



PAUL MERCHANTS LTD.[®]
(An ISO 9001:2015 Certified Co.) (CIN: L74900DL1984PLC018679)

CORP. OFF.: PML House, SCO 829-830, Sector 22-A, Chandigarh - 160 022 Ph. 0172-5041786, 5025090 Fax : 0172-5041713

E-mail : info@paulmerchants.net Website : www.paulmerchants.net

REGD. OFF.: DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi-110015 Ph. : 011-47529460

POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Members,

Notice is hereby given to the shareholders of PAUL MERCHANTS LIMITED (**The Company**) pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read over with the Companies (Management and Administration) Rules, 2014, other applicable Rules framed under the Act, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), General Circular no. 09/2024 dated September 19th, 2024, read over with all earlier Circulars with particular reference to Circular no. 17/2020 dated April 13, 2020 and Circular no. 14/2020 dated April 8, 2020 on the subject of passing of ordinary and special resolutions in accordance with the framework provided in the aforesaid Circulars issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as **"the Circulars"**) and applicable Secretarial Standards issued by the Institute of Company Secretaries of India and any other applicable law, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, that the resolution appended below is proposed to be passed by the members of the Company Paul Merchants Limited, as on the Cut-off Date, through postal ballot (the "Postal Ballot") only by way of e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the applicable MCA and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in compliance with the aforesaid MCA Circulars, postal ballot forms and pre-paid business envelopes are not being sent to Members for this Postal Ballot. This Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with the

Company/RTA/ depository participant(s)/ Depositories as on the Cut-off Date. The details of the procedure to cast the vote form part of the 'Notes' to this Notice. If your e-mail address is not registered with the Depositories, please follow the process provided in the Notes to this Notice, to receive this Postal Ballot Notice and login ID and password for e-voting. The communication of the assent or dissent of the Members would only take place through the e-voting.

In accordance with the provisions of the applicable MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. The Company has made necessary arrangements with M/s Alankit Assignments Ltd, Alankit House, 4E/2, Jhandewalan Extn. New Delhi- 110055 (INDIA), the Registrar and Share Transfer Agent ("**RTA**") of the Company to enable the Members to register their e-mail address.

The Board of Directors of the Company, at its meeting held on February 7th, 2025, have appointed Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (Membership No. FCS 5901), SCO 64-65, Sector 17 A, Chandigarh, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner. Central Depository Services (India) Limited (**CDSL**) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, applicable MCA and SEBI Circulars and Secretarial Standards, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST), Thursday, March 13th, 2025. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman in writing, and the result of the voting by Postal Ballot (through the e-voting process) will be announced on Friday, March 14th, 2025 at 5.00 PM at the Corporate Office of the Company at SCO 829-830, Sector 22-A, Chandigarh – 160022. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Thursday, March 13th, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, the resolution passed by the members through postal ballot shall be deemed to have been passed as if the same is passed at a General Meeting of the

Members of the Company.

The important dates with respect to the e-voting facility are given below:-

Commencement of e-voting	Wednesday, February 12, 2025 (9.00 A.M. IST)
End of e-voting	Thursday, March 13, 2025, (5.00 P.M IST)
Cut Off date	Friday, February 07, 2025 (After the closing of business hours)
Declaration of Result	Friday, March 14, 2025 at 5.00 PM

The Board of Directors of the Company propose to obtain the consent of the members by way of Postal Ballot (through the e-voting process) for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act and Listing Regulations pertaining to the said Resolution, is appended to this notice.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility provided by the Company.

