

**PRECIOUS TRADING & INVESTMENTS LIMITED**

**Registered office:** "Sheth House", Near Dindoshi Fire Station, Opp. Oberoi Mall,  
Gen. A. K. Vaidya Marg, Malad (East), Mumbai- 400097. Email id: cs@ptil.co.in  
CIN: L51900MH1983PLC029176

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**NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Precious Trading & Investments Limited will be held on Thursday, the 13<sup>th</sup> day of July, 2017 at 10.00 a.m. at the Registered Office of the Company at "Sheth House", Near Dindoshi Fire Station, Opp. Oberoi Mall, Gen. A. K. Vaidya Marg, Malad (East), Mumbai - 400097 to transact the following business:

**SPECIAL BUSINESS:**

**1. INCREASING THE BORROWING LIMIT OF THE COMPANY**

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

**"RESOLVED THAT** in supersession of resolution passed under section 293(1)(d) of the Companies Act, 1956 ("old Act") and other applicable provisions, if any of the old act and Articles of Association of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted/reconstituted or hereinafter constitute/ reconstitute to exercise its power including the power constituted by this Resolution) to borrow any sum or sum of monies, either in rupees or in such other foreign currencies as may be permitted by the law from time to time, from any bank and/or from any one or more persons, firms, bodies corporate, HUFs, Trusts, Financial Institutional Investors, Qualified Institutional Buyers, Mutual Funds and other funds, Financial Institutions including Public Financial Institutions as defined under Section 2 of the Companies Act, 2013 and/or eligible foreign lenders and/or any entity/entities and/or authority/authorities, whether by way of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments and whether secured or unsecured by way of mortgage, hypothecation or lien or pledge of Company's assets and properties, both present and future, whether immoveable or moveable or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies so borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose; so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time, exclusive of interest and other charges, shall not exceed a sum of Rs. 1500 Crores over and above the aggregate of the paid up capital and free reserves of the Company for the time being;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubts that may arise in respect of the borrowing(s) aforesaid and further do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

## **2. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE**

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

**“RESOLVED THAT** in supersession of resolution passed Section 293(1)(a) of the Companies Act, 1956 (“old act”) and other applicable provisions, if any, of old act and Articles of Association of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution) to create such charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such moveable and/or immovable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currency as may be permitted by law from time to time, issued/ to be issued by the Company, from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company’s Bankers in the ordinary course of business, together with interest the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agents(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agents(s)/trustee(s);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubts that may arise in respect of the borrowing(s) aforesaid and further do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

## **3. APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) and subject to the necessary approvals, permissions and sanctions required, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such

exemptions or re-enactment thereof, from time to time) and subject to the necessary approvals, permissions and sanctions required, if any, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted/ reconstituted or hereinafter constitute/ reconstitute to exercise its power including the powers conferred by this Resolution) to give loan(s) to any person(s) or body corporate(s) and/or give any guarantee/ provide any security(ies) in connection with loan(s) made to any person(s) or body corporate(s) and to acquire by way of subscription, purchase or otherwise the securities of any body corporate(s) up to a limit not exceeding Rs.1500 Crores (Rupees One Thousand and Five Hundred Crores) not withstanding that the aggregate of the loans, guarantee or securities so far given to any person(s) or body corporate(s) and/or securities so far acquired in all body corporate may exceed the limits prescribed under the section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine the actual sums to be so given as loan, provide as guarantee or security and to be invested and all matters arising out of or incidental to the proposed investment;

**RESOLVED FURTHER THAT** the consent of the members of the company be and is hereby accorded to the Board of Directors to sell, dispose off securities acquired/to be acquired, at such price and at such time and on such terms and conditions as the board may think fit and proper in the interests of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any person authorized by the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writing as may be necessary, proper, desirable or expedient to give effect to this resolution."

#### **4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect this resolution."

By order of the Board of Directors  
Precious Trading & Investments Limited



Ashwin N. Sheth  
Director  
DIN: 00002053

Place : Mumbai  
Date : 17<sup>th</sup> June, 2017

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. Corporate Members intending to attend the EGM 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 EGM.
5. Members/Proxies should fill the Attendance Slip for attending the meeting. Members who have received the Notice of EGM 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 EGM.
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 which is sent with the EGM Notice.
8. Members are requested to intimate Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company, having office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400072 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
10. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms the part of the notice.
11. 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 EGM.
12. 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 7<sup>th</sup> July, 2017 to determine the eligibility of Members to vote by electronic means or through physical ballot at the EGM (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 EGM.



### 13. 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 their names appear in the Register of Members/List of Beneficial owners as on the cut-off date may contact the Registrars & Share Transfer Agents to obtain the Notice of EGM and the login details for casting vote electronically or may cast their vote through physical ballot at the EGM. 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 Monday, July 10, 2017
Conclusion of remote e-voting	:	At 5.00 p.m. (IST) on Wednesday, July 12, 2017

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.

