

## CORPORATE INFORMATION

**Board of Directors:**

Mr. Ankit Rath

Mr. Vijay Pal Shukla

Mr. Omprakash Ramashankar Pathak

Mr. Harish Kumar Chauhan

Ms. Preeti Sharma

Mr. Suresh Pratap Singh

Managing Director

Non Executive Director and Chairman

Non Executive Director

Non Executive Independent Director

Non Executive Independent Director

Chief Financial Officer

**Registered Office:**1111, 11<sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001

Tel: 011-43656567 Fax: 011-43656567

Email: srgltd@gmail.com Web: www.panindiacorp.com

**Statutory Auditors**

M/s J. Kumar &amp; Associates

Chartered Accountants

MZ – 40, Ansal Fortune Arcade, Sector – 18, Noida (U.P.)

**Internal auditors**

M/s R. Mahajan &amp; Associates

Chartered Accountants

**COMPANY SECRETARY**

Ms. Swati Kapoor

**Registrar & Transfer Agents:**

Abhipra Capital Limited

A-387, Abhipra Complex, Dilkhush Industrial Area, G. T. Karnal Road, Azadpur, Delhi-110033

Phone: 011-42390909, Fax: 011-27215530, E-Mail ID: rta@abhipra.com

**Bankers:****HDFC Bank**

B 3/7, Asaf Ali Road, New Delhi-110002

**DCB Bank**

15 G, Hansalaya Building, Barakhamba Road, Connaught Place, New Delhi-110001

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31<sup>ST</sup> ANNUAL GENERAL MEETING OF PAN INDIA CORPORATION LIMITED TO BE HELD ON 30<sup>TH</sup>, SEPTEMBER, 2015 AT 9:00A.M.  
AT PLOT NO. 122, MAHALAXMI VIHAR, KARAWAL NAGAR, DELHI- 110094



## NOTICE

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of PAN INDIA CORPORATION LIMITED will be held at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094 on Wednesday, 30<sup>th</sup> September 2015 at 9.00 A.M. (IST) to transact the following business:-

### ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended 31st March, 2015 along with the Report's of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Ankit Rathii (DIN: 01379134) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the existing auditor M/s J. Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration as may be decided by the Board of Directors and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the audit committee of the Board of Directors, M/s J. Kumar & Associates, Chartered Accountants (Firm Registration No. 016917N), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ended 31<sup>st</sup> March, 2016 as may be recommended by the audit committee in consultation with the auditors."

### SPECIAL BUSINESSSES:

4. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, 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 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the revised draft regulations contained in the Articles of Association submitted to this meeting and duly initialed by Managing Director be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company; **RESOLVED FURTHER THAT** Board of Directors of the Company (including a Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
For Pan India Corporation Limited

Sd/-

Ankit Rathii  
(Managing Director)  
DIN No. - 01379134

Place: New Delhi  
Date: 27.08.2015

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FOR HOLDING THE AFORESAID MEETING.

### A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. 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.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Annual Report 2014-15 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the annual report 2014-2015 are being sent by the permitted mode.
6. The Landmark for reaching venue of Annual General Meeting is Krishna Bharti Public School.
7. Route Map for easy location of Venue of Annual General Meeting is attached herewith the Notice of Annual General Meeting.
8. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
9. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
10. A statement giving details of the Directors including those proposed to be appointed/re-appointed since last Annual General Meeting, as mandated under Clause 49 (VIII) (E) of Listing Agreement with the Stock Exchanges, is annexed hereto and forms part of the notice.
11. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.  
Note that copies of Annual Report will not be distributed at the Annual General Meeting.
12. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed in and signed for attending the Meeting. Members who hold shares in dematerialization form are

