

## ***PUNIT COMMERCIALS LTD***

### **BOARD OF DIRECTORS**

MR. NIRAV P. MEHTA  
MR. SUJIT S. MEHTA  
MRS. PURNIMA P. MEHTA  
MRS. PRIYA N. MEHTA – Resigned on 30<sup>th</sup> May, 2014.

### **REGISTERED OFFICE**

903, PRASAD CHAMBERS,  
OPERA HOUSE,  
MUMBAI - 400004,

### **CORPORATE OFFICE**

AW 2022/2023, "A" TOWER,  
BHARAT DIAMOND BOURSE,  
BANDRA KURLA COMPLEX,  
BANDRA(E), MUMBAI- 400051

### **AUDITORS**

M/S. K. P. MEHTA & CO.,  
CHARTERED ACCOUNTANTS  
A/6, VIMAL APARTMENTS, 2<sup>ND</sup> FLOOR,  
ABOVE SYNDICATE BANK, JUHU LANE,  
ANDHERI (WEST)  
MUMBAI – 400 058.

### **BANKERS**

1. ORIENTAL BANK OF COMMERCE
2. BANK OF BARODA
3. STATE BANK OF INDIA
4. BANK OF INDIA

### **REGISTRAR AND TRANSFER AGENT**

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED,  
UNIT-1, LUTHRA INDUSTRIAL PREMISES,  
ANDHERI-KURLA ROAD, SAFED POOL,  
ANDHERI (E), MUMBAI 400 072  
TEL: 2851 5606 / 2851 5644  
FAX: 2851 2885  
E MAIL: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
URL WEBSITE: [www.sharexindia.com](http://www.sharexindia.com)

## **NOTICE**

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the members of **PUNIT COMMERCIALS LTD.** will be held on Saturday, 2<sup>nd</sup> August, 2014 at 903, Prasad Chambers, Tata Road No. 2, Opera House, Mumbai - 400004 at 11.00 a.m. to transact the following business:

### **Ordinary Business**

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1. To receive, consider and adopt the Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms Purnima Mehta, who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS**

4. To appoint Shri Sujit S. Mehta (DIN: 01718827) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sujit S. Mehta (DIN: 01718827), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

5. To appoint Shri Nirav P .Mehta (DIN: 00518614) as an Managing Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as a special resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 1956 or Companies Act, 2013 (the said Act) including Schedule V of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the appointment and payment of remuneration and perquisites to Mr. Nirav P .Mehta as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> June, 2014 to 31<sup>st</sup> May, 2019

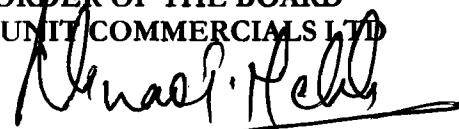
**RESOLVED FURTHER THAT** Mr. Nirav P .Mehta shall be paid remuneration and perquisites up to Rs.1,00,000/- per month and shall be eligible for monthly increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

**RESOLVED FURTHER THAT** the terms and conditions of the letter of appointment which is placed before the meeting and signed by Ms. Purnima P Mehta, Director of the company for the purpose of identification is approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites to the extent the Board of Directors may consider appropriate and as may be authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration and perquisites payable to Mr. Nirav P .Mehta shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under provided that the terms of the letter of appointment between the company and Mr. Nirav P .Mehta shall be suitably modified to give effect to such variation or increase as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Nirav P .Mehta as the Managing Director, the remuneration and perquisites set out in the aforesaid letter of appointment be paid or granted to Mr. Nirav P .Mehta as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceeding the ceiling provided in Part II (A) of Schedule V to the said Act or such other amount and perquisites as may be provided in the said Schedule V whether or not amended from time to time or any equivalent statutory re-enactment(s) thereof."

BY ORDER OF THE BOARD  
For PUNIT COMMERCIALS LTD



(NIRAV P. MEHTA)  
Director

DATED: 30<sup>TH</sup> May, 2014  
Place: Mumbai

#### NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 3) Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 are attached.
- 4) Relevant document referred to in the accompanying notice and statement are open for inspection by the members at the registered office of the company on all working day, except Saturdays during business hours up to the date of the meeting.

