

PUNIT COMMERCIALS LIMITED

Diamond Manufacturers, Importers & Exporters

NOTICE

NOTICE is hereby given that the Thirty – Fifth Annual General Meeting of the members of **PUNIT COMMERCIALS LIMITED** will be held on Saturday, 31st October, 2020 at 10.00 a.m. at AW 2022, 'A' Tower, 2nd Floor, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nirav Mehta (DIN No: 00518614), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-Appointment of Statutory Auditors.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Diwan Gosalia & Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No. 111881W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company at a remuneration of Rs. 30,000 plus applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and shall hold office from the conclusion of 35th Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company.”

SPECIAL BUSINESS:

4. To appoint Mr. Himanshu Kothari (DIN: 08373194) as a Director and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr. Himanshu Kothari (DIN: 08373194), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term

up to the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2024.”

5. To re-appoint Mr. Nirav Mehta (DIN: 00518614) as a Managing Director and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and such other necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Nirav Mehta (DIN: 00518614) as a Managing Director of the Company for a further period of 5 (Five) years effective 14th August, 2019 on the terms and conditions and remuneration as set out in the Letter of Appointment, to be executed by the Company with Mr. Nirav Mehta, placed before the Meeting as also set out in the Explanatory Statement attached to this Notice and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Nirav Mehta will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT Mr. Sujit Mehta, Director of the Company be and is hereby authorized to sign and execute such agreements, papers, letters and documents as may be necessary and required and to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

6. To change the place of keeping of register of members, etc and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act) and other provisions of the Act as applicable, the Company hereby approves that the Register of Members, Index of Members, share certificates and such other documents related to members be kept at the premises of Sharex Dynamic (India) Private Limited, the Company’s Registrar and Share Transfer Agents situated at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.”

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to ordinary business to be transacted for re-appointment of Statutory Auditor and special business to be transacted at the Annual General Meeting (the AGM or Meeting) is annexed hereto.

2. The address of Company's Registrar and Share Transfer Agent, M/s. Sharex Dynamics (India) Private Limited has been changed from Unit No.1, Luthra Industrial Premises, Safed Pool Andheri Kurla Road, Andheri East, Mumbai – 400 072 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.
3. **In terms of provisions of Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. The instrument appointing a proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting i.e. by 10.00 a.m. on Thursday, 29th October, 2020. As per Secretarial Standard 2 on General Meeting, the proxy should carry a valid photo-id card to the venue to tender vote.**
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. 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 at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Saturday, 24th October, 2020 to Saturday, 31st October, 2020, both days inclusive.
10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the business hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding

shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent, M/s. Sharex Dynamics (India) Private Limited.

12. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can only be transferred in demat form with effect from 01st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or its Registrar and Share Transfer Agent.
13. Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready. Members can also email their queries at the email address of the Company Secretary and Compliance Officer at punitcommercials903@rediffmail.com.
14. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Share Transfer Agent.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH – 13 for this purpose.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.
17. In view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 17 / 2020 dated 13th April, 2020 and circular no. 20 / 2020 dated 5th May, 2020 and SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 has dispensed with the requirement of sending hard copy of full annual report to the shareholders. Accordingly, the Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Members who have not registered their email address with the Company or the Depository Participant(s) are requested to download the copy of the Annual Report from the website of the Company i.e. www.punitcommercials.com or from the website of BSE Limited i.e. www.bseindia.com or write to the Company at fatimacliff@rediffmail.com. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
18. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission

of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s), (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

19. Information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meeting relating to Documents & Information to Shareholders with respect to the Director retiring by rotation and being eligible, seeking re-appointment are as under:

Name	Mr. Nirav Mehta	Mr. Himanshu Kothari
Director Identification Number (DIN)	00518614	08373194
Date of Birth	02/10/1973	09/02/1971
Nationality	Indian	Indian
Date of Appointment	31/10/1994	01/08/2019
Qualifications	B.Com	B.Com
Shareholding in Punit Commercial Limited	49,550 Shares	Nil
Expertise in specific functional areas	He is a Graduate in commerce and is in the Diamond Business for the past 13 years. He has gained knowledge in Manufacturing and Marketing of Cut & Polished Diamonds, Rough Diamonds, Studded Jewellery. He looks after the purchasing of Rough Diamonds and selling of polished diamonds in domestic market.	A very well known personality in the diamond industry. He has been trading in this industry for the past 25 years. He is doing a lot of social service in his community and where he resides in Goregaon, Mumbai.
Directorships in other Public Limited Companies	Nil	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	Nil

