	9,93,456
Total	3,18,48,140	3,28,90,486

Note 26: SALES PROMOTION EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Advertisement & Publicity	1,41,60,393	2,41,89,639
Business Promotion	2,88,85,002	5,40,57,223
Total	4,30,45,395	7,82,46,862

Note 27: CSR- CORPORATE SOCIAL RESPONSIBILITY

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Gross Amount Required to be spent by the Co. During the Year	53,91,847	49,82,873
A) Amount Spent During the year	Amount Paid	Amount Paid
Animal Welfare	97,572	3,66,823
Environment sustainability	72,092	6,63,938
Promoting Healthcare	40,70,916	10,42,851
Making available safe drinking water	82,428	-
Eradicating hunger	6,25,555	10,26,309
Employment enhancing Vocation skills	1,39,986	-
Promoting education	4,77,660	14,66,433
Administrative overheads(Prop Salary of one employee dedicated for CSR activities)	1,80,000	1,49,436
Sports Development	-	10,000
Promoting Gender equality	-	3,90,000
B) AMOUNT YET TO BE PAID	NIL	NIL
Total	57,46,209	51,15,790

Note 28: OTHER EXPENSES

Particulars	For the Year ended 31st Mar 2017	For the Year ended 31st Mar 2016
	Amount (In Rs.)	Amount (In Rs.)
Donations	3,95,229	18,51,370
Fees & Subscriptions	36,86,868	16,96,483
Guest House Expenses	22,06,454	23,98,973
Total	62,88,551	59,46,826

Note 29. MANAGERIAL REMUNERATION

During the year the company paid an amount of Rs. 363.80 Lacs (Previous Yr Rs. 325.24 Lacs) to Whole Time Directors as remuneration the details of which are given as below:

Name of Director	Designation	Amount (In Rs. Lacs)
Mr. Sat Paul Bansal	Managing Director	217.99
Mr. Rajneesh Bansal	Executive Director	139.42
Mr. Dharam Pal Sharma	Whole Time Director	6.38
Total		363.80

Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013:

Particulars	For the year ended 31 March 2017 Rs. In Lacs	For the year ended 31 March 2016 Rs. In Lacs
Profit Before Tax & Exceptional Items	3,328.75	3,151.97
Add: Managerial Remuneration	363.80	325.2
Add: Loss (Profit) on Sale of Fixed Assets	6.65	-44.79
Net Profit for the Year	3,699.19	3,432.42

Note 30. CONTINGENT LIABILITY NOT PROVIDED FOR

Particulars	As at 31 March 2017 (Rs. In Lacs)	As at 31 March 2016 (Rs. In Lacs)
Claims against company not acknowledged as Debt	142.80	137.28
Bank Guarantees	32.17	125.00
Service Tax Demand Notice pending Departmental Appeal with High Court (excl. Interest)	335.42	335.42
Corporate Guarantee in Respect of JV in Malaysia	1,296.60	1,327.00
Capital Commitments	-	14.33
Total	1,806.99	1,939.03

Note 31. Gross Remittances & Earnings in Foreign Exchange

Particulars	As at 31 March 2017 (Rs. In Lacs)	As at 31 March 2016 (Rs. In Lacs)
A. Earnings		
Gross Inward Remittance from Western Union Money Transfer Service (including reimbursements)	13,04,333.63	15,87,040.65
Rewards and Incentives Received	532.52	812.35
Tour Package Business	156.23	81.46
Total	13,05,022.38	15,87,934.46

Note 32. Expenditure in Foreign Exchange

Particulars	As at 31 March 2017 (Rs. In Lacs)	As at 31 March 2016 (Rs. In Lacs)
Tour Package Business	233.30	151.19
Revenue share	69.00	58.12
Foregin Travel	16.36	19.07
Total	318.66	228.38

Note 33. Earnings per Share

(As per Accounting Standard 20 issued by ICAI)

Particulars	As at 31 March 2017 Amount (In Rs.)	As at 31 March 2016 Amount (In Rs.)
Net Profit for the Year (Rs.)	12,45,11,017	20,41,91,652
Number of Equity Shares (Nos.)	10,28,000	10,28,000
Basic & Diluted EPS (Rs per Share)	121.12	198.63

Note 34. Employee Benefits

(As per Accounting Standard 15 issued by ICAI)

Particulars of Defined Contribution Plan	As at 31 March 2017 Amount (In Rs.)	As at 31 March 2016 Amount (In Rs.)
Contribution to Provident Fund & ESI during the financial year	1,68,54,078	1,71,85,199

Note 35. Joint Venture Details

(As per Accounting Standard 27 issued by ICAI)

The company has a Joint Venture (JV) with Weizmann Forex Ltd. having 19.424% (Previous Year 29.424%) stake in a Company in Malaysia. The stake was acquired by direct acquisition of shares of M/s Horizon Remit SDN BHD (formally M/s Prabhu Remit SDN BHD). The Other Details pursuant to Accounting Standard (AS) 27 Financial Reporting of Interests in Joint Ventures are as follows:

(Rs. In Lacs)

Particulars	As at 31 March 2017	As at 31 March 2016
Interest in JV (%)	19.42%	29.42%
Value of Capitalized Investment in JV	304.72	424.85
Proportional Interest in		
- Assets	97.19	345.49
- Liabilities	80.57	335.80
Share of Income from JV	11.94	-7.90
Expenditure Incurred	-	0.15

Note 35. Related Party Disclosures

(As per Accounting Standard 18 issued by ICAI)

A. List of Related Parties

Name of Related Party	Relationship
Sh. Sat Paul Bansal	Chairman cum Managing Director
Sh. Sandeep Bansal	Director
Sh. Rajneesh Bansal	Executive Director
Sh. Dharam Pal Sharma	Whole Time Director
Smt. Sarita Rani Bansal	Non-Executive Director
Smt. Nita Bansal	Relative of Key Management Personnel
Sh. Tilak Raj Khepar	Key Management Personnel
Sh. Hardam Singh	Key Management Personnel
Paul Distributors	Partnership Firm in which Directors are Partners
Paul Fincap Pvt. Ltd.	Private Company in which two Directors are also Directors and Shareholders
Talk More Communications (P) Ltd	Private Company in which one Director is also a Director
Paul Energy Projects Pvt Ltd	Private Company in which three Directors are also Directors and Shareholders
Paul Excursions Private Limited	Private Company in which two Directors are also Directors and Shareholders
PML Holidays Private Limited	Private Company in which two Directors are also Directors and Shareholders
Paul Fast Remit Private Limited	Private Company in which three Directors are also Directors and Shareholders
Paul Overseas Pvt Ltd	Private Company in which two Directors are also Directors and Shareholders
Paul E- Commerce Private Limited	Private Company in which two Directors are also Directors and Shareholders
Divya Broadcasting Network Private Limited	Private Company in which two Directors are also Directors and Shareholders
Paul Broadcasting Private Limited	Private Company in which two Directors are also Directors and Shareholders
Prabhsharanshanti Films Private Limited	Private Company in which one Director is also a Director
Pure Shop LLP	LLP in which one Director is also a Designated Partner
Fame Eduserve Private Limited	Private Company in which one Directors is also a Shareholder
BBSM Films Private Limited	Private Company in which One Director is also Director and Shareholder
Chandigarh Network Systems Private Limited	Private Company in which One Director is also Director and Shareholder
Newsclip Media Private Limited	Private Company in which One Director is also Director and Shareholder
Strikeone Jobs Private Limited	Private Company in which One Director is also Director and Shareholder
INX Music Private Limited	Private Company in which One of the Directors is also Managing Director and Shareholder
PAUL Entertainment Private Limited	Private Company in which One Director is also Director and Shareholder
Horizon Remit SDN BHD, Malaysia	Joint Venture Company

A. Related Party Transactions in Ordinary Course of Business

(Rs. In Lacs)

Nature of Transaction	Directors/Key Management Personnel	Relative of Directors/Key Management Personnel	Associate Company/ Firm	Total
Managerial Remuneration	363.80	-	-	363.80
Rent Paid for Premises	48.34	7.23	33.56	89.13
Rent Received	-	-	13.66	13.66
Advance to directors & relatives	495.00	-	-	495.00
Salary paid	47.21	-	-	47.21
Service charges	-	-	47.10	47.10

There are no transactions with related parties, which are not in ordinary course of business or not at arm's length.

