



25th August, 2018

To,
The Corporate Relations Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001, Maharashtra

Sub: Notice of 7th Annual General Meeting & Book Closure.

Scrip Code: 540492

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith Notice of 7th Annual General Meeting of the Members of the Company scheduled to be held on Thursday, the 20th September, 2018 at 3:00 p.m. at the Registered Office of the Company situated at M - 40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat, along with Book Closure.

The same is available on the website of the Company www.puregiftcarat.com.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,
FOR PURE GIFTCARAT LIMITED

S. B. Kapadia.

SHYAM KAPADIA
Company Secretary & Compliance Officer
ACS No. 55158



Encl.: As above

(CIN No. - L36910GJ2011PLC065141)

Registered Office : M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat - 395007, Gujarat.

Email : info@puregiftcarat.com | Tel: 0261-2600343 | Mob: +91-7043999030 | Web : www.puregiftcarat.com



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Shwet Koradiya	Chairman & Managing Director
Mr. Brijeshkumar Mali	Independent Director
Mr. Paresh Lathiya	Independent Director
Mrs. Niki Doshi	Additional Independent Director (Appointed w.e.f. 15.11.2017)

CHIEF FINANCIAL OFFICER

Mr. Shreykumar Sheth

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Shyam Kapadia (Appointed w.e.f. 14.05.2018)

STATUTORY AUDITORS

M/s. Kansariwala & Chevli
Chartered Accountants,
2/1447, "Utkarsh", 1st Floor,
Opp. Sanghvi Hospital,
Behind Center Point, Sagrampura,
Surat - 395002, Gujarat

INTERNAL AUDITORS

M/s. Atit Shah & Associates
Chartered Accountants,
403, Siddha Chambers,
Taratiya Hanuman Sheri,
Mahidharpura, Surat-395003,
Gujarat

BANKERS

YES Bank
Axis Bank

REGISTERED OFFICE

M-40, Second Floor,
VIP Plaza, Near Shyam Temple,
Vesu, Surat-395007, Gujarat
Phone No.: 0261-2600343, Mob.: +91-7043999030
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Registered Office Address

E -2 &3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka,
Andheri (East), Mumbai-400072,
Maharashtra
Phone No.: 022 – 40430200, Fax: 022 - 28475207
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Corporate Office Address

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059,
Maharashtra
Phone No.: 022 – 62638200, Fax: 022 - 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com



NOTICE

NOTICE is hereby given that the 7th **ANNUAL GENERAL MEETING** of the Members of **PURE GIFTCARAT LIMITED** will be held on Thursday, the 20th September, 2018 at 3:00 p.m. at the Registered Office of the Company situated at M - 40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shwet Koradiya (DIN: 03489858) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mrs. Niki Doshi (DIN: 07940941) as an Independent Director :**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Niki Doshi (DIN: 07940941) who was appointed by the Board of Directors as an Additional Director of the Company in Independent capacity w.e.f. 15th November, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company in Independent capacity to hold office for a term of 5 (five) consecutive years w.e.f. 15th November, 2017 and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

4. **Approval of Related Party Transactions:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and also pursuant to the consent of Audit Committee and the Board of Directors vide resolutions passed in their respective meetings held on 21st August, 2018 and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into Material Related Party Transactions as per details set out under the Explanatory Statement annexed to this Notice and on such terms and conditions as may be agreed upon between them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”



5. Revision in Remuneration of Mr. Shwet Koradiya, Chairman and Managing Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in continuation of the earlier resolution passed in Board Meeting held on 18th November, 2016 and a special resolution passed in an Extra-Ordinary General Meeting held on 24th December, 2016 and pursuant to provisions of Section 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded for revision in the remuneration to be paid to Mr. Shwet Koradiya (DIN: 03489858), Chairman and Managing Director of the Company from Rs. 20,000/- (Rupees Twenty Thousand) per month to Rs. 50,000/- (Rupees Fifty Thousand) per month w.e.f. 1st October, 2018 till rest of his term as Chairman and Managing Director.

