

**32nd ANNUAL REPORT
FOR THE YEAR ENDED
31st MARCH, 2016**



PAUL MERCHANTS LTD.

(An ISO 9001:2008 Certified Co.)

(CIN: L74900DL1984PLC018679)

www.paulmerchants.net

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

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

AUDITORS

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

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
 STATE BANK OF PATIALA
 UNION BANK OF INDIA
 INDUSIND BANK
 STATE BANK OF BIKANER &
 JAIPUR
 STATE BANK OF HYDERABAD
 YES BANK
 ORIENTAL BANK OF COMMERCE

REGISTRAR & TRANSFER AGENT

Alankit Assignments Limited, 2E/21,
 JHANDEWALAN EXTN. NEW DELHI-
 110055 (INDIA) Ph No. : 011-
 42541959

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YEAR 2015-16 – AT A GLANCE

INTERNATIONAL MONEY TRANSFER ACTIVITIES

Gross Remittances – Rs 15861/- Crores

MONEY EXCHANGE ACTIVITIES

Gross Turnover – Rs. 2294/- Crores

INCOME FROM TOURS & TRAVELS ACTIVITIES

Gross Turnover – Rs. 45.82/- Crores

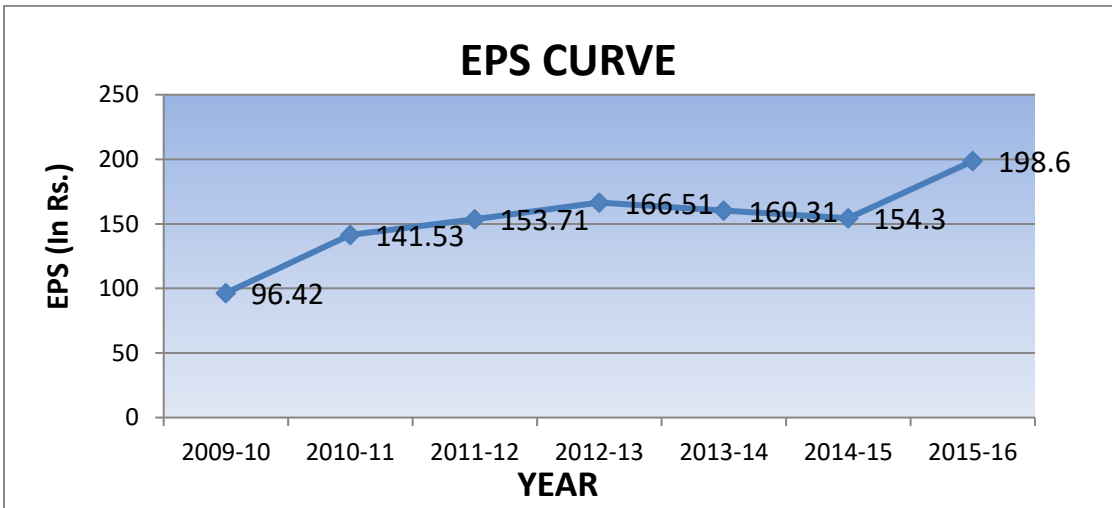
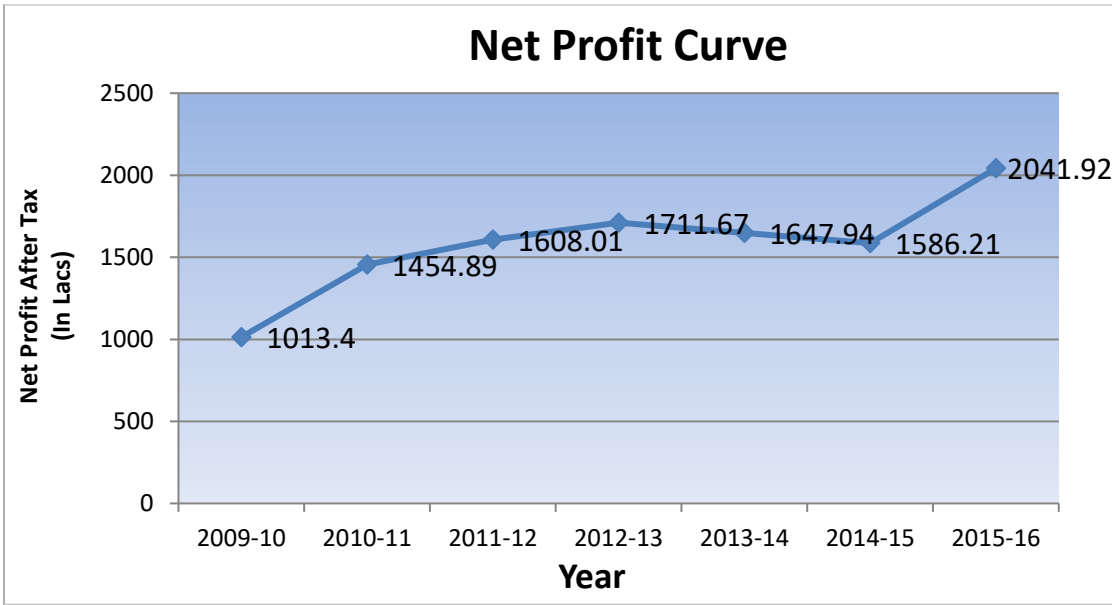
OVERALL PERFORMANCE

Gross Revenues – 2469/- Crores

PROFITABILITY

Net Profit Before Tax – Rs. 31.52/- Crores

Net Profit After Tax – Rs 20.41/- Crores



LIST OF BRANCH OFFICES OF THE COMPANY

SR NO	REGION	SUB ZONE	CITY NAME
1	EAST	BIHAR	SIWAN MAIN ROAD, KHALISPUR SIWAN
2	EAST	BIHAR	SASARAM DHARMSHALA NEAR RAILWAY STATION
3	EAST	BIHAR	THAWE MAIN ROAD
4	EAST	BIHAR	GOPALGANJ HOSPITAL CHOWK
5	EAST	BIHAR	PATNA G-12, EMARAT FIRDAUS BUILDING EXHIBITION ROAD, PATNA
6	EAST	BIHAR	GOPALGANJ MAIN ROAD, OPP KALIMANDIR JANTA CINEMA ROAD
7	EAST	BIHAR	SIWAN JANAKI COMPLEX BABUNIA ROAD, CHAPRA ROAD
8	EAST	JHARKHAND	JAMSHEDPUR ROAD NO 10 MAIN ROAD JAWAHAR NAGAR MAANGO
9	EAST	ORISSA	BALUGAON ASHOKA MARKET COMPLX.I B ROAD NERA SBI BALUGAON
10	EAST	ORISSA	JAGATSINGHPUR LAXMI MARKET COMPLX.MAIN ROAD NEAR SBI.JAGATSINGHPUR
11	EAST	WEST BENGAL	BAGULA STATION ROAD PO: BAGULA PS: HANSKHALI
12	EAST	WEST BENGAL	BETAI VILL : BETAI BAZAR, NUTAN PARA PO: BETAI, PS: TEHATTA
13	EAST	WEST BENGAL	HALENCHA GROUND FLOOR AT HALENCHA MORE, PO HALENCHA,
14	EAST	WEST BENGAL	KOLKATTA 27 A & B, ROYD STREET G-2, ABHINANDAN APARTMENT
15	EAST	WEST BENGAL	KOLKATA DIAMOND PRESTIGE 1ST FLOOR ROOM NO 109 41 A, A.J.C.BOSE ROAD KOLKATA
16	NORTH-1	HARYANA	PEHOWA SANT BABA DALIP SINGH MARG, NEAR BUS STAND
17	NORTH-1	HARYANA	AMBALA CANTT SHOP NO 3 GOBIND NAGAR JAGADHRI ROAD
18	NORTH-1	HARYANA	AMBALA CANTT 6352/11/2, NICHOLSON ROAD, ADJ. HOTEL SHINGAR PALACE,
19	NORTH-1	HARYANA	GURGAON

			SHOP NO B 119 SUPER MART 1 DLF CITY PHASE IV GURGAON
20	NORTH-1	HIMACHAL PRADESH	BAIJNATH VILLAGEÅ CHOCHAN, P.O. BIR,TEH. BAIJNATH
21	NORTH-1	HIMACHAL PRADESH	UNA AMB ROAD
22	NORTH-1	HIMACHAL PRADESH	DHARAMSHALA KHARA DANDA ROAD, TIBETIAN LIBRARY
23	NORTH-1	HIMACHAL PRADESH	DHARAMSHALA SHOP NO. 1, FIRST FLOOR, HOTEL SURYA ROAD, DOLMA CHOWK
24	NORTH-1	HIMACHAL PRADESH	DHARAMSHALA UPPER STORY OF OASIS CAFÉ, DHARMKOT ROAD
25	NORTH-1	HIMACHAL PRADESH	MANALI 5,RAM BAGH THE MALL
26	NORTH-1	HIMACHAL PRADESH	DHARAMSHALA SHOP NO. 2, B-1, GROUND FLOOR & 1ST FLOOR, OPP. MAIN BUS STAND CHOWK
27	NORTH-1	HIMACHAL PRADESH	SUNDERNAGAR MAIN BAZAAR BHOJPUR NH 21 SUNDER NAGAR MANDI ROAD
28	NORTH-1	HIMACHAL PRADESH	NIRMAND VPO KASOL TEHSIL BHUNTER
29	NORTH-1	JAMMU & KASHMIR	RAJOURI WARD NO 7 MAIN BAZAR RAGHU NATH BAZAR RAJAURI
30	NORTH-1	JAMMU & KASHMIR	LEH LADAKH KHAWJA COMPLEX, OPP. STATE BANK OF INDIA
31	NORTH-1	JAMMU & KASHMIR	JAMMU 81-A, GOLE MARKET, NEAR BUS STOP, GANDHI NAGAR
32	NORTH-1	JAMMU & KASHMIR	POONCH QILLA MARKET, BUS STAND POONCH
33	NORTH-1	JAMMU & KASHMIR	MENDHAR MAIN BAZAR , MENDHAR DISTT. POONCH
34	NORTH-1	JAMMU & KASHMIR	RAJOURI NEAR BSNL EXCHANGE GUJJAR MANDI RAJOURI
35	NORTH-1	JAMMU & KASHMIR	POONCH MAIN BAZAR SURANKOTE PO.SAMOTE POONCH
36	NORTH-1	PUNJAB	AJNALA MAIN CHOWK AMRITSAR ROAD AJNALA
37	NORTH-1	PUNJAB	TARAN TARAN GURU RAM DASS MARG, CHOWK CHAAR KHAMBA OPPOSITE PUNJAB & SIND BANK
38	NORTH-1	PUNJAB	VERKA BATALA ROAD MAIN BUS STAND VERKA AMRITSAR
39	NORTH-1	PUNJAB	AMRITSAR

			SHOP NO 66 CHOWK QUEENS ROAD OPPOSITE PETROL PUMP COURT ROAD
40	NORTH-1	PUNJAB	AMRITSAR
			INSIDE INTERNATIONAL DEPARTURE HALL SRI GURU RAM DASS JEE INTERNATIONAL AIRPORT
41	NORTH-1	PUNJAB	FEROZEPUR
			SHOP NO 8 SHAHID UDAM SINGH CHOWK MARKET OPP AXIS BANK FEROZPUR
42	NORTH-1	PUNJAB	BAGHAPURANA
			NEAR BUS STAND, KOTKAPURA ROAD BAGHAPURANA, MOGA
43	NORTH-1	PUNJAB	BARNALA
			KACHA COLLEGE ROAD, OPP.DR.NARESH NURSINGH HOME
44	NORTH-1	PUNJAB	MOGA
			PURI COMPLEX, G T ROAD,
45	NORTH-1	PUNJAB	BATHINDA
			HANUMAN CHOWK, OPP. REKHY HOTEL, ADJOINING DREAM DWELLING
46	NORTH-1	PUNJAB	BHATINDA
			NEAR BUS STAND SHARMA COMPLEX OPP TRAFFIC POLICE OFFICE
47	NORTH-1	PUNJAB	FARIDKOT
			JUBILEE CINEMA CHOWK COLLEGE ROAD OPP CANARA BANK FARIDKOT
48	NORTH-1	PUNJAB	MOHALI
			BOOTH NO 17 PHASE 7
49	NORTH-1	PUNJAB	CHANDIGARH
			SCO 829-830, SECTOR-22A
50	NORTH-1	PUNJAB	CHANDIGARH
			SCO 12 FF SECTOR 20 D CHANDIGARH
51	NORTH-1	PUNJAB	CHANDIGARH
			COUNTER NO 4. ARRIVAL CONCOURSE CIVIL AIR TERMINAL CHANDIGARH AIRPORT
52	NORTH-1	PUNJAB	CHANDIGARH
			SCO 827-828, SECTOR 22 A CHANDIGARH
53	NORTH-1	PUNJAB	ZIRAKPUR
			SCO NO 3-4, GROUND FLOOR, SHREE BALAJI COMPLEX, PATIALA ROAD, ZIRAKPUR
54	NORTH-1	PUNJAB	PATHANKOT
			SCO, NO- 5 F.F DR. SPM SHOPPING COMPLEX OPP. CITY CENTRE MALL DALHOUSIE ROAD MANGE DI HATTI ,DALHOUSIE ROAD PATHANKOT
55	NORTH-1	PUNJAB	BATALA
			SCO 30, FUWARA CHOWK JALANDHAR ROAD BATALA
56	NORTH-1	PUNJAB	HOSHIARPUR
			NEAR PREM MEDICOS OPP SHIV MANDIR - RAILWAY ROAD
57	NORTH-1	PUNJAB	GARSHANKAR

			NEAR RAILWAY STATION, HOSHIARPUR ROAD, OPP. STATE BANK OF PATIALA,
58	NORTH-1	PUNJAB	GURDASPUR
			SHOP NO.1, SHIVAM MARKET, OPP. LIC OFFICE, G T ROAD
59	NORTH-1	PUNJAB	GARDHIWALA
			KHALSA COLLEGE MARKET, SHOP N 8,DASUYA ROAD
60	NORTH-1	PUNJAB	MAHILPUR
			VPO. MAHILPUR, PHAGWARA ROAD, NEAR PURI MATTA MANDIR,
61	NORTH-1	PUNJAB	DASUYA
			G T ROAD, OPP. CIVIL COURTS, NEAR PUNJAB NATIONAL BANK,
62	NORTH-1	PUNJAB	HOSHIARPUR
			ROSHAN ROAD, NEAR BENGALI SWEET SHOP, PHAGWARA CHOWK
63	NORTH-1	PUNJAB	TANDA
			DEEP COMPLEX, OPP. MUNICIPAL COUNCIL, NEAR BUS STAND
64	NORTH-1	PUNJAB	HOSHIARPUR
			NEAR COOPERATIVE BANK, RAILWAY ROAD
65	NORTH-1	PUNJAB	PHILLAUR
			OLD NAWANSHAHR ROAD, NEAR TAJ HOTEL
66	NORTH-1	PUNJAB	ADAMPUR
			SHOP NO.2240, WARD NO.7, RAILWAY ROAD
67	NORTH-1	PUNJAB	BEGOWAL
			OPP. MICKY RESTAURANT, NEAR MIKHOWAL GURUDWARA,
68	NORTH-1	PUNJAB	JALANDHAR
			4, LOWER GROUND FLOOR, ALFA ESTATE, 39, G.T. ROAD, JALANDHAR CITY
69	NORTH-1	PUNJAB	PHAGWARA
			LGF HANDA CITY CENTRE OPP BUS STAND G T ROAD PHAGWARA
70	NORTH-1	PUNJAB	JALANDHAR
			OPP BUS STAND BANWARI TOWERS NEAR ORIENTAL INSURANCE NAKODAR
71	NORTH-1	PUNJAB	PHAGWARA
			SHOP NO 309 LEVEL 3,STUDENT ACADEMIC RESOURCE CENTER BLOCK NO 15 A,LPU CAMPUS PHAGWARA
72	NORTH-1	PUNJAB	NAWANSHAHR
			AMBEDKAR CHOWK, OPP RAI MARKET BANGA ROAD NAWASAHR
73	NORTH-1	PUNJAB	BANGA
			OPP CIVIL HOSPITAL MAIN ROAD
74	NORTH-1	PUNJAB	NURPUR BEDI
			ROPAR ROAD OPP.WATER TANKI VPO.NURPURBEDI TEH & DISTT ROPAR
75	NORTH-1	PUNJAB	SUDHAR BAZAR

			OPP NOVA COLLECTIONS ADJ KAINTH CLOTH HOUSE KULDEEP DI HATTI MULLAN PUR ROAD
76	NORTH-1	PUNJAB	KHANNA
			1ST FLOOR HARDYAL COMPLEX, OPP. BUS STAND, NEAR JAIN SWEET,
77	NORTH-1	PUNJAB	URAPAR
			NEAR GURUDWARA SHAHEED GANJ, VPO.URAPAR
78	NORTH-1	PUNJAB	PATIALA
			NEAR GURUDWARA DUKHNIWARAN SAHIB, PASSEY ROAD
79	NORTH-1	PUNJAB	JAGRAON
			TEHSIL ROAD, OPP. S.S.P'S RESIDENCE,
80	NORTH-1	PUNJAB	LUDHIANA
			2ND FLOOR, DHYAN SINGH COMMERCIAL COMPLEX, NEAR BUS STAND
81	NORTH-2	NEW DELHI	NEW DELHI
			11/5 B FIRST FLOOR PUSA ROAD NEW DELHI
82	NORTH-2	NEW DELHI	NEW DELHI.
			DSM 335, 336, 337, 3RD FLOOR, DLF TOWER 15 SHIVAJI MARG, NAJAFGARH ROAD
83	NORTH-2	NEW DELHI	NEW DELHI.
			SHOP NO-WZ-12, GROUND FLOOR, SHADI KHAMPUR NEAR CHAKI WALI GALI NEW DELHI
84	NORTH-2	RAJASTHAN	MAULASAR
			OPPOSITE PETROL PUMP NEAR BUS STAND DIDWANA ROAD
85	NORTH-2	RAJASTHAN	BAGAR
			MAIN CHORAHA, DANGI MARKET WARD NO. 9, BAGGAR, DIST: JHUNJHUNU
86	NORTH-2	RAJASTHAN	FATEHPUR
			WARD NO.18, OPP PATHAN HOSPITAL SIKRIYA CHORAHA DIST SIKAR
87	NORTH-2	RAJASTHAN	SINGANA
			NEAR BUS STAND SINGANA DIST JHUNJHUNU
88	NORTH-2	RAJASTHAN	NAWALGARH
			BIROL ROAD CHUNA CHOWK STAND WORD NO 20 NAWALGARH DIST JHUNJHUNU
89	NORTH-2	RAJASTHAN	SUJAN GARH
			OPP TIRUPATI MANDIR NEAR STATION ROAD MAIN BUS STAND SUJANGARH 331507
90	NORTH-2	RAJASTHAN	RATANGARH
			OPP GANDHI SCHOOL NEAR RAILWAY STATION ROAD RATANGARH
91	NORTH-2	RAJASTHAN	SAGWARA
			OPP.TEHSIL, BANSWARA ROAD SAGWARA, DIST. DUNGARPUR
92	NORTH-2	RAJASTHAN	GUDA GORJI KA

			NEAR POLICE STATION TODI GUDHA GAUR JI UDAIPURWATI 333022
93	NORTH-2	RAJASTHAN	DIDWANA
			JHANWRO KI GALI OPP SHASTRI MARKET DEEDWANA DIST NAGAUER RAJASTHAN
94	NORTH-2	RAJASTHAN	CHURU
			IN FRONT OF LIC BUILDING PANKHA ROAD NEAR BHARTIYA HOSPITAL
95	NORTH-2	RAJASTHAN	JHUNJHUNU
			OLD BUS STAND, KHEMI SATI ROAD
96	NORTH-2	RAJASTHAN	FATEHPUR SHEKHAWATI
			OPP BHAGWANDAS PODDAR HOSPITAL BAWAR IGATE
97	NORTH-2	RAJASTHAN	JAIPUR
			8, KATEWA BHAWAN, OPP.GANPATI PLAZA, M.I. ROAD
98	NORTH-2	RAJASTHAN	MALSISAR
			LUHARUKA MARKET, TAMKOR ROAD MALSISAR
99	NORTH-2	RAJASTHAN	BISSAU
			MAIN BUS STAND, BISSAU DISTRICT JHUNJHUNU
100	NORTH-2	RAJASTHAN	DIDWANA
			ROYAL COMPLEX, CHHOTI BERI DIDWANA NAGAUER
101	NORTH-2	RAJASTHAN	CHIRAWA
			CHANANA ROAD, JHUNJHUNU MOD SULTANA TEH. CHIRAWA
102	NORTH-2	RAJASTHAN	SRIGANGANAGAR
			SHOP NO 11 -C BLOCK, GAUSHALA ROAD BIRBAL CHOWK, OPP.TATA TANISHQ JEWELLERY SHOWROOM
103	NORTH-2	UTTAR PRADESH	GHAZIPUR
			C/O MR. RAMKARAN SINGH,STATION ROAD, NEAR UBI, CITY- JAKHANIA, DISTT- GHAZIPUR,
104	NORTH-2	UTTAR PRADESH	GHAZIPUR
			RASRA ROAD, NEAR SBI, KASIMABAD GHAZIPUR-233230
105	NORTH-2	UTTAR PRADESH	ALLAHABAD
			C/O MR.SYED GHULAM HASNAIN SAQID PALACE B-2, GTB NAGAR, KARELI, ABOVE ICICI BANK,1ST F,ALLAHABAD
106	NORTH-2	UTTAR PRADESH	MOHMDABAD GOHANA
			NEAR TRIPATHI CINAMA HAL MAU ROAD JAMALPUR MOHAMADABAD GOHANA MAU
107	NORTH-2	UTTAR PRADESH	SIKANDARPUR
			INFRONT OF RAJ SHREE PALACE BELTHARA ROAD SIKANDARPUR BALLIA
108	NORTH-2	UTTAR PRADESH	MADHUBAN
			INFRONT OF UBI, UFRAULI, MADHUBAN, MAU MADHUBAN MAU
109	NORTH-2	UTTAR PRADESH	GHAZIPUR

			VARANASI TO GHAZIPUR ROAD MAIN MARKET NEAR TEHSIL GHAZIPUR
110	NORTH-2	UTTAR PRADESH	RASRA
			NEAR PRIVATE BUS STAND, NEAR RAMNATH JI KA HATA, RASRA, BALLIA
111	NORTH-2	UTTAR PRADESH	MAU
			HATTIMADARI, NEAR KOTWALI TOWARDS RAILWAY CROSSING
112	NORTH-2	UTTAR PRADESH	BALLIA
			MALL GODAM ROAD , NEAR RAILWAY STATION OPP UBI BALLIA
113	NORTH-2	UTTAR PRADESH	VARANASI
			SHOP NO.9, MINT HOUSE, NADESAR
114	NORTH-2	UTTAR PRADESH	BHATANI
			NEAR BEGAM JALALUDDIN GIRLS INTER COLLEGE MAIN ROAD HETIMPUR TO DEORIA BHATANI
115	NORTH-2	UTTAR PRADESH	KUBER NATH
			KUBER NATH PADRAUNA KUBER NATH ROAD NEAR RELIANCE TOWER KUSHINAGAR
116	NORTH-2	UTTAR PRADESH	LAR
			NEAR POLICE CHOWKI , OPP BUS STAND LAR TOWN , DISTT DEORIA
117	NORTH-2	UTTAR PRADESH	BHATPAR RANI
			BELPAR CHAURAHA BHATPAR RANI SALEMPUR ROAD DEORIA
118	NORTH-2	UTTAR PRADESH	SALEMPUR
			MAIN ROAD OPPOSITE POLICE STATION DEORIA
119	NORTH-2	UTTAR PRADESH	BARAHAJ
			SAHU KATRA, PAINA ROAD DEORIA
120	NORTH-2	UTTAR PRADESH	RUDRAPUR
			JAMUNI CHAURAHA NR BUS STAND DEORIA
121	NORTH-2	UTTAR PRADESH	GOLA BAZAR
			CHAND CHAURAHA BARHALGANJ ROAD FRT OF JILA SAHKAREE BANK GORAKHPUR
122	NORTH-2	UTTAR PRADESH	TARKULWA
			# 377, KASIA TO DEORIA ROAD, OPP. JAISWAL TRADERS,
123	NORTH-2	UTTAR PRADESH	KASYA
			MAIN ROAD ADJACENT TO PNB BANK
124	NORTH-2	UTTAR PRADESH	GORAKHPUR
			SHOP NO.22, ST. ANDREWS INTER COLLEGE SHOPPING COMPLEX
125	NORTH-2	UTTAR PRADESH	GORAKHPUR
			239/1-3 SHUKLA BHAWAN BETEHATA MAZARWALI GALI GORAKHPUR
126	NORTH-2	UTTAR PRADESH	AZAMGARH
			BUDHANPUR , BHILAMPUR CHAPARA, AZAMGARH
127	NORTH-2	UTTAR PRADESH	AKBARPUR

