

**35TH ANNUAL REPORT
2017 - 2018**

PRECIOUS TRADING & INVESTMENTS LTD.

CORPORATE INFORMATION

Company Name

Precious Trading and Investments Limited

Corporate Identity Number

L51900MH1983PLC029176

Registered Office Address

Ground and 3rd Floor, Prius Infinity,
Paranjape 'B' Scheme, Subhash Road,
Vile Parle (East), Mumbai - 400057
Telephone No. : 022-42602400

Board of Directors

Mr. Ashwin N. Sheth	-	Managing Director
Mr. Jitendra N. Sheth	-	Non Executive Director
Mr. Vallabh N. Sheth	-	Non Executive Director
Ms. Nalini R. Bajaria*	-	Independent Director
Mr. Sharad N. Doshi	-	Independent Director

Key Managerial Personnels

Mr. Chintan A. Sheth	-	Chief Financial Officer
Mr. Ankush V. Bhoir	-	Company Secretary

Audit Committee

Mr. Sharad N. Doshi	-	Chairman
Mr. Ashwin N. Sheth	-	Member
Ms. Nalini R. Bajaria*	-	Member

Nomination and Remuneration Committee

Mr. Sharad N. Doshi	-	Chairman
Mr. Ashwin N. Sheth	-	Member
Ms. Nalini R. Bajaria*	-	Member
Mr. Vallabh N. Sheth	-	Member

Stakeholders Relationship Committee

Mr. Sharad N. Doshi	-	Chairman
Mr. Ashwin N. Sheth	-	Member
Mr. Jitendra N. Sheth	-	Member
Ms. Nalini R. Bajaria*	-	Member

Registrar and Share Transfer Agent

Bigshare Services Private Limited
1st Floor, Bharat TIN works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East)
Mumbai - 400 059

Statutory Auditors

M/s. S. M. Gupta & Co., Chartered Accountants, Mumbai

Internal Auditors

M/s. Rakchamps & Co., Chartered Accountants, Mumbai

Secretarial Auditors

Ms. Khushboo Bakul Gopani, Practicing Company Secretary, Mumbai

Bankers

HDFC Bank

* Resigned on 15th March, 2018

NOTICE

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Members of Precious Trading and Investments Limited [CIN L51900MH1983PLC029176] will be held on Saturday, the 29th Day of September, 2018 at 2.00 p.m. at the registered office of the Company at 3rd Floor, Prius Infinity, Paranjape 'B' Scheme, Subhash Road, Vile Parle (East), Mumbai - 400057 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jitendra N. Sheth (DIN: 00002047), who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

3. 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 185 and other applicable provisions of the Companies Act, 2013, and Companies (Amendment) Act, 2017, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the grant of loans and/or issue Corporate Guarantee and/or provide security for an amount not exceeding Rs. 600,00,00,000/- (Rupees Six Hundred Crores only) in aggregate to entities in which directors are interested on such terms and conditions as may be mutually agreed upon;

RESOLVED FURTHER THAT the Board of Directors shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company and be and are hereby authorised to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc. for the purpose of granting loan and/or issue Guarantee and/or provide security to entities in which directors are interested and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion deem fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard."

By order of Board of Directors
For Precious Trading and Investments Limited

Place : Mumbai
Date : 4th September, 2018

Ashwin N. Sheth
Chairman
DIN: 00002053

Registered Office:
Ground and 3rd Floor, Prius Infinity,
Paranjape 'B' Scheme, Subhash Road,
Vile Parle (East), Mumbai - 400057
CIN: L51900MH1983PLC029176
Website: www.ptil.co.in
E-mail ID: cs@ptil.co.in

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies should fill the Attendance Slip for attending the meeting. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the AGM.
5. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
6. 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.
7. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting. Members are requested to bring their attendance slip along with their copy of the annual report to the meeting.
8. Members are requested to intimate Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company, having office at Bharat TIN works, 1st floor, Opp. Vasant Oasis, Makwana Road, Marol Naka, Andheri (East) Mumbai - 400059 immediately of any change in their address in respect of equity shares held in physical mode and to their DPs in respect of equity shares held in dematerialized form.
9. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
10. Members desirous of asking any questions at the 35th AGM are requested to send in their questions so as to reach the Company's Registered Office at least 7 days before the date of the AGM, so that the same can be suitably replied to.
11. The Register of Members and the Share Transfer Book of the Company will remain closed from Monday, 24th September, 2018 to Saturday, 29th September, 2018 (Both days inclusive) for the purpose of the AGM. Notice is being sent to all the Members, whose names appear in the Register of Members as on Friday, 31st August, 2018.