Note 36. Deferred Tax

(As per Accounting Standard 22 issued by ICAI)

Deferred Tax Assets on Account of Timing Differences	As at 01.04.2016	Arising During the Year	As at 31.03.2017
Depreciation	87,830	-19,09,575	19,97,405
Provision for Gratuity	87,01,703	1,95,893	85,05,810
Provision for Bonus	34,92,066	53,478	34,38,588
Net Deferred Tax Asset	1,21,05,939	21,58,946	99,46,993

Note 38. Segment Reporting

As per Accounting Standard (AS) 17 on Segment Reporting, segment Information is provided below:

(Amount Rs in Lacs)

Sr. No	PARTICULARS	For the Year ended 31st Mar 2017	For the Year ended 31st Mar 2016
1	Segment Revenue		
(a)	Forex	2,85,094	2,29,782
(b)	Western Union	10,193	12,210
(c)	Travel	4,214	4,637
(d)	Others	51	92
	Total	2,99,552	2,46,721
	Less: Inter Segment Revenue		
(a)	Forex	58	60
(b)	Western Union	14	15
(c)	Travel	-72	-75
(d)	Others	-	-
	Net sales/Income From Operations	2,99,552	2,46,721
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)#		
(a)	Forex	1,047	389
(b)	Western Union	2,327	2,910
(c)	Travel	-32	-59
(d)	Others	51	92
	Total	3393	3332
	Less:		
i)	Interest	318	329
ii)	Other Un-allocable Expenditure net off	27	-
iii)	Un-allocable income	-254	-149
	Total Profit Before Tax	3,302	3,152
3	Capital Employed		
(a)	Forex	4,245	3,990
(b)	Western Union	9,993	9,577
(c)	Travel	-32	-59
(d)	Others	-	-
(e)	Unallocated Assets	2,112	425
(f)	Unallocated Liabilities	1,140	-
	Total	15,178	13,933

Note 39- Detail of Specified Bank Notes (SBN)

Detail of Specified Bank Notes (SBN) held and transacted during the period 08th November 2016 to 30th December 2016 is mentioned below:

(Rs. In Lacs)

Particulars	SBNs	Other Denomination Notes	Total
Closing Balance as on 08.11.2016	500.58	86.39	586.97
(+) Permitted Receipts	-	5,415.06	5,415.06
(-) Permitted Payments	0.16	5,236.90	5,237.06
(-) Amount Deposited in Banks	500.42	20.72	521.14
Closing Cash in hand as on 30.12.2016	-	243.84	243.83

Note 40: Exceptional Items - Loss on sale of Investment in JV

During the current year, the company has divested its stake in Malaysian JV by 10 % from 29.424% to 19.424% and incurred a loss on such sale of its 10% Stake in JV amounting to Rs. 26,66,099. The same is reported as Exceptional Item in the Statement of Profit and Loss.

Note 41. Prior Period Tax

During the Financial year 2016-17, Income tax settlement commission has settled income tax matter of the company for the assessment years 2008-2009 till assessment year 2014-15 and Income tax department shall compute final tax and interest obligation as per the order. The company has charged to revenue sum of Rs. 888 Lakhs which was deposited as tax in respect of above mentioned tax matter and balance tax impact, if any, shall be accounted for after final computation by Income tax department.

Note 42. Other Notes

- a As per information available with the company, there are no outstanding dues owed to Small Scale undertakings as on 31.03.2017.
- b Balance under Sundry Debtors, Sundry Creditors, Loans & Advances and Other Receivable and Payables are subject to confirmation and reconciliation.
- c Additional information pursuant to Schedule III part I & II of the Companies Act, 2013 other than stated above is either NIL or Not Applicable.
- d The previous Year figures have been regrouped/re-classified wherever necessary to conform with the current presentation. The figures have been rounded off to the nearest Rupee.
- e Notes 1 to 41 form integral part of Accounts for the year ending 31st March 2017.

PLACE: CHANDIGARH

DATED: 29.05.2017

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director
DIN-0007799
H. No. 749,
Sec 8, Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749,
Sec 8, Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046
H.No.12D, Angel Appt. Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2, Sec. 43B, Chandigarh

AUDITOR'S REPORT:

As per our report of the even date

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

CA. NEERAJ JAIN,
Partner
(M. No. 089477)

Independent Auditor's Report

**To the Members of
PAUL MERCHANTS LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **PAUL MERCHANTS LIMITED** ("The Company") which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement and consolidated statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors are responsible for the preparation of the Consolidated financial statements in terms of the requirements of the provisions of the Companies Act, 2013 ('the Act') that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give

a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of Consolidated Financial Statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors,

as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report, to the extent applicable that:
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law for preparation of aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss , the Consolidated Cash Flow Statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account;

- d. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from November 8 , 2016 to December 30 , 2016 and these are in accordance with the books of accounts maintained by the company –Refer Note 37

JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS

S.C.O.819-20, SECTOR -22 A,
CHANDIGARH160022

PHONE:0172-2705761,2701629 FAX 5089769
EMAIL: jainassociates1968@gmail.com

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 29.05.2017

CA. Neeraj Jain
Partner
Membership number: 089477

**“Annexure A” to the Independent Auditor’s Report of even date on
the Consolidated Financial Statements of Paul Merchants Limited**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Paul Merchants Limited (“the Company”) and its Malaysian Joint Venture M/s Horizon Remitt SDN BHD as of March 31, 2017 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and Joint Venture Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management

override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its Joint Venture have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 29.05.2017