20. Route Map showing directions to reach to the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards 2 on General Meetings.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

Voting through electronic means

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, 28th October, 2020 at 9.00 a.m. and ends on Friday, 30th October, 2020 at 5.00 p.m. During this period shareholders' of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of Saturday, 24th October, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 is to be also used by the demat holders 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant '**PUNIT COMMERCIALS LIMITED**' on which you choose to vote.
- (xii) 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 option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app 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.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) 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.

Other Instructions:

1. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to the shares held by them on the Paid-up Equity Share Capital of the Company as on Saturday, 24th October, 2020 and as per the Register of Members of the Company.
3. The Board of Directors has appointed Mr. Pradip Shah, Partner, failing him, Mr. Punit Shah, Partner of M/s P. P. Shah & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable, with the assistance of scrutinizer, by use of postal ballot or polling paper for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
6. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
7. The results shall be declared not later than 48 hours from conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company, placed on the website of the Company at www.punitcommercials.com, website of CDSL at www.evotingindia.com and the same shall also be communicated to BSE Limited (BSE), where the Equity Shares of the Company are listed within 48 hours from the conclusion of the AGM. Accordingly, the Scrutinizers Report will also be available on the website of BSE at www.bseindia.com.

By order of the Board
For Punit Commercials Limited



Nirav Mehta

Nirav Mehta
Managing Director
DIN: 00518614

Place: Mumbai
Date: 28th August, 2020

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

Item No. 3 – Re-Appointment of M/s. Diwan Gosalia & Associates, Chartered Accountants as a Statutory Auditor:

M/s. Diwan Gosalia & Associates, Chartered Accountants, Statutory Auditors of the Company were appointed at the 34th AGM held on 24th July, 2019 for the financial year 2019 – 20. The said term of Statutory Auditors will expire on the conclusion of 35th AGM. It is proposed to re-appoint them for a further period of 1 year and accordingly, they shall hold the office from the conclusion of 35th AGM till the conclusion of 36th AGM.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Auditor as a part of the explanatory statement to the notice are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Auditors	M/s. Diwan Gosalia & Associates (FRN: 111881W)
2.	Name of Auditors	Mr. Hitesh Diwan (Membership No. 35079)
3.	Financial year for which appointment is proposed	2020 – 21
4.	Proposed Fees payable	30,000 plus applicable taxes and re-imburement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company
5.	Terms of appointment	The statutory auditors will conduct statutory audit for the financial year 2020 – 21.
6.	In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	The Company is re-appointing the same statutory auditor. Hence this disclosure is not applicable.
7.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	The statutory auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as statutory auditors of your Company. The statutory auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with your Company as well as declaring that they have not taken up any prohibited non-audit assignments for your Company. The Audit Committee reviews the independence of the statutory auditors and the effectiveness of the audit process.

		Recommendation has been received from the Audit Committee and Board of Directors at the meeting held on 29 th June, 2020 respectively.
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None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 for your approval.

Item No. 4 – Appointment of Mr. Himanshu Kothari as a Director:

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Himanshu Kothari (DIN: 08373194) on 01st August, 2019, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Himanshu Kothari holds office up to the date of this Annual General Meeting. The Company has received notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Brief profile of Mr. Himanshu Kothari and his other directorships has been included in this notice.

The Company has received a declaration from Mr. Himanshu Kothari stating that he meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Copy of the draft letter of appointment of Mr. Himanshu Kothari is available for inspection at the registered office of the Company and will also be available for inspection at the Annual General Meeting of the Company.

The Board of Directors considers it in the interest of the Company to appoint Mr. Himanshu Kothari as an Independent Director. None of the Directors / Key Managerial Personnel of the Company, except Mr. Himanshu Kothari is in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 for your approval.