- requested to write their client ID and DP ID numbers for identification.
13. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  14. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at [www.panindiacorp.com](http://www.panindiacorp.com) and on the website of the NSDL: <https://nsdl.co.in/> for inspection and downloading by the shareholders of the company
  15. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
  16. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11: 00 A.M. to 1: 00 P.M up to the date of this Annual General Meeting.
  17. 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 PAN to their Depository Participants with whom they are maintaining their demat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
  18. 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.
  19. The Register of Members and Share Transfer Books shall remain closed from 24.09.2015 to 30.09.2015 (Both days inclusive).
  20. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
  21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) rules, 2014 and Clause 35B of the Listing Agreement, the company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by National Securities Depository Limited (NSDL). The Facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
  22. Voting through electronic means:
    - i) According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, and clause 35B of the listing agreement, e-voting is mandatory for all listed companies or companies having Shareholders not less than one thousand.
    - ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to

provide facility to the members to exercise their right to vote using an electronic voting system from a place other than the venue of AGM ("remote e-voting") at the 31<sup>st</sup> Annual General Meeting (AGM) and the business may be transacted through remote e-voting provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions for remote e-voting are as under:

The e-voting facility is available at the link <http://www.evoting.nsdl.com>

iii) The electronic voting particulars are set out below:

EVEN (E-VOTING EVENT NO.)	USER ID	PASSWORD/ PIN
102913		

The e-voting facility will be available during the following voting period:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
From 9:00 a.m. (Indian Standard Time) on September 27, 2015	Up to 5:00 p.m. (Indian Standard Time) on September 29, 2015

The cut-off date for the purpose of sending this Notice is Friday, 21<sup>st</sup> August, 2015.

During the e-voting period, all members of the Company holding shares in any form i.e. physical or dematerialized, as on cut-off date (record date) of 23.09.2015 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Any person who acquired shares and became member after dispatch of Notice of 31<sup>st</sup> Annual General Meeting and holds shares as of the Cut – off date of 23.09.2015 may obtain the login ID and Password for remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Vote once cast by the member cannot be changed/ altered. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

23. The procedure and instructions for e-voting as given in the Notice of the 31<sup>st</sup> Annual General Meeting are reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz. "PAN India Corporation Limited e-voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to



- keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" (102913) of "Pan India Corporation Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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 cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 31<sup>st</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy).
- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- D. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- E. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- F. Pritika Nagi & Associates, Practicing Company Secretary (Membership No. ACS 29544 & CP No.11279), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- G. The Chairman shall, at the AGM, at the end of discussion on the resolutions 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 but have not cast their votes by availing the remote e-voting facility.

- H. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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 consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same and declare the result of the voting forthwith.
- I. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.panindiacorp.com](http://www.panindiacorp.com) and on the website of NSDL immediately after the declaration of result by the Chairman and communicated to all the Stock Exchanges, where the securities of the Company are listed.

**Members holding shares in physical form are requested to intimate their e-mail address to M/s. Abhipra Capital Limited either by [rta@abhipra.com](mailto:rta@abhipra.com) or by sending a communication at the M/s. Abhipra Capital Limited, A-387, Abhipra Complex, Dilkush Industrial Area, G.T. Karnal Road, Azadpur, Delhi - 110033.**

## ANNEXURE TO THE NOTICE

### (Explanatory Statement pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under item No. 4 of the accompanying notice dated 27<sup>th</sup> August, 2015.

#### ITEM NO. 4

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956.

With the enactment of the Companies Act, 2013, the reference to specific sections of the Companies Act, 1956 in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

Due to which these regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of regulations of Articles as per Companies Act, 2013.

The draft Article of Association will be tabled before the meeting and shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **Information to Shareholders in pursuance of Clause 49 (VIII) (E) of Equity Listing Agreement with reference to Appointment/ Re-appointment of Directors.**

At the ensuing Annual General Meeting, Mr. Ankit Rath (DIN: 01379134) shall retire by rotation and being eligible offer himself for re-appointment