CA. Neeraj Jain
Partner
Membership number: 089477

PAUL MERCHANTS LTD
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2017

CIN-L74900DL1984PLC018679

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2017	PREVIOUS YEAR as on 31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Shri Laxmi Ji		1	1
Share Capital	1	1,02,80,000	1,02,80,000
Reserve & Surplus	2	1,50,71,41,780	1,37,66,38,065
(2) Non-Current Liabilities			
Long Term Borrowings	3	39,77,862	6,68,62,254
Other Long Term Liabilities	4	32,41,500	33,36,645
(3) Current Liabilities			
Short Term Borrowings	5	16,76,76,252	13,22,14,951
Trade Payables	6	26,64,55,984	29,05,20,293
Other Current Liabilities	7	19,59,80,062	15,00,23,964
Short Term Provisions	8	15,37,86,889	15,29,41,269
TOTAL		2,30,85,40,329	2,18,28,17,442
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	9		
i) Tangible Assets		50,45,15,843	50,43,63,968
(ii) Capital Work in Progress		1,05,83,414	1,04,28,157
(iii) Intangible Assets -Goodwill		2,84,62,249	3,49,00,305
Non-Current Investments	10	-	-
Other Non-Current Assets	11	2,15,71,122	2,94,71,645
Deferred Tax Assets (Net)	12	99,46,994	1,23,46,675
(2) Current Assets			
Current Investments	13	8,41,93,401	5,09,58,913
Inventories	14	5,15,41,653	3,31,51,637
Trade Receivables	15	34,62,38,418	42,84,31,644
Cash and Bank Balance	16	93,31,44,701	76,79,64,536
Short Term Loans and Advances	17	31,83,42,535	31,07,99,962
TOTAL		2,30,85,40,329	2,18,28,17,442
<p>Significant Accounting Policies & Notes of Financial Statements 1-40</p> <p>PLACE: CHANDIGARH DATED: 29.05.2017</p> <p>For & on Behalf of Board of Directors</p> <p>SAT PAUL BANSAL Chairman cum Managing Director DIN-0007799 H. No. 749, Sec 8, Chandigarh</p> <p>RAJNEESH BANSAL Executive Director DIN-00077230 H. No. 749, Sec 8, Chandigarh</p> <p>HARDAM SINGH Company Secretary FCS-5046 H. No. 12D, Angel Appt. Zirakpur</p> <p>TILAK RAJ KHEPAR Chief Financial Officer PAN-ABCPK2505K H. No. 1474/2, Sec. 43B, Chandigarh</p> <p style="text-align: right;">AUDITOR'S REPORT: As per our Separate Report of the Even Date</p> <p style="text-align: right;">For Jain & Associates CHARTERED ACCOUNTANTS (FRN – 01361N)</p> <p style="text-align: right;">CA. NEERAJ JAIN Partner (M. No. 089477)</p>			

PAUL MERCHANTS LTD
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

CIN-L74900DL1984PLC018679

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2017	PREVIOUS YEAR as on 31.03.2016
I. REVENUE			
Revenue from Operations	18	29,94,35,44,393	24,65,89,73,006
Other Income	19	5,45,17,925	5,14,43,620
TOTAL REVENUE		29,99,80,62,318	24,71,04,16,626
II. EXPENSES			
Purchase of Foreign Exchange and Services	20	28,50,01,17,537	23,11,10,78,673
Changes in Inventories of Stock in Trade	21	-1,83,90,017	-45,72,818
Direct Expenses	22	55,35,54,266	58,71,33,833
Office & Administrative Expenses	23	17,65,70,754	21,59,73,380
Employee Benefit Expenses	24	33,53,75,126	33,47,26,319
Finance Costs	25	3,18,88,157	3,30,47,279
Sales Promotion Expenses	26	4,33,48,135	7,86,19,126
Corporate Social Responsibility Expenses	27	57,46,209	51,15,790
Other Expenses	28	62,88,551	59,46,826
Depreciation	9	2,94,95,441	2,89,43,150
TOTAL EXPENSES		29,66,39,94,157	24,39,60,11,558
III. PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX (I - II)		33,40,68,161	31,44,05,068
IV. EXCEPTIONAL ITEMS	38	26,66,099	-
V. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III - IV)		33,14,02,062	31,44,05,068
VI. EXTRAORDINARY ITEMS		-	-
VII. PROFIT BEFORE TAX (V - VI)		33,14,02,062	31,44,05,068
VIII. TAX EXPENSE			
(1) Current Tax		11,40,47,523	11,24,13,490
(2) Prior Period Tax	39	8,94,91,142	-
(3) Deferred Tax	35	23,99,681	-16,82,476
IX. PROFIT (LOSS) AFTER TAX (VII - VIII)		12,54,63,715	20,36,74,053
X. EARNING PER EQUITY SHARE (BASIC & DILUTED)	31	122.05	198.13

Significant Accounting Policies & Notes of Financial Statements 1-40

PLACE: CHANDIGARH
DATED:29.05.2017

For & on Behalf of Board of Directors

AUDITOR'S REPORT:
As per our Separate Report of the Even Date

SAT PAUL BANSAL
Chairman cum Managing Director
DIN-0007799
H. No. 749,
Sec 8, Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749,
Sec 8, Chandigarh

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

HARDAM SINGH
Company Secretary
FCS-5046
H. No. 12D, Angel Appt.
Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sec. 43B, Chandigarh

CA. NEERAJ JAIN
Partner
(M. No. 089477)

PAUL MERCHANTS LTD
CONSOLIDATED CASH FLOW STATEMENT AS ON 31ST MAR, 2017

CIN-L74900DL1984PLC018679

Amount (in Rupees)

PARTICULARS	CURRENT YEAR 31.03.2017	PREVIOUS YEAR 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax and Extraordinary items	33,40,68,161	31,44,05,068
Adjustment for:		
Depreciation	2,94,95,441	2,82,47,542
Profit/Loss on Sale of Fixed Assets/Investments	6,64,860	(44,78,701)
Finance Cost	3,18,88,157	3,30,47,279
Short Term Provisions	8,45,620	3,30,24,640
Rental Income	(13,66,166)	(6,96,720)
Interest Income	(2,22,10,050)	(1,55,36,728)
Dividend Received	(32,37,160)	(9,60,233)
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	37,01,48,862	38,70,52,146
Adjustment for :		
Net changes in operating Assets & Liabilities		
Decrease in Trade receivable	8,21,93,227	6,54,09,443
Increase in Inventory	(1,83,90,016)	(41,98,062)
Increase in Short Term Loans & Advances	(75,42,572)	(8,84,67,444)
Decrease in Trade Payables	(2,40,64,309)	(7,85,42,723)
Increase in Other Current Liabilities	4,59,56,097	4,03,92,794
CASH FROM/(USED IN) OPERATIONS	44,83,01,289	32,16,46,154
Income Taxes Paid	(20,35,38,665)	(11,24,13,490)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	24,47,62,624	20,92,32,664
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	35,52,058	3,04,38,654
Purchase of Fixed Assets	(3,40,19,492)	(15,49,41,500)
Increase in Current Investments	(3,32,34,488)	(5,09,58,913)
Movement in Goodwill valuation	93,46,800	58,09,013
Decrease in Other Long Term Liabilities	(95,145)	(14,12,895)
Decrease in Other Non Current Assets	73,65,680	11,80,03,749
Decrease in Other Bank Balance	(2,08,05,012)	(12,58,46,944)
Rental Income	13,66,166	6,96,720
Interest Income	2,22,10,050	1,55,36,728
Dividend Income	32,37,160	9,60,233
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(4,10,76,222)	(16,17,15,155)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings (Net of Repayments)		
Decrease in Long Term Borrowings	(6,28,84,392)	(3,53,44,493)
Increase in Short Term Borrowings	3,54,61,301	4,32,84,039
Finance Cost	(3,18,88,157)	(3,28,90,486)
NET CASH FROM/ (USED) IN FINANCING ACTIVITIES	(5,93,11,249)	(2,49,50,940)
Net Change in Cash & Cash Equivalents (A+B+C)	14,43,75,153	2,25,66,568
Cash and Cash equivalent at the beginning of the year	49,06,56,620	46,80,90,052
Cash and Cash equivalents at the end of the year	63,50,31,772	49,06,56,620

Place : Chandigarh.
Dated : 29.05.2017

For & on behalf of Board of Directors

(HARDAM SINGH)
Company Secretary
FCS-5046
H.No. 12D, Angel Appt.Zirakpur

(TILAK RAJ KHEPAR)
Chief Financial Officer
PAN-ABCPK2505K
H.No. 1474/2, Sec. 43B, Chandigarh

(RAJNEESH BANSAL)
Executive Director
DIN-00077230
H.NO. 749 ,Sec-8 Chandigarh

(SAT PAUL BANSAL)
Managing Director
DIN-0007799
H.NO.749 ,Sec-8 Chandigarh

AUDITOR'S CERTIFICATE

We have examined the Cash flow Statement of Paul Merchants Limited for the year ended 31st March 2017. The Statement has been prepared by the Company in accordance with the requirements of Regulation 34(2c) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and is based on and in agreement with the corresponding Statement of Profit and Loss account and Balance Sheet of the Company covered by our report to the members of the Company

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

Place: Chandigarh
Dated: 29.05.2017

CA. NEERAJ JAIN
Partner
(M. No. 089477)

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and as per the relevant provisions of the section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis and treating the entity as going concern. Accounting policies unless referred to otherwise are consistent with generally accepted accounting principles. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Own Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. All costs, including financing costs, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised

D. Depreciation

Depreciation on fixed assets is provided to the extent of depreciable amount on written down value method (WDV) in the manner prescribed in Schedule II to the Companies Act, 2013 over their remaining useful life on pro-rata basis.

E. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

F Foreign Currency Transactions

- ¹ The Company undertakes Inward Money Transfer Services in Association with Western Union Financial Service Inc. U.S.A. and in the process receives the remittances from Western Union in US Dollars, which are credited to the Company's Bank account at the exchange rates prevailing on the date of receipt.
- ² Similarly all other Foreign Currency transactions have also been recorded at exchange rate prevailing on the date of the transaction.
- ³ Foreign Currency Fixed Deposits, Balances in Foreign Currency Bank Accounts and other Foreign Currency receivables or payables are valued at year end rates and gains/losses due to exchange rate differences have been adjusted in Profit & Loss Account

G. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Non-Current Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

H. Inventories

Stock of Foreign Currency/TC and Stock of Shares held for trading purposes has been valued at cost.

I. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of Foreign Exchange and Services. Dividend income is recognized on receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

J. Employee Benefits

The entity makes contributions to statutory provident funds in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948. Provident Fund and ESI are defined contribution schemes and the contributions are charged to the profit and loss account of the year when the contributions to the respective fund is due. There are no other obligations other than the contribution payable to the fund.

Gratuity Liability as on 31st March 2017 has been provided for on basis of actuarial valuation basis Projected unit credit method in accordance with AS-15.

Leave encashment which are short term compensated absences are charged to profit and loss account of the year in which it is due.

K. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (if any) are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

L. Forex Hedging Transactions

In respect of Forex hedging transactions, gains / losses on settlement and losses on restatement are recognised in the Profit and Loss account except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

M. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

N. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Note 1: SHARE CAPITAL

A. Authorised, Issued, Subscribed & Paid up Share Capital and Par Value per Share

Particulars	As at 31st Mar 2017		As at 31st Mar 2016	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Authorised Equity Shares of Rs. 10 each	20,00,000	2,00,00,000	20,00,000	2,00,00,000
Issued, Subscribed & fully Paid up Equity Shares of Rs. 10 each fully paid	10,28,000	1,02,80,000	10,28,000	1,02,80,000
Total	10,28,000	1,02,80,000	10,28,000	1,02,80,000

B. Reconciliation of Number of Shares Outstanding at the beginning and end of the year

Particulars	Equity Shares			
	As at 31st Mar 2017		As at 31st Mar 2016	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Shares outstanding at the beginning of the year	10,28,000	1,02,80,000	10,28,000	1,02,80,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,28,000	1,02,80,000	10,28,000	1,02,80,000

C. Rights, Preferences and Restrictions attaching to various classes of Shares

Class of Shares	Rights, Preferences and Restrictions attaching to various classes of Shares
Equity Shares	No Special Rights, Preferences & Restrictions Attached

D. Shares in the company held by each shareholder holding more than 5% shares

Name of Shareholder	Equity Shares			
	As at 31st Mar 2017		As at 31st Mar 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sat Paul Bansal	2,01,100	19.56	2,01,100	19.56
Sarita Rani Bansal	1,44,500	14.06	1,44,500	14.06
Rajneesh Bansal	1,49,746	14.57	1,49,746	14.57
Sandeep Bansal	1,44,507	14.06	1,44,507	14.06
Paul Excursions Pvt. Ltd.	1,02,355	9.96	1,02,355	9.96

Note 9: FIXED ASSETS

PARTICULARS	Gross Block (Amount in Rupees)				Accumulated Depreciation (Amount in Rupees)				Net Block (Amount in Rupees)	
	Balance as at 1 April 2016	Additions	Disposals	Balance as at 31st Mar 2017	Balance as at 1 April 2016	Depreciation charge for the year	On disposals	Balance as at 31st Mar 2017	Balance as at 31st March 2016	Balance as at 31st Mar 2017
Tangible Assets										
Land	23,56,71,632	-	-	23,56,71,632	-	-	-	-	23,56,71,632	23,56,71,632
Buildings	24,41,01,147	99,03,921	-	25,40,05,068	2,37,17,261	1,07,80,980	-	3,44,98,241	22,03,83,886	21,95,06,827
Computers & Desktop	3,77,05,053	33,25,916	6,86,161	4,03,44,808	3,33,16,929	27,61,971	6,38,035	3,54,40,865	43,88,124	49,03,943
Servers & Networks	98,79,050	15,00,000	-	1,13,79,050	70,43,141	12,95,861	-	83,39,002	28,35,908	30,40,047
Furniture and Fittings	4,38,33,858	28,51,328	18,48,722	4,48,36,464	3,13,77,477	40,33,165	16,22,087	3,37,88,555	1,24,56,381	1,10,47,909
Motor Cars	4,25,64,704	61,20,525	45,94,660	4,40,90,569	2,56,45,991	55,38,004	23,94,475	2,87,89,520	1,69,18,713	1,53,01,049
Motor Cycles	84,140	-	-	84,140	58,395	7,409	-	65,804	25,745	18,336
Malaysia Joint Venture						4,44,851			15,92,762	8,22,582
Office Equipments	1,24,97,625	23,41,789	1,29,893	1,47,09,521	86,66,085	24,08,454	1,01,835	1,09,72,704	38,31,541	37,36,817
Electrical Installations & Equipments	1,80,29,063	21,09,531	4,03,563	1,97,35,031	1,17,69,786	18,51,904	2,93,490	1,33,28,200	62,59,277	64,06,831
Plant & Machinery (Solar Power Plant)	-	22,20,000	-	22,20,000	-	2,11,368	-	2,11,368	-	20,08,632
Leasehold Improvements	-	22,12,712	-	22,12,712	-	1,61,474	-	1,61,474	-	20,51,238
Construction Work in Progress	1,04,28,157	14,33,770	12,78,513	1,05,83,414	-	-	-	-	1,04,28,157	1,05,83,414
Intangible Assets										
Goodwill									3,49,00,305	2,84,62,249
Total Current Year	65,47,94,429	3,40,19,492	89,41,512	67,98,72,409	14,15,95,066	2,94,95,441	50,49,922	16,55,95,734	54,96,92,430	54,35,61,506
Total Previous Year	53,45,15,137	15,46,10,258	3,43,30,967	65,47,94,429	12,17,18,538	2,89,43,150	83,71,014	14,15,95,066	45,54,63,046	54,96,92,430

Note 2: RESERVES AND SURPLUS

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Securities Premium Account		
Opening Balance	50,40,000	50,40,000
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilized	-	-
Closing Balance	50,40,000	50,40,000
B. Surplus		
Opening Balance	1,37,66,38,065	1,16,79,24,011
(+) Profit for Current Year	12,54,63,715	20,36,74,053
Closing Balance	1,50,21,01,780	1,37,15,98,065
Total	1,50,71,41,780	1,37,66,38,065