RESOLVED FURTHER THAT notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Shwet Koradiya as a Chairman and Managing Director of the Company, remuneration payable to him shall be within the limits of Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

6. Re-appointment of Mr. Shwet Koradiya as a Chairman and Managing Director:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of Members be and is hereby accorded for the re-appointment of Mr. Shwet Koradiya (DIN: 03489858) as a Chairman and Managing Director of the Company, for a period of 3 (Three) years w.e.f. 1st July, 2019 to 30th June, 2022 with a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per month, subject to annual increments, if any, from time to time as fixed by the Board in any financial year which shall not exceed the overall ceiling laid down in Section 197 of the Act read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Shwet Koradiya as a Chairman and Managing Director of the Company, remuneration payable to him shall be within the limits of Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 21/08/2018

SHYAM KAPADIA
Company Secretary & Compliance Officer
ACS: 55158



REGISTERED OFFICE:-

M-40, Second Floor,
VIP Plaza, Near Shyam Temple,
Vesu, Surat-395007, Gujarat
Phone No.: 0261-2600343, Mob.: +91-7043999030
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com

NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the businesses under Item Nos. 3 to 6 of the notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2, 3, 5 & 6 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization.

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 ANNEXED HEREWITH.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from **14th September, 2018 to 20th September, 2018 (both days inclusive).**



7. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
8. Members are requested to:
 - a. Intimate to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, their Depository Participant ("DP"), regarding changes if any, in their registered address and their E-mail ID at an early date.
 - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
 - c. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
 - d. Affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
9. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the 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 Bigshare Services Pvt. Ltd.
10. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
11. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following :-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id. info@puregiftcarat.com.
13. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member



wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent. The said form can be downloaded from the Company's website www.puregiftcarat.com.

14. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
15. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
16. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made thereunder for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website www.puregiftcarat.com.
17. Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Bigshare Services Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.
18. Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, the appointment of M/s. Kansariwala & Chevli, Chartered Accountants, Surat (Firm Registration No. 123689W) made in the 5th Annual General Meeting (AGM) for a period of 5 years be and is hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 7th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated 7th May, 2018; the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 7th Annual General Meeting.
19. The route map showing directions to reach the venue of the 7th AGM is annexed.
20. Voting procedure:
 - I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise their right at the meeting through ballot paper.
 - II. Mr. Manish Patel, Company Secretary in Practice (COP No. 9360) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
 - III. The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.



- IV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- V. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.puregiftcarat.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company is listed.
21. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csmanishpatel@gmail.com.
22. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information for replying in the meeting.
23. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company situated at M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURES TO THE NOTICE

(I) EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

Mrs. Niki Doshi (DIN: 07940941) has been appointed as an Additional Director in the Independent capacity of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 with effect from 15th November, 2017. She will hold office only up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intention to propose Mrs. Niki Doshi as a candidate for the office of an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f.15th November, 2017 as mentioned in the resolution and shall not retire by rotation.

Mrs. Niki Doshi is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

As per Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and she shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mrs. Niki Doshi that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Niki Doshi possesses appropriate skills, experience and knowledge.



In the opinion of the Board, Mrs. Niki Doshi fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

A copy of draft letter of Appointment alongwith other relevant documents are available for physical inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 7th Annual General Meeting of the Company.

Accordingly, the Board recommends the Resolution set out at Item No. 3 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Niki Doshi is considered to be interested or concerned in the above resolution.

ITEM NO. 4:

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of Related Party Transactions. The Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of Shareholders' approval for Material Related Party Transactions.