			INTFATGAJ ROAD,NEAR BUS STAND AKABARPUR
128	NORTH-2	UTTAR PRADESH	SARAIMEER
			MAIN ROAD SUPER MARKET SARAIMEER AZAMGARH
129	NORTH-2	UTTAR PRADESH	JAUNPUR
			SHAHGANJ ROAD MAIN MARKET KHETASARAI DISTT JAUNPUR
130	NORTH-2	UTTAR PRADESH	LALGANJ
			OPPOSITE TAHSIL LALGANJ AZAMGARH
131	NORTH-2	UTTAR PRADESH	JAUNPUR
			ALFASTEENGANJ NEAR CITY BOARD GATE STATION ROAD OPP KOTWALI
132	NORTH-2	UTTAR PRADESH	AZAMGARH
			DINDAYAL CHOWK NEAR ICICI BANK CIVIL LINES
133	NORTH-2	UTTAR PRADESH	SULTANPUR
			PUNJABI COLONY , SULTANPUR ALLAHABAD ROAD OPP JAMAL GATE
134	NORTH-2	UTTAR PRADESH	UTRAULA
			SHOP NO:1, HASEEN MARKET NEAR SARVA U.P. GRAMIN BANK, GONDA ROAD,TOWN: PEHAR BAZAR,CITY: UTRAULA, DISTRICT: BALRAMPUR
135	NORTH-2	UTTAR PRADESH	BHINGA
			SHOP NO. 1, SONI MARKET MOHALLA KALA KHATRI, OPP POWER HOUSE NEAR BEHRAICH BUS STOP, SHRAVASTI, U.P.
136	NORTH-2	UTTAR PRADESH	ITIATHOK
			SH 1 NAND MKT OPP PANCH MUKHI TEMPLE CHOWK RD MOH GOVIND BAGH
137	NORTH-2	UTTAR PRADESH	REHRA BAZAR
			SHOP NO-1 JANGA SHANKAR COMPLEX SADULA NAGAR CHORAHA UTTRAULA ROAD REHRA BAZAR
138	NORTH-2	UTTAR PRADESH	KHALILABAD
			MEDHAWAL ROAD NEAR RELIANCE TOWER MOTINAGAR SANTKABIR NAGAR
139	NORTH-2	UTTAR PRADESH	BARABANKI
			SHOP NO 19 SADIYA PLAZA NR DISTT HOSPITAL BEGAMGANJ ROAD BARABANKI
140	NORTH-2	UTTAR PRADESH	NAJIRPURA
			SHOP NO 1 1ST FLOOR C K TOWER NR GURUDWARA BAHRAICH
141	NORTH-2	UTTAR PRADESH	COLONELGANJ
			SHOP NO 1 KADRI MKT OPP GURUDWARA STATION ROAD GONDA
142	NORTH-2	UTTAR PRADESH	TULSIPUR
			NEAR DHARAM KANDA, STATION ROAD
143	NORTH-2	UTTAR PRADESH	BASTI
			NEAR SBI COURT AREA BESIDE BAJAJ SHOWROOM COMPANY BAGH
144	NORTH-2	UTTAR PRADESH	UTRAULA

			NATIONAL MARKET ASSAM ROAD CHAURAHA
145	NORTH-2	UTTAR PRADESH	UTRAULA
			HASIMPARA CHHITARPARA HASIMPARA UTRAULA
146	NORTH-2	UTTAR PRADESH	GONDA
			SHOP NO 1 , MEENA NAGAR SURCULAR ROAD NEAR FATIMA SCHOOL, GONDA
147	NORTH-2	UTTAR PRADESH	RAE BAREILLY
			PRATAP BHAVAN, 1ST FLOOR BUS STAND CHORAHA KACHERI ROAD RAI BARELI
148	NORTH-2	UTTAR PRADESH	LALGANJ
			PLOT NO. P/106, GURUBAKSH GANJ CHAURAHA, KARUNA BAZAR, LALGANJ
149	NORTH-2	UTTAR PRADESH	LUCKNOW
			37, CANTT ROAD, FI TOWER, SHOP NO 3, UPPER GROUND FLOOR,
150	NORTH-2	UTTAR PRADESH	BAREILLY
			244, SHAHDANA CHORAHA, SHOP NO 9, SAYEED MARKET, NEAR BARADARI POLICE STATION
151	NORTH-2	UTTAR PRADESH	MEERUT
			SHOP NO 7 GROUND FLOOR SURYA PLAZA HAPUR STAND CHOWK MEERUT
152	NORTH-2	UTTAR PRADESH	RAMPUR
			NR NAGAR PALIKA SAHBAD GATE ROAD RAMPUR
153	NORTH-2	UTTAR PRADESH	BIJNOR
			A-1 GITA NAGRI JUDGE CHOWK NR HOLY CHILD SCHOOL
154	NORTH-2	UTTAR PRADESH	NOIDA (UP)
			UNIT NO F3/22, 3RD FLOOR, PLOT NO D-6 WAVE SILVER TOWER SEC-18, NOIDA UP.
155	SOUTH	ANDHRA PRADESH	MOGALTUR
			D.NO. 18-101, NEAR MASJID CENTRE, MOGALTURU WEST GODAVARI
156	SOUTH	ANDHRA PRADESH	CUDDAPAH
			2/1107, HAJI SANAULLAH TOWERS NAGARAJUPET, CUDDAPAH
157	SOUTH	ANDHRA PRADESH	NARSAPURAM
			D.NO.11-1-2, PANJA CENTER
158	SOUTH	ANDHRA PRADESH	OBULAVARIPALLY
			D.NO. 10-13B, GADLA ROAD NEAR MRO OFFICE
159	SOUTH	ANDHRA PRADESH	KADIRI
			D.NO. 1-1114/1, BY PASS ROAD ANANTHAPUR ROAD
160	SOUTH	ANDHRA PRADESH	UNDI
			D NO 8 13 P P ROAD OPP HANUMAN STATUE
161	SOUTH	ANDHRA PRADESH	SAKINETIPALLI
			D NO 9 150 2 ANTERVEDI ROAD
162	SOUTH	ANDHRA PRADESH	TATIPAKA

			D NO 8 204 1 SRI LAKSHMI THEATER ROAD
163	SOUTH	ANDHRA PRADESH	AMALAPURAM
			D NO 7 1 2 HIGH SCHOOL ROAD NEAR Z P H SCHOOL
164	SOUTH	ANDHRA PRADESH	VEERAVASARAM
			D NO 3 234 P P ROAD OPP RAMALAYAM
165	SOUTH	ANDHRA PRADESH	PALKOL
			D NO 13 3 27 1 OPP RICE MILLERS CONVENT SRI RAMPET
166	SOUTH	ANDHRA PRADESH	TANUKU
			D.NO.25-4-15 NSC BOSE ROAD
167	SOUTH	ANDHRA PRADESH	RAZOLE
			D.NO.10-28,NEAR POLICE STATION RTC COMPLEX ROAD
168	SOUTH	ANDHRA PRADESH	WEST GODAVARI
			D NO 4 20 NR VENUGOPALA SWAMY TEMPLE MAIN ROAD KONITHIWADA WEST GODAVARI
169	SOUTH	ANDHRA PRADESH	RAVULAPALEM
			H NO 8 122 2 MANYAM COMPLEX RAVULAPALEM EAST GODAVARI
170	SOUTH	ANDHRA PRADESH	ANANTAPUR
			S.N.6, SAI SHREE ARCADE, DOOR NO. 3/675 SWERVE MP/288/26, W.NO. 3, GOPURAM ROAD
171	SOUTH	KARNATAKA	BANGALORE
			NO 70, FIRST FLOOR, 27TH CROSS 9TH MAIN ,4TH BLOCK JAYANAGAR, BANGALORE
172	SOUTH	KARNATAKA	BANGALORE
			NO.43, GROUND FLOOR, CASTLE STREET ASHOK NAGAR
173	SOUTH	KERALA	UPPALA
			NARAYAN TOWERS NEAR BUSSTAND UPPALA
174	SOUTH	KERALA	FORT KOCHI
			CC NO II 587H 1ST FLOOR ANWAR BUIDLING HOSPITAL ROAD KUNNUMPURAM
175	SOUTH	KERALA	KOTTAKKAL
			PANCHAYAT BUILDING FIRST FLOOR NEAR BUS STAND KOTTAKKAL
176	SOUTH	KERALA	VELLAYAMBALAM
			GANGOTHRI TC 9 684 6 VELLAYAMBALAM
177	SOUTH	KERALA	PATTAMBI
			FIVE STAR BUILDING GROUND FLOOR OPP SBT MAIN ROAD PATTAMBI
178	SOUTH	KERALA	KADAKKAL
			NO XVIII, 350MEENU PLAZA OPP ARAFA SCHOOL OF NURSING NILAMEL ROAD,NEAR BUS STAND KADAKKAL
179	SOUTH	KERALA	ALAPPUZHA
			XXIII/ 207 THAJ PLAZA, MAIN ROAD NEAR PVT BUS STAND KAYAMKULAM

180	SOUTH	KERALA	VARKALA SHOP NO 357, OPP VARKALA POLICE STATION NEAR JUMA MASJID, MAITHANAM, VARKALA
181	SOUTH	KERALA	KANHANGAD RAHMATH SHOPPING COMPLEX NEAR PETROL PUMP KOTTACHERY KANHANGAD 24
182	SOUTH	KERALA	KASARGOD KMCXXX 398 , MAC VEEN CENTRE OPP HP PUMP, NEAR OLD PRESS CLUB ROAD, M G ROAD
183	SOUTH	KERALA	THALASSERY 12/1246 N, 1 FLOOR, ACHOOTY ARCADE, NEAR NEW BUS STAND , NARANGAPURAM
184	SOUTH	KERALA	ERNAKULAM 39/1939 B 1ST FLOOR NABEEL PLAZA NEAR MEDICAL TRUST HOSPITAL ,PALLIMUKKU, MG ROAD
185	SOUTH	KERALA	COCHIN 1&2, FIRST FLOOR, PENTA ESTATE, JANATHA JUNCTION PALARIVATTOM
186	SOUTH	KERALA	POLAYATHODE WARD NO 10 952 POLAYATHODE
187	SOUTH	KERALA	KOYILANDI PEE PEES COMPLEX NEAR NEW BUS STAND I FLOOR ROOM NO 18 530 R KOYILANDY
188	SOUTH	TAMIL NADU	CAMP ROAD 2 MURTHY COMPLEX BARATHI SCHOOL CAMP ROAD
189	SOUTH	TAMIL NADU	PERAVALLUR NO 170 S R P COLONY PAPER MILLS ROAD
190	SOUTH	TAMIL NADU	ALWARTHIRUNAGAR NO.1, ARCOT ROAD, I'ST FLOOR, ALWARTHIRUNAGAR
191	SOUTH	TAMIL NADU	ANNA NAGAR W-115/A(BASEMENT), AL COMPLEX, THIRD AVENUE, ANNANAGAR EAST
192	SOUTH	TAMIL NADU	ANNAVASAL # 18 / 5 M M Y COMPLEX VIRALIMALAI MAIN ROAD,ANNAVASAL
193	SOUTH	TAMIL NADU	NAGUDI 3/68 , PERAVOORANI ROAD ARANTHANGI TALUK NAGUDI
194	SOUTH	TAMIL NADU	PUDUVAYAL NO 240 ARANTHANGI MAIN ROAD NEAR METTUKADAI BUS STOP HAMSAL COMPLEX
195	SOUTH	TAMIL NADU	JAYAMKONDAN NO 54 3 R G S COMPLEX FIRST FLOOR OPP TO COURT COMPLEX KUTCHERRY ROAD
196	SOUTH	TAMIL NADU	TRICHY

			NO.7, 1ST FLOOR, PUTHUR HIGH ROAD BISHOP HEBER H.S.S.SHOPPING COMPLX
197	SOUTH	TAMIL NADU	MANALMELGUDI
			NO. 1360, BAGYA COMPLEX, ECR ROAD, MANAMELKUDI
198	SOUTH	TAMIL NADU	MANAMADURAI
			NO 42 KUNDURAYAR STREET NEAR TATA INDICOM SHOW ROOM SARVAM TEORUMAL
199	SOUTH	TAMIL NADU	ARIYALUR
			NO. 60 / 1 / 13, VELLALAR STREET OPP TO MEYYAPPA CHETTIAR JEWELLERY
200	SOUTH	TAMIL NADU	ARANTHANGI
			63, VIJAY TOWER, OPP. TO EXCEL THEATRE PATTUKOTTAI ROAD, ARANTHANGI
201	SOUTH	TAMIL NADU	SIVAGANGAI
			NO 412 GANDHI ROAD OPPOSITE TO IBP PETROL BUNK
202	SOUTH	TAMIL NADU	DEVAKOTTAI
			41/7, TIRUPATTUR ROAD NEAR BUS STAND
203	SOUTH	TAMIL NADU	KARAIKUDI
			315/2, 1ST FLR, VAGANAM PATTARAI SEKALAI RD
204	SOUTH	TAMIL NADU	PUDUKOTTAI
			DHEEN TOWER, T.S. NO. 845 EAST RAJA ST, BRINDHAVANAM
205	SOUTH	TAMIL NADU	AVUDAIYARKOIL
			3 116 SUNDARAM IYER CPLX MIMISAL RD OPP UNION OFFICE AVUDAYARKOVIL
206	SOUTH	TAMIL NADU	V.KALLATHUR
			2 128 BIG BAZAR STREET VEPPANTHATTAI TAULK
207	SOUTH	TAMIL NADU	PUDUPATTI
			KANNUDAIYAR COMPLEX ARIMALAM PUDUKOTTAI MAIN ROAD PUDHUPATTI
208	SOUTH	TAMIL NADU	ARIMALAM
			9/15 PUTHUVAYAL EMBAL ROAD
209	SOUTH	TAMIL NADU	KEERANUR
			NO 19 MAIN ROAD KEERANUR
210	SOUTH	TAMIL NADU	ARASARKULAM
			364 5MAMADHARSHADSABIKACOMPLEX MAIN RD CHINNAPALLIVASAL STREET ARASARKULAM
211	SOUTH	TAMIL NADU	UDAYARPALAYAM
			NO 27 KOTTAIVASAL KEEZHAVEETHI UDAYARPALAYAM
212	SOUTH	TAMIL NADU	TITAGUDI
			21 PERIYAR STREET OPP TO PWD OFFICE
213	SOUTH	TAMIL NADU	VEPPUR
			57/3, TRICHY MAIN ROAD, OPP TO BUS STAND
214	SOUTH	TAMIL NADU	PORTINOVA

			MAH COMPLEX,SHOP NO.3 25/39,KEERAIKARA STREET
215	SOUTH	TAMIL NADU	CUDDALORE - OT 21G/4, SANKARAN STREET NEAR SIVAN TEMPLE
216	SOUTH	TAMIL NADU	CUDDALORE - NT 197, NETHAJI ROAD MANJAKUPPAM
217	SOUTH	TAMIL NADU	SIRKALI- 1 82, RAILWAY ROAD, NEW NO 30 MENAKA TOWER
218	SOUTH	TAMIL NADU	MAYILADUTHURAI NO. 16/A, CUTCHERY ROAD SRIDHARAN COMPLEX
219	SOUTH	TAMIL NADU	VIRUDACHALAM VIJAY LODGE, 1ST FLR NO. 90/195, JUNCTION RD, OPP. BUS STAND
220	SOUTH	TAMIL NADU	NAGAPATINAM NO. 10, NEELA WEST ST GROUND FLR
221	SOUTH	TAMIL NADU	THIRUMULLAIVASAL 3/32 B ,VELLALAR STEET, (OPP-TO IOB) THIRUMULLAIVASAL,SIRKALI
222	SOUTH	TAMIL NADU	PUTHUPATTINAM 153,MAIN ROAD PUDHUPATTINAM
223	SOUTH	TAMIL NADU	SIRKALI - 2 NO113 NORTH CAR STREET SIRKALI NAGAPATINAM DIST
224	SOUTH	TAMIL NADU	PONDICHERRY 85, MISSION STREET PONDICHERRY OPP TO NILGIRLIS SUPER MARKET
225	SOUTH	TAMIL NADU	DHARASURAM OLD NO 89, NEW NO 29 KADAI THERU DHARASURAM, KUMBAKONAM
226	SOUTH	TAMIL NADU	SWAMIMALAI 72/129 , NORTH STREET SWAMIMALAI
227	SOUTH	TAMIL NADU	THIRUPANATHAL "HAJA COMPLEX", NO. 71 MAIN ROAD
228	SOUTH	TAMIL NADU	NACHIYARKOIL 3 / 22A / 5 MAHABOOB COMPLEX NEAR G H & JOLLY VIDEOS, NEW BAZAAR ST
229	SOUTH	TAMIL NADU	ADIRAMAPATTINAM NO 88 4 AND 5 MULLAI BUILDING PERIYATHAIKAL ROAD KANNAN
230	SOUTH	TAMIL NADU	PAPANASAM NO. 60, SALIYAMANGALAM ROAD PAPANASAM TALUK
231	SOUTH	TAMIL NADU	AYYAMPETTAI NO.141/257, MAIN ROAD AYYAMPET
232	SOUTH	TAMIL NADU	MANARGUDI 57 VINOBAJI STREET N.S.A THIRUMANA MANDAPAM MAADI ILL MANNARGUDI P.O
233	SOUTH	TAMIL NADU	KODAIVASAL 39 SUNNAMBU PALAYAM MAIN ROAD BAZAAR STREET

234	SOUTH	TAMIL NADU	ADUTHURAI 192,B, MAIN ROAD NEAR HP PETROL BUNK, ADUTHURAI
235	SOUTH	TAMIL NADU	THIRUVARUR 2, SOUTH MAIN STREET
236	SOUTH	TAMIL NADU	KUMBAKONAM -1 RAHIM & RAHIMA COMPLEX, GROUND & 1ST FLR NO. 38, KAMARAJ RD
237	SOUTH	TAMIL NADU	THIRUVAIYUR NO.6 AKILAN COMPLEXS NO 6 ODADURAI STREET NEAR THIRUVAIYARU BUS STAND
238	SOUTH	TAMIL NADU	THAMRANKOTTAI 770 KEELAKADU THAMARANKOTTAI
239	SOUTH	TAMIL NADU	PAPANADU R R COMPLEX MAIN ROAD OPP POLICE STATION
240	SOUTH	TAMIL NADU	PARAVAIKOTAI NO 2 59 NORTH MAIN ROAD PARAVAKOTTAI MANNARGUDI (TK)
241	SOUTH	TAMIL NADU	POONTHOTAM 1019 A CHINNA MILL STREET NANNILAM POONTHOTTAM
242	SOUTH	TAMIL NADU	KOLUMANGUDI NO 183 1TIRUVARUR MAIN ROAD KADUVANKUDI PO NANNILAK
243	SOUTH	TAMIL NADU	MALLIPATTINAM 1 141 UMAR PULAVAR STREET MALLIPATINAM PUDUKOTTAI DIST
244	SOUTH	TAMIL NADU	PANATHANALLUR 2 403 SIVA SOUTH STREET MAIN ROAD OPP INDIAN BANK
245	SOUTH	TAMIL NADU	MADUKUR NO 314 A10 K R A SHOPPING MALL MUKKUTTU SALAI
246	SOUTH	TAMIL NADU	THANJAVUR NO. 1308, GADERAO TOWER SOUTH MAIN STREET
247	SOUTH	TAMIL NADU	PARAMAKUDI 4/96, RAJAJI ST GANDHIJI ROAD NEAR MUTHALAMMAN KOVIL
248	SOUTH	TAMIL NADU	RAMANATHAPURAM NO. 1/189, RAILWAY FEEDER RD 1ST FLR, NEAR BUS STAND OPP TO IOB BANK AMRAN OPTICALS UPSTAIRS
249	SOUTH	TAMIL NADU	MADURAI 17 - B KALPALAM ROAD GORIPALAYAM, SUPER TAILOR UPSTAIRS
250	SOUTH	TAMIL NADU	MELAPALAYAM NEW NO 13, OLD NO 5A, BAZAAR THIDAL
251	SOUTH	TAMIL NADU	COIMBATORE #1346 THADAGAM ROAD NEAR VELMURUGAN PETROL BUNK LOWELY ROAD
252	SOUTH	TAMIL NADU	KACHIRAPALAYAM

			KOMUGI DAM ROAD VADAKANANDAL KALLAKURICHI
253	SOUTH	TAMIL NADU	VILLUPURAM 150 T V K STREET OPP TO POLICE STATION
254	SOUTH	TAMIL NADU	ULUNDURPETTAI NO.96 MAIN ROAD, 1 ST FLOOR OPP TO BUS STAND
255	SOUTH	TAMIL NADU	KOONIMEDU 225, ECR ROAD, NEAR MOSQUE
256	SOUTH	TAMIL NADU	SALEM 203 / 8, OMALUR MAIN ROAD R. P. R COMPLEX , FOUR ROADS
257	SOUTH	TAMIL NADU	THIRUKOVILOOR 14G,GUNA COMPLEX,F.F,2ND SHOP,SEVALAI AND UNION OFFICE ROAD, 5 CROSS CORNER
258	SOUTH	TAMIL NADU	THIRUVANAMALAI 77/1B MAIN ROAD FIRST FLOOR
259	SOUTH	TAMIL NADU	KALLAKURUCHI -1 AKPS BUILDING. 1 ST FLR CUTCHERY RD, OPP. TO BUS STAND
260	SOUTH	TAMIL NADU	KRISHNAGIRI 48206 BABA COMPLEX LONDONPET NEAR BSNL OFFICE KRISHNAGIRI
261	SOUTH	TELANGANA	SIRSILLA D.NO.7-6-31 GANDHI CHOWK
262	SOUTH	TELANGANA	NIZAMABAD 5 6 687 3 HOTEL VAMSHI INTERNATIONAL PULLONG X ROAD PRAGATHI NAGAR
263	SOUTH	TELANGANA	HYDERABAD 5&6 UPPER GROUND FLOOR, LIBERTY PLAZA, HIMAYATH NAGAR,
264	SOUTH	TELANGANA	SIRCILLA 8-1-66 GANDHI ROAD ANNAPURNA COMPLEX SIRCILLA
265	SOUTH	TELANGANA	KARIM NAGAR # 2-8-255, PADMANAYAKA HOSTAL ROAD, MUKRAMPURA, KARIMNAGAR
266	SOUTH	TELANGANA	SERILINGAM PALLY 2-38/A GUTTALABEGUMPET MADHAPUR RANGAREDDY SRILINGAMPALLE
267	WEST	GUJARAT	AHMEDABAD SHOP NO. 5, GROUND LEVEL, PRAMUKH PALACE, JAI HIND CROSS ROADS,MANINAGAR, AHMEDABAD
268	WEST	GUJARAT	VADODARA G 20 P THE EMPEROR FATEHGUNJ MAIN ROAD
269	WEST	GUJARAT	NADIAD 10, MC SHOPPING CENTRE, OPP. PARAS CINEMA, NATPUR FOUNTAIN,
270	WEST	GUJARAT	AHMEDABAD

			7, KRISHNA TOWER, SACHIN TOWER, OPP. I.O.C. PETROL PUMP, ANAND NAGAR, 100 FT. RING ROAD,
271	WEST	GUJARAT	AHMEDABAD
			103, AMBALAL AVENUE, OF T.P.3, NAVARANGPURA
272	WEST	GUJARAT	RAJKOT
			U32 NEPTUNE TOWER OPP JALRAM PETROL PUMP
273	WEST	GUJARAT	SURAT
			H.NO.3/4222, BARANPURI BHAGAL, BUNDELAWAD, SURAT
274	WEST	MADHYA PRADESH	JABALPUR
			10, NARMADA PLAZA BLOOM CHOUK ,SHATRI BRIDGE JABALPUR (M.P.).
275	WEST	MADHYA PRADESH	BHOPAL
			G 6, PANDIT DINDAYAL PARISHER, BJP ESTATE, E-2 ARERA COLONY, INFRONT OF HABIBGANJ RAILWAY STATION BHOPAL
276	WEST	MADHYA PRADESH	INDORE
			U G-1 ROYAL RATAN TOWER, 7 M.GANDHI MARG
277	WEST	MAHARASHTRA	WEST MUMBAI
			50/1494BMC COLONY,NEAR HOLYANGELS SCHOOL GATE NO. 6;MALWANI MALAD
278	WEST	MAHARASHTRA	KAUSA
			SHOP NO-2 MOTI PUSHPA APARTMENT THAKUR PADA NEAR PINTYABANGLOW, MUMBRA 400612
279	WEST	MAHARASHTRA	TROMBAY
			SAHARKAR BAUG,PAILI PADA TROMBAY ROAD OPP BMC HOSPITAL TROMBAY (MUMBAI) TROMBAY 400088
280	WEST	MAHARASHTRA	ANAND NAGAR
			SHOP NO.3, G F,S.K.ARCADE, ANAND TALKIES, GAIBI NAGAR,
281	WEST	MAHARASHTRA	MAHARASHTRA
			SHOPNO 1H NO 29 NAYAPURA BIKUCHOWK NASHIK MILEGAON
282	WEST	MAHARASHTRA	MUMBRA
			SHOP 6, G.F, B-WING ROYAL GARDEN KAUSA MUMBRA
283	WEST	MAHARASHTRA	BHIWANDI
			H NO 450 A, GROUND FLOOR, SHOP NO 1 ASHOKNAGAR NEAR SHANTINAGAR POLICE STATION
284	WEST	MAHARASHTRA	AURANGABAD
			SHOP NO 2 PATEL MANZIL OP BMC BANK JUNA BAZAR AURANGABAD
285	WEST	MAHARASHTRA	ANDHERI EAST
			OFFICE NO.8, CHINTAMANI PLAZA, GR FLOOR, NEAR CINE MAGIC, ANDHERI KURLA ROAD, OPP. GERMAN REMEDIES, ANDHERI
286	WEST	MAHARASHTRA	MUMBAI

			A4 , GROUND FLOOR , MASIHA CHS PK NAGAR , 90 FEET ROAD , DHARAVI
287	WEST	MAHARASHTRA	LODHA ROAD SHOP NO 04 SARYU SANGEET CHS LTD OPP SITA PARK LODHA ROAD NAYANAGAR MIRAROAD EAST THANE
288	WEST	MAHARASHTRA	MUMBAI SHOP NO 8 CHAWL NO 1 PARK SIDE COLONY NR ST STAND VIKROLI W
289	WEST	MAHARASHTRA	DIWAN SHAH SHOP NO 2 KOTWAL BUILDING DARGAH ROAD DLWANSHAH BHIWANDI
290	WEST	MAHARASHTRA	MUMBAI SNO.6 GULRAJ TOWER, KURLA JAYHIND BUDDHA VIKAS CHS JAGRUTI NAGAR KURLA EAST
291	WEST	MAHARASHTRA	MIRA ROAD 002 ASMITA MEGHNA OPP ASMITA CLUB STN ROAD MIRA ROAD EAST THANE
292	WEST	MAHARASHTRA	MUMBRA SHOP NO 10A AMIR APARTMENT OPP DOST APARTMENT MUMBRA THANE
293	WEST	MAHARASHTRA	ANDHERI EAST 502, SAMARPAN, NEW LINK ROAD, OPP. SATAM WADI,CHAKALA ANDHERI EAST, MUMBAI-400063
294	WEST	MAHARASHTRA	KURLA KANAKIA ZILLION, UNIT 303, 3RD FLOOR LBS MARG JUNCTION CST ROAD KURLA
295	WEST	MAHARASHTRA	KHED RATNAGIRI SHOP NO 25 JAGANATH COMPLEX NEXT TO ST STAND KHED
296	WEST	MAHARASHTRA	MAHAD SUMITRA BHAWAN 624 2 SAREKARALI POST
297	WEST	MAHARASHTRA	MAHSLA BILAL BUILDING,BORLI ROAD, NR,AUTO STAND,
298	WEST	MAHARASHTRA	FAMILY MALL HOUSENO 83 SHOP NO 2 FAMILY MALL NAGAR PANCHAYAT
299	WEST	MAHARASHTRA	SHRIVARDHAN H NO 682 BLOCK NO 1 IYER MOHALLA BAZAR PETH
300	WEST	MAHARASHTRA	CHIPLUN RANGOBA SABLE MARG, NEAR PEDNEKAR JEWELLERS, BAZARPETH
301	WEST	MAHARASHTRA	MANGAON SAKINA MARIYM COMPLEX SHOP NO 3 MORBA ROAD MANGAON RAIGAD
302	WEST	MAHARASHTRA	DAPOLI VALID COMPLEX SHOP NO 7, OPP S T STAND
303	WEST	MAHARASHTRA	DAPOLI

SP NO 4 MADINA MASJID KADAMI
HASANPURA BAZARPETH HARNEYAT
POST HARNEY RATNAGIRI

NOTICE

NOTICE is hereby given that 32nd Annual General Meeting of the shareholders of M/s Paul Merchants Limited will be held on Wednesday, the 28th day of September, 2016 at 12.00 Noon at the Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements for the Financial year ended 31st March 2016 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, 2016 and the Report of the Auditors thereon.
3. To appoint a Director in place of Sh. Rajneesh Bansal (DIN 00077230) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of 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 Second 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 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 33rd Annual General Meeting of the Company to be held in the year 2017, 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 Section 196, 197, 198 and all other applicable Provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act (including any Statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to appointment of Mr. Dharam Pal Sharma (DIN 07284332) as Whole Time Director of the company, liable to retire by rotation, to hold office for a term upto 31st March, 2020 on following remuneration w.e.f. 09-11-2015:-

1. Annual Remuneration - Rs. 5,70,000/- (Rupees Five Lakh Seventy thousand Only)
2. Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972

And payment of Fixed Monthly Incentive of Rs. 7,000/- per Month w.e.f. 01.04.2016.