- 5) The Register of Members and share transfer books shall remain closed from Monday, 28<sup>th</sup> July, 2014 to Saturday, 2<sup>nd</sup> August, 2014 both days inclusive.
- 6) As per the provisions of the Companies Act, 1956 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from Depository Participants (DPs) in respect of their holdings in electronic form and from the company's Registrar and Transfer agent or Secretarial department of the company in respect of their holding in physical form.
- 7) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Registered Office of the company or to the Registrar and Transfer Agents in respect of their holding in physical form.
- 8) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report.
- 9) Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers and Members holding shares in Dematerialised Form are requested to quote their Folio Numbers for easy identification of attendance at the Meeting.
- 10) Members desiring any relevant information on the Accounts at the Annual General Meeting are advised to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.
- 11) All the shareholders are requested to register their E-Mail id with the Sharex Dynamic (India) Private Limited for the purpose of service of documents under Section 20 of the Companies Act, 2013 by E-mode instead of physical service of documents.
- 12) Information required under Clause 49 IV G of the Listing Agreement relating to Corporate Governance with respect to the Director being appointed and Directors retiring by rotation and being eligible, seeking re-appointment is as under:

**I.**

|  |                    |
|--|--------------------|
| Particulars  | Ms. Purnima Mehta  |
| Date of Birth  | 10/10/1946         |
| Date of Appointment  | 29/09/1997         |
| Qualifications   | B.Com              |
| Expertise in specific functional areas   | Trading in Diamond |
| Directorships in other Public Limited Companies*   | NIL                |
| Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee) | NIL                |

**II.**

|  |                                   |
|--|-----------------------------------|
| Particulars                            | Mr. Sujit S. Mehta                |
| Date of Birth                          | 18/06/1967                        |
| Date of Appointment                    | 04/11/2009                        |
| Qualifications                         | B.com                             |
| Expertise in specific functional areas | Trading in Diamond since 30 years |

|  |     |
|--|-----|
| Directorships in other Public Limited Companies*   | NIL |
| Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee) | NIL |

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## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 4 – Appointment of Mr. Sujit S. Mehta as an Independent Director

Shri **Sujit S. Mehta** as an Independent Directors of the Company and have held the positions as such for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri **Sujit S. Mehta** as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

Shri. **Sujit S. Mehta** is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri **Sujit S. Mehta** for the office of Directors of the Company.

The Company has also received declarations from Shri **Sujit S. Mehta** that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri **Sujit S. Mehta** fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri **Sujit S. Mehta** is independent of the management.

Brief resume of Shri **Sujit S. Mehta** , nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the notice of the Annual General Meeting and Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters of appointment of Shri **Sujit S. Mehta** as an Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri **Sujit S. Mehta** is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments.

The relatives of Shri **Sujit S. Mehta** may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

#### **ITEM NO. 5 – Appointment of Mr. Nirav P. Mehta as a Managing Director**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has considered the performance of the Company and appointed Mr. Nirav P. Mehta, as a Managing Director of the Company for the period of 5 years w.e.f. 1<sup>st</sup> June, 2014. The terms and conditions of his appointment are given below:

| Sr. No. | Name of Director   | Designation       | Responsibility                                       |
|---------|--------------------|-------------------|--|
| 1       | Mr. Nirav P. Mehta | Managing Director | Overall Management and administration of the company |

As per the Section II Sub-clause A (iv) of Schedule V, the company is required to furnish the following information in the Explanatory Statement;

#### **I. GENERAL INFORMATION:**

| No | PARTICULARS  |  |  |
|----|--|--|--|
| 1. | Nature of Industry   | Trading in Diamond and Investment.                       |  |
| 2. | Date or expected date of commencement of Commercial Production.  | Presently the company is investment activity.            |  |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable   |  |
| 4. | Financial performance based on given indications.<br>Sales (Net of Excise)<br>Net Profit before Tax<br>Net Profit/Loss After Tax                     | 31-3-2014<br>(Rs. in lakhs)<br>2604.62<br>0.06<br>(3.48) | 31-3-2013<br>(Rs. in lakhs)<br>2190.79<br>6.60<br>4.81 |
| 5. | Foreign investments or collaborators, if any.  | NIL  |  |

#### **II. INFORMATION ABOUT THE APPOINTEE:**

| No | PARTICULARS                     |  |
|----|---------------------------------|--|
| 1. | Background Details              | Mr. Nirav Mehta is a Commerce Graduate And vast experience in Diamond Industries |
| 2. | Past Remuneration / Perquisites | Nirav Mehta: upto Rs.1,00,000/- per month including perquisites                  |
| 3. | Recognition or Awards           | NIL  |
| 4. | Job Profile and His Suitability | Nirav Mehta: Managing Punit Commercials Ltd since last 20 years.                 |

|    |  |  |
|----|--|--|
|    |  |  |
| 5. | Remuneration / perquisites proposed  | Upto Rs.1,00,000/- per month including perquisites if any .  |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person     | The size of the company is small. The Comparative Data is not available.   |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any, | Mr. Nirav Mehta, Managing Director has no pecuniary relationship with the Company except as employees of the Company as stated and holding 49,550 shares representing 20.65% in the Company and classified as Promoter of the Company. |