## ANNUAL REPORT 2014 - 2015

1.	<b>Name of Director</b>	Mr. Ankit Rathi
	<b>Date of Birth</b>	03/04/1977
	<b>Qualification</b>	Graduate from Agra University
	<b>Expertise in Specific Functional area</b>	Has an experience of about thirteen years in Share Trading & Administration, Financial Management.
	<b>Directorship held in Other Companies</b>	a) Ujjwal Limited b) Amorphos Industries Limited c) Bits Limited d) Tactfull Investments Limited e) Prurient I.T. Solutions Private Limited f) SPG Finvest Private Limited g) Vizwise Commerce Private Limited h) Ujjwal Infrastructure Private Limited
	<b>Membership/Chairmanship of the specified Committees* of the Board</b>	Membership/ Chairmanship In Audit Committee a) Pan India Corporation Limited (Member) b) Ujjwal Limited (Member) Membership/ Chairmanship In Stakeholder Relationship Committee a) Bits Limited (Chairman) b) Pan India Corporation Limited (Member) c) Ujjwal Limited (Member)
	<b>Date of Appointment</b>	28/09/2006
	<b>Shareholding in the Company</b>	Nil
	<b>Relationship with other directors</b>	He is not related /associated with any director of the Company.

\*Excluding Membership/Chairmanship of Nomination & Remuneration Committee & Risk Management Committee.

### Other details as per Secretarial Standard 1

<b>Particulars</b>	
<b>Name and Age of Director</b>	Mr. Ankit Rathi, 38 Years
<b>Brief Resume of Director (Qualification, Work Experience etc.)</b>	Mr. Ankit Rathi is a Graduate from Agra University. He has an experience of about thirteen years in Share Trading & Administration, Financial Management.
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Not Applicable
<b>Last Drawn Remuneration, (if applicable) as on 31<sup>st</sup> March, 2015</b>	Rs. 6,25,000 per annum
<b>Date of first appointment on the Board</b>	28/09/2006
<b>No. of equity shares held</b>	Nil
<b>Relationship with other Directors, Manager and KMP</b>	He is not related /associated with any director and KMP of the Company.
<b>No. of Board Meeting attended during the year 2014-2015</b>	9
<b>Directorship held in other companies</b>	a) Ujjwal Limited b) Amorphos Industries Limited c) Pan India Corporation Limited d) Tactfull Investments Limited e) Prurient I.T. Solutions Private Limited f) SPG Finvest Private Limited g) Vizwise Commerce Private Limited h) Ujjwal Infrastructure Private Limited
<b>Membership/Chairmanship of the Committees across the Companies</b>	Membership/ Chairmanship In Audit Committee a) Pan India Corporation Limited (Member) b) Ujjwal Limited (Member) Membership/ Chairmanship In Stakeholder Relationship Committee a) Bits Limited (Chairman) b) Pan India Corporation Limited (Member) c) Ujjwal Limited (Member)

**By Order of the Board of Directors  
For Pan India Corporation Limited  
Sd/-**

**Date:** 27.08.2015

**Place:** New Delhi

**Ankit Rathi  
Managing Director  
DIN No. - 01379134**



## DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 2014 - 2015

**Dear Members,**

Your Directors are pleased to present the 31<sup>st</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015.

### CORPORATE OVERVIEW:

**Pan India Corporation Limited** (Your Company) is engaged in the business to invest in, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks, debentures (whether perpetual or redeemable debentures), debenture stock, securities, including securities of any government, Local Authority, bonds and certificates and properties (whether Immovable or movable).

### FINANCIAL PERFORMANCE

#### SUMMARISED FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	Current Year Ended 31 <sup>st</sup> March 2015	Previous Year Ended 31 <sup>st</sup> March 2014
Income from Operations	32,01,759	7,88,217.00
Other Income	1,92,538	80.00
Total Income	33,94,297	7,88,297.00
Total Expenditure	60,23,307	26,79,87,966.00
Profit/ (Loss) before tax	(26,29,010)	(26,71,99,669.00)
Less: Provision for Deferred Tax	(1,99,044)	(1,98,546.00)
Less: Prior period Adjustment of Tax	2417229	Nil
Net Profit/(Loss) after Tax	(48,47,195)	(26,70,01,123.00)

#### STATE OF COMPANY'S AFFAIRS

During the year, the sales of the company jumped to Rs. 32, 01,759 as compared to Rs. 7, 88,217 Lac in the previous year registering a growth in the business of the company.