12. Members holding shares in physical form may kindly register their e-mail IDs with the RTA by sending an e-mail at investor@bigshareonline.com and Members holding shares in demat form, who have not registered their e-mail address so far, are requested to register their e-mail address with their respective Depository Participants for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. The Notice along with Annual Report will be sent electronically indicating the process and manner of Remote E-voting to the members whose e-mail addresses are registered with the depository participants/Company. The physical copy of Notice along with Annual Report will be sent to those members whose email addresses are not registered with the depository participants/RTA/Company indicating the process and manner of Remote E-voting.
14. SEBI vide its circular dated 20th April, 2018 has made it mandatory for the Company to collect copy of Income Tax Permanent Account Number (PAN) and bank account details of all security holders holding securities in physical form. Accordingly, all Shareholders holding shares in physical form are requested to submit duly attested documents to RTA.
15. SEBI vide its notification dated 8th June, 2018 has mandated that transfer of securities would be carried out in dematerialised form only w.e.f. 5th December, 2018. Accordingly, all Shareholders holding shares in physical form to avail various benefits of dematerialization are advised to dematerialise shares held by them in physical form. The procedure of dematerialization of physical shares is placed on website of the Company at www.ptil.co.in.
16. As per the provisions of Section 72 of the Act, and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH. 13 with Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
17. The details of the Director seeking appointment/re-appointment as per the provisions of the Section 152 of the Companies Act, 2013 and Regulation 36 (3) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and in compliance with the Secretarial Standards (SS-2) issued by the ICSI is annexed alongwith the notice and forms a part of the notice.
18. The requirement to place the matter relating to the appointment of Statutory Auditors i.e. M/s. S. M. Gupta & Co., Chartered Accountants, for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 29th September, 2017.
19. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to item No. 3 of the notice set out above is annexed hereto.
20. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered Saturday, 22nd September, 2018 to determine the eligibility of Members to vote by electronic means or through physical ballot at the AGM (cut-off date). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date would be entitled to vote through electronic means or through physical ballot at the AGM.

21. E-voting

In terms of Section 108 of the Companies Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements, 2015, the Company is providing the facility to its Members, being eligible to vote, to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice. Members can cast their votes on electronic voting system from any place other than the venue of the meeting (remote e voting). The persons who have become the Members of the Company after the dispatch of the Notice and

Annual Report and their names appear in the Register of Members/List of Beneficial owners as on the cut-off date may contact the Registrar and Share Transfer Agent to obtain the Notice of AGM and the login details for casting vote electronically or may cast their vote through physical ballot at the AGM. If a Member is already registered with CDSL e-voting Platform then he can use his existing login details for casting the vote through remote e-voting. Details of the process and manner of remote e-voting along with the login details are being sent to all the Members along with the Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting facility will be available during the following Period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on Wednesday, 26th September, 2018
Conclusion of remote e-voting : At 5.00 p.m. (IST) on Friday, 28th September, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

22. After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website at www.ptil.co.in within 48 hours of conclusion of the AGM and also inform to the stock exchange where the securities of the Company is listed.

The instructions for shareholders voting electronically are as under:

- (a) The voting period begins at 9.00 a.m. (IST) on Wednesday, 26th September, 2018 and ends at 5.00 p.m. (IST) on Friday, 28th September, 2018. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Log on to the e-voting website www.evotingindia.com
- (c) Click on Shareholders
- (d) 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.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant Company Name i.e. Precious Trading and Investments Limited on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(s) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account for which they wish to vote on.
- 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.
- 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.