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 Board of Directors of the Company be and is hereby authorized to vary, alter or modify the terms of above remuneration as may be agreed to by the Board of Directors and Mr. Dharam Pal Sharma (DIN 07284332) from time to time.”

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 28-09-2015 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. Rajneesh Bansal (DIN 00077230), Executive Director of the Company w.e.f. 01-04-2016 as given below:-

- a. Monthly Salary of Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only).
- b. Commission upto 2% of the Net Profits of the Company earned during a financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board subject to the overall limits as provided in Companies Act, 2013.
- c. Monthly Rent Free accommodation valued at Rs.1,62,000/- with an annual increase of 8 % plus water and electricity in the said house

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Rajneesh Bansal (DIN 00077230) 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 Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors or Board Committee and Mr. Rajneesh Bansal (DIN 00077230) subject to the provisions of all applicable Laws.”

Place: Chandigarh
Date: August 11, 2016

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 32nd 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, 2E/21, 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) The Securities and Exchange Board of India has notified that 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 2015-16 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 2015-16 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 32nd Annual General Meeting and the Annual Report 2015-16 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
- (11) In case any Member has any query relating to the Annual Accounts he/she is requested to send the same to the Company Secretary 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. Till date the Company has unclaimed and unpaid dividend amount pertaining to dividends declared for the financial year 2009-10, 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 up to the financial year 2012-13 and updated upto the date of 31st AGM held on 28-09-2015 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)
2009-2010	10.03.2010	07.04.2010	15	1.50	30-Apr-2017
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 economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting
- (14) In terms of Section 152 of the Companies Act, 2013, Sh. Rajneesh Bansal, (DIN - 00077230) and 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. Dharam Pal Sharma (DIN 07284332) is expiring on this ensuing AGM as he was appointed as an additional director on 09-11-2015 by the Board and a Member of the Company has proposed his candidature for the appointment as Whole Time 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 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 22-09-2016 to 28-09-2016 (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/Ballot, 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.
 - 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 have cast his/ her/ its vote through remote e-voting, may participate in the 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, 2016 and ends on 05:00 p.m. (IST) on September 27, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2016 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. Madhur Jain, Practising Company Secretary (Membership No. ACS NO 29111 and CP No. 14745), H.NO 223, Sector-7, Urban Estate, Ambala City (HR)-134003 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, 2016.
 - h. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

- i. The remote e-voting facility will be available during the following period after which the evoting portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on September 25, 2016
End of remote e-voting	05:00 p.m. (IST) on September 27, 2016

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

IN CASE OF MEMBERS RECEIVING AN E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on Login.
- (v) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vi) If you are a first time user, follow the steps given below.

Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the Electronic Voting Sequence Number (EVSN) for the Company "Paul Merchants Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

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

In case of members receiving the physical copy:

- (A) Please follow all steps listed above to cast vote.
- (B) The voting period begins on 09:00 a.m. (IST) on September 25, 2016 and ends on 05:00 p.m. (IST) on September 27, 2016
- (C) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21-09-2016 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. 21-09-2016, may obtain the login id and sequence number by sending a request to RTA of the Company M/s Alankit Assignments Ltd, 2E/21, Jhandewalan Extn. New Delhi- 110055 (India) 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 0172-5041760 or Fax 0172-5041713 or 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 21-09-2016
- (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 11, 2016

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 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 and the Articles of Association of the Company, appointed Shri Dharam Pal Sharma (07284332) as Additional Director of the Company designated as Whole Time Director with effect from 09-11-2015. The Board had fixed the remuneration of Shri Dharam Pal Sharma as given below:-

1. Annual Remuneration-Rs. 5,70,000/- (Rupees Five Lakh Seventy thousand Only)
2. Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.
3. Gratuity as per the Payment Of Gratuity Act, 1972

In addition to the above, the Board allowed a Fixed Monthly Incentive of Rs. 7,000/- per Month w.e.f. 01.04.2016.

Shri Dharam Pal Sharma may resign from his office subject to One month notice.

As per the requirements of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Whole Time Directors and fixation/increase/change in their remuneration is to be made with approval of the Shareholders in the General Meeting. Therefore, the appointment of Shri Dharam Pal Sharma as Whole Time Director of the Company and fixation of his salary as narrated above is subject to approval of the Members of the Company. Therefore your Directors recommend the Resolution set out at Item no. 6 to be passed as Special Resolution.

The Nomination and Remuneration Committee of the Board in its meeting held on 06-11-2015 had considered and recommended the aforesaid appointment of Shri Dharam Pal Sharma to the Board for their approval. The Committee had also reviewed and recommended the remuneration of Shri Dharam Pal Sharma as above.

In terms of the provisions of Section 161 (1) of the Act, Shri Dharam Pal Sharma 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 Dharam Pal Sharma for the office of Director of the Company.

Shri Dharam Pal Sharma 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.

Brief resume of Shri Dharam Pal Sharma, 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 Clause 36 (3) of the SEBI (LODR) Regulations, 2015, is provided as an Annexure to this Notice.

Keeping in view his vast expertise and knowledge, it will be in the interests of the Company that Shri Dharam Pal Sharma is appointed as Whole Time Director of the Company.

Copy of the draft letter of appointment of Shri Dharam Pal Sharma as Whole Time Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

The nature of the concern or interest of Mr Dharam Pal Sharma, Whole-time Director, is that the above Resolution pertains to his appointment as Whole Time Director with the Company and he will be receiving the remuneration as stated therein, if approved by the Members. None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way,

concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except the appointee Director.

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

ITEM NO. 7

Mr. Rajneesh Bansal (DIN 00077230), Executive Director of the Company was appointed as such by Members of the Company in their Annual General Meeting held on 28-09-2015 on a remuneration, which included monthly rent free accommodation valued @ Rs. 1,50,000/- per month. For the reason that the rent for the house allotted to Mr Rajneesh Bansal got increased to Rs. 1,62,000/-, the remuneration of Mr Rajneesh Bansal also got enhanced with the equal amount. As such, 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, approved revised remuneration of Mr. Rajneesh Bansal subject to approval of shareholders, taking into account the increase in the valuation of rent free accommodation provided to him.

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 approval of the Members Shareholders in the General Meeting. The said revision in the remuneration of Mr. Rajneesh Bansal (DIN 00077230), Executive Director w.e.f. 01-04-2016 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.

The Director Mr. Rajneesh Bansal (DIN 00077230) holding 149746 shares in the Company himself, Mr. Sat Paul Bansal (DIN 00077499) holding 201100 shares in the Company, Mrs. Sarita Rani Bansal (DIN 00094504) holding 144500 shares in the Company and Mr. Sandeep Bansal (DIN 00094391) holding 144507 shares in the Company should be treated as interested Directors in this resolution as members of the family of Mr. Rajneesh Bansal. No other 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, if any.

Place: Chandigarh
Date: August 11, 2016

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	Mr. Rajneesh Bansal
Date of Original Appointment:	27.02.1999
Date of Birth, Age	27.07.1974, 42 Years
Designation	Executive Director

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

Expertise in Specific Functional Area:

Leadership skill, tact and initiative in Finance, New product lines, IT integration of business model and infra structure development. Displayed exceptional financial prowess in developing the Forex and Travel verticals of the Company in conjunction with the company's goals & objectives.

Terms and Conditions for re-appointment:

Term:- He has been serving the Board as Executive Director of the Company for a term of 5 years commencing from 01.04.2015 and ending with 31.03.2020.
He is liable to retire by rotation.

Remuneration: - W.e.f. 01-04-2016, his remuneration is as follows:-

- Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month w.e.f. 01-04-2015.
- Commission upto 2% of the Net Profits of the Company earned during a financial year based upon his performance as decided by the Nomination and Remuneration Committee of the Board subject to the overall limits as provided in Companies Act, 2013.
- Monthly Rent Free accommodation valued at Rs.1,62,000/- with an annual increase of 8 % plus water and electricity in the said house

Qualification: MBA

List of other Directorships:

- Paul Overseas Pvt. Ltd.
- Paul Energy Projects Pvt. Ltd.
- Paul Excursions Pvt. Ltd.
- Paul Fast Remit Pvt. Ltd.
- Talk More Communications Pvt. Ltd.
- Paul Fincap Pvt. Ltd.
- PML Holidays Pvt. Ltd.
- All India Association of Authorized Money Changers and Money Transfer Agents

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

- Member of Executive Committee
- Member of Stakeholders Relationship Committee
- Member 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 149746 Equity shares in his name representing

14.566 % of total paid up capital.

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

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

Justification for re-appointment:

Mr. Rajneesh Bansal has over 17 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Director, he lends inputs in Forex & Travel Divisions, third party products of the Company. He is also involved in overall strategy, management & operation of International Money Transfer Business of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board.

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

Name of Director	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 around 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 was re-designated as Non-Executive Director by the Board in its Meeting held on 09.11.2015. As such, she is serving as an ordinary director on the board of directors of the Company since then.

Her office is liable to retire by rotation

Remuneration: - W.e.f. 01-10-2015, 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. Dharam Pal Sharma
Date of Original Appointment:	09-11-2015
Date of Birth, Age	04-10-1954, 61 Years
Designation	Whole Time Director

Mr. Dharam Pal Sharma, who is holding the office upto the date of the ensuing Annual General Meeting, is proposed to be appointed as the regular Whole Time Director of the Company in the ensuing Annual General Meeting.

Expertise in Specific Functional Area:

Worked with Reserve Bank of India for more than 35 years & retired as General Manager in October, 2014. While working with RBI, served in key areas such as Banking Supervision, Foreign Exchange Management and Human Resource Development. He also served as Administrator (Head) in international training program, Pune which is the training centre jointly run by International Monetary Fund (IMF) and RBI.

Terms and Conditions for re-appointment:

Term:- He was appointed on 09-11-2015 as an additional Director designated as Whole time Director. He is proposed to be appointed as regular Whole time Director of the Company till 31-03-2019. He will be liable to retire by rotation.

Remuneration: - The Board had fixed his remuneration w.e.f. 09-11-2015 as:-

Annual Remuneration = 5,70,000/-

Annual Performance bonus up to : Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board.

The Board has further allowed a fixed monthly incentive of Rs. 7,000/- per month w.e.f. 01-04-2016.

Remuneration last drawn: - At the rate of Rs. 5,70,000/- per Annum in the FY 2015-16.

Qualification: M.A. (Economics), Certified Associate of Indian Institute of Bankers (Part)

Diploma in Office Organization, Diploma in Business Management

List of other Directorships: NIL

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

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

Shareholding in the Company as on

the date of this report: Holding Nil Equity shares in his name or in the name of his relatives.

No other person is holding any shares in the Company on his behalf on beneficial basis.

Relationship:- Mr. Dharam Pal Sharma is not related to any Director, Manager or Key Managerial Personnel of the Company.

No. of Meetings of Board attended during the year – 2

Justification for re-appointment:

Mr. Dharam Pal Sharma has over 35 years of diverse experience while working with Reserve Bank of India and his experience of working in the departments like Foreign Exchange Management and Human Resource Development is very much in line with the activities of the Company. As such, 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 32nd Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS :-

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

Particulars	2015-16 (Amount in Rs.)	2014-15 (Amount in Rs.)
Gross Income	2468,69,48,116	2167,18,51,504
Profit Before Interest and Depreciation	37,21,54,691	30,02,53,148
Interest	2,87,10,550	2,98,47,798
Gross Profit	34,34,44,141	27,04,05,350
Provision for Depreciation	2,82,47,542	2,90,09,118
Net Profit Before Tax	31,51,96,599	24,13,96,232
Provision for Tax	11,24,46,687	8,73,80,299
Deferred Tax	(14,41,740)	(46,05,279)
Net Profit After Tax	20,41,91,652	15,86,21,212
Balance of Surplus brought forward	117,37,48,942	101,51,27,730
Balance available for appropriation	137,57,04,380.15	117,37,48,942
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	137,79,40,594	1,17,87,88,942

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. 113,55,36,676/-, from Foreign Exchange Services stood at Rs. 2294,86,55,651/- and from Tours & Travel Segment stood at Rs. 45,81,86,330/-. The Profit before tax stood at Rs. 31,51,96,599/- and Profit after tax stood at Rs. 20,41,91,652/-. For further details, kindly refer to Management Discussion & Analysis Report **Annexure D-3** and Corporate Governance Report which forms part of this report.

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. 20,41,91,651.64/- has been transferred to Profit and Loss Surplus account, which appears under the head "Reserves and Surplus." No amount has been transferred to any 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. Rajneesh Bansal (DIN 00077230), Directors of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Dharam Pal Sharma (DIN 07284332) had been appointed as Whole Time Director subject to approval of Members, designated as Designated Director of the Company by the Board of Directors. He holds office upto the date of the ensuing Annual General Meeting and is proposed to be appointed as regular Whole Time Director by the Members. His remuneration w.e.f. 09-11-2015 was fixed @ Annual Remuneration-Rs. 5,70,000/- (Rupees Five Lakh Seventy thousand Only), Annual Performance bonus up to Rs. 20,000/- as decided by the Nomination and Remuneration Committee of the Board, Gratuity as per the Payment Of Gratuity Act, 1972 subject to the overall limits as provided in Companies Act, 2013. Further Fixed Monthly Incentive of Rs. 7,000/- per Month was allowed to him by the Board w.e.f. 01.04.2016. The Company has received requisite notice and deposit in writing from a Member proposing him for appointment as While Time Director.

In the opinion of the Board, Mr. Dharam Pal Sharma (DIN 07284332) fulfill the conditions for his appointment as Whole Time Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, 2016

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.

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 Committee for implementation of said policy. During the year 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

There are no 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 guidelines as laid out in the listing agreement/ 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, Report on Corporate Governance is annexed herewith and forms a part of this Annual Report.

A Compliance Certificate from Mr. Sanjeev Sharma, a practicing Company Secretary 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) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

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, KMP and other employees is attached as **Annexure D-2**, 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/ KMP/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 2015-16 comes to Rs. 46,67,504/-

Commission paid to Mr. Rajneesh Bansal, the Executive Director of the Company for the Financial Year 2015-16 comes to Rs. 46,67,504/-

Commission paid to Mrs. Sarita Rani Bansal, who remained Whole Time Director of the Company till 09-11-2015 for the Financial Year 2015-16 comes to Rs. 11,66,876/-

NUMBER OF MEETINGS OF BOARD

During the year 2015-16, 4 (Four) Board Meetings were held and 1 (One) Independent Directors meeting was held on 11.02.2016. The dates on which the Board Meetings were held are 22.05.2015, 13.08.2015, 09.11.2015 & 11.02.2016. 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 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 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 Independent Directors had met separately on 11.02.2016 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 performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it is determined whether to extend or continue their term of appointment, whenever the respective term expires.

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 your 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 Annual General Meeting.

The Auditors' Report being self-explanatory require no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2015-16.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Vishal Arora (FCS 4566), a Company Secretary in practice having CP no. 3645, was appointed as Secretarial Auditor of the Company for the financial year 2015-16 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 remarks by the Secretarial Auditors in the Report issued by them for the financial year 2015-16 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.

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.

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 29.424 % 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. 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 2015-16 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.

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, 2016 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, 2016 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, 2016:-

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

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, 2016:

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.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on March 31, 2016 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 as at end of the Financial Year 2015-16 are attached as **Annexure D-9** which forms part of this report.

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 with Board approval. 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. 32 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 annexed herewith. The Vigil Mechanism cum Whistle Blower Policy is also available on the Company's website <http://paulmerchants.net/Vigil%20Mechanism.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

The Company continued with its drive to institutionalise and upgrade its HR processes, to help build a more robust workforce capable of managing dynamic and growing business needs. In particular, it focused on improving its processes related to Integrated Development, Performance Management and Succession Planning. 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.

LISTING AND LISTING AGREEMENT :-

The equity shares of the company are listed on the BSE Ltd (BSE). During the year, Company executed Uniform Listing Agreement in accordance with the requirements of SEBI circular DCS/COMP/12/2015-16 dated October 13, 2015, with BSE Limited.

The Company formulated 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 2016-2017 to the BSE Ltd.

INSIDER TRADING:

The Board of Directors of the Company have adopted The Code Of Conduct For Prevention Of Insider Trading 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.

CEO/CFO CERTIFICATION

In accordance with the Regulation 17 (8) read with Part B of Schedule V 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 certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended March 31, 2016. The said certificate forms an integral part of this Annual Report. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

As mentioned in Company's earlier Annual Reports, 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 95% 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 share agency in terms of SEBI Guidelines.

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- 2015) with the Ministry of Corporate Affairs.

FINANCIAL STATEMENTS

Annual Report 2015-16 of the Company containing complete Balance Sheet, Statement of Profit & Loss, 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 2015-16 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 2015-16, 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 11, 2016

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. 7,46,22,008/- 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:-

	2015-16	2014-15
PARTICULARS	Amount (Rs. In lacs)	Amount (Rs. In lacs)
Foreign Exchange Outgo		
Towards Travelling Overseas	19.07	31.67
Towards Advertisements & Business Promotion	NIL	90.11
Towards Tour Packaging Business	151.19	169.00
Towards Investments	26.82	28.58
Total	197.08	319.36
Foreign Exchange Receipts		
Gross Remittance from W.U.	1587853	1538810
Tour Packaging Business	81.46	143.00
Total	1587122.46	1538952.82

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 11, 2016

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 provide to 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 Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

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:-

- 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 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

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 Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP 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 Director. Further, in case of KMP and Senior Management, the increments shall be allowed not only on the basis of performance of the Company alone but shall also includes various factors like individual performance vis a vis individual KRA, diligence in achievement of KRAs, Industry trends, economic situation, future growth prospects 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 / 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 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 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 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 Director 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, 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.
 - 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 there under 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 the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
 - e. The Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Non Executive Non 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.
 - b) 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 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 a 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 agreement

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 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

**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 11, 2016

ANNEXURE D-3 TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION & ANALYSIS REPORT****PART (1)****(a) INDUSTRY STRUCTURE AND DEVELOPMENTS AND SEGMENT WISE PERFORMANCE****WESTERN UNION MONEY TRANSFER DIVISION****International Remittance Industry:**

India was the world's largest remittance recipient in 2015 despite experiencing a \$1 billion drop from the previous year, the first decline in its remittances since 2009. India retained its top spot in 2015, attracting about \$69 billion in remittances, down from \$70 billion in 2014. Other large remittance recipients in 2015 were China, with \$64 billion, the Philippines (\$28 billion), Mexico (\$25 billion) and Nigeria (\$21 billion). Officially recorded remittances to developing countries amounted to \$431.6 billion in 2015, an increase of 0.4 per cent over \$430 billion in 2014. The growth pace in 2015 was the slowest since the global financial crisis, as per a report issued by the World Bank.

Global remittances, which include those to high-income countries, contracted by 1.7 per cent to \$581.6 billion in 2015, from \$592 billion in 2014. According to the report, the growth of remittances in 2015 slowed from eight per cent in 2014 to 2.5 per cent for Bangladesh, from 16.7 per cent to 12.8 per cent for Pakistan, and from 9.6 per cent to 0.5 per cent for Sri Lanka. Remittances to Nepal rose dramatically in response to the earthquake, by 20.9 per cent in 2015 versus 3.2 per cent in 2014.

Slower growth may reflect the impact of falling oil prices on remittances from GCC countries. Also, depreciation of major sending country currencies (for example, the euro, the Canadian dollar and the Australian dollar) vis-a-vis the US dollar may also be playing a role.

Inwards Remittance Market – India

Migrants' remittances, an age old phenomenon, have assumed great importance over the last decade. With increasing international and internal migration, they are considered to be an 'important and stable source of external development finance' for households reducing transient poverty and structural poverty. At the same time, remittances can also lead to financial dependency, divert attention from productive investments and due to the self-selection nature of migration, increase inequality in source regions.

Remittances have been a crucial part of Indian economy, and more ever since the global economy downturn since 2007. They have remained an important source of external finance for India since last three decades. Exchange rates play a significant role here. Consistent remittance inflow to the country helps to maintain economy's position in weak rupee situation. As dollar gets stronger, an effective higher amount of money is remitted in Indian accounts.

Characteristics of Remittance Industry in the Country

1. India has been the highest remittance receiving country for 5 years.
2. Remittance inflow to India is observed mainly from UAE, USA, Saudi Arabia and United Kingdom which together comprise ~58% of inward remittances
3. As per an RBI survey, Swift / electronic transfers are the dominant mode of remittance transfers, attributed to the wide network of Indian banks abroad. Other modes of remittance under formal channel comprise Direct transfers to bank accounts, debit/credit cards, cheques and drafts.

Drivers of remittances

1. Wage Protection Act in Middle East – With the full swing implementation of Wage protection act in the middle East; more and more Indian expat workers in the region are

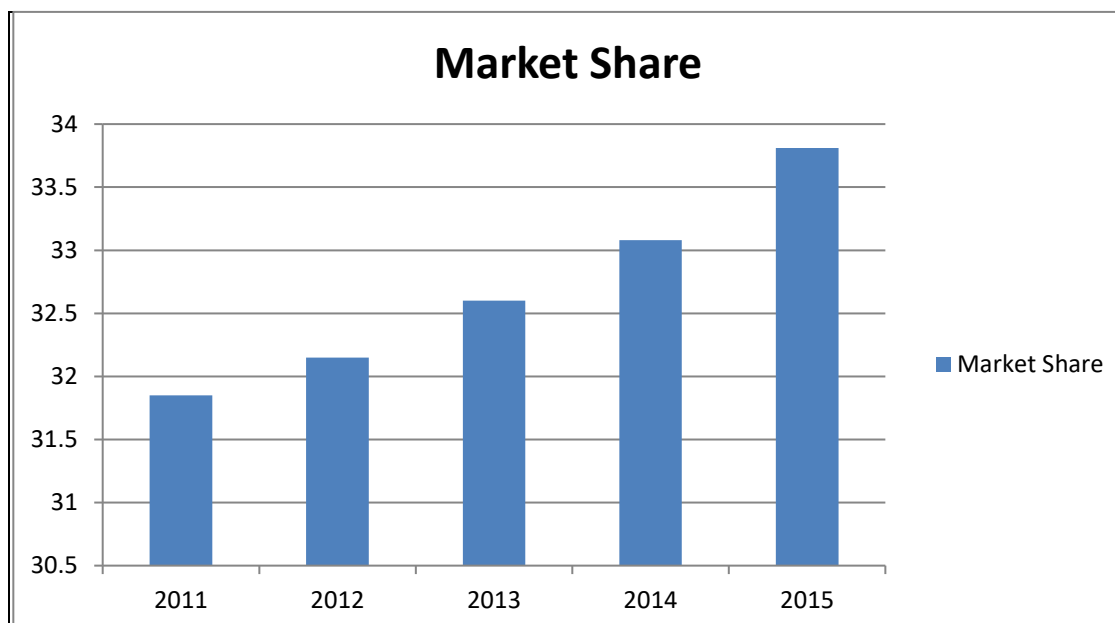
- expected to send back more money into India through appropriate channels because – Wages provided would be higher now than before
2. Investment in Start Ups: The start up culture in India is at its tipping point – More and More venture capitalist and individuals from the U.S. are investing money in start up firms and the trend is expected to continue over the next 5 years. This is expected to augment the remittance into India.
 3. Increasing Reach of Remittance Agents: With Reserve Bank of India starting the process for Payments License in India – the reach of remittance agents in India is expected to increase thereby facilitating more funds into India through appropriate channels which in other cases would have come through non formal channels. Furthermore; the governments push on mobile financial services also aims at increasing the access of funds in India.
 4. The Indian Ministry (MOIA) has signed bilateral Understanding (MoU) with all major Countries to enlist the commitment of host countries to ensure better protection and welfare of Indian emigrants. MoUs have been signed with United Arab of Emigrates (UAE), Kuwait, Oman, Malaysia, Bahrain.
 5. Remittance market in India is a boost for the country’s economy. With proper guidelines from regulatory bodies, and check on the issues of high cost and informal channels of money transfer, India will continue to dominate the remittance market.

COMPANY’S PERFORMANCE

The Company Paul Merchants Ltd (PML) is the principal agent of Western Union Financial Services Inc., USA. At present Western Union owns the biggest market share in ‘Cash to Cash’ segment of remittance market in India, which is around 65%. Western Union operates in India with its 9 Principal Agents and PML remains their biggest Principal Agent in entire Asia Pacific Region.