However during the year, due to increase in other expenses, your company has suffered losses.

Nonetheless, your director's expect that the initiatives undertaken will result in improvement in financial results in the coming years.

#### Material Changes and Commitments after the date of close of Financial Year 2014 – 15

There is no material changes and commitment affecting the financial position of company after the close of financial year 2014-2015 till the date of report.

#### DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES, AND THEIR FINANCIAL POSITION

There is no subsidiary and joint venture of the company and further there are no companies, which have become or ceased to be the subsidiary and joint venture of the company during the year.

However, M/s Vizwise Commerce Private Limited and M/s Mitika Traders Private Limited are our associate companies as per section 2(6) of the Companies Act, 2013. The summary of the performance and financial position of these companies are given below:-

S.No.	Name & Address of Company	CIN	Holding/Subsidiary/Associate	% of Shares held
1.	<b>Vizwise Commerce Private Limited</b> 1111, 11 <sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001	U32109DL1995PTC066325	Associate Company	40.70%
2.	<b>Mitika Traders Private Limited</b> 1111, 11 <sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001	U65990DL1992PTC192349	Associate Company	40%

#### DIVIDEND AND RESERVES

During the year under review, your Company does not recommend any dividend in the absence of profits. And also, your company has not made any transfer to Reserves during the financial year 2014 – 2015.

#### PARTICULARS OF LOANS, GAURANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements as on 31.03.2015.

#### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures.

The internal audit is entrusted to M/s R. Mahajan & Associates, a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the company.

During the year no reportable weakness in the operations and accounting were observed and your company has adequate internal financial control with reference to its financial statements.

#### RELATED PARTY TRANSACTIONS

All the contracts/arrangements/transactions with related party for the year under review were on Arm's Length basis and in the ordinary course of business. So, the provisions of Section 188 of Companies Act, 2013 are not applicable. Further disclosure in Form AOC-2 is as attached as **Annexure A**. Further, there are no material related party transactions during the year under review.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company (<http://www.panindiacorp.com/RelatedPartyPolicy-v1.2.pdf>).

#### RISK MANAGEMENT

The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of all risks. In this regard the board has formulated a Risk Management policy, which defines the risk assessment and minimization procedures. As per view of board apart from liability which may arise for payment of statutory dues to government of India regarding increase in authorized capital, there is no other risk in operation of company, which may impact the existence of company.

#### AUDITORS AND AUDITOR'S REPORT

##### STATUTORY AUDITORS

M/s J. Kumar & Associates, Chartered Accountants who are Statutory Auditors of the Company and hold office up to the forthcoming Annual General Meeting are recommended by the audit committee and Board of Director for re-appointment to audit the Accounts of the Company for the Financial Year 2015-16 at remuneration as may be decided by the Board of Directors on the recommendation of the audit committee.

The Company has received a certificate from the auditors to the effect that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and they are not disqualified for re-appointment, as per the provisions of section 141 of the Companies Act, 2013.

The auditor report and notes on accounts referred to in the Auditors Report are self explanatory and there are no adverse remarks or qualification in the Report except as stated below and general remarks are in the nature of facts.

Auditor remarks for financial statement ending 31.03.2015:

*According to the information and explanation given to us, there are no undisputed amounts were outstanding for a period of more than six months from the date of becoming payable except:-*

Name of the Statute	Nature of Dues	Amount	Period to which amount relates
Companies Act, 1956	R.O.C fees for increase in Authorized Capital	Amount unascertained	F.Y. 2009 - 2010

Our reply to auditor remarks:

Your Board has acknowledge that the statutory fees is required to be paid to Registrar of companies (ROC), Ministry of Corporate Affairs for increase in authorized share capital of the company in past. However the amount to be paid to ROC is yet to be ascertained due to changes in law from time to time.