Note 3: LONG TERM BORROWINGS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
SECURED		
A. Non-Current Maturities of Term Loans		
1. From Banks		
a. Term Loan from ICICI Bank (Secured by Mortgage of Office Building at Delhi and Mumbai & Personal guarantee of Directors)	-	2,57,64,029
b. Term Loan from HDFC Bank (Secured by Mortgage of Office Building at Chandigarh & Personal guarantee of Directors)	-	3,84,12,659
c. Car Loans from KOTAK MAHINDRA Bank (Secured by Hypothecation of Cars)	39,77,862	26,85,566
Total	39,77,862	6,68,62,254

Terms and Schedule of Repayment

Rs in Lakhs

Rate of Interest	2017-18	2018-19	2019-20
Car loan			
9%	4.17	2.23	-
9%	10.43	5.58	-
8.99%	3.16	3.47	1.86
8.88%	9.35	10.25	6.43
8.95%	4.79	5.23	4.73
Property			
11.1%	7.07	-	-
10.85%	24.36	-	-
Total	63.33	26.76	13.02

Note 4: OTHER LONG TERM LIABILITIES

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
Security deposits received from Western Union - (In Ordinary Course of Business)	32,41,500	33,16,645
Security deposits received from Agents (In Ordinary Course of Business)	-	20,000
Total	32,41,500	33,36,645

Note 5: SHORT TERM BORROWINGS

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
A. SECURED		
Loans repayable on demand- From Banks		
(i) Cash Credit Facility (CC)	7,10,53,710	13,18,63,940
(ii) Temporary Over Draft Facility (TOD)	-	3,51,011
(iii) Over Draft Facility (OD)	9,66,22,542	-
[(i)&(ii) are Secured by Current Assets (future & current) and personal properties of Directors with personal guarantee, (iii) is Secured by Hypothecation of Fixed deposits with Respective Banks]		
Total	16,76,76,252	13,22,14,951

Note 6: TRADE PAYABLES

Particulars	As at 31st Mar 2017 Amount (In Rs.)	As at 31st Mar 2016 Amount (In Rs.)
Sundry Creditors - Forex	1,38,29,778	54,65,732
Western Union Sub-Agents	22,29,39,375	27,88,80,753
Sundry Creditors - Travel	2,96,86,832	61,73,807
Total	26,64,55,984	29,05,20,293

Note 7: OTHER CURRENT LIABILITIES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Current maturities of long-term debt	63,33,788	3,91,19,830
(b) Expenses Payable	4,17,76,370	5,08,83,229
(c) Unclaimed dividends	7,953	19,334
(d) Advance From Customer	12,44,61,104	1,28,80,470
(e) Other payables		
(i) PF Payable	21,15,879	21,06,555
(ii) ESI Payable	4,07,359	3,23,171
(iii) Service Tax Payable	49,372	1,00,104
(iv) TDS Payable	1,27,71,183	1,10,10,869
Malaysia Joint Venture	80,57,052	3,35,80,403
Total	19,59,80,062	15,00,23,964

Note 8: SHORT TERMS PROVISIONS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Provision for employee benefits		
Gratuity - Unfunded	2,45,77,583	2,51,43,617
Leave Encashment	52,25,965	52,93,820
Bonus	99,35,818	1,00,90,342
(b) Others (Specify nature)		
Provision for Taxes	11,40,47,523	11,24,13,490
Total	15,37,86,889	15,29,41,269

Note 10: NON CURRENT INVESTMENTS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Other Investments (unquoted, fully paid up, at cost)	-	-
Total	-	-

Note 11: OTHER NON CURRENT ASSETS

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Term Deposit Accounts with more than 12 months maturity	30,67,169	88,63,095
Advance against Properties	1,85,03,954	2,06,08,550
Total	2,15,71,122	2,94,71,645

Note 12: DEFFERED TAX ASSETS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Opening Balances	1,23,46,675	1,06,64,199
Add/Less: Deferred Tax Assets created/(written back/Liabilities created) during the year	-23,99,681	16,82,476
Total	99,46,994	1,23,46,675

Note 13: CURRENT INVESTMENTS

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(a) Investment in Mutual Funds at cost	8,41,93,401	5,09,58,913
6344376 units of DSP Black Rock Income opportunity Fund having face value of Rs. 10/- as at 31st March 2017 (4897552.420 units of DSP Black Rock Income opportunity Fund having Face Value of Rs. 10/- as at 31st March 2016)		
Total	8,41,93,401	5,09,58,913

Note 14: INVENTORIES

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Stock of Foreign Currency at Cost	5,14,76,493	3,30,86,477
Stock Of Shares at Cost	65,160	65,160
Total	5,15,41,653	3,31,51,637

Note 15: TRADE RECEIVABLES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Trade receivables outstanding for a period less than six months		
1. Unsecured, considered good	31,61,94,601	42,30,84,681
Less: Provision for doubtful debts	-	-
	31,61,94,601	42,30,84,681
B. Trade receivables outstanding for a period exceeding six months		
1. Unsecured, considered good	3,00,43,817	53,46,963
Less: Provision for doubtful debts	-	-
	3,00,43,817	53,46,963
Total	34,62,38,418	42,84,31,644

Trade Receivable stated above include debts due by:

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Directors	-	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member	-	-
	-	-

Note 16: CASH & BANK BALANCES

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Cash and cash equivalents		
i) Cash in hand	10,28,01,522	10,81,31,422
ii) In Current Accounts	48,15,12,508	38,25,25,198
iv) In Term Deposit Accounts with <= to 3 months maturity	5,07,17,742	-
Total (A)	63,50,31,772	49,06,56,620
B. Other Balances with Banks		
i) In Term Deposit Accounts with > 3 month and <12 months maturity	92,17,493	-
ii) In earmarked Term Deposit Accounts		
a. Security against borrowings	27,89,26,993	26,32,28,129
b. Margin money	61,30,728	59,92,938
c. Guarantees & Other Commitments	17,36,574	17,43,119
d. Others	-	-
iii) In EEFC Accounts	1,24,352	9,24,511
iv) In Unclaimed dividend accounts	16,190	23,970
Total (B)	29,61,52,331	27,19,12,667
C. Malaysia Joint Venture	19,60,598	53,95,250
Total (A+B+C)	93,31,44,701	76,79,64,536

Note 17: SHORT TERM LOANS & ADVANCES

Amount (In Rs.)

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
A. Unsecured, Considered Good		
1. Advances to Other Parties (Net)	18,14,96,770	5,09,00,149
2. Security Deposits	2,18,00,437	1,62,47,378
3. Loans and advances to employees	32,38,119	29,20,301
4. Staff Imprest	17,98,964	12,68,358
5. Prepaid expenses	38,79,687	39,15,546
6. Balances with government authorities		
a. CENVAT credit	8,07,746	30,43,277
b. Advance Tax	9,00,00,000	19,35,81,229
c. Tax Deducted at Source	65,66,702	1,01,58,610
7. Claims Recoverable	18,18,500	12,04,464
Malaysia Joint Venture	69,35,610	2,75,60,649
Total	31,83,42,535	31,07,99,962

Disclosure pursuant to Note No. R (iv) of Part I of Schedule III to the Companies Act, 2013

Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other person or amount due by firms or private companies respectively in which any director is a partner or a director or a member are stated below:

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
Directors (In accordance with compliance of Section 185)	4,95,00,000	-
Other officers of the Company	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member (Trade Advance)	3,02,77,750	-
	7,97,77,750	-

A: Disclosure pursuant to Note no. 6(V) of Part I of Schedule III to the Companies Act, 2013

Investment of unutilized amounts collected on issue of securities for specific purposes where whole or part of the amount has not been used for that purpose

Not Applicable

B: Disclosure pursuant to Note no. 6(W) of Part I of Schedule III to the Companies Act, 2013

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realizable value in the ordinary course of business which is not less than the amount at which it is stated.