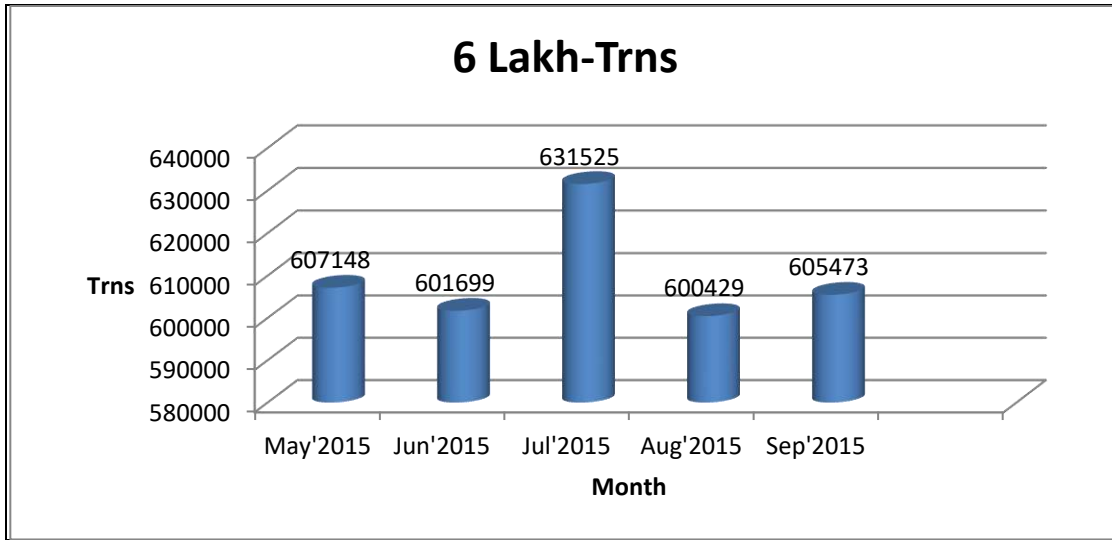
PML held 33.81% market share of Western Union business in India in calendar year 2015, an increase of 0.73% market share on an existing majority base.

During the year under review, the revenue from this segment increased to Rs. 113.55 crores as compared to the previous year figure of Rs. 109.53 crores. Gross inward remittances received during the year stood at Rs. 15,86,100.83 Lacs as compared to the previous year figure of Rs. 15,38,693.18 Lacs.



Processing more than 6 Lacs transactions in a Month

For any principal agent of Western Union in India, processing 6,00,000 or more transaction in a month is considered to be a prestigious benchmark. During the calendar year 2015, your Company closed this benchmark in 5 months.



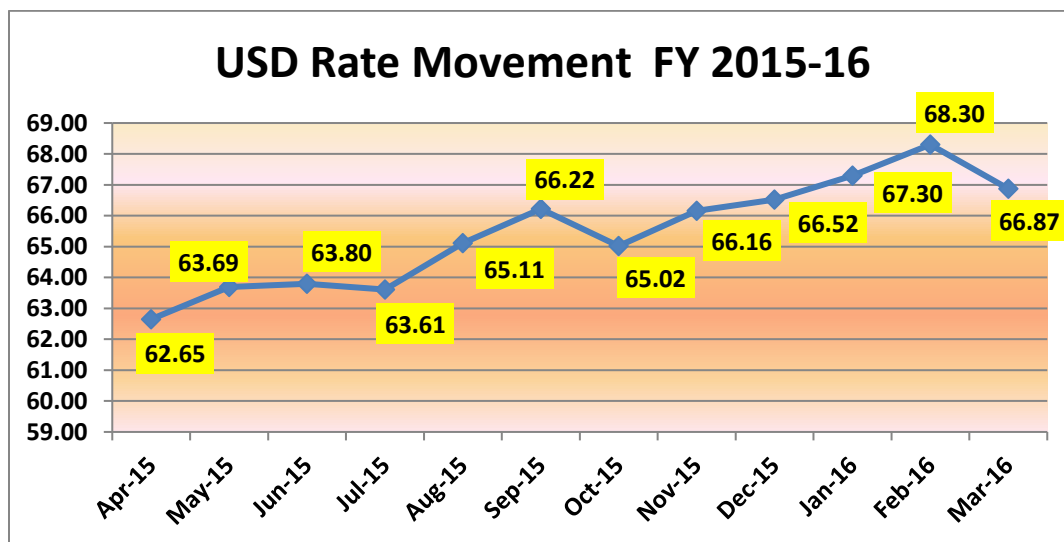
In line with the expected global economic recovery next year, the global flows of remittances are expected to accelerate by 2.1 percent in 2016, to reach an estimated USD 608 billion, rising to USD 632 billion in 2017.

FOREX DIVISION

FOREX DIVISION

In 2015-16 the rupee has been relatively a better performer among emerging market currencies because of India's higher stock of forex reserves and lower external debt compared with other emerging market countries. Further, the intervention of the Reserve Bank of India also managed to keep the Rupee in a band of 65-67.50 for the most part of fiscal 2015-16 against US Dollar. The Central bank has begun intervening even in the exchange-traded derivatives market to curb volatility in the exchange rate market. Rupee lost approx 6.7% of value against the US Dollar, being one of the best performers in the world.

US Dollar against Rupee



India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices. India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

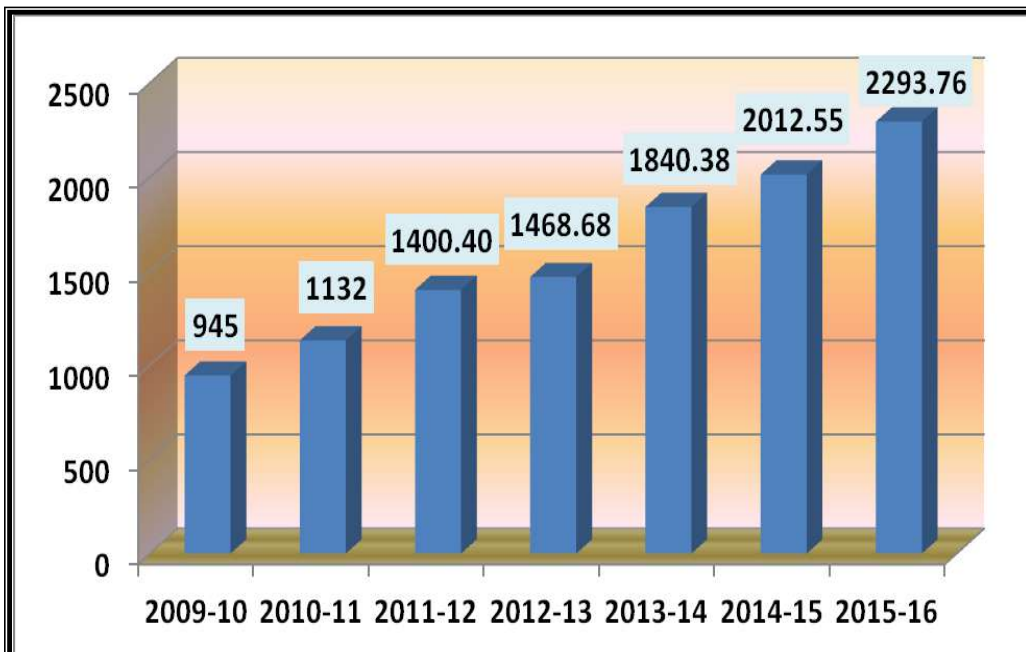
This year there has been unusual volatility in the international economic environment. Markets have begun to swing on fears that the global recovery may be faltering, while risks of extreme events are rising. Amidst this gloomy landscape, India stands out as a haven of stability and an outpost of opportunity. Its macro-economy is stable, founded on the government's commitment to fiscal consolidation and low inflation. Its economic growth is amongst the highest in the world, helped by a reorientation of government spending toward needed public infrastructure.

As regards monetary and liquidity policy, the benign outlook for inflation, widening output gaps, the uncertainty about the growth outlook and the over-indebtedness of the corporate sector all imply that there is room for easing. Fiscal consolidation continues to be vital, and will need to maintain credibility and reduce debt, in an uncertain global environment, while sustaining growth. Accelerated structural reforms at the Centre, the dynamism of competitive federalism, and good economics being good politics could all combine to maintain the fundamental promise that is India.

COMPANY'S PERFORMANCE

The total turnover from this division increased to Rs. 2293.76 crores as compared to previous year figures of Rs. 2012.55 crores, registering a growth of 14%. 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 76 % of the total turnover. The company registered a growth of 13 % 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 11% from Rs. 1162 crores to Rs. 1288 crores.

Total Forex Turnover Trends



***Figures in INR Crores**

The Telegraphic Transfer & DD business has always been one of the major contributor towards the overall forex Sales of the Company. This year too it has been one of the major contributing product with a 56 % share in the total sales and has grown by 11 % over the last year. Currency business which is the second biggest contributor to the overall Forex sales with a 35 % share has grown by 6% during the current fiscal. Traveller Cheques sales has grown exceedingly well by 34% during the year under review.

During the year under review the Company also launched its white labeled Multi Currency Forex card in collaboration with Axis Bank. The card offers 16 currencies in one card with lot of other added benefits attached to it for the traveler. The Company commenced its Forex operations from 5 new branch offices during the year under review. The future of this segment looks to be very promising in the backdrop of a resurgent economy, strengthening forex markets, strong Global clues and Company's strong focus on growing this segment.

TRAVEL DIVISION

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. The second-largest sub-segment of the services sector comprising trade, repair services, hotels and restaurants contributed nearly US\$ 295.7 billion or 19.2 per cent to the Gross Domestic Product (GDP) in 2015-16, while growing at 8.9 per cent year-on-year. 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. The number of Foreign Tourist Arrivals (FTAs) has grown steadily in the last year reaching around 8.016 million during January–December 2015. India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism. Total outbound trips increased by 8.7 per cent to 19.9 million in 2015. Inbound tourist volume grew at a Compound Annual Growth Rate (CAGR) of 6.8 per cent during 2010-15. The tourism and hospitality sector is among the top 15 sectors in India to attract the highest Foreign Direct Investment (FDI). During the period April 2000-September 2015, the hotel and tourism sector attracted around US\$ 8.48 billion of FDI, according to the data released by Department of Industrial Policy and Promotion (DIPP). 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 recognized as a destination for spiritual tourism for domestic and international tourists. Total contribution by travel and tourism sector to India's GDP is expected to increase from US\$ 136.3 billion in 2015 to US\$ 275.2 billion in 2025. Travel and tourism is the third largest foreign exchange earner for India. India has moved up 13 positions to 52nd rank from 65th in Tourism & Travel competitive index.

A NOTE ON PERFORMANCE

Air Ticketing: - As is the story in the past some years, the Company's performance in this segment has been exceptional. 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. 40.80 crores as compared to previous year's figure of Rs. 30.47 crores. During the year under review, the Company remained one of the top five 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. The Company is also developing www.travelyatra.com as b2c product. The Company has also started ticketing services for Air India (International) in this year.

Outbound Tours: - For the past some time, the Company has been witnessing a healthy growth in B2B segments. Efforts done last year for growth of this segment has showed noticeable results in this segment especially in the agent network. The Company generated business to the tune of Rs. 3.09 crore in this segment in the year under review against the previous year figure of Rs. 2.59 crore.

Inbound Tours: - Inbound Tours holds huge potential for the years to come and the Company has been making efforts for the growth and expansion of this segment. The representatives of the Company are regular in attending international summits on tourism so that the inbound tour packages can be promoted. 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.

Domestic Tour Packages:-

With the growth of agent network and the management's focus on boosting this segment from own offices, the Company has been able to make significance growth in domestic package also. The Company was able to register almost 74 % growth over the last year, however a lot needs to be done on this front and the Company is hopeful that this segment will be a potential game changer for the Company in the times to come.

Future Outlook

The Indian travel and tourism industry is likely to see a spurt in growth in the coming year on the back of new visa reforms, according to a report by the World Travel and Tourism Council. According to a research steered by SRI International, India is anticipated to be the fastest growing nation in the wellness tourism sector over the next five years, striking a growth rate of over 20 percent through 2017. The travel and tourism industry in India entailing domestic and international inbound travel is projected to increase at a CAGR of 12 percent to 27.5 billion in 2016 from \$19.7 billion in 2013. At the same time, rising income levels, altering lifestyles, growth of varied tourism offerings and strategy and regulatory backing by the government are playing a focal role in modeling the travel and tourism sector in India

(b) OPPORTUNITIES & THREATS

OPPORTUNITIES

Fuelled by economic reforms, India is projected to become the world's fastest growing large economy by 2017 with a growth rate of seven percent, overtaking China along the way, as per a World Bank report. India's economic growth will be helped along by falling oil prices and by lower interest rates in developed countries and these two factors can be a game-changer for the nation. The strong Indian economy shall through vast opportunities for the Company to grow its all business Verticals. The inward remittances are set to get a boost in the coming year due to continuing recovery in the United States and modest recovery in the European union. Also riding upon various government measures, the inward remittances are set to increase in the coming year. Given the huge size of the Forex market in India, there is an enormous opportunity for the Company to grow the business volumes. In the Retail Space, the Student & the Medical Tourism are two high growth segments which has very good potential for growth. With the focus of the government on "Make in India" and "ease of doing business in India" is also likely to result in increased business volumes in travel and Forex business segments.

THREATS

As for International Inward remittance industry is concerned, the coming year is likely to see sustained pressure on the existing 'brick and mortar,' agent-based business models. The market share of cash to cash money transfer industry is likely to decline in the times to come with the proliferation of digital models of money transfer. The stiffening competition and rising costs of operations pose a threat to all business verticals of the Company. Volatility in exchange rates also is a major threat to the to main business segments of the Company i.e. International money transfer as well as Forex. However, your company is fully equipped to take upon these threats and continuous changes in the processes and procedures are ensured to ward off potential risks emanating from these threats.

(c) OUTLOOK

India continues to remain a bright spot in the otherwise bleak global economic forecast of the International Monetary Fund (IMF). India will be the fastest growing major economy in 2016-17

growing at 7%, ahead of China, at a time when global growth is facing increasing downside risks, as per the World Economic outlook released by the IMF. India's growth will continue to be driven by private consumption, which has benefited from lower energy prices and higher real incomes. Remittances to developing countries are expected to rise by about 4 percent in 2016 and 2017, buoyed by the continuing recovery in the United States and a modest acceleration of economic activity in Europe. In such a scenario, all three business segments of the Company i.e. International money transfer, Forex and Travel are likely to grow as per expectations.

(d) RISKS AND CONCERNS

The potential for further dollar appreciation against the currencies of remittance-sending countries and the possibility of reduced remittance flows from oil-exporting countries should oil prices remain low are important downside risks to the forecasts for Remittances Industry. With currency volatility likely to be an issue in the next year, improving the visibility and management of foreign exchange exposures shall be a risk as well as concern for the Company. Regulatory uncertainty including migration problem in many countries is a potential risk for the travel industry in general as well as for the Company.

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

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. 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 was Rs. 2,468.69 crores, an increase of 13.9% over 2014-15. Profit before tax (PBT) was Rs.31.52 Crores and Profit after tax was Rs. 20.42/- crores. The Company effected 71,03,551 Western Union transactions as against 69,71,842 last year, an increase of 1.89%. The total operating income of the Company is Rs. 34.80/- crores as compared to last year figure of Rs. 28.35/- crores, an increase of 22.75%.

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

As on 31st March, 2016, 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.

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

**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 11, 2016

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	110:1
		Mr. Rajneesh Bansal	59:1
		Mrs. Sarita Rani Bansal	27:1
		Mr. Surinder Singh Bedi (resigned on 09-11-2015)	6:1
		Mr. Dharam Pal Sharma	3.23 :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	6.51%
		Mr. Rajneesh Bansal, ED	93.66%
		Mrs. Sarita Rani Bansal, Whole time Director	97.24%
		Mr. Surinder Singh Bedi, Whole Time Director (resigned on 09-11-2015)	33% (in absolute terms)
		Mr. Dharam Pal Sharma, Whole Time Director	Not applicable as he was appointed during the year
		Mr. Tilak Raj Khepar, CFO	11.40%
(iii)	The percentage increase in the median remuneration of employees in the financial year.	Mr. Hardam Singh, Company Secretary	20.22%
			9%
(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 9.2 % whereas the increase in the managerial remuneration was 23.45%. 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 remuneration 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 read with Section 197 (12) of the Act is given in Annexure D-4 A, which forms part of this report.	
	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 11, 2016**

Annexure D-4 A

Sr.No.	Information	Details				
		1	2	3	4	5
1	Name of Employee	Aruna Singh	Siddhant Jain	Tilak Raj Khepar	Charandip Singh	Harendar Prashar
2	Designation of the Employee	Country Head	Vice President	Chief Financial Officer	Vice President	Country Head
3	Remuneration Received	32,95,201/-	21,55,010/-	23,30,400/-	25,09,672/-	23,15,765/-
4	Nature of employment, whether contractual or otherwise	Permanent	Permanent	Permanent	Permanent	Permanent
5	Qualifications and experience of the employee	Graduate & 14 years Experience	CA & 24 years Experience	Graduate, AICWA, CS & 36 years Experience	Graduate & 2 years Experience	MBA & 24 years Experience
6	Date of commencement of employment	16-Mar-2010	01-May-2015	01-Dec-2009	18-Apr-14	01-Mar-2013
7	The age of such employee	48 years	49 Years	61 years	54 Years	46 Years
8	The last employment held by such employee before joining the company	Suntrust Bank, USA	Metso Coporation	Maxima Watches	Travel Boutique Online A unit of Tek Travels	Centrum Direct Limited
9	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of rule 5(2)					
10	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:					
11	DOB	21-Oct-68	6-Nov-67	8-Apr-55	7-May-62	08-Dec-70

Sr.No.	Information	Details	Details	Details	Details	Details
		6	7	8	9	10
1	Name of Employee	Hardam Singh	Ashish Devgon	Ritesh Vaid	Jose Allesh	Govindrajan K
2	Designation of the Employee	Company Secretary	Senior Vice President	Assistant Vice President	Assistant General Manager	Regional Manager
3	Remuneration Received	17,70,600/-	17,31,707/-	15,50,831/-	11,48,005/-	12,99,715/-
4	Nature of employment, whether contractual or otherwise	Permanent	Permanent (resigned w.e.f. 20.02.2016)	Permanent	Permanent	Permanent
5	Qualifications and experience of the employee	CS & 17 Years Experience	BE, MBA & 20 Years Experience	MBA, 18 years Experience	B.A. Economics & 22 Years Experience	Graduate & 31 years Experience
6	Date of commencement of employment	02-Jun-03	27-Jan-15	1-Oct-08	15-May-15	17-Feb-06
7	The age of such employee	42 Years	46 Years	40 Years	46 Years	53 Years
8	The last employment held by such employee before joining the company	Eider Infotech Ltd	Thomas Cook (I) Ltd	Wall Street	Mathoout Finance	Shiram Group Companies
9	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of rule 5(2)					
10	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:					
11	DOB	8-Dec-70	10-Jan-70	15-Nov-76	21-May-70	10-Jun-63

ANNEXURE D-5 TO THE DIRECTORS' REPORT**SECRETARIAL AUDIT REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

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

**TO
THE MEMBERS,
PAUL MERCHANTS LIMITED**

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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **PAUL MERCHANTS LIMITED** 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 31st March, 2016 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 31st March, 2016 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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) OTHER APPLICABLE ACTS :

- (a) The Reserve Bank of India Act , 1934
- (b) The Finance Act,2015
- (c) Prevention of **Money Laundering Act**, 2002 and the prevention of Money-Laundering (Amendment) Act 2012.
- (d) Payment of Wages Act, 1936, and rules made thereunder
- (e) The Minimum Wages Act, 1948, and rules made thereunder
- (f) Employee's State Insurance act, 1948, and rules made thereunder
- (g) The Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder
- (h) The Payment of Bonus Act, 1956, and rules made thereunder
- (i) The Payment of Gratuity Act, 1972
- (j) Indian Contract Act, 1872
- (k) The Apprentices Act, 1961
- (l) The Workmen's Compensation act, 1923
- (m) Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013

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

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

1. Secretarial Standards issued by the institute of company secretaries of India.
2. The listing agreement and Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Ltd (BSE).

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations and Guidelines mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

I further report that 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.

PLACE: CHANDIGARH

DATE: 11/08/2016

SD/-
(VISHAL ARORA)
COMPANY SECRETARY
FCS NO. 4566
CP NO.3645

“Annexure –A”

**TO
THE MEMBERS,
PAUL MERCHANTS LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records, based on my audit.
2. I have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Whenever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws. Rules, regulations, standards are the responsibility of the management. My examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE:CHANDIGARH

DATE: 11/08/2016

**SD/-
(VISHAL ARORA)
COMPANY SECRETARY
FCS NO. 4566
CP NO.3645**

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	31-12-2015
Shares of Associate/Joint Ventures held by the company on the year end	29.424%
No.	2565797
Amount of Investment in Associates/Joint Venture	Rs. 4.25Crores
Extend of Holding%	29.424%
Description of how there is significant influence	
Reason why the associate/joint venture is not consolidated	
Net worth attributable to shareholding as per latest audited Balance Sheet	Rs 6.71lacs
Profit/Loss for the year	(Rs. 7.90 Lakhs)
Considered in Consolidation	(Rs. 7.90 Lakhs)
Not Considered in Consolidation	NIL

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL
- There is no other Associate or Joint Venture Company.
- Conversion rate as on 31 March 16 at Rs. 16.91 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

ANNEXURE D-7 TO THE DIRECTORS' REPORT**ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2015-16**

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. 24,91,43,607/-
4. Prescribed CSR Expenditure (2 % of the amount as in item 2 above) :- Rs. 51,15,790/-
5. Details of CSR spent during the financial year.
 - a. Total amount to be spent for the financial year; - Rs. 49,82,873/-
 - b. Amount actually spent during the year :- Rs. 51,15,790/-
 - 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	9
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 2015-16 (In Rs.)	Amount spent on the projects or programs Subheads: for the FY 2015-16 (1) Direct expenditure on projects or programs (2) Overheads (in Rs.)	Cumulative expenditure upto the reporting period for FY 2015-16. (In Rs.)	Amount spent: Direct or through implementing agency
1	Cow Green feed for cowshed	Animal Welfare	Morinda, Punjab	3,60,084	Direct Overhead :Nil	3,60,084	Indirect
2	Maintenance of ambulance services	Preventive health care	Tapa Mandi, Punjab	1,32,000	Direct Overhead :Nil	1,32,000	Indirect
3	Expenses on community lunch	Eradicating Hunger	Chandigarh	7,04,499	Direct Overhead :Nil	7,04,499	Direct
4	Green Earth Plantation Activity	Environment sustainability	Chandigarh	60,938	Direct Overhead :Nil	60,938	Direct
5	Paid to Giriraj Sewa Sadan, for food and medicines for needy people	Eradicating hunger and health care	Vrindavan (UP)	3,00,000	Direct Overhead :Nil	3,00,000	Indirect
6	Paid to Seth Nand Lal Bajaj Educational & Charitable Society for construction of building	Promoting Education	Lalru, Punjab	10,00,000	Direct Overhead :Nil	10,00,000	Indirect

7	Undertook Rangrez Activity on Cleanlines	Sanitation	Chandigarh	6,03,000	Direct Overhead :Nil	6,03,000	Direct
8	Donated Hearing Aids to 21 kids	Preventive health care	Chandigarh	1,96,850	Direct Overhead :Nil	1,96,850	Direct
9	Medicines and Clothing for Chennai Flood Victims	Preventive health care	Chennai, Tamilnadu	21810	Direct Overhead :Nil	21810	Direct
10	Paid Scholarship to 50 bright Students	Promoting Education	Chandigarh	1,90,433	Direct Overhead :Nil	1,90,433	Direct
11	sponsorship of 10 needy students of DAV School	Promoting Education	Chandigarh	261000	Direct Overhead :Nil	261000	Direct
12	Undertake social Activity "Kudian Di Lohri"	Promoting Gender Inequality	Chandigarh	3,90,000	Direct Overhead :Nil	3,90,000	Direct
13	Ambulance Maintenance	Preventive health care	Chandigarh	25906	Direct Overhead :Nil	25906	Direct
14	Provided 50 Couches for Govt Hospital, Sector 32	Preventive health care	Chandigarh	3,76,875	Direct Overhead :Nil	3,76,875	Direct
15	Spent on construction of a Shed in Govt. Hospital	Preventive health care	Chandigarh	3,10,120	Direct Overhead :Nil	3,10,120	
16	Proportionate salary of own personnel employed in CSR Activities	CSR	Chandigarh	1,82,275	Direct Overhead :Nil	1,82,275/-	Direct
	TOTAL			51,15,790		51,15,790	

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)

ANNEXURE D-8

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2016

[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, 205-208, Alankit Heights, 1E/13, JHANDEWALAN EXTENSION NEW DELHI- 110055**

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	65999	4.60
2	Foreign Exchange	67190	93.15
3	Tours, Travels & Air Ticketing	63040	1.86

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
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total Share	
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
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						
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.	20	NIL	20	0.0019	614	NIL	614	0.0597	0.0578
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii)Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	108031	51401	159432	15.51	107069	51697	158766	15.44	0.07
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 <i>HUF</i> NRI	NIL NIL	NIL NIL	NIL NIL	NIL NIL	36 36	NIL NIL	36 36	0.0035 0.0035	0.0035 0.0035
Sub-total (B)(2):-	229151	51401	280552	27.29	228855	51697	279938	27.23	0.06
Total Public Shareholding (B)=(B)(1)+ (B)(2)	229151	51401	280552	27.29	228855	51697	279938	27.23	0.06
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	976599	51401	1028000	100	976303	51697	1028000	100	0.06

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during 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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding	
		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			
		No. of shares	% of total shares of the company		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	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	4.329	44500	4.329
2.	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
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.	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

5.	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
6.	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
7.	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
8.	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
9.	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
10.	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
11.	TEJINDER SINGH				
	At the beginning of the year	4500	0.43	4500	0.43

	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)	4500	0.43	4500	0.43
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.	Shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company
1. Sat Paul Bansal			
At the beginning of the year	201100	19.56	201100
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
At the End of the year	201100	19.56	201100
2. Rajneesh Bansal			
At the beginning of the year	149746	14.57	149746
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
At the End of the year	149746	14.57	149746

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	20,61,57,050	Nil	Nil	20,61,57,050
ii) Interest due but not paid	12,90,962	Nil	Nil	12,90,962
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	20,74,48,012.00	Nil	Nil	20,74,48,012.00

Change in Indebtedness during the financial year				
· Addition	4,78,23,719.13	Nil	Nil	4,78,23,719.13
· Reduction	(1,79,00,015)	Nil	Nil	(1,79,00,015)
Net Change	2,99,23,704	Nil	Nil	2,99,23,704
Indebtedness at the end 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)	237,371,716	Nil	Nil	237,371,716

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. n	Particulars Remuneration	Name of MD/WTD/ Manager					Total Amount (In Rs)
		SAT PAUL BANSAL (CMD) (In Rs)	SARITA RANI BANSAL (WTD) (In Rs)	RAJNEE SH BANSAL (ED) (In Rs)	SURINDER SINGH BEDI (WTD) (In Rs) (resigned on 09.11.2015)	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	12,00,000	60,00,000	7,82,643	2,29,327	3,31,13,854
		NIL	NIL	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	Nil	Nil	Nil	NIL	NIL	Nil
3.	Sweat Equity	Nil	Nil	Nil	NIL	NIL	Nil
4.	Commission - as % of profit - others, specify.	46,67,504/- Nil	11,66,876	46,67,504/- Nil	NIL	NIL	
5.	Others, please specify	Nil	Nil	Nil	NIL	NIL	Nil
	Total (A)	1,90,67,504	23,66,876	1,06,67,504	7,82,643	2,29,327	
	Ceiling as per the Act	Overall ceiling for Managerial Remuneration for the FY 2015-16 comes to Rs. 3,43,24,211/- and actual remuneration paid during the year is within the overall ceiling.					