ROC has already filed prosecution before Court for non compliance of Section 97 of the Companies Act 1956 and company has also filed reply before the court stating its intent to pay fees on increase in authorized capital, such matter is now sub-judice before the court and company is

awaiting the directions of court regarding ascertainment of fees to be paid to ROC, Delhi.

#### SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made there under, the board has appointed M/s Pritika Nagi & Associates, Company Secretary in Practice to conduct the Secretarial Audit of the Company for the financial year 2014-2015. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2015 is attached herewith as part of the Annual Report as **Annexure B** which forms an integral part of this report.

The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

#### FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no such frauds reported by auditors, which are committed against the company by officers or employees of the company.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

##### • Retirement by Rotation

In accordance with the provisions of Section 152 of The Companies Act, 2013 and as per the contract between Mr. Ankit Rath, Managing Director and Company, he is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

##### • Appointment & Re-appointment of Directors & KMP

During the year under review, the members approved the appointments of Mr. Harish Kumar Chauhan and Ms. Preeti Sharma as Non Executive Independent Directors of the Company who are not liable to retire by rotation.

The members also approved the appointment of Mr. Omprakash Ramashankar Pathak as Non Executive Director of the company, who was appointed as an additional director of the company by the board of directors on 3<sup>rd</sup> October, 2013.

The members also re-appointed Mr. Ankit Rath as Managing director of the company for a period of 3 years with effect from 14<sup>th</sup> September, 2014 and fixed the terms and conditions of such appointment including remuneration.

Further, Mr. Suresh Pratap Singh has been appointed as Chief Financial Officer of the Company by the board of directors in their duly convened Board Meeting held on 27<sup>th</sup> November, 2014.

All Independent Directors has given declarations to the company confirming that they meet the criteria of independence as laid down under Section 149 (6) of The Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of Companies Act, 2013 are included in this report as **Annexure C** and forms an integral part of this report.

#### NUMBER OF MEETINGS OF THE BOARD

The Board duly met at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice along with Agenda of each Board Meeting was given in writing to each Director.

In the Financial Year 2014-15, the Board met nine (9) times. The meetings were held on 26/05/2014, 27/05/2014, 11/08/2014, 06/09/2014, 30/09/2014, 14/11/2014, 27/11/2014, 13/02/2015, and 25/03/2015. The interval between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### AUDIT COMMITTEE

The present Audit Committee of the board comprises of three members



with independent directors forming a majority, namely, Mr. Harish Kumar Chauhan, Non Executive Independent Director is the Chairman of the Committee and Mr. Ankit Rathi, Promoter Executive Director and Ms. Preeti Sharma, Non Executive Independent Director are members of the committee.

All the recommendations made by the Audit Committee were accepted by the board.

Further, the Roles and Responsibility and other related matters of Audit Committee forms an integral part of Corporate Governance Report as part of annual report.

#### **Nomination & Remuneration Committee**

The present Nomination and Remuneration committee of the board comprises of three members, namely, Mr. Harish Kumar Chauhan, Non Executive Independent Director, Chairman of the Committee and Mr. Vijay Pal Shukla, Non Executive Director and Ms. Preeti Sharma, Non Executive Independent Director are members of the committee.

All the recommendations made by the Nomination and Remuneration committee were accepted by the board.

Further, the terms of reference and other related matters of Nomination and Remuneration committee forms an integral part of Corporate Governance Report as part of annual report.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the board comprises of two members, namely, Mr. Vijay Pal Shukla Non-Executive Director, Chairman of the committee. The other member of Stakeholders Relationship Committee includes Mr. Ankit Rathi, Managing director of company

Further, the role and responsibility and other related matters of Stakeholders Relationship Committee forms an integral part of Corporate Governance Report as part of annual report.

#### **POLICIES & DISCLOSURES**

##### **VIGIL MECHANISM**

The Vigil Mechanism/Whistle blower Policy of the company provides that protected disclosures can be made by a whistle blower through an email to the Chairman of the audit committee. The Whistle Blower Policy can be accessed on the Company's Website at the link: <http://www.panindiacorp.com/WhistleBlowerPolicy.pdf>.