RESOLUTION

1. **TO APPROVE SLUMP SALE OF GOLD LOAN BUSINESS UNDERTAKING OF PAUL MERCHANTS FINANCE PRIVATE LIMITED, MATERIAL WHOLLY OWNED SUBSIDIARY OF THE COMPANY TO L&T FINANCE LIMITED**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with applicable Rules made under the Act, as amended from time to time and in accordance with Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**“Listing Regulations”**), Master Direction- Reserve Bank of India (Transfer of Loan Exposures) Direction 2021, (including any Statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Memorandum and Articles of Association of the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, any other government or statutory authorities and subject to such approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary and subject to compliance with the conditions, if any, which they may impose while granting the approval and subject to the approval of members of

the material Wholly Owned subsidiary of the Company i.e., Paul Merchants Finance Private Limited (“**PMFPL**”), the approval of the Members of the Company be and is hereby accorded to transfer by way of slump sale PMFPL’s business of advancing loans against the security of gold to customers in India (“**Gold Loan Business**”) to L&T Finance Limited, CIN: L67120MH2008PLC181833, a non-banking financial company (“**Acquirer**”), together with the assets, liabilities, employees, rights, obligations, Contracts, goodwill of the Gold Loan Business of PMFPL but excluding its brand name (“**Gold Loan Business Undertaking**”), on a Going Concern basis, consequent upon decision of PMFPL to exit the line of Gold Loan Business completely, on the terms and conditions as more particularly defined in the Business Transfer Agreement (**BTA**), executed between PMFPL, the Acquirer, the Company Paul Merchants Limited and Promoters of PMFPL Mr. Sat Paul Bansal and Mr. Rajneesh Bansal, for a Lump sum purchase consideration of INR 537,00,00,000/- (Indian Rupees Five Hundred Thirty Seven Crores Only), based on Audited Financial Statements of PMFPL as on 31.03.2024, to be adjusted on the date of closing of the Proposed Transaction, on the terms and in the manner determined in the BTA.

RESOLVED FURTHER THAT the Board of Directors (“**the Board**”) of the Company be and is hereby authorised to finalize, amend, settle and execute required transactional documents in relation to the Proposed Transaction, including but not limited to definitive agreements, arrangements (including with respect to indemnities, guarantees etc.), undertakings, letters, declarations and any other documents as may be required from time to time and to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary and in the best interest of the Company and PMFPL, to give effect to the above Resolution for completion of the Proposed Transaction, without being required to seek any further consent or approval of the Members of the Company, and to delegate all or any of the powers or authorities herein conferred or to engage any Committee of the Board, Director or officer of the Company, advisor, consultant, agent or intermediary, as may be deemed necessary.”

Place: Chandigarh

By order of the Board of Directors

Date: February 7, 2025

For **PAUL MERCHANTS LIMITED**

Sd/-

HARDAM SINGH
(COMPANY SECRETARY)
Membership No. FCS-5046
H. No. 2007, Sector 89-C,
Mohali -160055

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act") stating all material facts and the reasons/rationale for the proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/RTA/depository participant(s), on the closing of business hours of Friday, February 7, 2025 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the applicable MCA and SEBI Circulars and Secretarial Standards, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered by following the process listed out in Note no. 20
3. The resolution, if passed by the requisite majority through evoting, will be deemed to have been passed on the last date specified for evoting i.e., Thursday, the 13th March, 2025. Further, the resolution passed by the members through this postal ballot process (through the e-voting process) will be deemed to have been passed as if the same is passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman in writing after the completion of scrutiny of the e-voting, and the result of the Postal Ballot through e-voting shall be declared by the Chairman of the Board or any other person duly authorized by him in writing on Friday, the 14th March, 2025 at 5.00 PM at Corporate Office of the Company at SCO 829-830, Sector 22-A, Chandigarh – 160022. The result will also be displayed on the Company website <https://www.paulmerchants.net>, on the website of CDSL www.evotingindia.com and communicated 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.

5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor.redressal@paulmerchants.net or ramap@alankit.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off date i.e. on the closing of business hours of Friday, February 7, 2025.
7. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. on the close of business hours of Friday, February 7, 2025, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.
8. In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Further in compliance with the MCA and SEBI Circulars mentioned above, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories/Depository Participants. Members may note that the Postal Ballot Notice will also be available on the Company's website www.paulmerchants.net and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the e-Voting facility) i.e. www.evotingindia.com (Adobe PDF can be downloaded at <https://get.adobe.com/reader>). The copies of the Postal Ballot Notice will also be available for inspection in electronic mode, basis the request being sent on investor.redressal@paulmerchants.net.
9. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization etc., authorizing their representative to vote on their behalf. The said Resolution/Authorization should be sent to the Scrutinizer by email through their registered email address to kanwalcs@gmail.com.
11. In compliance with the provisions of Section 108,110 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the Listing Regulations, Company is providing facility for voting by electronic means to its members to enable them to cast their votes electronically through e-voting and for this purpose

the Company has engaged the services of Central Depository Services (India) Limited (CDSL) and as such, the business set out in this Postal Ballot Notice shall be transacted through such voting. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