Note 18: REVENUE FROM OPERATIONS

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Sale of Services		
Foreign Exchange	28,45,51,19,907	22,93,76,16,579
Service Charges on Forex	1,11,17,452	1,10,39,073
Charges Received from Western Union	52,88,69,675	61,23,85,339
Forex Gain on Remittances from Western Union	42,84,04,008	52,31,51,337
Sales of Air Tickets	35,79,52,941	41,18,45,672
Sales of Hotel Bookings & Packages	5,67,24,689	4,63,40,660
Total - Sale of Services	29,83,81,88,672	24,54,23,78,660
Other Operating Revenues		
Rewards & Incentives	8,18,62,784	8,99,18,342
Credit Card Encashment	60,68,300	32,07,495
Total - Other Operating Revenues	8,79,31,084	9,31,25,836
Malaysia Joint Venture	1,74,24,637	2,34,68,511
Total Revenue From Operations	29,94,35,44,393	24,65,89,73,006

Note 19: OTHER INCOME

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
A. Interest Income		
1. Interest on Bank Deposits	2,17,94,125	1,48,57,781
2. Other Interest	4,15,925	6,78,947
B. Dividend Income	32,37,160	9,60,233
C. Other non-operating income (net of expenses directly attributable to such income)		
1. Rental Income	13,66,166	6,96,720
2. Profit on sale of Fixed Assets	-	45,54,275
3. Grant from Travel Tourism	-	3,98,859
4. Exchange Rate Variations on Forex Transactions	1,66,316	1,14,884
5. Franchisee Fees	10,000	31,772
6. Misc. Income	2,75,28,233	2,91,50,148
Total	5,45,17,925	5,14,43,620

Note 20: Purchase of Foreign Exchange and Services

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Foreign Exchange	28,10,69,00,825	22,67,36,82,933
Air Tickets	34,13,03,315	39,50,67,530
Hotel Bookings & Packages	5,19,13,397	4,23,28,211
Total	28,50,01,17,537	23,11,10,78,673

Note 21: Changes in Inventories of Stock in Trade

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Closing Stock of Foreign Exchange	5,14,76,494	3,30,86,477
Opening Stock of Foreign Exchange	3,30,86,477	2,85,13,658
NET DECREASE/(INCREASE)	-1,83,90,017	-45,72,818

Note 22: DIRECT EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
COMMISSION AND INCENTIVES PAID TO :		
Western Union Agents	40,05,24,124	48,15,80,533
Forex Agents and others	14,57,02,032	7,69,92,643
Incentive to WU Agents	73,28,110	2,85,60,657
Total	55,35,54,266	58,71,33,833

Note 23: OFFICE & ADMINISTRATIVE EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Bad Debts and Balances Written Off	3,66,557	2,20,64,430
Communication Expenses	1,18,20,823	1,18,69,442
Computer Expenses	59,32,962	1,39,34,473
Conference Expenses	32,76,987	30,79,200
Conveyance Expenses	94,75,073	96,76,222
Generator Running Expenses	5,82,892	7,11,510
Insurance	19,55,619	25,23,867
Legal, Professional & Outsourcing	1,62,65,592	2,14,36,563
Loss on fixed assets sold/scrapped/written off	6,64,860	75,574
Malaysia Joint Venture	96,09,360	1,58,32,904
Payments to Auditors-		
- Statutory Audit Fees	1,50,000	1,50,000
- Tax Audit Fees	50,000	50,000
Postage & Telegram	28,32,899	34,04,596
Power and Water Expenses	91,19,314	78,24,439
Printing and stationery	48,19,459	73,78,033
Rates and taxes	20,50,158	18,52,929
Rent	5,35,62,236	4,51,81,783
Repairs and maintenance- Building	35,13,414	34,72,341
Repairs and maintenance - Others	1,34,61,090	2,09,15,003
Security Services	12,24,807	10,40,538
Travelling Expenses	2,17,95,016	1,95,12,999
Vehicle Running & Maintainences	32,14,849	28,86,917
Office Expense	8,26,738	10,99,617
Total	17,65,70,754	21,59,73,380

Note 24: EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Salaries & Allowances	27,86,25,562	26,66,40,531
Bonus & Incentives	1,00,16,541	92,75,503
Leave Encashment	56,18,582	52,19,560
Contributions to:		
(i) Provident Fund	1,37,51,089	1,44,02,365
(ii) ESI	31,02,989	27,82,834
Gratuity	33,91,484	1,73,90,895
Staff Recruitment Expenses	1,93,772	3,11,711
Staff welfare expenses	1,48,40,977	1,15,00,449
Malaysia Joint Venture	58,34,130	72,02,472
Total	33,53,75,126	33,47,26,319

Note 25: FINANCE COSTS

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Interest Expenses:		
Interest on Demand Loans	2,20,17,785	1,64,45,028
Interest on Term Loans	39,40,144	1,15,26,615
Interest on Car Loans	5,26,868	7,38,907
Other Finance Expenses:		
Bank Charges	37,80,015	31,86,481
Credit Card Charges	15,83,328	9,93,456
Malaysia Joint Venture	40,016	1,56,793
Total	3,18,88,157	3,30,47,279

Note 26: SALES PROMOTION EXPENSES

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Advertisement & Publicity	1,41,60,393	2,41,89,639
Business Promotion	2,88,85,002	5,40,57,223
Malaysia Joint Venture	3,02,740	3,72,264
Total	4,33,48,135	7,86,19,126

Note 27: CSR- CORPORATE SOCIAL RESPONSIBILITY

Particulars	For the Year ended 31st Mar 2017 Amount (In Rs.)	For the Year ended 31st Mar 2016 Amount (In Rs.)
Gross Amount Required to be spent by the Co. During the Year	53,91,847	49,82,873
A) Amount Spent During the year	Amount Paid	Amount Paid
Animal Welfare	97,572	3,66,823
Environment sustainability	72,092	6,63,938
Promoting Healthcare	40,70,916	10,42,851
Making available safe drinking water	82,428	-
Eradicating hunger	6,25,555	10,26,309
Employment enhancing Vocation skills	1,39,986	-
Promoting education	4,77,660	14,66,433
Administrative overheads(Prop Salary of one employee dedicated for CSR a	1,80,000	1,49,436
Promoting Gender equality		3,90,000
B) AMOUNT YET TO BE PAID	NIL	NIL
Total	57,46,209	51,15,790

Note 28: OTHER EXPENSES

Particulars	For the Year ended 31st Mar 2017	For the Year ended 31st Mar 2016
	Amount (In Rs.)	Amount (In Rs.)
Donations	3,95,229	18,51,370
Fees & Subscriptions	36,86,868	16,96,483
Guest House Expenses	22,06,454	23,98,973
Total	62,88,551	59,46,826

Note 29. MANAGERIAL REMUNERATION

During the year the company paid an amount of Rs. 363.80 Lacs (Previous Yr Rs. 325.24 Lacs) to Whole Time Directors as remuneration the details of which are given as below:

Name of Director	Designation	Amount (In Rs.)
Mr. Sat Paul Bansal	Managing Director	217.99
Mr. Rajneesh Bansal	Executive Director	139.42
Mr. Dharam Pal Sharma	Whole Time Director	6.38
Total		363.80

Note 30. Contingent Liability not provided for

Particulars	As at 31 March 2017 (Rs. In Lacs)	As at 31 March 2016 (Rs. In Lacs)
Claims against company not acknowledged as Debt	142.80	137.28
Bank Guarantees	32.17	125.00
Service Tax Demand Notice pending Departmental Appeal with High Court (excl. Interest)	335.42	335.42
Corporate Guarantee in Respect of JV in Malaysia	1,296.60	1,327.00
Capital Commitments	-	14.33
Total	1,806.99	1,939.03