Approval of an Audit Committee and Board has been taken in their respective meetings for the transactions to be entered into with Related Parties. The contracts / arrangements / transactions to be entered with Related Parties are material in nature and require approval of the unrelated shareholders of the Company by an Ordinary Resolution. The particulars of the transactions in terms of the Explanation to Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 are as under:

Sr. No.	Name of Related Parties	Name of the Director or Key Managerial Personnel who is related, if any.	Nature of relationship	Nature, Duration, Material terms, Monetary Value, Particulars of Contract/ Arrangement	Any advance paid or received for the arrangement, if any
1.	Pure ITES Limited (Formerly Known as 'Pure Weblopment Limited')	None of the Director or Key Managerial Personnel of the Company is related.	Group Company	(a) The Service Agreement shall be entered into for a period of 10 years, subject to review at every year. (b) The maximum contract price determined between the Companies is Rs. 1.20 Crore per annum. (c) The scope of work shall be Maintenance of Software, Portals, Website applications, Digital Marketing and SEO.	Nil
2.	Panth Infinity Limited (Formerly Known as 'Synergy Bizcon Limited')	Mr. Shwet Koradiya being common Director in both the Companies is considered as Related Party.	Group Company	(a) The Service Agreement shall be entered into for a period of 10 years, subject to review at every year. (b) The maximum contract price determined between the Companies is Rs. 40 Crore per annum. (c) The scope of work shall be Buying/Selling of Diamonds/Jewellery.	Nil



The transactions to be entered with Pure ITES Limited are not material in nature. However, for ensuring compliance of better Corporate Governance, an approval of Members is being sought by the way of an Ordinary Resolution alongwith other material transactions. The proposal outlines above is in the interest of the Company.

A copy of draft Related Party Agreements alongwith other relevant documents are available for physical inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 7th Annual General Meeting of the Company.

Accordingly, the Board recommends the Resolution set out at Item No.4 of this Notice for your approval.

None of the Director or Key Managerial Personnel or their Relatives except the following Promoter, Directors, and Key Managerial Personnel's are considered to be interested or concerned in the above resolution:

Name of Related Party	Shwet Koradiya	Varshaben Dhirajbhai Koradiya	Mr. Dhirajbhai Koradiya	Dhirajbhai Vaghjibhai Koradiya - HUF
Pure ITES Limited	--	--	2,10,000 Equity Shares (1.91%)	90,02,000 Equity Shares (81.84%)
Panth Infinity Limited*	11,09,113 Equity Shares (8.99%)	40,000 Equity Shares (0.32%)	--	--
*Panth Infinity Limited is promoter share holder company of Pure Giftcarat Limited, holding 15,75,000 Equity Shares (7.29%).				

ITEM NO. 5 & 6:

The Board of Directors of the Company in its meeting held on 18th November, 2016 and the Members of the Company in its Extra-ordinary General Meeting held on 24th December, 2016, has decided to pay Remuneration of Rs. 20,000/- (Rupees Twenty Thousand) per month to Mr. Shwet Koradiya (DIN: 03489858), Chairman and Managing Director of the Company w.e.f. 2nd January, 2017.

However, taking into consideration of his dedication towards work and expertise in subject matter and as recommended by Nomination and Remuneration committee & Audit committee, the Board of Directors has decided in its Board Meeting held on 21st August, 2018 to revise the remuneration of Mr. Shwet Koradiya (DIN: 03489858), Chairman and Managing Director of the Company from Rs. 20,000/- (Rupees Twenty Thousand) per month to Rs. 50,000/- (Rupees Fifty Thousand) per month w.e.f. 1st October, 2018.

Further, the present term of Mr. Shwet Koradiya is going to expire on 30th June, 2019. Pursuant to Section 196 of the Companies Act, 2013 read with applicable rules made thereunder, no re-appointment of Managerial Personnel shall be made earlier than one year before the expiry of his term. Accordingly, on the recommendation of Nomination and Remuneration Committee & Audit Committee, the Board of Directors of the Company, in its meeting held on 21st August, 2018, has decided to re-appoint Mr. Shwet Koradiya as a Chairman and Managing Director of the Company for further period of 3 (three) years commencing from 1st July, 2019 and ending on 30th June, 2022 with a remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per month, subject to annual increments from time to time as fixed by the Board in any financial year which shall not exceed the overall ceiling laid down in Section 197 of the Act read with Schedule V of the Companies Act, 2013.