14. 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 EGM either personally or through proxy, only shall be entitled to vote at the EGM. 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](http://www.ptil.co.in) within 48 hours of conclusion of the EGM 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 on 9.00 a.m. (IST) on Monday, July 10, 2017 and ends on 5.00 p.m. (IST) on Wednesday, July 12, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 7, 2017 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](http://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](http://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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (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 30<sup>th</sup> 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 on 9.00 a.m. (IST) on Monday, July 10, 2017 and ends on 5.00 p.m. (IST) on Wednesday, July 12, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 7, 2017 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

15. The Board of Directors has appointed Ms. Khushboo Gopani, Company Secretary (Membership No. 29194) to act as a scrutinizer for conducting the electronic voting and physical ballot voting process in a fair and transparent manner.
16. Remote e-voting shall not be allowed beyond 5.00 p.m. on July 12, 2017. 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
17. 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.
18. 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 EGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
19. The Scrutinizer, after scrutinizing the votes cast at the EGM 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](http://www.ptil.co.in) and simultaneously be communicated to the BSE Limited (Stock Exchange) where the securities of the Company is listed.

20. The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
21. Route map showing directions to reach venue of the EGM is annexed at the end of the Notice.

By order of the Board of Directors  
Precious Trading & Investments Limited



Ashwin N. Sheth  
Director  
DIN: 00002053

Place : Mumbai  
Date : 17<sup>th</sup> June, 2017

**Registered Office:**

"Sheth House", Next to Dindoshi Fire Station,  
Opp. Oberoi Mall, Gen A. K. Vaidya Marg,  
Malad (East), Mumbai 400097  
CIN: L51900MH1983PLC029176



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item Nos. 1 & 2

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may have to raise finance, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 1500 Crores (Rupees One Thousand Five Hundred Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. The Board recommends these resolutions for the approval of the members as Special Resolutions. None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions except to their extent of shareholding in the Company.

### Item No. 3

As per the provisions of the Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by the members of the Company through a Special Resolution. Accordingly it is proposed to pass an enabling resolution authorizing the Board to make investment, give loan or guarantee or provide security for an aggregate amount not exceeding the limit of Rs. 1500 Crores.

Hence your approval is sought in terms of Section 186 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

### Item No. 4

The existing Articles of Association (AOA) based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

A copy of the new set of Articles of Association of the Company proposed to be adopted together with the propose alterations would be available for inspection by the members at the Registered office of the

Company during business hours on any working day, excluding Sunday, upto and including the date of the Extra Ordinary General Meeting.

Your Directors recommend the resolution for your approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors  
Precious Trading & Investments Limited



Ashwin N. Sheth  
Director  
DIN: 00002053

Place : Mumbai  
Date : 17<sup>th</sup> June, 2017

**Registered Office:**

"Sheth House", Next to Dindoshi Fire Station,  
Opp. Oberoi Mall, Gen A. K. Vaidya Marg,  
Malad (East), Mumbai 400097  
CIN: L51900MH1983PLC029176

**PRECIOUS TRADING AND INVESTMENTS LIMITED**

Regd. Off: Sheth House, Next to Dindoshi Fire Station, Gen A. K. Vaidya Marg, Malad (E), Mumbai - 400097

CIN: L51900MH1983PLC029176

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**ATTENDANCE SLIP**

(To be presented at the entrance)

<b>Name</b>	
<b>Address:</b>	
<b>Reg. Folio No/DP Id</b>	
<b>Client ID</b>	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on Thursday, the 13<sup>th</sup> day of July, 2017 at 10.00 a.m. at Sheth House, Next to Dindoshi Fire Station, Gen A. K. Vaidya Marg, Malad (East), Mumbai - 400097

\_\_\_\_\_  
First/Sole Holder/Proxy

\_\_\_\_\_  
Second Holder/Proxy

\_\_\_\_\_  
Third Holder/Proxy

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**PRECIOUS TRADING AND INVESTMENTS LIMITED**

Regd. Off: Sheth House, Next to Dindoshi Fire Station, Gen A. K. Vaidya Marg, Malad (E), Mumbai - 400097  
 CIN: L51900MH1983PLC029176

Form No. MGT-11

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014)

Name of Member(s)	
Registered Address:	
Email Id:	
Folio No./Client ID	
DP ID:	

I/We of being a Member /Members of \_\_\_\_\_ Shares of the above named Company hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature \_\_\_\_\_

or falling him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, the 13<sup>th</sup> day of July, 2017 at 10:00 a.m. at Sheth House, Next to Dindoshi Fire Station, Gen A. K. Vaidya Marg, Malad (East), Mumbai - 400097 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	<b>SPECIAL BUSINESS</b>
1.	Increasing the Borrowing Limit of the Company
2.	Creation of charges on the movable and immovable properties of the company, both present and future
3.	Approval of the limits for the loans and investment by the company in terms of the provisions of Section 186 of the companies act, 2013
4.	Adoption of new set of Articles of Association

Signed this \_\_\_ day of \_\_\_\_\_ 2017

.....  
Signature of the shareholder

Affix  
Revenue  
Stamp

Signature of proxy holder(s)

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## Route map to the Venue of the EGM

**Venue** : 2<sup>nd</sup> Floor, "Sheth House"  
Next to Dindoshi Fire Station, Gen. A. K. Vaidya Marg,  
Off Western Express Highway, Malad (East),  
Mumbai - 400097

**Landmark** : Opp. Oberoi Mall