Note 31. Earnings per Share*(As per Accounting Standard 20 issued by ICAI)*

Particulars	As at 31 March 2017	As at 31 March 2016
Net Profit for the Year (Rs.)	12,54,63,715	20,36,74,053
Number of Equity Shares (Nos.)	10,28,000	10,28,000
Basic & Diluted EPS (Rs per Share)	122.05	198.13

Note 32. Employee Benefits*(As per Accounting Standard 15 issued by ICAI)*

Particulars of Defined Contribution Plan	As at 31 March 2017	As at 31 March 2016
Contribution to Provident Fund & ESI during the financial year	1,68,54,078	1,71,85,199

Note 33. Joint Venture Details*(As per Accounting Standard 27 issued by ICAI)*

The company has a Joint Venture (JV) with Weizmann Forex Ltd. having 19.424% (Previous Year 29.424%) stake in a Company in Malaysia. The stake was acquired by direct acquisition of shares of M/s Horizon Remit SDN BHD (formally M/s Prabhu Remit SDN BHD). The results of JV have been consolidated with the company on the basis of JV's audited financial statement as on Dec 31, 2016 and unaudited financial results for the three months ending March 31, 2017. The Other Details pursuant to Accounting Standard (AS) 27 Financial Reporting of Interests in Joint Ventures are as follows:

(Rs. In Lacs)

Particulars	As at 31 March 2017	As at 31 March 2016
Interest in JV (%)	19.42%	29.42%
Value of Capitalized Investment in JV	304.72	424.85
Proportional Interest in		
- Assets	97.19	345.49
- Liabilities	80.57	335.80
Share of Income from JV	11.94	-7.90
Expenditure Incurred	-	0.15

Note 34. Related Party Disclosures

(As per Accounting Standard 18 issued by ICAI)

A. List of Related Parties

Name of Related Party	Relationship
Sh. Sat Paul Bansal	Chairman cum Managing Director
Sh. Sandeep Bansal	Director
Sh. Rajneesh Bansal	Executive Director
Sh. Dharam Pal Sharma	Whole Time Director
Smt. Sarita Rani Bansal	Non-Executive Director
Smt. Nita Bansal	Relative of Key Management Personnel
Sh. Tilak Raj Khepar	Key Management Personnel
Sh. Hardam Singh	Key Management Personnel
Paul Distributors	Partnership Firm in which Directors are Partners
Paul Fincap Pvt. Ltd.	Private Company in which two Directors are also Directors and Shareholders
Talk More Communications (P) Ltd	Private Company in which one Director is also a Director
Paul Energy Projects Pvt Ltd	Private Company in which three Directors are also Directors and Shareholders
Paul Excursions Private Limited	Private Company in which two Directors are also Directors and Shareholders
PML Holidays Private Limited	Private Company in which two Directors are also Directors and Shareholders
Paul Fast Remit Private Limited	Private Company in which three Directors are also Directors and Shareholders
Paul Overseas Pvt Ltd	Private Company in which two Directors are also Directors and Shareholders
Paul E- Commerce Private Limited	Private Company in which two Directors are also Directors and Shareholders
Divya Broadcasting Network Private Limited	Private Company in which two Directors are also Directors and Shareholders
Paul Broadcasting Private Limited	Private Company in which two Directors are also Directors and Shareholders
Prabhsharanshanti Films Private Limited	Private Company in which one Director is also a Director
Pure Shop LLP	LLP in which one Director is also a Designated Partner
Fame Eduserve Private Limited	Private Company in which one Directors is also a Shareholder
BBSM Films Private Limited	Private Company in which One Director is also Director and Shareholder
Chandigarh Network Systems Private Limited	Private Company in which One Director is also Director and Shareholder
Newsclip Media Private Limited	Private Company in which One Director is also Director and Shareholder
Strikeone Jobs Private Limited	Private Company in which One Director is also Director and Shareholder
INX Music Private Limited	Private Company in which One of the Directors is also Managing Director and Shareholder
PAUL Entertainment Private Limited	Private Company in which One Director is also Director and Shareholder
Horizon Remit SDN BHD, Malaysia	Joint Venture Company

A. Related Party Transactions in Ordinary Course of Business

(Rs. In Lacs)

Nature of Transaction	Directors/Key Management Personnel	Relative of Directors/Key Management Personnel	Associate Company/ Firm	Total
Managerial Remuneration	363.80	-	-	363.80
Rent Paid for Premises	48.34	7.23	33.56	89.14
Rent Received	-	-	13.66	13.66
Advance to directors & relatives	495.00	-	-	495.00
Salary paid	47.21	-	-	47.21
Service charges	-	-	47.10	47.10

There are no transactions with related parties, which are not in ordinary course of business or not at arm's length.

Note 35. Deferred Tax

(As per Accounting Standard 22 issued by ICAI)

Amount(Rs.)

Deferred Tax Assets on Account of Timing Differences	As at 01.04.2016	Arising During the Year	As at 31.03.2017
Depreciation	87,830	-19,09,575	19,97,405
Provision for Gratuity	87,01,703	1,95,893	85,05,810
Provision for Bonus	34,92,066	53,478	34,38,588
Net Deferred Tax Asset	1,21,05,939	21,58,946	99,46,993

Note 36. Segment Reporting

As per Accounting Standard (AS) 17 on Segment Reporting, segment Information is provided below:

(Amount Rs in Lacs)

Sr. No	PARTICULARS	For the Year ended 31st Mar 2017	For the Year ended 31st Mar 2016
1	Segment Revenue		
(a)	Forex	2,85,094	2,29,782
(b)	Western Union	10,367	12,210
(c)	Travel	4,214	4,637
(d)	Others	51	92
	Total	2,99,726	2,46,721
	Less: Inter Segment Revenue		
(a)	Forex	58	60
(b)	Western Union	14	15
(c)	Travel	-72	-75
(d)	Others	-	-
	Net sales/Income From Operations	2,99,726	2,46,721
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)#		
(a)	Forex	1,007	329
(b)	Western Union	2,379	2,964
(c)	Travel	-32	-59
(d)	Others	51	92
	Total	3405	3326
	Less:		
i)	Interest	319	330
ii)	Other Un-allocable Expenditure net off	27	-
iii)	Un-allocable income	-254	-149
	Total Profit Before Tax	3,314	3,144
3	Capital Employed		
(a)	Forex	4,351	4,134
(b)	Western Union	10,188	9,788
(c)	Travel	-32	-54
(d)	Others	-	-
(e)	Unallocated Assets	1,808	-
(f)	Unallocated Liabilities	1,140	-
	Total	15,174	13,869

Note 37- Detail of Specified Bank Notes (SBN)

Detail of Specified Bank Notes (SBN) held and transacted during the period 08th November 2016 to 30th December 2016 is mentioned below:

(Rs. In Lacs)			
Particulars	SBNs	Other Denomination Notes	Total
Closing Balance as on 08.11.2016	500.58	86.39	586.97
(+) Permitted Receipts	-	5,415.06	5,415.06
(-) Permitted Payments	0.16	5,236.90	5,237.06
(-) Amount Deposited in Banks	500.42	20.72	521.14
Closing Cash in hand as on 30.12.2016	-	243.84	243.84

Note 38: Exceptional Items - Loss on sale of Investment in JV

During the current year, the company has divested its stake in Malaysian JV by 10 % from 29.424% to 19.424%. Consequent upon this disinvestment, value of Goodwill in the books has come down causing a loss of Rs. 26,66,099. The same is reported as Exceptional Item in the Statement of Profit and Loss.