Statement containing required information as per the Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 5 & 6.

I. General Information:

1) Nature of Industry:

The Company is engaged in wholesale trading of Precious Metals, Stones & Jewellery. Company's operations include sourcing of Diamonds from primary and secondary source suppliers in the domestic market and sale of diamond to the wholesale and retail operations in India.

2) Date or expected date of commencement of commercial production:

Date of commencement of wholesale trading of Precious Metals, Stones & Jewellery is 5th July, 2011.

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 indicators:

Particulars	(Amount in Rs.)				
	2013-14	2014-15	2015-16	2016-17	2017-18
Total Revenue	1,57,48,611.66	50,55,845.00	45,39,31,127.97	97,85,48,806.45	24,14,91,046.39
Profit before tax	14397.48	50,475.00	10,03,118.28	12,96,340.45	20,46,422.64
Profit after tax	(82,054.52)	2,12,676.00	7,57,085.28	8,86,199.45	12,20,951.64

5) Foreign investments or collaborations, if any:

Not applicable

II. Information about the appointee:

1) Background details:

Mr. Shwet Koradiya, aged 30 years, has completed his M.B.A. (Finance) from University of Technology Sydney (UTS), Australia and He has been very much instrumental in the field of Finance and Accounts. He has more than 8 years of experience in the field of Diamond and Construction.

2) Past remuneration:

Rs. 20,000/- per month.

3) Recognition or awards:

NIL

4) Job profile and his suitability:

Mr. Shwet Koradiya is Chairman and Managing Director of the Company. He is overall in-charge of running the affairs of the Company under the supervision and control of the Board of Directors. He is very much engaged in the field of Finance, Accounts and general administration. In the capacity of Chairman and Managing Director, he has been devoting whole time attention to the affairs of the Company and is suitable for this position.

5) Remuneration proposed:

The remuneration proposed is Rs. 50,000/- per month subject to annual increment as may be decided by the Board from time to time.



6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile of Mr. Shwet Koradiya, the responsibilities entrusted upon him in his capacity as a Chairman & Managing Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Shwet Koradiya has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. As on the date, he does not hold any Equity Shares of the Company in his own name.

III. Other information:

1) Reasons of loss or inadequate profits:

Company is in growing phase which required Substantive Working Capital which has direct impact on the Profit of the Company.

2) Steps taken or proposed to be taken for improvement:

- To launch new product relating to diamonds, precious stones and jewellery product in the market;
- Reduce extra cost;
- Enhance performance ethics;
- To fulfill the use of end users according to market Demand;

3) Expected increase in productivity and profits in measurable terms:

The aforesaid steps taken by the Company are expected to improve the Company's sales and profitability in near future.

IV. Disclosures:

The information and disclosures of the remuneration package of all the Directors has been provided in the Corporate Governance Report, forming part of the Annual Report for the year ended 31st March, 2018.

A copy of necessary documents relating to change in remuneration and re-appointment of Mr. Shwet Koradiya, as a Chairman and Managing Director is available for inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 7th Annual General Meeting of the company.

Accordingly, the Board recommends the resolutions as set out in item no. 5 & 6 of the Notice for approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Shwet Koradiya and Mrs. Varshaben Koradiya are considered to be interested or concerned in the above resolution.



(II) **DETAILS OF DIRECTORS SEEKING APPONTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:**

A.