##### **REMUNERATION AND NOMINATION POLICY**

The nomination and remuneration committee has recommended to the Board:

- a) A policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The details of this policy are attached as **Annexure D** in this report and
- b) Further, Policy for selection criteria of Directors and Senior Management and Criteria for determining qualifications, positive attributes and director independence is also attached as **Annexure E** to this Report.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and rules made there under, every company having net worth of Rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board.

However, it is not applicable in case of your Company. Hence there is no need to form Corporate Social Responsibility Committee and Corporate Social Responsibility Policy for the company as per the requirement of the Companies Act, 2013.

#### **BOARD EVALUATION**

Clause 49 of the Listing Agreement mandates that the Board shall

monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole and that of its committee was conducted based on the criteria and framework adopted by the Board. Board has engaged Nomination and Remuneration Committee for carrying out the evaluation and their finding were shared with the board that had discussed and analyze its performance during the year. The Board approved the evaluation results as collated by the nomination and remuneration committee.

#### **FAMILIARIZATION PROGRAMME AND TRAINING OF INDEPENDENT DIRECTORS**

The details of programmes for familiarization of Independent Directors with the company, their roles and responsibilities in the company, business model of the company and other related matter are put on the website of the Company at the link: [http://www.panindiacorp.com/familiarisation\\_policy.pdf](http://www.panindiacorp.com/familiarisation_policy.pdf)

To familiarize the new inductees as independent director with the strategy, operations and functions of our Company, the executive directors make presentations to the inductees about the Company's organization structure, finance, human resources, facilities and risk management.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The Formal format of the letter of appointment is available on our website (<http://www.panindiacorp.com/docs.html>).

#### **CORPORATE GOVERNANCE**

Your Company has implemented all the stipulations of the Corporate Governance Practices set out by the Securities and Exchange Board of India and as provided in Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A separate section on Report of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, form part of the Annual Report.

The requisite certificate from the Company Secretary in Practice regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached as **Annexure F** of the Director's Report.

#### **MANAGEMENTS' DISCUSSION AND ANALYSIS REPORT**

Managements' Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming **Annexure G** of the Director's Report.

##### **Particulars of Employees and related disclosures**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee in the company, which draws the remuneration in excess of the limits set out in the said rules.

Disclosures pertaining to remuneration and other details of directors & KMP as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure H**.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under



Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

#### Conservation of Energy

- i.) Steps taken or impact on conservation of energy: Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of electricity.
- ii) Steps taken by the company for utilizing alternate sources of energy: Nil, as your company does not carry any manufacturing activities

#### Technology Absorption, Adaption & Innovation and Research & Development

No research & development or technical absorption or adaption & innovation taken place in the company during the Financial Year 2014 – 2015, the details as per rule 8(3) of The companies (Accounts) Rules 2014 are as follows:

- i) Efforts made towards technology absorption: - Nil
- ii) Benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)-
  - a) Details of technology imported: Nil
  - b) Year of Import: Nil
  - c) Whether the technology been fully absorbed: Nil
  - d) Areas where absorption has not taken place and the reasons there of: Nil

#### Expenditure incurred on Research and Development: Nil

#### Foreign Exchange Earnings and Outgo

As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Company.

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: Nil

#### DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by them, your Directors confirmed the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- 1) That in preparation of Annual Accounts for the year ended March, 31st, 2015; the applicable accounting standards have been followed and there are no material departures from the same;
- 2) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company as at March, 31st, 2015 and of the profit and loss of the Company for the year ended on that date;
- 3) That the Directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The directors have prepared the annual accounts on a going concern basis;
- 5) That the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- 6) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### LISTING OF SECURITIES

The Company's Equity Shares are listed on following stock exchanges:

- i. The Delhi Stock Exchange Limited
  - ii. National Stock Exchange of India Limited
  - iii. The Bombay Stock Exchange Limited
  - iv. Madras Stock Exchange Limited
  - v. The Stock Exchange, Ahmedabad
  - vi. The Calcutta Stock Exchange Association Limited
- Securities and Exchange Board of India (SEBI) vide their circular dated 14<sup>th</sup> May, 2015 derecognized Madras Stock Exchange. Delhi Stock Exchange has also been derecognized w.e.f. 19<sup>th</sup> November, 2014 vide SEBI order.**

#### GENERAL

Your Director states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to directors or employees of the Company
- d) Issue of Employee Stock Option Scheme to employees of the company
- e) As there is no subsidiary or holding company of your company, so Managing Director of the company does not receive any remuneration or commission from any of such companies
- e) No significant or material orders were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.
- f) Purchase of or subscription for shares in the company by the employees of the company.
- g) There is no subsidiary of company, so no policy on material subsidiary is required to be adopted.

Your Directors further state that:-

- a) The Company has zero tolerance for sexual harassment and during the year under review, there were no complaint received and no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- b) And there is no change in the nature of business of company during the year.

#### INDUSTRIAL AND HUMAN RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

#### ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation for the shareholders, bankers and other business associates for their forbearance, understanding and support to the Company. They also wish to place on record their great appreciation of the commitment, sense of involvement and dedication exhibited by each staff member in the overall development, growth and prosperity of the company.

By Order of the Board of Directors  
For Pan India Corporation Limited

Date: 27.08.2015  
Place: New Delhi

Sd/-  
Vijay Pal Shukla  
Director  
DIN No. - 01379220

Sd/-  
Ankit Rath  
Managing Director  
DIN No. - 01379134



**Annexure A to Director's Report**  
**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.  
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

There were no contracts or arrangements or transactions entered into during the year ended March 31,2015 which were not at arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

The Details of material contracts or arrangements or transactions at Arm's length basis for the year ended March 31, 2015 are as follows:

Name of related party & Nature of Contracts/ arrangements/ transactions	Nature of relationship	Duration of contract	Salient terms	Amount paid as advances,	Amount as on 31.03.2015
K.K. Kargomail India Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Single Transaction	Sale of investment held in a company registered in India and Based on Arm length basis and in ordinary course of business	Nil	Transaction amount was Rs. 7,25,000 and outstanding as on 31.03.2015 is 7,25,000.

**By Order of the Board of Directors**  
**For Pan India Corporation Limited**

**Date:** 27.08.2015  
**Place:** New Delhi

**Sd/-**  
**Vijay Pal Shukla**  
**Director**  
**DIN No. – 01379220**

**Sd/-**  
**Ankit Rathi**  
**Managing Director**  
**DIN No. - 01379134**

**Annexure B to Director's Report**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED AS ON MARCH, 31<sup>ST</sup> 2015**

{Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,  
The Members  
**Pan India Corporation Limited**  
1111, 11<sup>th</sup> Floor,  
New Delhi House,  
27, Barakhamba Road,  
New Delhi-110001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pan India Corporation Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.  
Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March,

31<sup>st</sup> 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Pan India Corporation Limited** ("**the Company**") for the period ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- Not Applicable
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company :-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- Not Applicable

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- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not Applicable
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; Not applicable
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and- Not Applicable
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India- Not Applicable
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange; National Stock exchange of India Limited; Ahmedabad Stock Exchange Limited and The Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, and Listing Agreements etc. mentioned above.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried

out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** the company has responded to the notices, claims, penalties issued by various statutory/ regulatory authorities and initiated actions for corrective measures, wherever necessary.