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	80,000	67,500	1,10,000	1,000,00	1,000,00	4,57,500
	· Commission	Nil	Nil	Nil	Nil	Nil	NIL
	· Others, please specify	Nil	Nil	Nil	Nil	Nil	NIL
	Total (1)	80,000	67,500	1,10,000	100000	1,000,00	4,57,500
	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)	80,000	67,500	1,10,000	1,000,00	1,000,00	4,57,500
	Total Managerial Remuneration	80,000	67,500	1,10,000	1,000,00	1,000,00	4,57,500
	Overall Ceiling as per the Act	Overall ceiling for Director Remuneration for the FY 2015-16 comes to Rs. 34,32,451/- and actual remuneration paid during the year is within 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 Nil Nil	17,70,600 Nil Nil	23,30,400 Nil Nil	41,01,000 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		17,70,600	23,30,400	41,01,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Company Act	Brief Description	Details 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					

ANNEXURE D-9 TO THE DIRECTORS' REPORT

Details of Loans			
Sr. No.	Name of Entity/Person	Amount (in Rs.)	Purpose
No Loans have been given during the Financial Year 2015-16			
Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	No Guarantees have been given during the Financial year 2015-16		
Details of Investments			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	Horizon Remit Sdn. Bhd., Malaysia (Joint Venture Company)	Rs. 26.82 Lakhs	Subscription to further share capital

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-Director • Rajneesh Bansal-Director • Sandeep Bansal-Director • Sarita Rani Bansal-Director • Surinder Singh Bedi-Director • Dharam Pal Sharma - Director • Nita Bansal- Relative of Director • Tilak Raj Khepar–CFO,Key Managerial Personnel • Hardam Singh – C.S. Key Managerial Personnel • Paul Fincap (P) Ltd – Group 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 and Rent Paid • Rajneesh Bansal-- Salary and Rent Paid • Sandeep Bansal--Rent Paid • Sarita Rani Bansal-- Salary and Rent Paid • Surinder Singh Bedi - Salary paid • Dharam Pal Sharma - Salary Paid

		<ul style="list-style-type: none"> • Nita Bansal- Rent Paid • Tilak Raj Khepar – Salary paid • Hardam Singh – Salary paid • Paul Fincap- (P) Ltd - Rent Recd, 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	

Annexure – AOC 2 – a

Sat Paul Bansal	Salary Paid	Tenure From 01.04.2014 to – 31.03.2019	Amount paid during the FY Rs. 1,90,67,504/- (Rs. 97,686/- was paid back by him as excess of 2014-15)
	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Sector 8, Kothi	01/04/2015-31/03/2018	Rs. 9,00,000/-
Rajneesh Bansal	Salary Paid	Tenure From 01.04.2015 to – 31.03.2020	Amount paid during the FY Rs. 1,06,67,504/- (Rs 4,91,596/- was paid back by him as excess of 2014-15)
	Rent Paid		
	Property	Contract period	Amount paid during the FY

	Shops at Jalandhar	01/04/2013-31/03/2016	Rs. 3,49,920/-
	Shops at Dharamshala	01/04/2014-31/03/2017	Rs. 6,48,000/-
	Guest House at Vill. Kansal	01/04/2013-31/03/2016	Rs. 3,49,920/-
Sandeep Bansal	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Guest House at Vill. Kansal	01/04/2013-31/03/2016	Rs. 3,49,920/-
	Sector 8 Kothi Chandigarh	01/04/2015-31/03/2018	Rs. 4,50,000/-
Sarita Rani Bansa	Salary Paid	Tenure From 01.04.2014 to – 31.03.2019	Amount paid during the FY Rs. 23,66,876/-
	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Sector 8 Kothi Chandigarh	01/04/2015–31/03/2018	Rs. 4,50,000/-
	Flat at Mohali	01/10/2013-30/09/2016	Rs. 6,73,920/-

Surinder Singh Be	Salary Paid	Tenure From 04.08.2014 to – 31.03.2019	Amount paid during the FY Rs. 7,82,643/-
Dharam Pal Sharr	Salary Paid	Tenure From 09/11/2015 to – 31/03/2020	Amount paid during the FY Rs. 2,29,327/-
Nita Bansal	Rent Paid		
	Property	Contract period	Amount paid during the FY
	Flat at Mohali	01/11/2013- 31/10/2016	Rs. 6,69,600/-
Tilak Raj Khepar	Salary Paid	Tenure (No fixed tenure)	Amount paid during the FY Rs.22,55,400/-. In addition, Performance Bonus payable for this FY is Rs. 75,000/-
Hardam Singh	Salary Paid	Tenure (No fixed tenure)	Amount paid during the FY Rs.17,20,600/-. In addition, Performance Bonus payable for this FY is Rs. 50,000/-

Paul Fincap (P) Lt	Rent Recd		
	Property	Contract period	Amount paid during the FY
	SCO 829-830, Sector 22-A, Chandigarh	15-09-2012 to 14-09-2016	Rs.4,38,000,
	Shop at Mohali	01.12.2014 to 30.11.2017	Rs. 2,58,720/-
	Rent Paid		
	Shop At Zirakpur	01/11/2015–30/10/2018	Rs. 2,50,000/-
Service Charges			
	Service Charges	16/11/2015 – 15/11/2016	Rs. 1,11,410/-
Paul Distributors	Rent Paid		
	Property	Contract period	Amount paid during the FY
	SCO 12, Sector 20, Chandigarh	01/04/2011-31/03/2016	Rs. 25,20,000/-

Annexure – AOC 2 - b

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

Name of Related Party	Property	Rate of Rent (Rs.)	Annual Increase	Local Levies	Date of approval by Board
Sat Paul Bansal	Kothi No. 749, Sector 8, Chandigarh	75,000/- per month from 01.04.2015 to 31.03.2016	8%	Utility bills payable by the Lessee. Local Levies and other Taxes payable by the Lessors.	11.02.2015
Rajneesh Bansal	Shops at Jalandhar	29,160/- per month from 01.04.2015 to 31.03.2016	8%	Payable by the Lessee	12.02.2013
Rajneesh Bansal	Shops at Dharamshala	54,000/- per month from 01.04.2015 to 31.03.2016	8%	Payable by the Lessee	07.02.2014
Rajneesh Bansal	Guest House at Vill. Kansal	29,160/- per month from 01.04.2015 to 31.03.2016	8%	Payable by the Lessee	26.02.2012
Sandeep Bansal	Guest House at Vill. Kansal	29,160/- per month from 01.04.2015 to 31.03.2016	8%	Payable by the Lessee	26.02.2012
Sandeep Bansal	Kothi No. 749, Sector 8, Chandigarh	37,500/- per month from 01.04.2015 to 31.03.2016	8%	Utility bills payable by the Lessee. Local Levies and other Taxes payable by the Lessors.	11.02.2015
Sarita Rani Bansal	Kothi No. 749, Sector 8, Chandigarh	37,500/- per month from 01.04.2015 to 31.03.2016	8%	Utility bills payable by the Lessee. Local Levies and other Taxes payable by the Lessors.	11.02.2015
Sarita Rani Bansal	Flat at Mohali	54,000/- per month from 01.04.2015 to 30.09.2015 & 58,320/- per month from 01.10.2015 to 31.03.2016	8%	Payable by the Lessee	08.08.2013

Nita Bansal	Flat at Mohali	54,000/- per month from 01.04.2015 to 31.10.2015 & 58,320/- per month from 01.11.2015 to 31.03.2016	8%	Payable by the Lessee	08.08.2013
Paul Fincap (P) Ltd.	A portion on Ground Floor of SCO 829-830 (Rent Received)	36,500/- per month from 01.04.2015 to 31.03.2016	8%	Local Levies and utility bills included in Rent. (Service tax payable by Lessee)	17.08.2012
Paul Fincap (P) Ltd.	Shop At Mohali (Rent Received)	21,000/- per month from 01.04.2015 to 30.11.2015 & 22,680/- per month from 01.12.2015 to 31.03.2016	8%	Utility bills included in Rent. (Service tax payable by the Lessee)	25.10.2014
Paul Fincap (P) Ltd.	Shop at Zirakpur (Rent Paid)	50,000/- per month w.e.f. 01.11.2015	8%	Utility Bills, Security Guard, Infra Structure & local Levies included in rent. (Service tax payable by the Lessee)	13.08.2015
Paul Distributors	SCO 12, Sec 20, Chandigarh	2,10,000/- per month from 01.04.2015 to 31.03.2016	5%	Payable by the Lessee	25.01.2011
Paul Fincap (P) Limited	Service Charges received	1,11,410/- per annum	NA	NA	09.11.2015

Salient features of Remuneration and Date of approval by Board

Name of Related Party	Remuneration Paid	Date of approval by Board
Sat Paul Bansal	Rs. 1,90,67,504/- (Rs. 97,686/- was paid back by him as excess of 2014-15)	11.02.2015
Rajneesh Bansal	Rs. 1,06,67,504/-	11.02.2015

	(Rs 4,91,596/- was paid back by him as excess of 2014-15)	
Sarita Rani Bansal	Rs. 23,66,876/-	11.02.2015
Surinder Singh Bedi	Rs. 7,82,643/-	22.05.2015
Dharam Pal Sharma	Rs. 2,29,327/-	09.11.2015
Tilak Raj Khepar	Rs.22,55,400/- .In addition, Performance Bonus payable for this FY is Rs. 75,000/-	22.05.2015
Hardam Singh	Rs.17,20,600/- .In addition, Performance Bonus payable for this FY is Rs. 50,000/-	22.05.2015

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 2016. 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 except one did not have any material pecuniary relationship or transaction with the Company during the year 2015-2016 or even after the close of Financial year upto the date of this report. One non-executive Director Mrs Sarita Rani Bansal, who was an whole time director till 09-11-2015, received remuneration from the Company the details of which have been given in Section 4 of 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 31.03.2016 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 Prakash 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	4	4	4	2	4
Attendance at the AGM held on 28.09.2015		YES	YES	YES	NO	YES	YES
*No. of other Boards in which Member or chairperson		NIL	NIL	NIL	NIL	NIL	NIL
No. of other Board Committees in which Member or Chairperson	Member	NIL	NIL	NIL	NIL	NIL	NIL
	Chairperson	NIL	NIL	NIL	NIL	NIL	NIL

NAME	Surinder Singh Bedi (resigned w.e.f. 09-11-2015)	Ajay Kumar Arora	Krishan Lall Khetarpaul	Arjun Pandurang Ghugal	Dharam Pal Sharma (appointed on 09.11.2015)	
CATEGORY	Whole Time Director	Independent & Non Executive Director	Independent & Non Executive Director	Independent & Non Executive Director	Whole Time Director	
Board Meetings attended during the year	3	4	4	4	2	
Attendance at the AGM held on 28.09.2015	YES	NO	NO	NO	NO	
*No. of other Boards in which Member or chairperson	NIL	3	2	NIL	NIL	
*No. of other Board Committees in which Member or Chairperson	Member	NIL	3	3	NIL	NIL
	Chairperson	NIL	1	1	NIL	NIL

***Note:**

1. For the above purpose, 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.
2. For the purpose of membership & Chairmanship in a Committee only Audit Committee and Stakeholders' Relationship Committee have been considered.
3. The above composition and the information is as at 31.03.2016.
4. Sh. Hardam Singh, Company Secretary attended all the above Board Meetings.

None of the Directors of the Board serve as Member of more than 10 Committees nor do they Chair more than 5 Committees.

(d) **Number of Board Meetings held, dates on which held:**

Total 4 Board meetings were held during the period from 1st April, 2015 to March 31, 2016 on the following dates:

22.05.2015, 13.08.2015, 09.11.2015 & 11.02.2016

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**

(i) 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 2015-16 have been posted

under the web link <http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/03/FP-Imparted.pdf>.

(h) Information placed before the Board

The Agenda is circulated well in advance to the Board Members. 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:

- A. 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.

B. 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 31.03.2016, 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 2015-16

4 meetings of the Audit Committee have been held during the year 2015-16 on the following dates:

22.05.2015, 12.08.2015, 07.11.2015 and 09.02.2016.

The attendance at the Audit Committee Meetings during the period from 01.04.2015 till 31.03.2016 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Vigyan Arora	Independent Director, current Chairman	4	4
Mr. Dilbag Singh Sidhu	Independent Director, Member	4	4
Mr. Ajay Kumar Arora	Independent Director, Member	4	3
Mr. Arjun Pandurang Ghugal	Independent Director, Member	4	1
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 31-03-2016:

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, 6 meetings of the Nomination and Remuneration Committee were held on:

22.05.2015, 01.07.2015, 14.09.2015, 06.11.2015, 08.02.2016 and 31.03.2016

The attendance at the Nomination and Remuneration Committee Meetings during the period from 01.04.2015 till 31.03.2016 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Dilbag Singh Sidhu	Non Executive Independent Director, Chairman	6	6
Mr. Sandeep Bansal	Non Executive Director, Member	6	6
Mr. Vigyan Arora	Non Executive Independent Director, Member	6	6
Mr. Hardam Singh	Secretary	6	6

(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.

1. REMUNERATION OF DIRECTORS

(a) All Pecuniary Relationship Or Transactions Of The Non-Executive Directors

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 for its 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:- She remained whole time director of the Company till 09-11-2015. She was paid Remuneration during the year amounting to Rs. Salary Rs. 12,00,000/- and Commission Rs. 11,66,876/-

Non-Executive Independent Directors

A sum of Rs. 4,57,500/- has been paid to Non Executive Independent Directors as their sitting fee for the year 2015-16 as per details given below:

NAME	SITTING FEE (In Rs.)
Sh. Dilbag Singh Sidhu	80,000/-
Sh. Vigyan Arora	67,500/-
Sh. Ajay Kumar Arora	1,10,000/-
Sh. Krishan Lall Khetarpaul	1,00,000/-
Sh. Arjun Pandurang Ghugal	1,00,000/-
Total	4,57,500/-

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

- (a) 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 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 2015-2016 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 2015-16.

Commission:- Commission of Rs. 46,67,504/- for the Financial Year 2015-16 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.

Contract period:- His Service Contract period is 5 years and his contract notice period is three months. No severance fees is payable to him.

The performance of the Chairman cum Managing Director was evaluated by the Nomination and Remuneration Committee. The criteria for evaluation has been disclosed in the Directors' Report.

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.

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 for its business purpose. 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 2015-16. In addition, rent free accommodation provided to him by the Company is valued at Rs. 18.00 Lacs.

Commission:- Commission of Rs. 46,67,504/- for the Financial Year 2015-16 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.

Contract period:- His Service Contract period is 5 years and his contract notice period is three months. No severance fees is payable to him.

Commission paid to the Executive Director was performance linked as the same was based upon the profits of the Company. He holds 149746 (14.57%) equity shares in the Company.

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 for its business purpose. 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.

Smt. Sarita Rani Bansal, Whole Time Director

Salary:- A Total Remuneration of Rs. 12.00 Lacs had been paid to her @ Rs. 2.00 Lacs per month in the form of salary during the Financial Year 2015-16. She remained whole time director of the Company till 09-11-2015.

Commission: - Commission of Rs. 11,66,876/- for the Financial Year 2015-16 has been to her 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 her during the year.

Her Service Contract period was 5 years, however she has ceased to be the whole time director of the Company on 09-11-2015 and since then, she continues to be on the board of directors as an ordinary non-executive director.

Commission paid to her was performance linked as the same was based upon the profits of the Company. He holds 149746 (14.57%) equity shares in the Company. No Stock Option has been given to her. She holds 144500 (14.06%) equity shares in the Company.

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

Apart from Salary, rent was paid to Mrs. Sarita Rani Bansal during the year under review in respect of some properties, which are belonging to her and which are used by the Company for its 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.

Sh. Surinder Singh Bedi, Whole Time Director

Salary:- A Total Remuneration of Rs. 5,20,841/- has been paid to him in the form of salary during the Financial Year 2015-16.

Commission:- No commission has been paid to Sh. Surinder Singh Bedi during the year under review.

Benefits:- Besides, Performance Bonus and Incentive paid to him is Rs. 62,521/- which is performance based. He has also been paid Gratuity amounting to Rs. 1,99,281/- as he has resigned from the Board on 09-11-2015. No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to her during the year.

His Service Contract period was 5 years, however, he has resigned from the board on 09-11-2015.

No Stock Option has been given. He does not hold any equity shares in the Company.

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

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

Sh. Dharam Pal Sharma, Whole Time Director

Salary:- Remuneration of Rs. 2,20,659/- has been paid to him in the form of salary during the Financial Year 2015-16.

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

Benefits:- Performance Bonus of Rs. 8668/- has been paid to him. No other benefits, bonuses, stock options, pension, emoluments, allowances etc. were paid to him during the year.

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)

A Total Remuneration of Rs. 21,05,400/- has been paid to him in the form of salary during the Financial Year 2015-16. Besides, his Performance Bonus is Rs. 75,000/- and Incentive is Rs. 1,50,000/- for the Financial Year 2015-16. He is also eligible for Gratuity as per Gratuity Act.

No Stock Option has been given to him. He does not hold any equity shares in the Company.

There are no convertible instruments issued by the Company, as such his holding in this regard is NIL.

Mr. Hardam Singh (Company Secretary)

A Total Remuneration of Rs. 14,70,600/- has been paid to him in the form of salary during the Financial Year 2015-16. Besides, his Performance Bonus is Rs. 50,000/- and Incentive is Rs. 2,50,000/- for the Financial Year 2015-16. He is also eligible for Gratuity as per Gratuity Act.

No Stock Option has been given. He does not hold any equity shares in the Company.

There are no convertible instruments issued by the Company, as such his holding in this regard is NIL.

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:

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

During the year, 10 meetings of the Stakeholders' Relationship Committee were held on:

25.04.2015, 11.05.2015, 16.05.2015, 30.05.2015, 15.06.2015, 30.06.2015, 20.07.2015, 10.08.2015, 06.11.2015 and 08.02.2016

The attendance at the Stakeholders' Relationship Committee Meetings during the period from 01.04.2015 till 31.03.2016 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Vigyan Arora	Independent Director, Chairman	10	10
Mr. Sandeep Bansal	Non Executive Director, Member	10	10
Mr. Rajneesh Bansal	Executive Director, Member	10	10
Mr. Hardam Singh	Secretary	10	10

6. EXECUTIVE COMMITTEE

COMPOSITION:

An Executive Committee of the Board has been formed to look after day to day affairs of the Company. The Committee comprises of Mr. Sat Paul Bansal, CMD as 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, 13 meetings of the Executive Committee were held on: 09.04.2015, 01.05.2015, 23.05.2015, 18.06.2015, 13.07.2015, 04.08.2015, 17.08.2015, 01.10.2015, 03.11.2015, 09.12.2015, 14.01.2016, 12.02.2016 and 23.03.2016

The attendance at the Executive Committee Meetings during the period from 01.04.2015 till 31.03.2016 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Sat Paul Bansal	CMD, Chairman	13	13
Mr. Sandeep Bansal	Non Executive Non Independent Director, Member	13	13
Mr. Rajneesh Bansal	Executive Director, Member	13	13
Mr. Hardam Singh	Secretary	13	13

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 31.03.2016:

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

During the year, 5 meetings of the CSR Committee were held on:
25.04.2015, 26.05.2015, 12.08.2015, 06.11.2015 and 09.02.2016

The attendance at the CSR Committee Meetings during the period from 01.04.2015 till 31.03.2016 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Sandeep Bansal	Non Executive Director, Chairman	5	5
Mr. Rajneesh Bansal	Executive Director, Member	5	5
Mr. Vigyan Arora	Independent Director, Member	5	5
Mr. Hardam Singh	Secretary	5	5

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

CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION

For us at Paul Merchants Ltd, 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

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

YEAR	2013	2014	2015
Type of Meeting	AGM	AGM	AGM
Date	30.09.2013	26.09.2014	28.09.2015
Venue	FF-1, FF-1A, FF-1B and FF-1C, 1 st Floor, 11/5-B, Pusa Road, New Delhi 110 005	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
Time	11.00 AM	11.00 AM	11.30 AM
Special Resolution passed	YES	YES	YES

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings
Year 2013

Approval for the remuneration of Chairman Cum Managing Director

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.

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. However, an option to send their assent or dissent through ballots was

also given to the shareholders in terms of erstwhile Clause 35 B of the Listing Agreement. The scrutinizer Mr. Kanwaljit Singh, was authorized to receive the said Postal Ballots.

Specials Resolution proposed to be conducted through Postal Ballot Process at the ensuing Annual General Meeting: - NIL

The voting process has already been explained in the Notes to the Notice of the Annual General Meeting.

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 Listing Agreement and SEBI (LODR) Regulations, 2015. The said Results are normally published in The Financial Express (English) and Jansatta (Hindi).

b. Website:-

The Quarterly Results are displayed on Company's website www.paulmerchants.net. The Company's website contains a dedicated section "Investors" which displays details/information of interest to various stakeholders.

c. News releases:

Official press releases, if any, are sent to the Stock Exchanges and the same is hosted on the website of the Company www.paulmerchants.net

d. Presentations 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.

e. BSE Corporate Compliance and Listing Centre:-

With effect from the Quarter ended April, 2015, 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	Wednesday, the 28 th day of September, 2016 at 12.00 Noon.																																																																																								
AGM venue	Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008																																																																																								
Financial year	April 1 st , 2015 to March 31 st , 2016																																																																																								
Date of Book closure	22-09-2016 to 28-09-2016 (both days inclusive)																																																																																								
Dividend Payment Date	N/A																																																																																								
Listing on Stock Exchange	BSE Limited (BSE). Listing Fee for the year 2016-17 has already been paid to BSE.																																																																																								
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Scrip Code	539113																																																																																								
Market Price Data: High, Low during each month in last financial year	<table border="1"> <thead> <tr> <th colspan="3">PAUL MERCHANTS LIMITED</th> </tr> <tr> <th>Month</th> <th>High Price</th> <th>Low Price</th> </tr> </thead> <tbody> <tr><td>Apr-15</td><td>341.75</td><td>309.99</td></tr> <tr><td>May-15</td><td>1013.1</td><td>358.8</td></tr> <tr><td>Jun-15</td><td>1951.5</td><td>1063.75</td></tr> <tr><td>Jul-15</td><td>3073.75</td><td>1990.5</td></tr> <tr><td>Aug-15</td><td>4132</td><td>3135</td></tr> <tr><td>Sep-15</td><td>5316.5</td><td>2681.5</td></tr> <tr><td>Oct-15</td><td>5693</td><td>4466</td></tr> <tr><td>Nov-15</td><td>5707</td><td>3982.5</td></tr> <tr><td>Dec-15</td><td>4600</td><td>2940</td></tr> <tr><td>Jan-16</td><td>4200</td><td>2650</td></tr> <tr><td>Feb-16</td><td>2605</td><td>2058</td></tr> <tr><td>Mar-16</td><td>2926</td><td>2140</td></tr> </tbody> </table>					PAUL MERCHANTS LIMITED			Month	High Price	Low Price	Apr-15	341.75	309.99	May-15	1013.1	358.8	Jun-15	1951.5	1063.75	Jul-15	3073.75	1990.5	Aug-15	4132	3135	Sep-15	5316.5	2681.5	Oct-15	5693	4466	Nov-15	5707	3982.5	Dec-15	4600	2940	Jan-16	4200	2650	Feb-16	2605	2058	Mar-16	2926	2140																																										
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Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	<table border="1"> <thead> <tr> <th colspan="3">PAUL MERCHANTS LIMITED</th> <th colspan="3">SENSEX</th> </tr> <tr> <th>Month</th> <th>High Price</th> <th>Low Price</th> <th>Month</th> <th>High Price</th> <th>Low Price</th> </tr> </thead> <tbody> <tr><td>Apr-15</td><td>341.75</td><td>309.99</td><td>Apr-15</td><td>29094.61</td><td>26897.54</td></tr> <tr><td>May-15</td><td>1013.1</td><td>358.8</td><td>May-15</td><td>28071.16</td><td>26423.99</td></tr> <tr><td>Jun-15</td><td>1951.5</td><td>1063.75</td><td>Jun-15</td><td>27968.75</td><td>26307.07</td></tr> <tr><td>Jul-15</td><td>3073.75</td><td>1990.5</td><td>Jul-15</td><td>28578.33</td><td>27416.39</td></tr> <tr><td>Aug-15</td><td>4132</td><td>3135</td><td>Aug-15</td><td>28417.59</td><td>25298.42</td></tr> <tr><td>Sep-15</td><td>5316.5</td><td>2681.5</td><td>Sep-15</td><td>26471.82</td><td>24833.54</td></tr> <tr><td>Oct-15</td><td>5693</td><td>4466</td><td>Oct-15</td><td>27618.14</td><td>26168.71</td></tr> <tr><td>Nov-15</td><td>5707</td><td>3982.5</td><td>Nov-15</td><td>26824.3</td><td>25451.42</td></tr> <tr><td>Dec-15</td><td>4600</td><td>2940</td><td>Dec-15</td><td>26256.42</td><td>24867.73</td></tr> <tr><td>Jan-16</td><td>4200</td><td>2650</td><td>Jan-16</td><td>26197.27</td><td>23839.76</td></tr> <tr><td>Feb-16</td><td>2605</td><td>2058</td><td>Feb-16</td><td>25002.32</td><td>22494.61</td></tr> <tr><td>Mar-16</td><td>2926</td><td>2140</td><td>Mar-16</td><td>25479.62</td><td>23133.18</td></tr> </tbody> </table>					PAUL MERCHANTS LIMITED			SENSEX			Month	High Price	Low Price	Month	High Price	Low Price	Apr-15	341.75	309.99	Apr-15	29094.61	26897.54	May-15	1013.1	358.8	May-15	28071.16	26423.99	Jun-15	1951.5	1063.75	Jun-15	27968.75	26307.07	Jul-15	3073.75	1990.5	Jul-15	28578.33	27416.39	Aug-15	4132	3135	Aug-15	28417.59	25298.42	Sep-15	5316.5	2681.5	Sep-15	26471.82	24833.54	Oct-15	5693	4466	Oct-15	27618.14	26168.71	Nov-15	5707	3982.5	Nov-15	26824.3	25451.42	Dec-15	4600	2940	Dec-15	26256.42	24867.73	Jan-16	4200	2650	Jan-16	26197.27	23839.76	Feb-16	2605	2058	Feb-16	25002.32	22494.61	Mar-16	2926	2140	Mar-16	25479.62	23133.18
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trading, the directors report shall explain the reasons thereof	
Registrar and Share Transfer Agents	Alankit Assignments Limited, 2E/21, Jhandewalan Extn. New Delhi- 110055 (India) Ph No. : 011-42541959
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 said Committee of the Company meets on regular basis at least once in a Fortnight to review the work of Transfer, transmission and issue of duplicate share certificates etc. The shares of the Company are traded in dematerialized form only.</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 15 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 Sharehold	As per Annexure- G-1
Dematerialization of shares and liquidity	Liquidity:- About 95% of the issued shares of the Company have been dematerialized as on 31.03.2016 and 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	<p>The Company is not a sizable user of commodities, hence exposes it moderately to the price risk on account of procurement of commodities.</p> <p>The exposure to foreign exchange risk is limited to stock of Foreign Exchange held in the branches and unsettled transactions at the Central treasury which are adequately</p>

	covered in advance with Banks or other FFMCs. All the Forex Transactions are being covered under the CASH / TOM / SPOT covering.
Plant Locations	The Company is in service Industry and had 303 own offices as on 31-03-2016. 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, 2016 is as under :-**

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 – 100	371	74.349	2729	0.265
101 – 500	61	12.224	19799	1.926
501 – 1000	16	3.206	14188	1.38
1001 – 5000	41	8.216	116736	11.356
5001 – 10000	2	0.401	11240	1.093
10001 – 20000	0	0	0	0
20001 – 30000	1	0.2	29000	2.821
30001 - 40000	0	0	0	0
40001 – 50000	2	0.401	92100	8.959
50001 – 100000	0	0	0	0
100001 - 500000	5	1.002	742208	72.199
500001 to Above	0	0	0	0

Shareholding Pattern as on 31st March, 2016:-

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	614
Indian Public	279902
NRIs/QCBs	36
Trust	0
Total	1028000

OTHER DISCLOSURES**(a) 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, 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 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 – 9** to the Directors Report. The company has framed its Policy on dealing with Related Party Transactions and the same is available on its website <http://paulmerchants.net/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. No personnel has been denied access to the Audit Committee. The same is also available on the Website of the Company <http://paulmerchants.net/Vigil%20Mechanism.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.