12. In accordance with the MCA Circulars, the Members are requested to take note of the following:-

- a. Vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI had mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities and prescribed certain standardized forms for submitting various service requests. The said Forms are available on the Website of the Company www.paulmerchants.net/Investors. Further, the above mentioned SEBI Circulars are also available on the website of the Company at <https://www.paulmerchants.net/paulmerchants/wp-content/uploads/2022/07/Circular-dated-November-03-2021.pdf> and <https://www.paulmerchants.net/paulmerchants/wp-content/uploads/2022/07/Clarifications-with-respect-to-Circular-dated-November-03-2021.pdf>. The Shareholders are requested to refer to the said Circulars and Formats for the relevant matters provided therein. As on the date of this Notice, there is no shareholder of the Company who holds the shares in physical form.
- b. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
- c. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- d. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
- e. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required

to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

E-voting:-

13. In compliance with Regulation 44 of the Listing Regulations and Section 108,110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA and SEBI Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
14. The e-voting period shall commence from Wednesday, February 12th, 2025 (9.00 A.M. IST) and ends on Thursday, March 13th, 2025, (5.00 P.M IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. As on the said cut-off date, the right of voting of the Members shall be reckoned and a person who is not a Member of the Company as on the cut off date should treat this Notice for information purposes only
15. The Board of Directors have appointed Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (Membership No. FCS 5901), SCO 64-65, Sector 17-A, Chandigarh as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
16. The e-voting facility will be available during the following period after which the evoting portal shall forthwith be blocked and shall not be available for evoting:-

Commencement of e-voting	Wednesday, February 12, 2025 (9.00 A.M. IST)
End of e-voting	Thursday, March 13, 2025, (5.00 P.M IST)
Cut Off date	Friday, February 7, 2025 (After the closing of business hours)

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

- (i) As per SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, e-voting has been enabled to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (ii) **In terms of the said SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Company, Individual**

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(iii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote</p>

Depository Participants	during the e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:-

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free no. 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

18. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:-

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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.</p>

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice
- j. Click on the EVSN for Paul Merchants Ltd.
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- l. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details
- m. 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
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
 - o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page
 - p. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
 - q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

19. Instructions for Non – Individual Shareholders and Custodians – For evoting only

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.
- iv. The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his email ID kanwalcs@gmail.com and to the Company at the email address viz; investor.redressal@paulmerchants.net, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

20. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES/DEPOSITOTY PARTICIPANTS

- i. For Physical shareholders- Please refer to the instructions given at Note no. 12.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GENERAL INSTRUCTIONS

- i. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free no. 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on Toll Free no. 1800225533. You may also contact Mr. Hardam Singh, Company Secretary cum Compliance Officer of the Company at investor.redressal@paulmerchants.net or at 0172-5041760 or at PML House, SCO 829-830, Sector 22-A, Chandigarh - 160022.
- ii. 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 the cut-off date i.e. after close of business hours on 07-02-2025.
- iii. The result of the e-voting shall be declared by the Chairman of the Board or any other person duly authorized by him in writing on Friday, March 14, 2025 at 5.00 PM at Corporate Office of the Company at SCO 829-830, Sector 22-A, Chandigarh – 160022.
- iv. The manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain confidential and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the meeting.
- v. The Scrutinizer`s decision on the validity of the vote shall be final and binding.

- vi. The result declared along with the Scrutinizer`s report shall be placed on the website of the Company (www.paulmerchants.net) and on the website of CDSL (www.evotingindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE Limited at www.bseindia.com, 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.
- vii. The resolution will be deemed to be passed on the last date specified for evoting i.e., Thursday, March 13, 2025, subject to receipt of requisite number of votes in favour of the resolution.