Note 39 - Prior Period Tax

During the Financial year 2016-17 , Income tax settlement commission has settled income tax matter of the company for the assessment years 2008-2009 till assessment year 2014-15 and Income tax department shall compute final tax and interest obligation as per the order . The company has charged to revenue sum of Rs. 888 Lakhs which was deposited as tax in respect of above mentioned tax matter and balance tax impact , if any , shall be accounted for after final computation by Income tax department.

Note 40. Other Notes

- As per information available with the company, there are no outstanding dues owed to Small Scale undertakings as on 31.03.2017.
- Balance under Sundry Debtors, Sundry Creditors, Loans & Advances and Other Receivable and Payables are subject to confirmation and reconciliation.
- Additional information pursuant to Schedule III part I & II of the Companies Act. 2013 other than stated above is either NIL or Not Applicable.
- The previous Year figures have been regrouped/re-classified wherever necessary to conform with the current presentation. The figures have been rounded off to the nearest Rupee.
- Notes 1 to 40 form integral part of Accounts for the year ending 31st March 2017.

PLACE: CHANDIGARH

DATED: 29.05.2017

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director
DIN-0007799
H. No. 749,
Sec 8, Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749,
Sec 8, Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046
H.No.12D, Angel Appt.Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2, Sec. 43B, Chandigarh

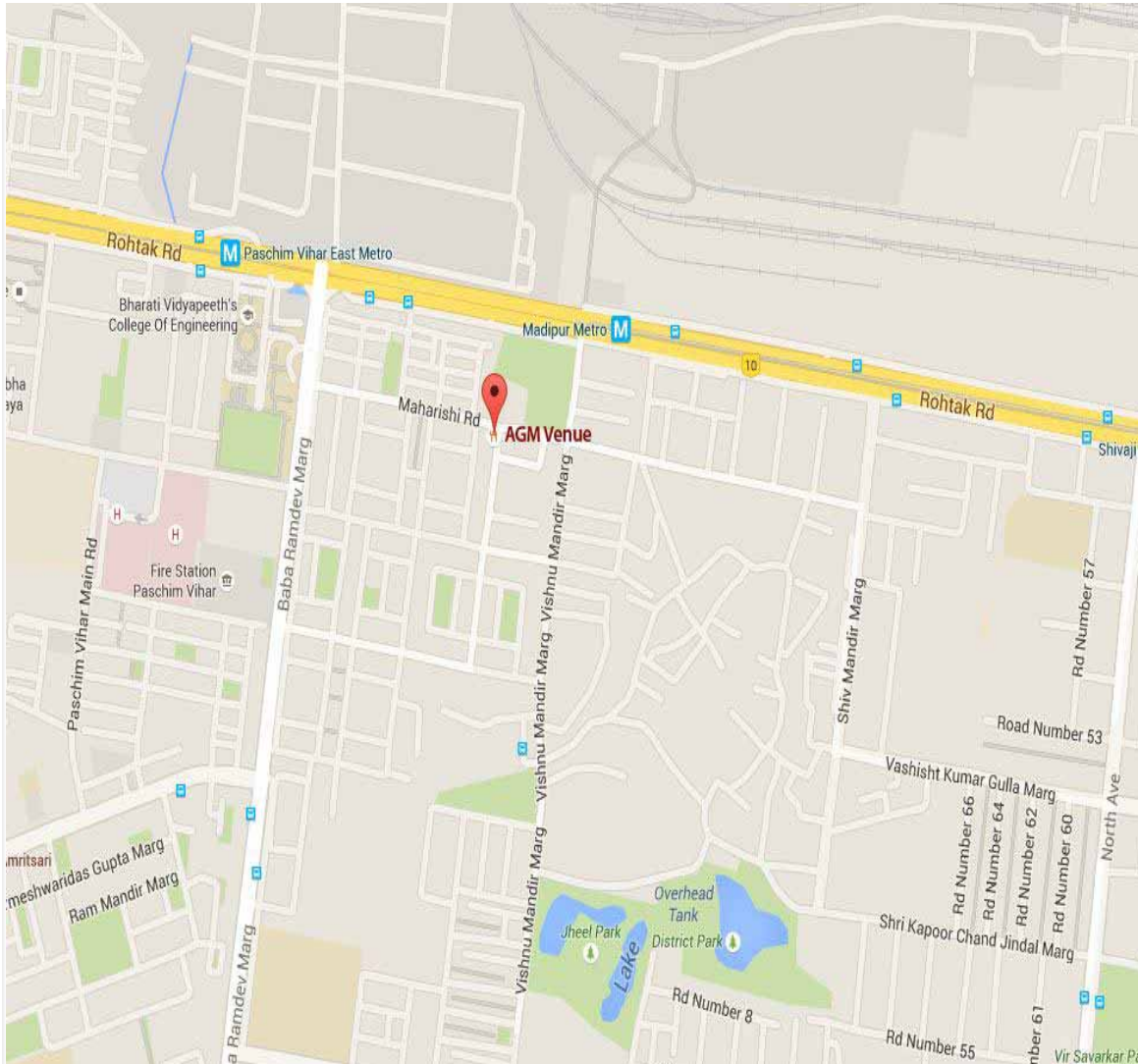
AUDITOR'S REPORT:

As per our report of the even date

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

CA. NEERAJ JAIN,
Partner
(M. No. 089477)

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



AGM Venue:-

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

Paul Merchants Limited**Registered Office:** DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi -110015**CIN:** L74900DL1984PLC018679; **Website address:** www.paulmerchants.net ;**Email:** info@paulmerchants.net;**Tel:** **011-48702000****33rd Annual General Meeting on 28th September, 2017 at 12:00 noon****ATTENDANCE SLIP**

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

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

Member's Folio/DP ID/Client ID No._____
Member's/Proxy's name in Block Letters_____
Member's/Proxy's Signature

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

Paul Merchants Limited

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

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

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

PROXY FORM

33rd Annual General Meeting, 28th September, 2017

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

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

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

1. Name :	E-mail Id :
Address:	Signature :
or failing him	
2. Name :	E-mail Id :
Address:	Signature :
or failing him	
3. Name :	E-mail Id :
Address:	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 28th Day of September, 2017 at 12:00 Noon at the Shudh Banquet, 25, Paschim Vihar Extension, Main Rohtak Road, Opp. Metro Pillar No. 195, New Delhi-110063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolutions	Number of Equity Shares	Optional*	
			For	Against
ORDINARY BUSINESS				
1.	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial year ended 31 st March 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 and the Report of the Auditors thereon.			
3.	To appoint a Director in place of Sh. Sandeep Bansal (DIN 00094391) who retires by rotation and being eligible, offers himself for reappointment.			

4.	To appoint a Director in place of Smt. Sarita Rani Bansal (DIN 00094504), who retires by rotation and being eligible, offers herself for reappointment.			
5.	To ratify the appointment of Statutory Auditors as approved by Members at the Thirty First Annual General Meeting.			
SPECIAL BUSINESS				
6.	To appoint Mr. Uma Shankar Paliwal (DIN 06907963) as an Independent Director of the Company upto the conclusion of the Annual General Meeting for the Financial Year 2020-21, who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors with effect from May 29, 2017.			
7.	To revise the remuneration of Mr. Dharam Pal Sharma (DIN 07284332), Whole Time Director of the Company w.e.f. 01-04-2017.			

Signed this _____ day of _____ 2017.

Signature..... of shareholder

On Re. 1/-
Revenue
Stamp to
be affixed
here

Signature of Proxy holder(s) _____

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 33rd Annual General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.