(e) Compliance With 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 stock Exchanges, 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 on the Financial Statements of the Company for the year 2015-16.

4. Separate posts of Chairman and CEO

At the moment, the post of Chairman and Managing Director is occupied by single person and there is no post of CEO 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.

(a) **web link where policy on dealing with related party transactions:-**
<http://www.paulmerchants.net/paulmerchants/wp-content/uploads/2016/03/Related-Party-Transaction-Policy.pdf>

(b) **Disclosure of commodity price risks and commodity hedging activities**

Not applicable to the Company

(c) **Non-compliance of any requirement of corporate governance report of subparas (2) to (10) of Part C of Schedule V, with reasons thereof**

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

(d) **Compliance with corporate governance requirements specified in regulation 17 to 27.**

During the year under review, the Company has duly made compliance with corporate governance requirements specified in regulation 17 to 27 of SEBI (LODR) Regulations, 2015.

(e) **Disclosures on the website as required under 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.

(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 the relation to the shares of the Company.

(g) **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.

(h) **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/2016/03/PML-Code-of-Conduct-Insider-Trading-2015.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/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.

(i) **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>

(j) **Disclosure Regarding Appointment Or Re-appointment Of Directors:**

Mr. Rajneesh 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.

(k) **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/2016/03/Code-of-Conduct-for-Directors-and-Sr.-Management.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, 2016. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

(l) **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

(m) **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.

(n) **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.

(o) **CEO/CFO CERTIFICATION**

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 CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

(p) **SUBSIDIARY COMPANIES**

The Company has no Subsidiary Company. As such information and compliance in this regard is NIL.

VIGIL MECHANISM CUM WHISLTE BLOWER POLICY**1. 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.

SEBI (LODR) Regulations, 2015 provide for a 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 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 Listing 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.

2. 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.

3. 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.

4. 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 recommend 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 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

5. **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.

6. 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

7. 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

11. **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**

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, the Ombudsman 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.
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.
- j. 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.
- k. 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.

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/2016/04/Code-of-Conduct-for-Directors-and-senior-mangment.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, 2016.

**Place: CHANDIGARH
Date: 11.08.2016**

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

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, 2016, as stipulated in Clause 49 of the erstwhile Listing Agreements ("Listing Agreement") of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.
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 Listing Agreement/Listing Regulations, 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: August 11, 2016
Place: Chandigarh

4047

SD/-
(SANJEEV SHARMA)
COMPANY SECRETARY IN PRACTICE
FCS NO. 3789, CP No.

CEO and CFO DECLARATION

To

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

Date: May 24th, 2016

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 31.03.2016 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

**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 2015 to 31st March, 2016, 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: 11/08/2016

**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, 2016, 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 state of affairs of the Company as at March 31, 2016, 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 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 and the Cash Flow Statement 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 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.

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 24.05.2016

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, 2016:

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 not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

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, 2016 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: 24.05.2016

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, 2016 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, 2016, 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: 24.05.2016

CA. Neeraj Jain
Partner
Membership number: 089477

STANDALONE BALANCE SHEET AS AT 31ST MAR 2016

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2016	PREVIOUS YEAR as on 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Shri Laxmi Ji		1.25	1.25
Share Capital	1	10,280,000.00	10,280,000.00
Reserve & Surplus	2	1,382,980,593.64	1,178,788,942.00
(2) Non-Current Liabilities			
Long Term Borrowings	3	66,862,254.45	102,206,747.00
Other Long Term Liabilities	4	3,336,645.00	4,749,540.00
(3) Current Liabilities			
Short Term Borrowings	5	131,389,631.27	88,930,912.14
Trade Payables	6	290,520,292.70	369,063,016.06
Other Current Liabilities	7	116,443,561.30	73,863,808.47
Short Term Provisions	8	152,974,466.33	119,916,629.64
TOTAL		2,154,787,445.94	1,947,799,596.56
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	9		
i) Tangible Assets		502,771,205.91	395,745,888.17
(ii) Capital Work in Progress		10,428,157.00	15,850,711.00
(iii) Intangible Assets Under Development		0.00	1,200,000.00
Non-Current Investments	10	42,485,024.44	39,803,411.71
Other Non-Current Assets	11	20,608,549.58	139,377,356.58
Deferred Tax Assets (Net)	12	12,105,939.00	10,664,199.00
(2) Current Assets			
Current Investments	13	50,958,913.09	0.00
Inventories	14	33,151,636.65	28,953,574.98
Trade Receivables	15	428,431,644.38	493,841,087.57
Cash and Cash Equivalents	16	770,607,062.55	613,120,380.45
Short Term Loans and Advances	17	282,434,849.34	206,887,570.77
Other Current Assets	18	804,464.00	2,355,416.33
TOTAL		2,154,787,445.94	1,947,799,596.56

Significant Accounting Policies & Notes of Financial Statements 1-38

The accompanying notes form integral part of the financial statements

PLACE: CHANDIGARH

DATED: 24.05.2016

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director

DIN-00077499
H. No. 749, Sector 8
Chandigarh

HARDAM SINGH
Company Secretary

FCS-5046
H. NO. 12D,
Angel Appts, Zirakpur

RAJNEESH BANSAL
Executive Director

DIN-00077230
H. No. 749, Sector 8
Chandigarh

TILAK RAJ KHEPAR
Chief Financial Officer

PAN-ABCPK2505K
H. No. 1474/2,
Sector 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)

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDING 31ST MAR 2016

PARTICULARS	Note	Amount in Rupees	
		CURRENT YEAR as on 31.03.2016	PREVIOUS YEAR as on 31.03.2015
I. REVENUE			
Revenue from Operations	19	24,635,504,495.92	21,637,078,164.85
Other Income	20	51,443,619.67	34,773,339.39
TOTAL REVENUE		24,686,948,115.59	21,671,851,504.24
II. EXPENSES			
Purchase of Foreign Exchange and Services	21	23,111,078,673.44	20,222,289,015.91
Changes in Inventories of Stock in Trade	22	(4,572,818.25)	-6,454,363.00
Commission & Incentive Paid To WU Agents	23	587,133,832.66	584,768,840.86
Office & Administrative Expenses	24	199,040,858.55	166,120,472.97
Employee Benefit Expenses	25	327,523,847.33	305,898,714.89
Finance Costs	26	32,890,486.38	35,202,701.86
Sales Promotion Expenses	27	74,622,007.59	75,729,777.55
Corporate Social Responsibility Expenses	28	5,115,790.00	5,158,706.00
Other Expenses	29	10,671,297.04	5,825,357.30
Depreciation		28,247,541.88	29,009,118.02
TOTAL EXPENSES		24,371,751,516.62	21,423,548,342.36
III. PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX (I - II)		315,196,598.97	248,303,161.88
IV. EXCEPTIONAL ITEMS (LOSS ON SALE OF JV INVESTMENT)		0.00	6,906,930.00
V. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III - IV)		315,196,598.97	241,396,231.88
VI. EXTRAORDINARY ITEMS		0.00	0.00
VII. PROFIT BEFORE TAX (V - VI)		315,196,598.97	241,396,231.88
VIII. TAX EXPENSE			
(1) Current Tax		112,446,687.33	87,380,298.61
(2) Previous Year Tax		0.00	
(3) Deferred Tax		-1,441,740.00	-4,605,279.00
IX. PROFIT (LOSS) AFTER TAX (VII - VIII)		204,191,651.64	158,621,212.27
X. EARNING PER EQUITY SHARE (BASIC & DILUTED)		198.63	154.30

Significant Accounting Policies & Notes of Financial Statements 1-38

The accompanying notes form integral part of the financial statements

PLACE: CHANDIGARH

DATED:24.05.2016

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director

DIN-00077499
H. No. 749, Sector 8
Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046

H. NO. 12D,
Angel Appts, Zirakpur

RAJNEESH BANSAL
Executive Director

DIN-00077230
H. No. 749, Sector 8
Chandigarh

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K

H. No. 1474/2,
Sector 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)

STANDALONE CASH FLOW STATEMENT AS ON 31ST MAR . 2016

Amount (in Rupees)

PARTICULARS	CURRENT YEAR 31.03.2016	PREVIOUS YEAR 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax and Extraordinary items	315,196,599	248,303,162
Adjustment for:		
Depreciation	28,247,542	29,009,118
Profit/Loss on Sale of Fixed Assets/Investments	(4,478,701)	296,474
Finance Cost	32,890,486	35,202,702
Interest Income	-	-
Profit before working Capital Changes	371,855,926	312,811,455
Adjustment for :		
Net changes in operating Assets & Liabilities		
Trade receivable	65,409,443	871,624,271
Inventory	(4,198,062)	(6,454,363)
Short Term Loans & Advances	(75,547,279)	(26,754,574)
Other Current Assets	1,550,952	132,338
Other Non Current Assets	118,768,807	45,955,131
Trade Payables	(78,542,723)	(8,974,063)
Other Current Liabilities	42,579,753	(21,424,648)
Other Long Term Liabilities	(1,412,895)	(795,450)
Short Term Provisions	33,057,837	4,704,254
Cash generated from operations	101,665,833	858,012,896
Income Taxes Paid	(112,446,687)	(87,380,299)
Cash generated from operation before extraordinary items	361,075,072	1,083,444,053
Dividend Received	-	-
Net Cash flow from operating activities	361,075,072	1,083,444,053
B. CASH FLOW FROM LENDING AND INVESTING ACTIVITIES		
Fixed Deposited with Banks	-	-
Interest Received on Fixed Deposits	-	-
Sale of Fixed Assets	30,438,654	2,526,589
Purchase of Fixed Assets	(154,610,258)	(236,417,545)
Increase/Decrease in Current Investments	(50,958,913)	-
Increase/Decrease in Non Current Investments	(2,681,613)	15,410,372
Net cash used in lending and investing activities	(177,812,130)	(218,480,584)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	-	-
Tax on Dividend Paid	-	-
Borrowings (Net of Repayments)		
Long Term Borrowings	(35,344,493)	30,753,513
Short Term Borrowings	42,458,719	(755,265,054)
Finance Cost	(32,890,486)	(35,202,702)
	(25,776,260)	(759,714,243)
Net cash flow after financing activities	157,486,682	105,249,225
Cash and Cash equivalent at the beginning of the year	613,120,380	507,871,155
Cash and Cash equivalents at the end of the year	770,607,062	613,120,380

The accompanying notes form integral part of the financial statements

PLACE: CHANDIGARH

DATED:24.05.2016

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director
DIN-00077499
H. No. 749, Sector 8
Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749, Sector 8
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HARDAM SINGH
Company Secretary
FCS-5046
H. NO. 12D,
Angel Appts, Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sector 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)

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

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.

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 ON FINANCIAL STATEMENTS

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

Note 1: SHARE CAPITAL**A. Authorised, Issued, Subscribed & Paid up Share Capital and Par Value per Share**

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Authorised				
Equity Shares of Rs. 10 each	20,00,000	2,00,00,000.00	20,00,000	2,00,00,000.00
Issued, Subscribed & fully Paid up				
Equity Shares of Rs. 10 each fully paid	10,28,000	1,02,80,000.00	10,28,000	1,02,80,000.00
Total	10,28,000	1,02,80,000.00	10,28,000	1,02,80,000.00

B. Reconciliation of Number of Shares Outstanding at the beginning and end of the year

Particulars	Equity Shares			
	As at 31 March 2016		As at 31 March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Shares outstanding at the beginning of the year	1028000	1,02,80,000.00	10,28,000.00	1,02,80,000.00
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	1028000	1,02,80,000.00	10,28,000.00	1,02,80,000.00

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 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sat Paul Bansal	201100	19.56	201100	19.56
Sarita Rani Bansal	144500	14.06	144500	14.06
Rajneesh Bansal	149746	14.57	149746	14.57
Sandeep Bansal	144507	14.06	144507	14.06
Paul Excursions Pvt. Ltd.	102355	9.96	102355	9.96

Note 2: RESERVES AND SURPLUS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Securities Premium Account		
Opening Balance	50,40,000.00	50,40,000.00
Closing Balance	50,40,000.00	50,40,000.00
B. Surplus		
Opening Balance	1,17,37,48,942.00	1,01,85,78,845.12
(-) Depreciation Written Off	0.00	-34,51,115.39
(+) Profit for Current Year	20,41,91,651.64	15,86,21,212.27
Closing Balance	1,37,57,04,380.15	1,17,37,48,942.00
Total	1,38,29,80,593.64	1,17,87,88,942.00

Note 3: LONG TERM BORROWINGS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
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)	2,57,64,029.00	5,43,13,744.00
b. Term Loan from HDFC Bank (Secured by Mortgage of Office Building at Chandigarh & Personal guarantee of Directors)	3,84,12,659.25	4,49,80,066.00
c. Car Loans from Banks (Secured by Hypothecation of Cars)	0.00	9,15,526.00

2. From other Parties		
a. Car Loans from Kotak Mahindra Prime (Secured by Hypothecation of Car)	26,85,566.20	19,97,411.00
Total	6,68,62,254.45	10,22,06,747.00

Terms of repayment and repayment schedule

Rol	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Car loan								
9.46%	8.25	4.04						
9.08%	10.43	5.56						
Property								
11.10%	7.08							
10.85%	24.63	27.44	30.57	34.06	37.94	42.26	47.09	6.57
10.30%	70.75	78.4	86.86	96.25	51.87			
Total	121.14	115.44	117.43	130.31	89.81	42.26	47.09	6.57

Note 4: OTHER LONG TERM LIABILITIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Security deposits received from WU	33,16,645.00	31,29,540.00
Security deposits received from Agents	20,000.00	16,20,000.00
Total	33,36,645.00	47,49,540.00

Note 5: SHORT TERM BORROWINGS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. SECURED		
1. Loans repayable on demand		
a. FROM BANKS		
(i) Cash Credit Facility (CC)	13,18,63,939.86	3,41,93,161.60
(ii) Temporary Over Draft Facility (TOD)	3,51,010.85	0.00
(iii) Over Draft Facility (OD)	(8,25,319.44)	5,47,37,750.54
[(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]		

b. FROM OTHER PARTIES	0.00	0.00
Total	13,13,89,631.27	8,89,30,912.14

Note 6: TRADE PAYABLES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Sundry Creditors - Forex	54,65,732.13	50,79,535.37
Western Union Sub-Agents	27,88,80,753.16	36,15,04,249.73
Sundry Creditors - Travel	61,73,807.41	24,79,230.96
Total	29,05,20,292.70	36,90,63,016.06

Note 7: OTHER CURRENT LIABILITIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Current maturities of long-term debt	3,91,19,830.00	1,63,10,353.00
Expenses Payable	5,08,83,229.22	3,75,99,441.44
Unclaimed dividends	19,334.00	31,334.00
Advance From Customer	1,28,80,469.73	83,26,167.92
Advance from Western Union	0.00	19,87,732.00
Other payables		
(i) PF Payable	21,06,555.00	22,76,255.00
(ii) ESI Payable	3,23,171.00	2,87,327.00
(iii) Service Tax Payable	1,00,103.65	5,36,812.49
(iv) TDS Payable	1,10,10,868.70	65,23,619.62
Total	11,64,43,561.30	7,38,63,808.47

Note 8: SHORT TERMS PROVISIONS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
(a) Provision for employee benefits		
Gratuity	2,51,43,617.00	1,12,15,287.00
Leave Encashment	52,93,820.00	59,87,081.00
Bonus	1,00,90,342.00	1,16,43,675.00
(b) Others		
Provision for Taxes	11,24,46,687.33	9,08,94,553.64
Provision for Wealth Tax	0.00	1,76,033.00
Total	15,29,74,466.33	11,99,16,629.64

Note 10: NON CURRENT INVESTMENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Other Investments (unquoted, fully paid up, at cost) 29.424% JV Investment (Previous Year 29.389%) in Horizon Remit SDN BHD, Malaysia	4,24,85,024.44	3,98,03,411.71
Total	4,24,85,024.44	3,98,03,411.71

Note 9: FIXED ASSETS

PARTICULARS	Rate of Depreciation in %	Useful Life of Asset in Years	Gross Block (Amount in Rupees)		Accumulated Depreciation (Amount in Rupees)				Net Block (Amount in Rupees)			
			Balance as at 1 April 2015	Additions	Disposals	Balance as at 31ST MAR 2016	Balance as at 1 April 2015	Depreciation charge for the year	On disposals	Opening WDV adjustments	Balance as at 31ST MAR 2016	Balance as at 31ST MAR 2015
Tangible Assets												
Land	NA	NA	232,177,714.00	3,493,917.86	0.00	235,671,631.86	0.00	0.00	0.00	232,177,714.00	235,671,631.86	
Buildings	4.75%	60	131,564,059.50	118,537,087.50	6,000,000.00	244,101,147.00	8,900,716.06	897,712.00	0.00	115,349,800.50	220,383,885.94	
Computers & Desktop	63.16%	3	34,994,055.96	3,446,477.10	735,479.81	37,705,053.25	2,377,100.22	660,374.06	0.00	3,393,252.64	4,388,123.77	
Servers & Networks	39.30%	6	7,726,954.58	2,553,615.00	401,520.00	9,879,049.58	1,722,363.33	252,031.00	0.00	2,154,145.58	2,835,908.25	
Furniture and Fittings	25.89%	10	40,068,337.42	5,668,864.00	1,903,343.38	43,833,858.04	4,052,376.97	1,550,540.00	0.00	11,192,677.09	12,456,380.95	
Motor Cars	31.23%	8	42,824,585.00	7,534,302.00	7,794,183.00	42,564,704.00	7,237,762.19	4,760,912.00	0.00	19,055,444.00	16,918,712.81	
Motor Cycles	25.89%	10	84,140.00	0.00	0.00	84,140.00	11,242.00	0.00	58,395.00	36,987.00	25,745.00	
Office Equipments	45.07%	5	10,370,388.97	2,256,750.00	129,513.50	12,497,625.47	2,239,625.29	66,488.79	0.00	3,875,440.62	3,831,540.62	
Electrical Installations & Equipments	25.89%	10	17,654,190.96	691,088.00	316,216.00	18,029,062.96	2,206,407.82	180,356.00	0.00	7,910,456.53	6,259,276.71	
Construction Work in Progress			15,850,711.00	10,428,157.00	15,850,711.00	10,428,157.00	0.00	0.00	0.00	15,850,711.00	10,428,157.00	
Intangible Assets Under Development												
Computer Software			1,200,000.00	0.00	1,200,000.00	0.00	0.00	0.00	0.00	1,200,000.00	0.00	
Total Current Year			534,515,137.39	154,610,258.46	34,330,966.69	654,794,429.16	28,247,541.88	8,371,013.85	0.00	412,796,599.17	513,199,362.91	
Total Previous Year			307,449,509.57	236,417,545.10	9,351,916.55	534,515,137.39	29,009,118.02	6,528,854.35	3,451,115.39	211,660,350.41	412,796,599.17	

Note 11: OTHER NON CURRENT ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Advance against Properties	2,06,08,549.58	13,93,77,356.58
Total	2,06,08,549.58	13,93,77,356.58

Disclosure pursuant to Note No. L (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 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	NIL	NIL

Note 12: DEFFERED TAX ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Opening Balances	1,06,64,199.00	60,58,920.00
Add: Deferred Tax Assets for the year	14,41,740.00	46,05,279.00
Total	1,21,05,939.00	1,06,64,199.00

Note 13: CURRENT INVESTMENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Investment in Mutual Funds (4897552.420 units of DSP Black Rock Income opportunity Fund having NAV of Rs. 10.4806 as at 31st March 2016)	5,09,58,913.09	0.00
Total	5,09,58,913.09	0.00

Note 14: INVENTORIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Stock of Foreign Currency at Cost	3,30,86,476.65	2,85,13,658.40
Stock Of Shares at Cost	65,160.00	4,39,916.58
Total	3,31,51,636.65	2,89,53,574.98

Note 15: TRADE RECEIVABLES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Trade receivables outstanding for a period less than six months		
1. Unsecured, considered good	42,30,84,681.36	48,24,36,916.41
Less: Provision for doubtful debts	0.00	0.00
	42,30,84,681.36	48,24,36,916.41
B. Trade receivables outstanding for a period exceeding six months		
1. Unsecured, considered good	53,46,963.02	1,14,04,171.16
Less: Provision for doubtful debts	0.00	0.00
	53,46,963.02	1,14,04,171.16
Total	42,84,31,644.38	49,38,41,087.57

Trade Receivable stated above include debts due by:

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	Nil	Nil

Note 16: CASH & CASH EQUIVALENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Balances with Banks		
1. In Current Accounts	38,16,99,878.41	30,03,27,801.58
2. In Term Deposit Accounts with more than 12 months maturity	88,63,095.07	75,59,221.60
3. In earmarked Term Deposit Accounts		
a. Security against borrowings	26,32,28,129.00	12,86,78,124.00
b. Margin money	59,92,938.02	56,08,516.22
c. Guarantees & Other Commitments	17,43,118.93	21,45,006.03
4. In EEFC Accounts	9,24,511.47	10,03,223.14
5. In Unclaimed dividend accounts	23,969.92	36,237.90
B. Cash on hand	10,81,31,421.73	16,77,62,249.98
Total	77,06,07,062.55	61,31,20,380.45

Note 17: SHORT TERM LOANS & ADVANCES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Secured, Considered Good		
Claims Recoverable	4,00,000.00	4,00,000.00
B. Unsecured, Considered Good		
1. Advances to Other Parties (Net)	5,02,27,164.11	6,41,81,476.15
2. Security Deposits	1,69,20,363.14	1,85,52,699.14
3. Loans and advances to employees	29,20,301.23	16,73,358.34
4. Staff Imprest	12,68,358.49	17,91,722.09
5. Prepaid expenses	39,15,546.15	52,25,103.40
6. Balances with government authorities		
a. CENVAT credit	30,43,277.20	2,44,973.33
b. Advance Tax	19,35,81,229.44	10,67,69,503.00
c. Tax Deducted at Source	1,01,58,609.58	80,48,735.32
Total	28,24,34,849.34	20,68,87,570.77

Advance Tax includes Rs. 8.88 Crores which has been deposited for the Assessment Years from 2008-09 to 2014-15 and the cases for the said Assessment Years are pending for settlement.

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 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	NIL	NIL

Note 18: OTHER CURRENT ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Insurance Claim Recoverable	8,04,464.00	23,55,416.33
Total	8,04,464.00	23,55,416.33

OTHER NOTES**A: Disclosure pursuant to Note no. 6(V) of Part I of Schedule III to the Companies Act, 2013**

Investment of utilised 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 realisable value in the ordinary course of business which is not less than the amount at which it is stated.