### III. OTHER INFORMATION:

|    |   |   |
|----|---|---|
| 1. | Reasons of loss or inadequate profits                             | Company not incurred losses in the last five years but the profit earned is inadequate to pay the remuneration. |
| 2. | Steps taken or proposed to be taken for improvement.              | However with a view to improve the workings, the company is taking all steps for improvement in the profit.     |
| 3. | Expected increase in productivity and profits in measurable terms | The Company is expecting improved in the profitability.   |

The remuneration and perquisites payable to Mr. Nirav P . Mehta as Managing Director as follows:

The Company proposes to pay following remuneration and perquisites w.e.f. 1<sup>st</sup> June, 2014.

#### A. REMUNERATION:

| Sr. N o. | Name of Director   | Designation       | Remunerations & Perquisites                                 |
|----------|--------------------|-------------------|---|
| 1        | Mr. Nirav P. Mehta | Managing Director | Upto Rs.1,00,000/- per month including perquisites if any . |

#### B. INCREMENTS:

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



### **C. MINIMUM REMUNERATION**

1. The above remuneration and perquisites has been fixed on the basis of inadequate profits as per the audited balance sheet as on 31<sup>st</sup> March, 2013 and has been fixed as provided in Part II of Schedule V to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.


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

The resolutions are being recommended for the approval of the members.

None of the Directors except Mr. Nirav P. Mehta and Ms. Purnima P. Mehta are concerned or interested to the extent remuneration payable to him.

**DATED: 30<sup>TH</sup> May, 2014**  
**Place: Mumbai**

**BY ORDER OF THE BOARD**  
**For PUNIT COMMERCIALS LTD**

  
**(NIRAV P. MEHTA)**  
**Managing Director**

## **DIRECTOR'S REPORT**

Your Directors present their Twenty Ninth Annual Report on the business and operations of your Company together with audited statement of accounts for the year ended 31<sup>st</sup> March 2014.

### **Financial Results & Operations:**

|  | Year Ended<br>31 <sup>st</sup> March, 2014 | Year Ended<br>31 <sup>st</sup> March, 2013 |
|--|--|--|
| Sales  | 25,67,23,955                               | 21,38,11,938                               |
| Other operating Income                       | 44,29,092                                  | 52,06,830                                  |
| Other non-operating Income                   | (6,90,785)                                 | 60,346                                     |
| <b>Total Income</b>                          | <b>26,04,62,263</b>                        | <b>21,90,79,114</b>                        |
| Expenditure                                  | 26,01,52,273                               | 21,78,26,899                               |
| Interest                                     | 1,97,503                                   | 4,75,897                                   |
| Depreciation                                 | 1,05,860                                   | 1,05,860                                   |
| <b>Total Expenditure</b>                     | <b>26,04,55,636</b>                        | <b>21,84,18,656</b>                        |
| <b>Profit(+) Loss(-)</b>                     | <b>6,626</b>                               | <b>6,60,458</b>                            |
| Provision for Taxation                       | 3,60,000                                   | 1,80,000                                   |
| (Add) / Less : Deferred Tax                  | (5749)                                     | (991)                                      |
| Short / (Excess) Provision of earlier Years  | -  | -  |
| <b>Net profit/(loss) after tax</b>           | <b>(3,47,625)</b>                          | <b>4,81,449</b>                            |
| Balance brought forward from last year       | 1,31,37,536                                | 1,27,06,087                                |
| Balance carried forward to the Balance Sheet | 1,27,89,911                                | 1,31,37,536                                |

### **Dividend**

With a view to deploy the profits into the existing operations of the company, Board of Directors has not recommended any dividend for the year.

### **Public Deposits**

The company has neither invited nor accepted any public deposits during the financial year under review.

### **Directors**

Ms. Purnima Mehta Director of the Company retires by rotation and being eligible offers herself for re-appointment.

Ms. Priya Mehta resigned as Director of the Company w.e.f. 30<sup>th</sup> May, 2014. The Board of Directors placed on record the valuable contribution made by Ms. Priya Mehta during her tenure.

In terms of the articles of association of the Company, section 149 (10) of the Companies Act, 2013 and revised clause 49 of Listing Agreement dealing with Corporate Governance norms, Mr. Sujit Mehta has completed 5 years term as Independent Directors as on 1st April, 2014. The Company proposes to re-appoint him, as Independent Director for a further period of 5 years till 2019. The Company has received requisite notices in writing from members proposing Mr. Sujit Mehta for appointment as Independent Director.