Item No. 5 – Re-Appointment of Mr. Nirav Mehta as a Managing Director:

In the 29th Annual General Meeting of the Company held on 2nd August, 2014, the members had approved to appoint Mr. Nirav Mehta as a Managing Director of the Company for a period of 5 (Five) years.

Mr. Nirav Mehta is a Graduate in commerce and is in the Diamond Business for the past 13 years. He has gained knowledge in Manufacturing and Marketing of Cut & Polished Diamonds, Rough Diamonds, Studded Jewellery. He looks after the purchasing of Rough Diamonds and selling of polished diamonds in domestic market.

Considering the contribution of Mr. Nirav Mehta in the overall growth and progress of the Company and also considering that his valuable guidance will be required for the Company, the Board of Directors in its meeting held on 13th August, 2019 based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, have approved re-appointment of Mr. Nirav Mehta, as a Managing Director of the Company for further period of 5 years effective from 14th August, 2019 till 13th August, 2024, on the terms and conditions mentioned in 'Annexure A' which forms part of the Notice. The remuneration payable to Mr. Nirav Mehta shall be minimum remuneration as per Schedule V, Section II, Part II of the Companies Act, 2013.

The re-appointment of Mr. Nirav Mehta as a Managing Director of the Company shall require the approval of the members by way of passing of Special Resolution.

The Letter of Appointment containing terms and conditions of re-appointment of Mr. Nirav Mehta shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The details of Mr. Nirav Mehta as per requirements of Secretarial Standard ('SS-2') and Regulation 36(3) of the SEBI (LODR) Regulations 2015 are already provided at Note No. 18 of this Notice.

The same may be treated as a written memorandum setting out the terms of re-appointment of Mr. Nirav Mehta under Section 190 of the Companies Act, 2013.

Mr. Nirav Mehta and Smt. Purnima Mehta are concerned or interested in the resolution set out at Item No. 5 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 5 of the Notice relating to the re-appointment of Mr. Nirav Mehta as a Managing Director and payment of remuneration to him, for the approval of the members of the Company by way of Special Resolution in terms of the requirements of Section 196, 197 and 198 of the Company Act, 2013 and the Rules made thereunder.

Item No. 6 – Change the place of keeping of register of members, etc:

Pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act) certain documents such as the Register of Members, Index of Members, Register and Index of Debenture-holders, etc. are required to be kept at the registered office of the Company. However, the said Section further provides that such registers, indexes, documents and records can be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company.

Sharex Dynamic (India) Private Limited, (Sharex) Registrar and Share Transfer Agent of the Company, has informed the Company about change in their registered office address from Unit No.1, Luthra Industrial Premises, Safed Pool Andheri Kurla Road, Andheri East, Mumbai – 400 072 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.

Sharex being the Company's Registrar and Share Transfer Agent of the Company maintains the Register of Members, Index of Members, share certificates and such other documents related to members of the Company at its registered office. Owing to change in the address of the registered office of Sharex, the place of keeping the register of members and other documents will also change.

In view of change in the place of keeping the Register of Members, Index of Members, share certificates and such other documents related to members of the Company, it is necessary to seek approval of the Members.

Members' approval, by way of a Special Resolution, is sought pursuant to Section 94 of the Act for keeping the aforementioned registers, documents, etc at Sharex premises as stated in the resolution.

None of the Directors is concerned with or interested in the said Resolution.

By order of the Board
For Punit Commercials Limited



Nirav Mehta
Managing Director
DIN: 00518614

Place: Mumbai
Date: 28th August, 2020

PUNIT COMMERCIALS LIMITED

Diamond Manufacturers, Importers & Exporters

“Annexure A”

The terms and conditions of the re-appointment of Mr. Nirav Mehta, Managing Director are as follows:

The terms and conditions of his re-appointment are given below:

Name of Director	Designation	Responsibility
Mr. Nirav Mehta	Managing Director	Overall Management and Administration of the Company

As per the Part II Section II (B) (iv) of Schedule V, the Company is required to furnish the following information in the Explanatory Statement:

I. GENERAL INFORMATION:

Sr. No.	Particulars	Information	
1.	Nature of Industry	Trading in Diamond and Investment	
2.	Date or expected date of commencement of Commercial Production	Presently, the Company is in investment activities.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial performance based on given indications.	31-3-2020	31-3-2019
	Sales (Net of Excise)	6,97,30,698	5,56,74,427
	Net Profit before Tax	3,47,316	14,907
	Net Profit After Tax	2,45,797	14,926
5.	Foreign investments or collaborators, if any	Not Applicable	

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Information
1.	Background Details	Mr. Nirav Mehta is a Commerce Graduate and vast experience in Diamond Industries.
2.	Past Remuneration	Mr. Nirav Mehta: Upto Rs. 1 Lakh per month
3.	Recognition or Awards	Nil
4.	Job Profile and His Suitability	Mr, Nirav Mehta: Managing the Company since last 25 years.
5.	Remuneration proposed	Mr. Nirav Mehta: Upto Rs.1,00,000/- per month including perquisites if any.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the	The size of the Company is small. The Comparative Data is not available.

Registered Office : AW 2022, 'A' Tower, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.

Tel.: +91 22 4210 6999 ■ Fax : +91 22 4002 1401 ■ QBC : 2362 9182

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CIN No. L51900MH1984PLC034880

	country of his origin)	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Nirav Mehta, Managing Director has no pecuniary relationship with the Company except as employee of the Company as stated and holding 49,550 Equity Shares representing 20.65% in the Company and classified as Promoter of the Company.

III. OTHER INFORMATION:

Sr. No.	Particulars	Information
1.	Reasons of loss or inadequate profits	The company has earned profits, but the profits are inadequate as per Section 197 of the Companies Act, 2013, to enable the Company to pay the remuneration to Mr. Nirav Mehta. The profits are inadequate due to fluctuation in yarn price, exchange rate, draught in the most part of the Country which affects the demand. The trade war in the World has also affected the price realization for dyed yarn.
2.	Steps taken or proposed to be taken for improvement	However, with a view to improve the workings, the Company is taking all steps for improvement in the profit.
3.	Expected increase in productivity and profits in measurable terms	The Company is expecting growth in the turnover and profit.

The remuneration and perquisites payable to Mr. Nirav Mehta are as follows:

The Company proposes to pay following remuneration and perquisites to Mr. Nirav Mehta w.e.f. 14th August, 2019.

A. REMUNERATION

Name of Director	Designation	Remuneration
Mr. Nirav Mehta	Managing Director	Upto Rs. 1,00,000/- per month and perquisites, if any, and shall be eligible for increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

B. INCREMENTS

The Board of Directors shall decide the increments payable to Mr. Nirav Mehta at the end of March, every year within the overall ceiling laid down in the Schedule V so that the total remuneration by way of salary, perquisites and other allowances including increments shall not exceed the ceiling provided in Part II of Schedule V to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-

enactment(s) thereof.

C. PERQUISITES

NON MONETARY CEILING PERQUISITES:

The Company's contribution to the Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.

Gratuity: One half of a month's salary for each completed year of service in accordance with the Rules of the Company

Leave Encashment: Leave salary as per the rules of the Company and Encashment of Leave shall be at the end of the tenure.

General Exemption: Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity payable and Leave encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

D. MINIMUM REMUNERATION

The above remuneration and perquisites has been fixed on the basis of inadequate profits as per the Audited Financial Statements as on 31st March, 2020 and has been fixed as provided in Part II of Section II of Schedule V to the said Act based on the Effective Capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.

During the tenure of her appointment, if the Company earns profits in excess of the limits prescribed under Schedule V or if the profits are adequate in any financial year, as per the provisions of Section 196, 197, 203 and any other applicable provisions of the, Companies Act, 2013 then the remuneration of Mr. Nirav Mehta shall be paid as per the profits earned by the Company in that particular financial year.

E. OTHER CONDITIONS:

- i. For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.
- ii. The Managing Director hold office as such, subject to the provisions of Section 164 and 167 of the Companies Act, 2013.

- iii. The re-appointment of Managing Director has been approved by the Nomination and Remuneration Committee of the Company.

By order of the Board
For Punit Commercials Limited




Nirav Mehta
Managing Director
DIN: 00518614

Place: Mumbai
Date: 28th August, 2020