Note 19: REVENUE FROM OPERATIONS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Sale of Services		
Foreign Exchange	22,93,76,16,578.52	20,12,55,36,221.04
Service Charges on Forex	1,10,39,073.04	1,13,04,837.79
Charges Received from Western Union	61,23,85,339.41	58,83,52,565.43
Forex Gain on Remittances from Western Union	52,31,51,337.44	50,69,01,936.86
Sales of Air Tickets	41,18,45,671.54	30,34,02,324.24
Sales of Hotel Bookings & Packages	4,63,40,659.76	4,81,44,267.00
Total - Sale of Services	24,54,23,78,659.71	21,58,36,42,152.36
Other Operating Revenues		
Rewards & Incentives	8,54,56,442.97	4,64,46,238.71
Miscellaneous Receipts- Travel	44,61,898.53	30,93,834.49
Credit Card Encashment	32,07,494.71	38,95,939.29
Total - Other Operating Revenues	9,31,25,836.21	5,34,36,012.49
Total Revenue From Operations	24,63,55,04,495.92	21,63,70,78,164.85

Note 20: OTHER INCOME

Particulars	For the Year ended 31st Mar 2015 Amount (In Rs.)	For the Year ended 31st March 2016 Amount (In Rs.)
A. Interest Income		
1. Interest on Bank Deposits	1,48,57,781.37	1,15,95,960.16
2. Interest on Loans & Advances	0.00	2,93,434.00
3. Other Interest	6,78,947.00	3,41,768.67
B. Other non-operating income (net of expenses directly attributable to such income)		
1. Rental Income	6,96,720.00	3,96,000.00
2. Profit on sale of Fixed Assets	45,54,275.00	-1,35,488.67
3. Grant from Travel Tourism	3,98,859.00	63,288.00
4. Exchange Rate Variations on Forex Transactions	1,14,884.02	2,73,201.06
5. Railway Booking	0.00	3,305.46
6. Franchisee Fees	31,772.00	-9,304.00
7. Misc Income	3,01,10,381.28	2,19,51,174.71
Total	5,14,43,619.67	3,47,73,339.39

Note 21: PURCHASE OF FOREIGN EXCHANGE AND SERVICES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Foreign Exchange	22,67,36,82,932.69	19,89,03,42,336.34
Air Tickets	39,50,67,529.87	28,88,17,489.44
Hotel Bookings & Packages	4,23,28,210.88	4,31,29,190.13
Total	23,11,10,78,673.44	20,22,22,89,015.91

Note 22: CHANGES IN INVENTORIES OF STOCK IN TRADE

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st Jun 2015 Amount (In Rs.)
Closing Stock of Foreign Exchange	3,30,86,476.65	2,85,13,658.40
Opening Stock of Foreign Exchange	2,85,13,658.40	2,20,59,295.40
NET DECREASE	-45,72,818.25	-64,54,363.00

Note 23: COMMISSION AND INCENTIVES PAID TO AGENTS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Western Union Agents	48,15,80,532.96	51,14,21,049.80
Forex Agents and others	7,69,92,642.70	6,29,81,025.06
Incentive to WU Agents	2,85,60,657.00	1,03,66,766.00
Total	58,71,33,832.66	58,47,68,840.86

Note 24: OFFICE & ADMINISTRATIVE EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Bad Debts and Balances Written Off	2,20,64,429.70	0.00
Communication Expenses	1,18,69,441.74	1,28,53,626.92
Computer Expenses	1,39,34,473.08	1,61,61,710.36
Conference Expenses	30,79,200.32	33,45,921.78
Conveyance Expenses	96,76,221.50	91,69,235.72
Generator Running Expenses	7,11,509.90	9,19,204.30
Insurance	25,23,867.33	32,07,886.00
Legal, Professional & Outsourcing	2,14,36,563.00	1,11,77,325.00
Loss on fixed assets sold/scrapped/written off	75,574.02	1,60,985.00
Office Maintenances	75,61,852.29	74,13,225.71
Payments to auditors (Refer Note (i) below)	2,00,000.00	1,65,000.00
Postage & Telegram	34,04,596.44	25,50,949.21
Power and Water Expenses	78,24,439.26	73,54,506.69
Printing and stationery	73,78,032.50	94,05,548.94
Rates and taxes	18,52,929.31	19,79,604.25
Rent	4,51,81,783.00	4,55,95,542.00
Repairs and Maintenance (Refer Note (ii) below)	1,68,25,491.93	82,02,403.90
Security Services	10,40,538.00	7,80,281.00
Travelling Expenses	1,95,12,998.73	2,26,79,878.28
Vehicle Running & Maintenance	28,86,916.50	29,97,637.91
Total	19,90,40,858.55	16,61,20,472.97

NOTE (i)

Payments to the auditor as	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Statutory Audit Fees	1,50,000.00	1,25,000.00
Tax Audit Fees	50,000.00	40,000.00
Total	2,00,000.00	1,65,000.00

NOTE (ii)

Repair & Maintenance includes	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st Mar 2015 Amount (In Rs.)
Building Repairs	71,89,788.93	34,72,341.00
Other Repairs	96,35,703.00	47,30,062.90
Total	1,68,25,491.93	82,02,403.90

Note 25: EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Salaries & Allowances	26,66,40,531.41	25,01,19,477.68
Bonus & Incentives	92,75,503.00	1,33,35,257.00
Leave Encashment	52,19,560.00	63,01,441.00
Contributions to:		
(i) Provident Fund	1,44,02,364.85	1,40,66,837.00
(ii) ESI	27,82,833.82	27,31,252.00
Gratuity	1,73,90,895.00	63,73,285.00
Staff Recruitment Expenses	3,11,710.50	3,92,193.00
Staff welfare expenses	1,15,00,448.75	1,25,78,972.21
Total	32,75,23,847.33	30,58,98,714.89

Note 26: FINANCE COSTS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Interest Expenses:		
Interest on Demand Loans	1,64,45,027.51	2,13,62,149.05
Interest on Term Loans	1,15,26,615.25	69,81,231.00
Interest on Car Loans	7,38,907.00	15,04,418.00
Other Finance Expenses:		
Bank Charges	31,86,480.57	32,89,435.40
Credit Card Charges	9,93,456.05	20,65,468.41
Total	3,28,90,486.38	3,52,02,701.86

Note 27: SALES PROMOTION EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Advertisement & Publicity	2,41,89,638.69	3,37,10,825.00
Business Promotion	5,04,32,368.90	4,20,18,952.55
Total	7,46,22,007.59	7,57,29,777.55

Note 28: EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Gross Amount Required to be spent by the Co. During the Year	49,52,569.00	49,79,587.00
A) Amount Paid During the year		
i) Education and Skill Development	20,05,869.00	1,00,000.00
ii) Food & Sanitation	17,47,630.00	45,58,566.00
iii) Heritage & Culture	0.00	4,00,000.00
iv) Contribution to PM National Relief Fund	3,10,120.00	50,000.00
v) Sports Development	10,000.00	50,140.00
vi) Environment	10,30,761.00	0.00
vii)Charity & Donation	11,410.00	0.00
B) Amount yet to be Paid	NIL	NIL
Total	51,15,790.00	51,58,706.00

Note 29: OTHER EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Brokerage	2,50,375.00	2,18,058.00
Call Centre Charges	7,32,747.00	0.00
Diwali Expenses	36,24,854.00	19,24,484.00
Donations	18,51,370.00	1,59,595.00
Fees & Subscriptions	16,96,483.36	18,46,670.30
Guest House Expenses	23,98,972.68	16,35,076.00
Hospitality	0.00	3,764.00
Inauguration Expenses	51,979.00	4,940.00
News Paper & Periodicals	64,516.00	32,770.00
TOTAL	1,06,71,297.04	58,25,357.30

Note 30. MANAGERIAL REMUNERATION

During the year the company paid an amount of Rs. 3,21,44,243.00 (Previous Yr Rs. 2,74,13,532.00) 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	1,89,69,818.00
Mr. Rajneesh Bansal	Executive Director	1,01,75,908.00
Mrs. Sarita Rani	Director	23,66,876.00
Mr. Dharam Pal Sharma (wef. 09/11/2015)	Whole Time Director	2,29,327.00
Mr. Surinder Singh Bedi (upto 09/11/2015)	Whole Time Director	7,82,283.00
Total		3,25,24,212.00

Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013:

Particulars	For the year ended 31 March 2016 Amount (In Rs.)	For the year ended 31 March 2015 Amount (In Rs.)
Profit Before Tax & Exceptional Items	31,51,96,598.97	24,83,03,161.88
Add: Managerial Remuneration	3,25,24,212.00	2,74,13,532.00
Less: Profit (Loss) on Sale of Fixed Assets	44,78,700.98	(2,96,473.67)
Net Profit for the Year	34,32,42,109.99	27,54,20,220.21

Note 30. Contingent Liability not provided for

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Claims against company not acknowledged as Debt	137.28	142.65
Bank Guarantees	125	125
Service Tax Demand Notice pending Departmental Appeal with High Court (excl. Interest)	335.42	335.42
Corporate Guarantee in Respect of JV in Malaysia	1327	1252
Capital Commitments	14.33	48.82
TOTAL	1939.03	1903.89

Note 31. Gross Remittances & Earnings in Foreign Exchange

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Gross Inward Remittance from Western Union Money Transfer Service	15,86,100.83	15,38,693.18
Rewards and Incentives Received	812.35	116.63
TOTAL	15,86,913.18	15,38,809.81

Note 32. 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
Smt. Sarita Rani Bansal	Director
Sh. Dharam Pal Sharma (wef. 09/11/2015)	Whole Time Director
Sh. Surinder Singh Bedi (upto 09/11/2015)	Whole Time Director
Smt. Nita Bansal	Relative of Key Management Personnel
Sh. Tilak Raj Khepar	Key Management Personnel
Sh. Hardam Singh	Key Management Personnel
M/S Paul Distributors	Partnership Firm in which Directors are Partners
M/S Paul Fincap Pvt. Ltd.	Private Company in which two Directors are also Directors and Shareholders
M/s Talk More Communications (P) Ltd	Private Company in which one Director is also a Director and Shareholder
Horizon Remit SDN BHD, Malaysia	Joint Venture Company

B. Related Party Transactions in Ordinary Course of Business (Rs. In Lakhs)

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Associate Company/ Firm	Total
Managerial Remuneration	325.24	0.00	0.00	325.24
Rent Paid for Premises	41.72	6.70	27.70	76.11
Rent Received	0.00	0.00	6.97	6.97
Service Charges	0.00	0.00	1.11	1.11
Payments against Agreement to Sell	10.78	0.00	0.00	10.78
Salary Paid	41	0.00	0.00	41

There are no transactions with related parties, which are not in ordinary course of business or not at arm's length.

Note 33. Earnings per Share

(As per Accounting Standard 20 issued by ICAI)

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Net Profit for the Year (Rs.)	2041.92	1586.21
Number of Equity Shares (Nos.)	1028000	1028000
Basic & Diluted EPS (Rs per Share)	198.63	154.30

Note 34. Joint Venture Details

(As per Accounting Standard 27 issued by ICAI)

The company has a Joint Venture (JV) with Weizmann Forex Ltd. having 29.424% (Previous Year 29.389%) 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:

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Interest in JV (%)	29.424	29.389
Value of Capitalised Investment in JV	424.85	398.03
Proportional Interest in		
- Assets	345.49	246
- Liabilities	335.80	238
Share of Income from JV	(7.90)	(65)
Expenditure Incurred	0.15	7.88

Note 35. Deferred Tax

(As per Accounting Standard 22 issued by ICAI)

Deferred Tax Assets on Account of Timing Differences	As at 01.04.2015	Arising During the Year	As at 31.03.2016
Depreciation	28,94,438.00	29,82,268.00	87,830.00
Provision for Gratuity	38,12,076.00	48,89,627.00	87,01,703.00
Provision for Bonus	39,57,685.00	-4,65,619.00	34,92,066.00
Net Deferred Tax Asset	106,64,199.00	14,41,740.00	1,21,05,939.00

Note 36. Employee Benefits

Particulars of Defined Contribution Plan	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Contribution to Provident Fund & ESI during the financial year	171.85	167.98

Note 37. Segment Reporting

As per Accounting Standard (AS) 17 on Segment Reporting, segment Information is provided below:

(Amount in Lakh Rupees)

Sr. No	PARTICULARS	For the Year ended 31st Mar 2016	For the Year ended 31st Mar 2015
1	Segment Revenue		
(a)	Forex	2,29,782	2,01,611
(b)	Western Union	12,210	11,417
(c)	Travel	4,637	3,548
(d)	Others	92	24
	Total	2,46,721	2,16,600
	Less: Inter Segment Revenue		
(a)	Forex	60	68
(b)	Western Union	15	17
(c)	Travel	-75	-85
(d)	Others		
	Net sales/Income From Operations	2,46,721	2,16,600
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		

(a)	Forex	389	442
(b)	Western Union	2,910	2,305
(c)	Travel	-59	-54
(d)	Others	92	24
	Total	3,332	2,717

Less:			
i)	Interest	329	352
ii)	Other Un-allocable Expenditure net off	-	69
iii)	Un-allocable income	-149	-118
	Total Profit Before Tax	3,152	2,414
3	Capital Employed		
(a)	Forex	3,990	3,273
(b)	Western Union	9,577	8,274
(c)	Travel	-59	-54
(d)	Others	-	-
(e)	Unallocated Assets	425	398
(f)	Unallocated Liabilities	-	-
	Total	13,933	11,891

Note 38. Other Notes

1. Traveling Expenses in Office & Administrative Expenses includes Rs. 33,51,893.76.00 (Previous Yr Rs. 54,76,202.00) towards foreign travel.
2. As per information available to the company there are no outstanding dues owed to Small Scale undertakings as on 31.03.2016.
3. Balance under Sundry Debtors, Sundry Creditors, Loans & Advances and Other Receivable and Payables are subject to confirmation and reconciliation.
4. Additional information pursuant to Schedule III part I & II of the Companies Act. 2013 other than stated above is either NIL or NOT APPLICABLE.
5. Notes 1 to 37 form integral part of Accounts for the year ending 31st March 2016.

PLACE: CHANDIGARH

DATED: 24.05.2016

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, 2016, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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, 2016, 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 and the Consolidated Cash Flow Statement 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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.

For and on behalf of
JAIN & ASSOCIATES
Chartered Accountants
FRN:01361N

Place: Chandigarh
Date: 24.05.2016

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, 2016 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 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 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, 2016, 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: 24.05.2016

CA. Neeraj Jain
Partner
Membership number: 089477

CONSOLIDATED BALANCE SHEET AS AT 31ST MAR 2016

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2016	PREVIOUS YEAR as on 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
Shri Laxmi Ji		1.25	1.25
Share Capital	1	10,280,000.00	10,280,000.00
Reserve & Surplus	2	1,376,638,064.52	1,172,964,011.10
(2) Non-Current Liabilities			
Long Term Borrowings	3	66,862,254.45	102,206,747.00
Other Long Term Liabilities	4	3,336,645.00	4,749,540.00
(3) Current Liabilities			
Short Term Borrowings	5	131,389,631.27	88,930,912.14
Trade Payables	6	290,520,292.70	369,063,016.06
Other Current Liabilities	7	150,023,964.32	109,631,170.47
Short Term Provisions	8	152,941,269.38	119,916,629.64
TOTAL		2,181,992,122.89	1,977,742,027.67
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets	9		
(i) Tangible Assets		504,363,967.58	397,703,016.75
(ii) Capital Work in Progress		10,428,157.00	15,850,711.00
(iii) Intangible Assets		34,900,305.09	41,909,317.85
Other Non-Current Assets	10	20,608,549.58	139,377,356.58
Deferred Tax Assets (Net)	11	12,346,675.00	10,664,199.00
(2) Current Assets			
Current Investments	12	50,958,913.09	0.00
Inventories	13	33,151,636.65	28,953,574.98
Trade Receivables	14	428,431,644.38	493,841,087.57
Cash and Cash Equivalents	15	776,002,312.10	627,110,245.99
Short Term Loans and Advances	16	309,995,498.41	219,977,101.62
Other Current Assets	17	804,464.00	2,355,416.33
TOTAL		2,181,992,122.89	1,977,742,027.67
Significant Accounting Policies & Notes of Financial Statements	1-37		
PLACE: CHANDIGARH			
DATED: 24.05.2016			
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-00077499 H. No. 749, Sector 8 Chandigarh	RAJNEESH BANSAL Executive Director DIN-00077230 H. No. 749, Sector 8 Chandigarh	For Jain & Associates CHARTERED ACCOUNTANTS (FRN – 01361N)	
HARDAM SINGH Company Secretary FCS-5046 H. NO. 12D, Angel Appts, Zirakpur	TILAK RAJ KHEPAR Chief Financial Officer PAN-ABCPK2505K H. No. 1474/2, Sector 43B, Chandigarh	CA. NEERAJ JAIN Partner (M. No. 089477)	

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31ST MAR 2016

Amount in Rupees

PARTICULARS	Note	CURRENT YEAR as on 31.03.2016	PREVIOUS YEAR as on 31.03.2015
I. REVENUE			
Revenue from Operations	18	24,658,973,006.46	21,654,839,889.22
Other Income	19	51,443,619.67	34,773,339.39
TOTAL REVENUE		24,710,416,626.13	21,689,613,228.61
II. EXPENSES			
Purchase of Foreign Exchange and Services	20	23,111,078,673.44	20,222,289,015.91
Changes in Inventories of Stock in Trade	21	(4,572,818.25)	-6,454,363.00
Commission & Incentive Paid To WU Agents	22	587,133,832.66	584,768,840.86
Office & Administrative Expenses	23	214,873,762.81	180,435,871.66
Employee Benefit Expenses	24	334,726,319.17	313,962,736.91
Finance Costs	25	33,047,279.11	35,429,569.09
Sales Promotion Expenses	26	74,994,272.04	75,961,703.06
Corporate Social Responsibility Expenses	27	5,115,790.00	5,158,706.00
Other Expenses	28	10,671,297.04	5,825,357.30
Depreciation		28,943,150.31	29,757,559.83
TOTAL EXPENSES		24,396,011,558.33	21,447,134,997.63
III. PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX (I - II)		314,405,067.80	242,478,230.98
IV. EXCEPTIONAL ITEMS (LOSS ON SALE OF JV INVESTMENT)		0.00	6,906,930.00
V. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (III - IV)		314,405,067.80	235,571,300.98
VI. EXTRAORDINARY ITEMS		0.00	0.00
VII. PROFIT BEFORE TAX (V - VI)		314,405,067.80	235,571,300.98
VIII. TAX EXPENSE			
(1) Current Tax		112,413,490.38	87,380,298.61
(2) Previous Year Tax		0.00	
(3) Deferred Tax		-1,682,476.00	-4,605,279.00
IX. PROFIT (LOSS) AFTER TAX (VII - VIII)		203,674,053.42	152,796,281.37
X. EARNING PER EQUITY SHARE (BASIC & DILUTED)		198.13	148.63
Significant Accounting Policies & Notes of Financial Statements	1-37		

PLACE: CHANDIGARH
DATED:24.05.2016

For & on Behalf of Board of Directors

SAT PAUL BANSAL
Chairman cum
Managing Director
DIN-00077499
H. No. 749, Sector 8
Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749, Sector 8
Chandigarh

HARDAM SINGH
Company Secretary
FCS-5046
H. NO. 12D,
Angel Appts, Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sector 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)

CONSOLIDATED CASH FLOW STATEMENT AS ON 31ST MAR , 2016

PARTICULARS	Amount (in Rupees)	
	CURRENT YEAR 31.03.2016	STANDALONE PREVIOUS YEAR 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax and Extraordinary items	314,405,068	248,303,162
Adjustment for:		
Depreciation	28,943,150	29,009,118
Profit/Loss on Sale of Fixed Assets/Investments	(4,478,701)	296,474
Finance Cost	33,047,279	35,202,702
Interest Income	-	-
Dividend Received	-	-
Profit before working Capital Changes	371,916,796	312,811,455
Adjustment for :		
Net changes in operating Assets & Liabilities		
Trade receivable	65,409,443	871,624,271
Inventory	(4,198,062)	(6,454,363)
Long Term Loans & Advances	-	-
Other Current Assets		
Other Non Current Assets		
Short Term Loans & Advances	(90,018,397)	(26,754,574)
Other Current Assets	1,550,952	132,338
Other Non Current Assets	118,768,807	45,955,131
Trade Payables	(78,542,723)	(8,974,063)
Other Current Liabilities	40,392,794	(21,424,648)
Other Long Term Liabilities	(1,412,895)	(795,450)
Short Term Provisions	33,024,640	4,704,254
Long Term Provisions	-	-
Cash generated from operations	84,974,559	858,012,896
Income Taxes Paid	(112,413,490)	(87,380,299)
Cash generated from operation before extraordinary items	344,477,865	1,083,444,053
Dividend Received	-	-
Net Cash flow from operating activities	344,477,865	1,083,444,053
B. CASH FLOW FROM LENDING AND INVESTING ACTIVITIES		
Fixed Deposited with Banks	-	-
Interest Received on Fixed Deposits	-	-
Sale of Fixed Assets	30,438,654	2,526,589
Purchase of Fixed Assets	(154,941,500)	(236,417,545)
Increase/Decrease in Current Investments	(50,958,913)	-
Increase/Decrease in Non Current Investments	5,809,013	15,410,372
Net cash used in lending and investing activities	(169,652,746)	(218,480,584)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	-	-
Tax on Dividend Paid	-	-
Borrowings (Net of Repayments)		
Long Term Borrowings	(35,344,493)	30,753,513
Short Term Borrowings	42,458,719	(755,265,054)
Finance Cost	(33,047,279)	(35,202,702)
	(25,933,053)	(759,714,243)
Net cash flow after financing activities	148,892,066	105,249,225
Cash and Cash equivalent at the beginning of the year	627,110,246	507,871,155
Cash and Cash equivalents at the end of the year	776,002,312	613,120,380

Place : Chandigarh.
Dated : 24.05.2016

For & on behalf of Board of Directors

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-00077499
H. No. 749, Sector 8
Chandigarh

RAJNEESH BANSAL
Executive Director
DIN-00077230
H. No. 749, Sector 8
Chandigarh

For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN - 01361N)

CA. NEERAJ JAIN
Partner
(M. No. 089477)

HARDAM SINGH
Company Secretary
FCS-5046
H. NO. 12D,
Angel Appts, Zirakpur

TILAK RAJ KHEPAR
Chief Financial Officer
PAN-ABCPK2505K
H. No. 1474/2,
Sector 43B, Chandigarh

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013 and in accordance with the principals and procedures required for the preparation and presentation of Consolidated Financial Statements as laid down under Accounting Standard (AS) 21, "Consolidated Financial Statements" .

Investment in Joint Venture are accounted for using Proportionate Consolidation method of accounting as laid out in Accounting Standard (AS) 27, "Financial Reporting of Interests in Joint Ventures" after making adjustments for significant transactions on account of difference in reporting date of the Joint Venture Enterprise.

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.

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 ON FINANCIAL STATEMENTS

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

Note 1: SHARE CAPITAL**A. Authorised, Issued, Subscribed & Paid up Share Capital and Par Value per Share**

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Authorised				
Equity Shares of Rs. 10 each	20,00,000	2,00,00,000.00	20,00,000	2,00,00,000.00
Issued, Subscribed & fully Paid up				
Equity Shares of Rs. 10 each fully paid	10,28,000	1,02,80,000.00	10,28,000	1,02,80,000.00
Total	10,28,000	1,02,80,000.00	10,28,000	1,02,80,000.00

B. Reconciliation of Number of Shares Outstanding at the beginning and end of the year

Particulars	Equity Shares			
	As at 31 March 2016		As at 31 March 2015	
	Number	Amount (In Rs.)	Number	Amount (In Rs.)
Shares outstanding at the beginning of the year	1028000	1,02,80,000.00	10,28,000.00	1,02,80,000.00
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	1028000	1,02,80,000.00	10,28,000.00	1,02,80,000.00

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 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sat Paul Bansal	201100	19.56	201100	19.56
Sarita Rani Bansal	144500	14.06	144500	14.06
Rajneesh Bansal	149746	14.57	149746	14.57
Sandeep Bansal	144507	14.06	144507	14.06
Paul Excursions Pvt. Ltd.	102355	9.96	102355	9.96

Note 2: RESERVES AND SURPLUS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Securities Premium Account		
Opening Balance	50,40,000.00	50,40,000.00
Closing Balance	50,40,000.00	50,40,000.00
B. Surplus		
Opening Balance	1,17,37,48,942.00	1,01,85,78,845.12
(-) Depreciation Written Off	0.00	-34,51,115.39
(+) Profit for Current Year	20,36,74,053.42	15,86,21,212.27
Closing Balance	1,37,74,22,995.42	1,17,37,48,942.00
Total	1,38,24,62,995.42	1,17,87,88,942.00

Note 3: LONG TERM BORROWINGS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
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)	2,57,64,029.00	5,43,13,744.00
b. Term Loan from HDFC Bank (Secured by Mortgage of Office Building at Chandigarh & Personal guarantee of Directors)	3,84,12,659.25	4,49,80,066.00
c. Car Loans from Banks (Secured by Hypothecation of Cars)	0.00	9,15,526.00
2. From other Parties		
a. Car Loans from Kotak Mahindra Prime (Secured by Hypothecation of Car)	26,85,566.20	19,97,411.00
Total	6,68,62,254.45	10,22,06,747.00

Terms of repayment and repayment schedule

Rol	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Car loan								
9.46%	8.25	4.04						
9.08%	10.43	5.56						
Property								
11.10%	7.08							
10.85%	24.63	27.44	30.57	34.06	37.94	42.26	47.09	6.57
10.30%	70.75	78.4	86.86	96.25	51.87			
Total	121.14	115.44	117.43	130.31	89.81	42.26	47.09	6.57

Note 4: OTHER LONG TERM LIABILITIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Security deposits received from WU	33,16,645.00	31,29,540.00
Security deposits received from Agents	20,000.00	16,20,000.00
Total	33,36,645.00	47,49,540.00

Note 5: SHORT TERM BORROWINGS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. SECURED		
1. Loans repayable on demand		
a. FROM BANKS		
(i) Cash Credit Facility (CC)	13,18,63,939.86	3,41,93,161.60
(ii) Temporary Over Draft Facility (TOD)	3,51,010.85	0.00
(iii) Over Draft Facility (OD)	(8,25,319.44)	5,47,37,750.54
[(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]		
b. FROM OTHER PARTIES	0.00	0.00
Total	13,13,89,631.27	8,89,30,912.14

Note 6: TRADE PAYABLES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Sundry Creditors - Forex	54,65,732.13	50,79,535.37
Western Union Sub-Agents	27,88,80,753.16	36,15,04,249.73
Sundry Creditors - Travel	61,73,807.41	24,79,230.96
Total	29,05,20,292.70	36,90,63,016.06