PAUL MERCHANTS LTD.[®]
(An ISO 9001:2015 Certified Co.) (CIN: L74900DL1984PLC018679)

CORP. OFF.: PML House, SCO 829-830, Sector 22-A, Chandigarh - 160 022 Ph. 0172-5041786, 5025090 Fax : 0172-5041713

E-mail : info@paulmerchants.net Website : www.paulmerchants.net

REGD. OFF.: DSM 335, 336, 337, 3rd Floor, DLF Tower, 15, Shivaji Marg, Najafgarh Road, New Delhi-110015 Ph. : 011-47529460

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Resolution at Item No. 1

Paul Merchants Finance Private Limited (PMFPL), material Wholly Owned Subsidiary of the Company is operating three business verticals i.e. Gold Loan, Prepaid Payment Instruments and Corporate Agency for distributing insurance products. The sale of Gold Loan Business Undertaking of PMFPL to L&T Finance Limited pursuant to the Proposed Transaction would inter alia help PMFPL to focus on growth and expansion of its other business activities and to possess adequate resources for the same.

PMFPL, the material Wholly Owned Subsidiary of the Company intends to transfer by way of slump sale as defined under Section 2(42C) of the Indian Income Tax Act, 1961, its business of advancing loans against the security of gold to customers in India (“**Gold Loan Business**”) to L&T Finance Limited, CIN: L67120MH2008PLC181833, a non-banking financial company (“**Acquirer**”), together with the assets, liabilities, employees, rights, obligations, Contracts, goodwill of the Gold Loan Business of PMFPL but excluding its brand name (“**Gold Loan Business Undertaking**”), on a Going Concern basis, consequent upon a decision of PMFPL to exit the line of Gold Loan Business completely, on the terms and conditions as more particularly defined in the Business Transfer Agreement (BTA), executed between PMFPL, the Acquirer, the Company Paul Merchants Limited and Promoters of PMFPL Mr. Sat Paul Bansal and Mr. Rajneesh Bansal, for a Lump sum purchase consideration of INR 537,00,00,000 (Indian Rupees Five Hundred Thirty Seven Crores Only), based on Audited Financial Statements of PMFPL as on 31.03.2024, to be adjusted on the date of closing of the Proposed Transaction, on the terms and in the manner determined in the BTA (“**Proposed Transaction**”)

The Board of Directors of both Paul Merchants Finance Private Limited and Paul Merchants Limited at their respective meetings held on February 7, 2025, subject to the approval of the members of both the Companies and subject to other requisite statutory/regulatory approvals, if any, approved the transfer/sale of the Gold Loan

Business Undertaking of PMFPL to L&T Finance Limited.

The proposed transaction is expected to be completed within 4 (four) months from the Agreement Date i.e. 07-02-2025 (automatically extendable by 2 (two) months) or such other date as may be agreed by the Parties in writing, subject to regulatory, statutory and other approvals, as may be required for the Proposed Transaction and subject to fulfillment of the terms and condition of the BTA.

The sale of gold loan business undertaking of PMFPL pursuant to the Proposed Transaction would inter alia help PMFPL to focus on growth and expansion of its other business activities and to possess adequate resources for the same. It shall also provide means to the management to invest in other opportunities / businesses for better growth of the Company.

As per Regulation 24(6) of SEBI (LODR) Regulations, 2015, no company shall sell, dispose and lease of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing special resolution except in case where such sale/ dispose/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. As PMFPL is the material Wholly Owned subsidiary of the Company, the approval of the Members of the Company is required by way of a Special Resolution for the proposed transaction i.e. sale of Gold Loan Business Undertaking of PMFPL to L&T Finance Limited.

The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of members of the company as a Special Resolutin.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their respective shareholding, if any.

Place: Chandigarh
Date: 07.02.2025

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

SD/-
HARDAM SINGH
(COMPANY SECRETARY)
Membership No. FCS-5046
H. No. 2007, Sector 89-C,
Mohali -160055