(t) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. **(a)** to sl. no. **(t)** above to cast vote.
- (B) The voting period begins at 9.00 a.m (IST) on Wednesday, 26th September, 2018 and ends at 5.00 p.m. (IST) on Friday, 28th September, 2018. During this period, shareholders’ of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.
23. Remote e-voting shall not be allowed beyond 5.00 p.m. on 28th September, 2018. During the remote e-voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
24. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on cut-off date.
25. Please note that the Members who have not exercised their right to vote by remote e-voting shall be entitled vote by way of ballot at the venue of the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
26. The Board of Directors has appointed Ms. Khushboo Gopani, Company Secretaries (Membership No. 29194) to act as a scrutinizer for conducting the electronic voting and physical ballot voting process in a fair and transparent manner.
27. The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting make a consolidated scrutinizers report and submit the report to the Chairman or Managing Director of the Company. The results declared alongwith the Scrutinizer’s Report will be available on the website of the Company at www.ptil.co.in and simultaneously be communicated to the BSE Limited (Stock Exchange) where the securities of the Company is listed.

PRECIOUS TRADING AND INVESTMENTS LIMITED
CIN: L51900MH1983PLC029176

28. The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

29. Route map showing directions to reach venue of the AGM is annexed at the end of the Annual Report.

By Order of Board of Directors
For **Precious Trading and Investments Limited**

Place : Mumbai
Date : 4th September, 2018

Ashwin N. Sheth
Chairman
DIN: 00002053

Registered Office:

Ground and 3rd Floor, Prius Infinity,
Paranjape 'B' Scheme, Subhash Road,
Vile Parle (East), Mumbai - 400057

CIN: L51900MH1983PLC029176

Website: www.ptil.co.in

E-mail ID: cs@ptil.co.in

PRECIOUS TRADING AND INVESTMENTS LIMITED

CIN: L51900MH1983PLC029176

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS PER THE PROVISIONS OF THE SECTION 152 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS, 2015 AND IN COMPLIANCE WITH THE SECRETARIAL STANDARDS - II (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Details
Name of the Director	Mr. Jitendra N. Sheth
DIN	00002047
Age	55 Years
Nationality	Indian
Qualification	B. Com
Experience	27 years
Terms and Conditions of appointment or re-appointment alongwith the details of the remuneration sought to be paid	To be re-appointed as a Non-Executive Director without any remuneration.
Remuneration last drawn	NIL
Date of first appointment on Board	28/08/2002
Shareholding in the Company	NIL
Inter-se Relationship with other Directors, Manager and KMP	Brother of Mr. Ashwin Sheth & Mr. Vallabh Sheth
Number of meetings of the Board attended during the year	Nine (9)
Whether Attended last AGM	Yes
Directorship held in other companies	<ol style="list-style-type: none"> 1. Sheth Developers & Realtors (India) Ltd. 2. Transcon - Sheth Creators Pvt. Ltd. 3. Sheth Realcon Ventures Pvt. Ltd. 4. Neepa Real Estates Pvt. Ltd. 5. Sheth Developers Pvt. Ltd. 6. Sheth Infrastructure Pvt. Ltd. 7. Valencia and Mishal Ventures Pvt. Ltd. 8. Sheth Creators and Sun-vision Pvt. Ltd. 9. Laxmi Prabha Impex and Investments Pvt. Ltd. 10. Sheth Heights Pvt. Ltd. 11. Sheth Creators and Harileela Projects Pvt. Ltd. 12. Sheth Creators and Constructors Pvt. Ltd. 13. Sheth Realtors and Holdings Pvt. Ltd. 14. Sheth Estate (International) Limited
Membership/Chairmanship of committees of other committees of the Board	<p>Chairmanship : NIL</p> <p>Membership :</p> <ol style="list-style-type: none"> 1. CSR Committee - Sheth Developers Pvt. Ltd. 2. Audit Committee - Sheth Creators and Constructors Pvt. Ltd. 3. Stakeholders' Relationship Committee - Sheth Creators and Constructors Pvt. Ltd. 4. Nomination & Remuneration Committee - Sheth Creators and Constructors Pvt. Ltd.