Note 7: OTHER CURRENT LIABILITIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Current maturities of long-term debt	3,91,19,830.00	1,63,10,353.00
Expenses Payable	5,08,83,229.22	3,75,99,441.44
Unclaimed dividends	19,334.00	31,334.00
Advance From Customer	1,28,80,469.73	83,26,167.92
Advance from Western Union	0.00	19,87,732.00
Other payables		
(i) PF Payable	21,06,555.00	22,76,255.00
(ii) ESI Payable	3,23,171.00	2,87,327.00
(iii) Service Tax Payable	1,00,103.65	5,36,812.49
(iv) TDS Payable	1,10,10,868.70	65,23,619.62
Malaysia Joint Venture	3,35,80,403.02	0.00
Total	15,00,23,964.32	7,38,63,808.47

Note 8: SHORT TERMS PROVISIONS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
(a) Provision for employee benefits		
Gratuity	2,51,43,617.00	1,12,15,287.00
Leave Encashment	52,93,820.00	59,87,081.00
Bonus	1,00,90,342.00	1,16,43,675.00
(b) Others		
Provision for Taxes	11,24,13,490.38	9,08,94,553.64
Provision for Wealth Tax	0.00	1,76,033.00
Total	15,29,41,269.38	11,99,16,629.64

Note 10: NON CURRENT INVESTMENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Other Investments (unquoted, fully paid up, at cost)		
29.424% JV Investment (Previous Year 29.389%) in Horizon Remit SDN BHD, Malaysia	0.00	3,98,03,411.71
Total	0.00	3,98,03,411.71

Note 9: FIXED ASSETS

PARTICULARS	Rate of Depreciation in %	Useful Life of Asset in Years	Gross Block (Amount in Rupees)			Accumulated Depreciation (Amount in Rupees)				Net Block (Amount in Rupees)		
			Balance as at 1 April 2015	Additions	Disposals	Balance as at 31ST MAR 2016	Balance as at 1 April 2015	Depreciation charge for the year	On disposals	Opening WDV adjustments	Balance as at 31ST MAR 2016	Balance as at 31ST MAR 2016
Tangible Assets												
Land	NA	NA	232,177,714.00	3,493,917.86	0.00	235,671,631.86	0.00	0.00	0.00	232,177,714.00	235,671,631.86	
Buildings	4.75%	60	131,564,059.50	118,537,087.50	6,000,000.00	244,101,147.00	8,480,714.06	897,742.00	0.00	115,349,800.50	220,381,885.94	
Computers & Desktop	63.16%	3	34,994,055.96	3,446,477.10	735,479.81	37,705,053.25	2,377,100.22	660,974.06	0.00	3,393,252.64	4,388,123.77	
Servers & Networks	39.30%	6	7,726,954.58	2,553,615.00	401,520.00	9,879,049.58	1,722,363.33	252,031.00	0.00	2,154,745.58	2,835,908.25	
Furniture and Fittings	25.89%	10	40,068,337.42	5,668,864.00	1,903,343.38	43,833,858.04	4,052,326.97	1,550,540.00	0.00	11,192,647.30	12,456,380.95	
Motor Cars	31.23%	8	42,804,385.00	7,334,302.00	7,794,183.00	42,364,704.00	7,237,762.19	4,760,912.00	0.00	19,655,444.00	16,318,772.81	
Motor Cycles	25.89%	10	84,140.00	0.00	0.00	84,140.00	11,242.00	0.00	0.00	58,395.00	25,745.00	
Office Equipments	45.07%	5	10,370,388.97	2,256,750.00	1,791,513.50	12,497,625.47	2,239,625.29	68,488.79	0.00	3,879,440.62	3,831,540.62	
Electrical Installations & Equipments	25.89%	10	17,654,190.96	691,088.00	316,216.00	18,029,062.96	2,206,407.82	180,356.00	0.00	7,910,456.53	6,259,276.71	
Malaysia Joint Venture							695,008.43	0.00	0.00	1,957,128.38	1,592,761.67	
Construction Work in Progress			15,850,711.00	10,428,157.00	15,850,711.00	10,428,157.00	0.00	0.00	0.00	15,850,711.00	10,428,157.00	
Intangible Assets												
Computer Software			1,200,000.00	0.00	1,200,000.00	0.00	0.00	0.00	0.00	1,200,000.00	0.00	
Goodwill										40,709,317.85	34,900,305.09	
MALYSIA JOINT VENTURE												
Total Current Year			334,515,137.39	134,610,258.46	34,330,966.69	654,794,429.16	28,943,150.31	8,371,013.85	0.00	452,463,045.60	549,692,429.67	
Total Previous Year			307,449,509.57	236,417,545.10	9,251,916.55	534,515,137.39	29,009,118.02	6,528,854.35	3,451,115.39	211,662,350.41	412,796,599.17	

Note 11: OTHER NON CURRENT ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Advance against Properties	2,06,08,549.58	13,93,77,356.58
Total	2,06,08,549.58	13,93,77,356.58

Disclosure pursuant to Note No. L (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 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	NIL	NIL

Note 12: DEFFERED TAX ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Opening Balances	1,06,64,199.00	60,58,920.00
Add: Deferred Tax Assets for the year	16,82,476.00	46,05,279.00
Total	1,23,46,675.00	1,06,64,199.00

Note 13: CURRENT INVESTMENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Investment in Mutual Funds (4897552.420 units of DSP Black Rock Income opportunity Fund having NAV of Rs. 10.4806 as at 31st March 2016)	5,09,58,913.09	0.00
Total	5,09,58,913.09	0.00

Note 14: INVENTORIES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Stock of Foreign Currency at Cost	3,30,86,476.65	2,85,13,658.40
Stock Of Shares at Cost	65,160.00	4,39,916.58
Total	3,31,51,636.65	2,89,53,574.98

Note 15: TRADE RECEIVABLES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Trade receivables outstanding for a period less than six months		
1. Unsecured, considered good	42,30,84,681.36	48,24,36,916.41
Less: Provision for doubtful debts	0.00	0.00
	42,30,84,681.36	48,24,36,916.41
B. Trade receivables outstanding for a period exceeding six months		
1. Unsecured, considered good	53,46,963.02	1,14,04,171.16
Less: Provision for doubtful debts	0.00	0.00
	53,46,963.02	1,14,04,171.16
Total	42,84,31,644.38	49,38,41,087.57

Trade Receivable stated above include debts due by:

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	Nil	Nil

Note 16: CASH & CASH EQUIVALENTS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Balances with Banks		
1. In Current Accounts	38,16,99,878.41	30,03,27,801.58
2. In Term Deposit Accounts with more than 12 months maturity	88,63,095.07	75,59,221.60
3. In earmarked Term Deposit Accounts		
a. Security against borrowings	26,32,28,129.00	12,86,78,124.00

b. Margin money	59,92,938.02	56,08,516.22
c. Guarantees & Other Commitments	17,43,118.93	21,45,006.03
4. In EEFC Accounts	9,24,511.47	10,03,223.14
5. In Unclaimed dividend accounts	23,969.92	36,237.90
B. Cash on hand	10,81,31,421.73	16,77,62,249.98
C. Malaysia Joint Venture	53,95,249.55	0.00
Total	77,60,02,312.10	61,31,20,380.45

Note 17: SHORT TERM LOANS & ADVANCES

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
A. Secured, Considered Good		
Claims Recoverable	4,00,000.00	4,00,000.00
B. Unsecured, Considered Good		
1. Advances to Other Parties (Net)	5,02,27,164.11	6,41,81,476.15
2. Security Deposits	1,69,20,363.14	1,85,52,699.14
3. Loans and advances to employees	29,20,301.23	16,73,358.34
4. Staff Imprest	12,68,358.49	17,91,722.09
5. Prepaid expenses	39,15,546.15	52,25,103.40
6. Balances with government authorities		
a. CENVAT credit	30,43,277.20	2,44,973.33
b. Advance Tax	19,35,81,229.44	10,67,69,503.00
c. Tax Deducted at Source	1,01,58,609.58	80,48,735.32
C. Malaysia Joint Venture	2,75,60,649.07	0.00
Total	30,99,95,498.41	20,68,87,570.77

Advance Tax includes Rs. 8.88 Crores which has been deposited for the Assessment Years from 2008-09 to 2014-15 and the cases for the said Assessment Years are pending for settlement.

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 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Directors	Nil	Nil
Other officers of the Company	Nil	Nil
Firm in which director is a partner	Nil	Nil
Private Company in which director is a member	Nil	Nil
	NIL	NIL

Note 18: OTHER CURRENT ASSETS

Particulars	As at 31st Mar 2016 Amount (In Rs.)	As at 31st Mar 2015 Amount (In Rs.)
Insurance Claim Recoverable	8,04,464.00	23,55,416.33
Total	8,04,464.00	23,55,416.33

OTHER NOTES

A: Disclosure pursuant to Note no. 6(V) of Part I of Schedule III to the Companies Act, 2013

Investment of utilised 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 19: REVENUE FROM OPERATIONS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Sale of Services		
Foreign Exchange	22,93,76,16,578.52	20,12,55,36,221.04
Service Charges on Forex	1,10,39,073.04	1,13,04,837.79
Charges Received from Western Union	61,23,85,339.41	58,83,52,565.43
Forex Gain on Remittances from Western Union	52,31,51,337.44	50,69,01,936.86
Sales of Air Tickets	41,18,45,671.54	30,34,02,324.24
Sales of Hotel Bookings & Packages	4,63,40,659.76	4,81,44,267.00
Total - Sale of Services	24,54,23,78,659.71	21,58,36,42,152.36
Other Operating Revenues		
Rewards & Incentives	8,54,56,442.97	4,64,46,238.71
Miscellaneous Receipts- Travel	44,61,898.53	30,93,834.49
Credit Card Encashment	32,07,494.71	38,95,939.29
Total - Other Operating Revenues	9,31,25,836.21	5,34,36,012.49
Malaysia Joint Venture	2,34,68,510.54	0.00
Total Revenue From Operations	24,65,89,73,006.46	21,63,70,78,164.85

Note 20: OTHER INCOME

Particulars	For the Year ended 31st Mar 2015 Amount (In Rs.)	For the Year ended 31st March 2016 Amount (In Rs.)
A. Interest Income		
1. Interest on Bank Deposits	1,48,57,781.37	1,15,95,960.16
2. Interest on Loans & Advances	0.00	2,93,434.00
3. Other Interest	6,78,947.00	3,41,768.67
B. Other non-operating income (net of expenses directly attributable to such income)		
1. Rental Income	6,96,720.00	3,96,000.00
2. Profit on sale of Fixed Assets	45,54,275.00	-1,35,488.67
3. Grant from Travel Tourism	3,98,859.00	63,288.00
4. Exchange Rate Variations on Forex Transactions	1,14,884.02	2,73,201.06
5. Railway Booking	0.00	3,305.46
6. Franchisee Fees	31,772.00	-9,304.00
7. Misc Income	3,01,10,381.28	2,19,51,174.71
Total	5,14,43,619.67	3,47,73,339.39

Note 21: PURCHASE OF FOREIGN EXCHANGE AND SERVICES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Foreign Exchange	22,67,36,82,932.69	19,89,03,42,336.34
Air Tickets	39,50,67,529.87	28,88,17,489.44
Hotel Bookings & Packages	4,23,28,210.88	4,31,29,190.13
Total	23,11,10,78,673.44	20,22,22,89,015.91

Note 22: CHANGES IN INVENTORIES OF STOCK IN TRADE

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st Jun 2015 Amount (In Rs.)
Closing Stock of Foreign Exchange	3,30,86,476.65	2,85,13,658.40
Opening Stock of Foreign Exchange	2,85,13,658.40	2,20,59,295.40
NET DECREASE	-45,72,818.25	-64,54,363.00

Note 23: COMMISSION AND INCENTIVES PAID TO AGENTS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Western Union Agents	48,15,80,532.96	51,14,21,049.80
Forex Agents and others	7,69,92,642.70	6,29,81,025.06
Incentive to WU Agents	2,85,60,657.00	1,03,66,766.00
Total	58,71,33,832.66	58,47,68,840.86

Note 24: OFFICE & ADMINISTRATIVE EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Bad Debts and Balances Written Off	2,20,64,429.70	0.00
Communication Expenses	1,18,69,441.74	1,28,53,626.92
Computer Expenses	1,39,34,473.08	1,61,61,710.36
Conference Expenses	30,79,200.32	33,45,921.78
Conveyance Expenses	96,76,221.50	91,69,235.72
Generator Running Expenses	7,11,509.90	9,19,204.30
Insurance	25,23,867.33	32,07,886.00
Legal, Professional & Outsourcing	2,14,36,563.00	1,11,77,325.00
Loss on fixed assets sold/scrapped/written off	75,574.02	1,60,985.00
Office Maintenances	75,61,852.29	74,13,225.71
Payments to auditors (Refer Note (i) below)	2,00,000.00	1,65,000.00
Postage & Telegram	34,04,596.44	25,50,949.21
Power and Water Expenses	78,24,439.26	73,54,506.69
Printing and stationery	73,78,032.50	94,05,548.94
Rates and taxes	18,52,929.31	19,79,604.25
Rent	4,51,81,783.00	4,55,95,542.00
Repairs and Maintenance (Refer Note (ii) below)	1,68,25,491.93	82,02,403.90
Security Services	10,40,538.00	7,80,281.00
Travelling Expenses	1,95,12,998.73	2,26,79,878.28
Vehicle Running & Maintenance	28,86,916.50	29,97,637.91
Malaysia Joint Venture	1,58,32,904.26	0.00
Total	21,48,73,762.81	16,61,20,472.97

NOTE (i)

Payments to the auditor as	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Statutory Audit Fees	1,50,000.00	1,25,000.00
Tax Audit Fees	50,000.00	40,000.00
Total	2,00,000.00	1,65,000.00

NOTE (ii)

Repair & Maintenance includes	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st Mar 2015 Amount (In Rs.)
Building Repairs	71,89,788.93	34,72,341.00
Other Repairs	96,35,703.00	47,30,062.90
Total	1,68,25,491.93	82,02,403.90

Note 25: EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Salaries & Allowances	26,66,40,531.41	25,01,19,477.68
Bonus & Incentives	92,75,503.00	1,33,35,257.00
Leave Encashment	52,19,560.00	63,01,441.00
Contributions to:		
(i) Provident Fund	1,44,02,364.85	1,40,66,837.00
(ii) ESI	27,82,833.82	27,31,252.00
Gratuity	1,73,90,895.00	63,73,285.00
Staff Recruitment Expenses	3,11,710.50	3,92,193.00
Staff welfare expenses	1,15,00,448.75	1,25,78,972.21
Malaysia Joint Venture	72,02,471.84	0.00
Total	33,47,26,319.17	30,58,98,714.89

Note 26: FINANCE COSTS

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Interest Expenses:		
Interest on Demand Loans	1,64,45,027.51	2,13,62,149.05
Interest on Term Loans	1,15,26,615.25	69,81,231.00
Interest on Car Loans	7,38,907.00	15,04,418.00
Other Finance Expenses:		
Bank Charges	31,86,480.57	32,89,435.40
Credit Card Charges	9,93,456.05	20,65,468.41
Malaysia Joint Venture	1,56,792.73	0.00
Total	3,30,47,279.11	3,52,02,701.86

Note 27: SALES PROMOTION EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Advertisement & Publicity	2,41,89,638.69	3,37,10,825.00
Business Promotion	5,04,32,368.90	4,20,18,952.55
Malaysia Joint Venture	3,72,264.45	0.00
Total	7,49,94,272.04	7,57,29,777.55

Note 28: EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Gross Amount Required to be spent by the Co. During the Year	49,52,569.00	49,79,587.00
A) Amount Paid During the year		
i) Education and Skill Development	20,05,869.00	1,00,000.00
ii) Food & Sanitation	17,47,630.00	45,58,566.00
iii) Heritage & Culture	0.00	4,00,000.00
iv) Contribution to PM National Relief Fund	3,10,120.00	50,000.00
v) Sports Development	10,000.00	50,140.00
vi) Environment	10,30,761.00	0.00
vii)Charity & Donation	11,410.00	0.00
B) Amount yet to be Paid	NIL	NIL
Total	51,15,790.00	51,58,706.00

Note 29: OTHER EXPENSES

Particulars	For the Year ended 31st Mar 2016 Amount (In Rs.)	For the Year ended 31st March 2015 Amount (In Rs.)
Brokerage	2,50,375.00	2,18,058.00
Call Centre Charges	7,32,747.00	0.00
Diwali Expenses	36,24,854.00	19,24,484.00
Donations	18,51,370.00	1,59,595.00
Fees & Subscriptions	16,96,483.36	18,46,670.30
Guest House Expenses	23,98,972.68	16,35,076.00
Hospitality	0.00	3,764.00
Inauguration Expenses	51,979.00	4,940.00
News Paper & Periodicals	64,516.00	32,770.00
TOTAL	1,06,71,297.04	58,25,357.30

Note 30. MANAGERIAL REMUNERATION

During the year the company paid an amount of Rs. 3,21,44,243.00 (Previous Yr Rs. 2,74,13,532.00) 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	1,89,69,818.00
Mr. Rajneesh Bansal	Executive Director	1,01,75,908.00
Mrs. Sarita Rani	Director	23,66,876.00
Mr. Dharam Pal Sharma (wef. 09/11/2015)	Whole Time Director	2,29,327.00
Mr. Surinder Singh Bedi (upto 09/11/2015)	Whole Time Director	7,82,283.00
Total		3,25,24,212.00

Computation of Standalone Net Profit in accordance with Section 198 of the Companies Act, 2013:

Particulars	For the year ended 31 March 2016 Amount (In Rs.)	For the year ended 31 March 2015 Amount (In Rs.)
Profit Before Tax & Exceptional Items	31,44,05,067.80	24,83,03,161.88
Add: Managerial Remuneration	3,25,24,212.00	2,74,13,532.00
Less: Profit (Loss) on Sale of Fixed Assets	44,78,700.98	(2,96,473.67)
Net Profit for the Year	34,24,50,578.82	27,54,20,220.21

Note 30. Contingent Liability not provided for

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Claims against company not acknowledged as Debt	137.28	142.65
Bank Guarantees	125	125
Service Tax Demand Notice pending Departmental Appeal with High Court (excl. Interest)	335.42	335.42
Corporate Guarantee in Respect of JV in Malaysia	1327	1252
Capital Commitments	14.33	48.82
TOTAL	1939.03	1903.89

Note 31. 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
Smt. Sarita Rani Bansal	Director
Sh. Dharam Pal Sharma (wef. 09/11/2015)	Whole Time Director
Sh. Surinder Singh Bedi (upto 09/11/2015)	Whole Time Director
Smt. Nita Bansal	Relative of Key Management Personnel
Sh. Tilak Raj Khepar	Key Management Personnel
Sh. Hardam Singh	Key Management Personnel
M/S Paul Distributors	Partnership Firm in which Directors are Partners
M/S Paul Fincap Pvt. Ltd.	Private Company in which two Directors are also Directors and Shareholders
M/s Talk More Communications (P) Ltd	Private Company in which one Director is also a Director and Shareholder
Horizon Remit SDN BHD, Malaysia	Joint Venture Company

B. Related Party Transactions in Ordinary Course of Business (Rs. In Lakhs)

Nature of Transaction	Key Management Personnel	Relative of Key Management Personnel	Associate Company/ Firm	Total
Managerial Remuneration	325.24	0.00	0.00	325.24
Rent Paid for Premises	41.72	6.70	27.70	76.11
Rent Received	0.00	0.00	6.97	6.97
Service Charges	0.00	0.00	1.11	1.11
Payments against Agreement to Sell	10.78	0.00	0.00	10.78
Salary Paid	41	0.00	0.00	41

There are no transactions with related parties, which are not in ordinary course of business or not at arm's length.

Note 32. Earnings per Share

(As per Accounting Standard 20 issued by ICAI)

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Net Profit for the Year (Rs.)	2036.74	1586.21
Number of Equity Shares (Nos.)	1028000	1028000
Basic & Diluted EPS (Rs per Share)	198.13	154.30

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 29.424% (Previous Year 29.389%) 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:

Particulars	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Interest in JV (%)	29.424	29.389
Value of Capitalised Investment in JV	424.85	398.03
Proportional Interest in		
- Assets	345.49	246
- Liabilities	335.80	238
Share of Income from JV	(7.90)	(65)
Expenditure Incurred	0.15	7.88

Note 34. Deferred Tax
(As per Accounting Standard 22 issued by ICAI)

Deferred Tax Assets on Account of Timing Differences	As at 01.04.2015	Arising During the Year	As at 31.03.2016
Depreciation	-28,94,438.00	27,41,532.00	-1,52,906.00
Provision for Gratuity	38,12,076.00	48,89,627.00	87,01,703.00
Provision for Bonus	39,57,685.00	-4,65,619.00	34,92,066.00
Net Deferred Tax Asset	106,64,199.00	16,82,476.00	1,23,46,675.00

Note 35. Employee Benefits

Particulars of Defined Contribution Plan	As at 31 March 2016 (Rs. Lakhs)	As at 31 March 2015 (Rs. Lakhs)
Contribution to Provident Fund & ESI during the financial year	171.85	167.98

Note 36. Segment Reporting

As per Accounting Standard (AS) 17 on Segment Reporting, segment Information is provided below:

(Amount in Lakh Rupees)

Sr. No	PARTICULARS	For the Year ended 31st Mar 2016	For the Year ended 31st Mar 2015
1	Segment Revenue		
(a)	Forex	2,29,782	2,01,611
(b)	Western Union	12,445	11,417
(c)	Travel	4,637	3,548
(d)	Others	92	24
	Total	2,46,956	2,16,600
	Less: Inter Segment Revenue		
(a)	Forex	60	68
(b)	Western Union	15	17
(c)	Travel	-75	-85
(d)	Others		
	Net sales/Income From Operations	2,46,956	2,16,600
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
(a)	Forex	389	442
(b)	Western Union	2,902	2,305
(c)	Travel	-59	-54
(d)	Others	92	24
	Total	3,324	2,717

Less:			
i)	Interest	330	352
ii)	Other Un-allocable Expenditure net off	-	69
iii)	Un-allocable income	-149	-118
	Total Profit Before Tax	3,143	2,414
3	Capital Employed		
(a)	Forex	3,990	3,273
(b)	Western Union	9,586	8,274
(c)	Travel	-59	-54
(d)	Others	-	-
(e)	Unallocated Assets	425	398
(f)	Unallocated Liabilities	-	-
	Total	13,942	11,891

Note 37. Other Notes

- 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.
- Notes 1 to 37 form integral part of Accounts for the year ending 31st March 2016.

PLACE: CHANDIGARH

DATED: 24.05.2016

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

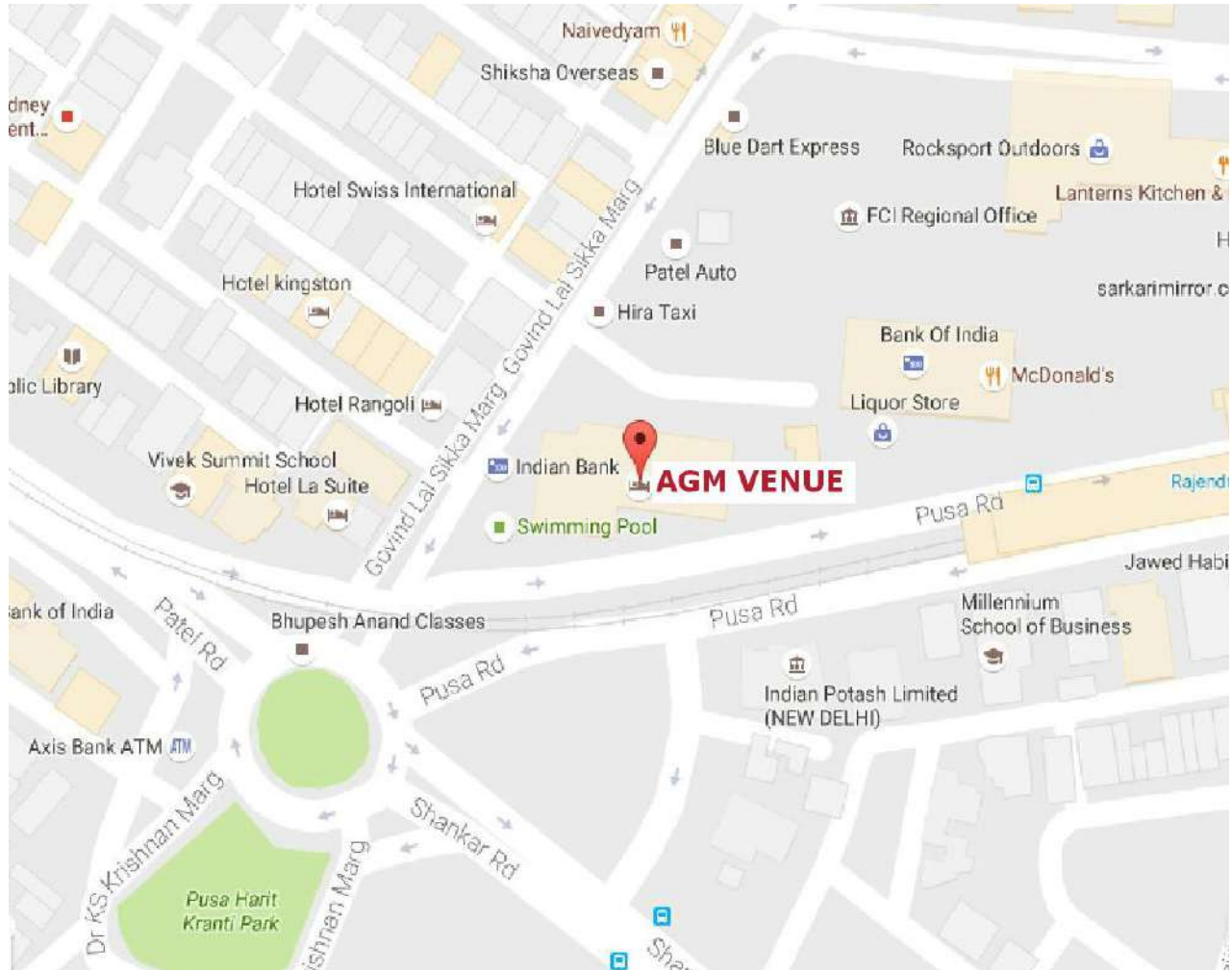
For Jain & Associates
CHARTERED ACCOUNTANTS
(FRN – 01361N)

CA. NEERAJ JAIN,
Partner
(M. No. 089477)

PLACE: CHANDIGARH

DATED: 24.05.2016

Route Map and Land Marks near the Venue of the Annual General Meeting:-



AGM Venue:-

Conference Hall No. 2, Jaypee Siddharth, 3, Rajendra Place, New Delhi – 110008

