

**36TH ANNUAL REPORT
2018 - 2019**

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. Daksha D. Pandya	-	Independent Director
Mr. Sharad N. Doshi	-	Independent Director

* upto 11th January, 2019

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. Daksha D. Pandya	-	Member

Nomination, Remuneration and Compensation Committee

Mr. Sharad N. Doshi	-	Chairman
Mr. Ashwin N. Sheth	-	Member
Ms. Daksha D. Pandya	-	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

NOTICE

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Members of Precious Trading and Investments Limited [CIN L51900MH1983PLC029176] will be held on Thursday, the 26th Day of September, 2019 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, 2019 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashwin N. Sheth (DIN: 00002053), who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

3. To appoint Ms. Daksha D. Pandya (DIN: 08127491) as an Independent Director and in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 149, 150, 152 read with Schedule IV, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination, Remuneration and Compensation Committee in accordance with the provisions of Section 160 of the Companies Act, 2013, Ms. Daksha D. Pandya (DIN: 08127491) who was appointed as an Additional Director of the Company effective from 1st October, 2018 by the Board of Directors and who holds office until the date of this Annual General Meeting, be and hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for the period of 5 (five) consecutive years with effect from the date of this Annual General Meeting i.e. 26th September, 2019."

4. To re-appoint Mr. Sharad N. Doshi (DIN: 06968835) as an Independent Director and in this regard, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination, Remuneration and Compensation Committee in accordance with the provisions of Section 160 of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sharad N. Doshi (DIN: 06968835) as an Independent Director of the Company not liable to retire by rotation and to hold office for second term i.e. for a period of five (5) years with effect from September 6, 2019 to September 5, 2024;

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

Place : Mumbai
Date : 3rd September, 2019

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 36th 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 Friday, 20th September, 2019 to Wednesday, 25th September, 2019 (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, 30th August, 2019.
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 omitted 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 Wednesday, 18th September, 2019 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 NSDL 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 National Securities Depository Limited (NSDL) 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 Monday, 23rd September, 2019
Conclusion of remote e-voting : At 5.00 p.m. (IST) on Wednesday, 25th September, 2019

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

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to khushboo.gopani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
22. Remote e-voting shall not be allowed beyond 5.00 p.m. on 25th September, 2019. 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.
23. 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.
24. 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.
25. 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.
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 : 3rd September, 2019

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. Ashwin N. Sheth	Ms. Daksha D. Pandya	Mr. Sharad N. Doshi
DIN	00002053	08127491	06968835
Age	58 Years	69 Years	58 Years
Nationality	Indian	Indian	Indian
Qualification	B. Com	Post Graduate	B.E.
Experience	27 years	25 years	25 years
Terms and Conditions of appointment or re-appointment alongwith the details of the remuneration sought to be paid	To be re-appointed as Managing Director without any remuneration.	To be appointed as Independent Director for a term of 5 years without any remuneration.	To be re-appointed as Independent Director for second term of 5 years without any remuneration.
Remuneration last drawn	NIL	NIL	NIL
Date of first appointment on Board	28/08/2002	30/05/2018	06/09/2014
Shareholding in the Company	NIL	NIL	NIL
Inter-se Relationship with other Directors, Manager and KMP	Father of Mr. Chintan Sheth	None	None
Number of meetings of the Board attended during the year	Nine (9)	Nine (9)	Nine (9)
Whether Attended last AGM	Yes	No	Yes
Directorship held in other companies	1. Sheth Developers Private Ltd. 2. Sheth Realcon Ventures Pvt. Ltd. 3. Sheth Infrastructure Pvt. Ltd. 4. Laxmi Prabha Impex & Investments (P) Ltd. 5. Sheth Building Materials Pvt. Ltd. 6. Sheth Shelters Pvt. Ltd. 7. Sheth Developers & Realtors (India) Ltd. 8. Sheth Realty (India) Pvt. Ltd. 9. Sheth Corp Pvt. Ltd. 10. Sheth Holdings (India) Pvt. Ltd. 11. Sheth Universal Pvt. Ltd. 12. Sheth Infracore Pvt. Ltd. 13. Viviana Malls Pvt. Ltd. 14. Alpha Business Consultants Pvt. Ltd. 15. Sheth Dreamhomes Pvt. Ltd. 16. Sheth Lifestyles Pvt. Ltd. 17. Sheth Infra Estate Pvt. Ltd. 18. Sheth Infracity Pvt. Ltd. 19. Sheth Estate (International) Ltd.	NIL	NIL
Membership/Chairmanship of committees of other committees of the Board	Chairmanship : 1. CSR Committee- Sheth Developers Pvt. Ltd. 2. Nomination & Remuneration Committee- Sheth Developers & Realtors (India) Ltd. 3. Audit Committee- Sheth Developers & Realtors (India) Ltd.	NIL	NIL