Name of the Director	Mr. Shwet Koradiya (DIN:03489858)
Designation/Category	Chairman and Managing Director/Promoter
Date of Birth	23/07/1988
Age	30 Years
Nationality	Indian
Qualification	M.B.A. (Finance) from University of Technology Sydney (UTS), Australia.
Date of first appointment on the Board of the Company	26/04/2011
No. of Board Meetings attended during the Year 2017-18	5 (Five)
Expertise in specific functional area	Diamond and Construction Industry
Brief Profile	Mr. Shwet Koradiya, aged 30 years, has completed his M.B.A. (Finance) from University of Technology Sydney (UTS), Australia and he has been very much engaged in the field of Finance and Accounts and General administration. He has more than 8 years of experience in the field of Diamond and Construction.
Terms and conditions of appointment or re-appointment	<ol style="list-style-type: none">1. He is appointed / reappointed as a Chairman and Managing Director.2. He will be liable to retire by rotation.3. He will get the remuneration for his office.4. The terms and conditions of Mr. Shwet Koradiya are in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be applicable.5. Other terms and conditions will be applicable under mention the Appointment Letter between the Company and him.
Remuneration Last drawn	Rs. 20,000/- per month
Shareholding in the Company	Nil
Directorship in the other Entities	<ol style="list-style-type: none">1. Koradiya Mile Stone Private Limited2. Dtex Multiproject Diamond Private Limited3. Synergy Bizcon Limited4. Pure Personal Care Limited
Membership/Chairmanship in Committees (Other than Pure Giftcarat Limited)	<ol style="list-style-type: none">i. He is a Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of Panth Infinity Ltd.ii. Further, he is a Chairman of Risk Management Committee of Panth Infinity Ltd.
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP



B.

Name of the Director	Mrs. Niki Doshi (DIN: 07940941)
Designation/Category	Additional Independent Director
Date of Birth	16/01/1988
Age	30 Years
Nationality	Indian
Qualification	B.Com, Jewellery Designing
Date of first appointment on the Board of the Company	15/11/2017
No. of Board Meetings attended during the Year 2017-18	1 (One)
Justification for choosing the appointee for appointment as Independent Director	For seeking expertise in Jewellery Designing
Expertise in specific functional area	Jewellery Designing Industry
Brief Profile	Mrs. Niki Doshi has completed her B.Com. from Veer Narmad South Gujarat University. She has been very much instrumental in the field of Jewellery Designing. She has more than 6 years of experience in the field of Jewellery Designing.
Terms and conditions of appointment or re-appointment	As per explanatory statement No. 3
Remuneration Last drawn	Nil
Shareholding in the Company	Nil
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Pure Giftcarat Limited)	Nil
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 21/08/2018

SHYAM KAPADIA
Company Secretary & Compliance Officer
ACS No.: 55158

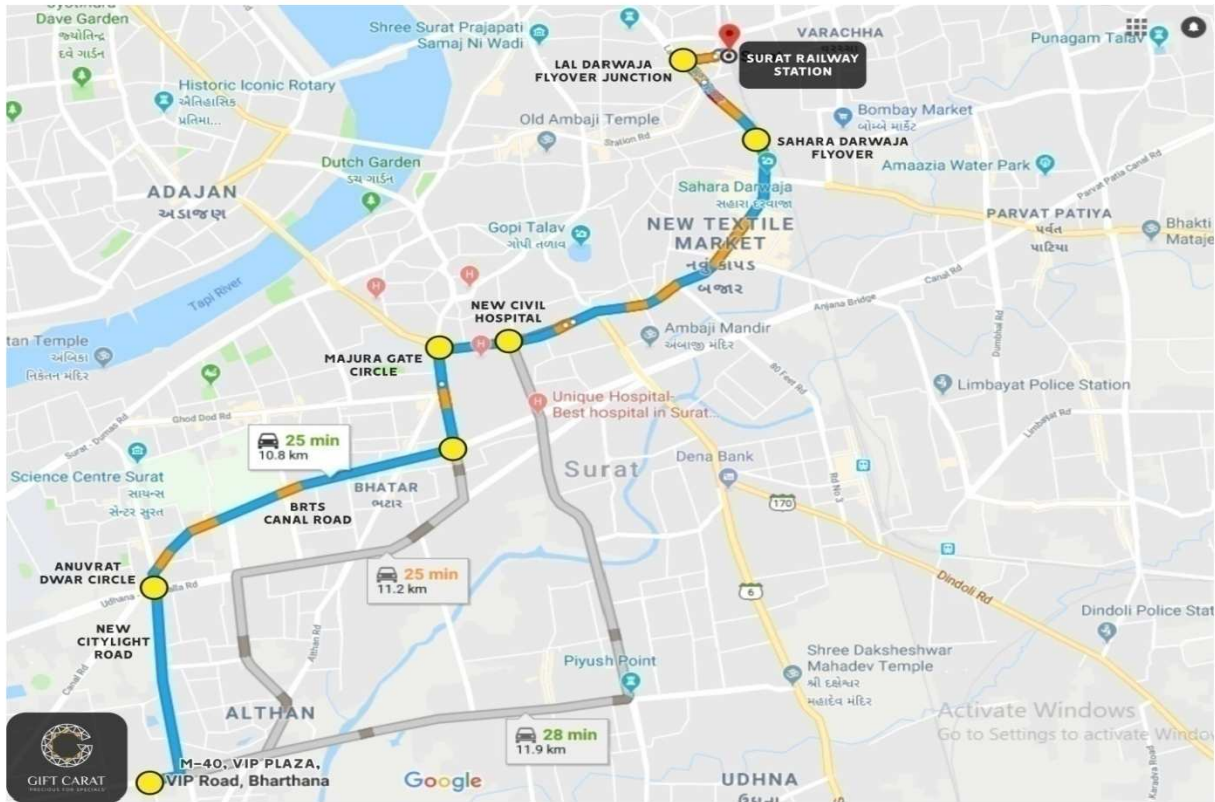
REGISTERED OFFICE:-

M-40, Second Floor,
VIP Plaza, Near Shyam Temple,
Vesu, Surat-395007, Gujarat, India
Phone No.: 0261-2600343, Mob.: +91-7043999030
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com



Route Map to the Venue of the 7th AGM

M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat





PURE GIFTCARAT LIMITED
(CIN: L36910GJ2011PLC065141)

Reg. Off.: M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat.

Phone No.: 0261-2600343, Mob.: +91-7043999030

Email: info@puregiftcarat.com, Website: www.puregiftcarat.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP. Id.		Name & Address of the Registered Shareholder / Proxy
Regd. Folio No.		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the 7th ANNUAL GENERAL MEETING of the Company held on Thursday, the 20th September, 2018 at 3.00 p.m. at M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat.

Name of Shareholder/Proxy: _____

Signature of Shareholder/Proxy: _____



PURE GIFTCARAT LIMITED
(CIN: L36910GJ2011PLC065141)

Reg. Off.: M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat.

Phone No.: 0261-2600343, Mob.: +91-7043999030

Email: info@puregiftcarat.com, Website: www.puregiftcarat.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures : i.
ii.
iii.

Thanking you,

For, **PURE GIFTCARAT LIMITED**

Authorized Signatory



PURE GIFTCARAT LIMITED
(CIN: L36910GJ2011PLC065141)

Reg. Off.: M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat.
Phone No.: 0261-2600343, Mob.: +91-7043999030
Email: info@puregiftcarat.com, Website: www.puregiftcarat.com

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 :	
E-Mail Id :	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of shares of the above named Company, hereby appoint.

1. Name			
Address			
E-mail Id		Signature	
	or failing him/her		
2. Name			
Address			
E-mail Id		Signature	
	or failing him/her		
3. Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on Thursday, the 20th September, 2018 at 3.00 p.m. at M-40, Second Floor, VIP Plaza, Near Shyam Temple, Vesu, Surat-395007, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2018
2	Appointment of Mr. Shwet Koradiya (DIN: 03489858) who retires by rotation and being eligible, offers himself for reappointment
Special Business	
3	Appointment of Mrs. Niki Doshi (DIN: 07940941) as an Independent Director
4	Approval of Related Party Transactions
5	Revision in Remuneration of Mr. Shwet Koradiya, Chairman and Managing Director of the Company
6	Re-appointment of Mr. Shwet Koradiya as a Chairman and Managing Director

**Affix a Rs.
1/-
Revenue
Stamp**

As witness my / our hand(s) this _____ day of _____ 2018.

Signature of Shareholder: _____ Signature of Proxy: _____

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.