**I further report that** during the audit period the Company has not passed any Special Resolution which have major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Sd/-

For Pritika Nagi & Associates

**Pritika Nagi**

Practicing Company Secretaries

Membership No. 29544

C.P. No. 11279

**Place:** New Delhi

**Date:** 27.08.2015

### FORM NO. MGT 9

#### EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Annexure C to Director's Report

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	L72200DL1984PLC017510
2	Registration Date	9/2/1984
3	Name of the Company	Pan India Corporation Limited
4	Category/Sub-category of the Company	Listed Public Company, Indian Non-Government Company
5	Address of the Registered office & contact details	1111, 11th Floor, New Delhi House 27, Barakhamba Road, New Delhi-110001
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Abhipra Capital Limited A-387, Abhipra Complex, Dilkush Industrial Area, G T Karnal Road, Azadpur, Delhi-110 033. Tel.: 011-42390909

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of Shares	66120	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Vizwise Commerce Private Limited Add:- 1111, 11th Floor, New Delhi House 27, Barakhamba Road, New Delhi - 110001	U32109DL1995PTC066325	Associate Company	40.70%	Section 2(6) of Companies Act, 2013



2	Mitika Traders Private Limited Add:- 1111, 11th Floor, New Delhi House 27, Barakhamba Road, New Delhi - 110001	U65990DL1992PTC192349	Associate Company	40%	Section 2(6) of Companies Act, 2013
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#### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.Promoters</b>									
(1) Indian									
g) Individual/ HUF	100	-	100	0.00%	100	-	100	0.00%	0.00%
h) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
j) Bodies Corp.	5,132,369	90000000	95132369	44.40%	5,132,369	92,375,900	97,508,269	45.51%	1.11%
k) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
l) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A)(1)</b>	5,132,469	90,000,000	95,132,469	44.40%	5,132,469	92,375,900	97,508,369	45.51%	1.11%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A)(2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL SHAREHOLDING OF PROMOTER (A) = (A)(1) + (A)(2)</b>	5,132,469	90,000,000	95,132,469	44.40%	5,132,469	92,375,900	97,508,369	45.51%	1.11%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	23,207	-	23,207	0.01%	23,207	-	23,207	0.01%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1)-</b>	23,207	-	23,207	0.01%	23,207	-	23,207	0.01%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	6,246,113	2,375,900	8,622,013	4.02%	6,249,147	-	6,249,147	2.91%	1.11%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									

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i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	54,820,409	15,949,406	70,769,815	33.03%	53935902	15931206	69,867,108	32.61%	0.42%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	38,535,911	340,300	38,876,211	18.14%	39551292	327200	39,878,492	18.61%	0.47%
c) Others (specify)									
Non Resident Indians/OCB	302,069		302,069	0.14%	286,774		286,774	0.13%	0.01%
Clearing Members	530,316		530,316	0.24%	443403		443,403	0.21%	0.03%
Trusts	400		400	0.00%			-	0.00%	-100.00%
<b>Sub-total (B)(2):-</b>	<b>100,435,218</b>	<b>18,665,606</b>	<b>119,100,824</b>	<b>55.58%</b>	<b>100,466,518</b>	<b>16,258,406</b>	<b>116,724,924</b>	<b>54.48%</b>	<b>1.10%</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>100,458,425</b>	<b>18,665,606</b>	<b>119,124,031</b>	<b>55.59%</b>	<b>100,489,725</b>	<b>16,258,406</b>	<b>1,164,748,131</b>	<b>54.49%</b>	<b>1.10%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>105,590,894</b>	<b>108,665,606</b>	<b>214,256,500</b>	<b>100.00%</b>	<b>105,622,194</b>	<b>108,634,306</b>	<b>214,256,500</b>	<b>100.00%</b>	<b>2.21%</b>

### (ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ashok Agarwal	100	0.00%	0	100	0.00%	0	0.00%
2	Vizwise Commerce Private Limited	95,132,369	44.40%	0	97,508,269	45.51%	0	1.11%
	<b>Total</b>	<b>95,132,469</b>	<b>44.40%</b>	<b>0</b>	<b>97,508,369</b>	<b>45.51%</b>	<b>0</b>	<b>1.11%</b>

### (iii) Change in Promoters' Shareholding

SN	Particulars	Date	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1st April, 2014		95,132,369	44.40%	95,132,369	44.40%
	Changes during the year	25th March, 2015	Transfer	2,375,900	1.11%	97,508,269	45.51%
	At the end of the year	31st March, 2015		97,508,269	45.51%	97,508,269	45.51%

### (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Seema Swami						
	At the beginning of the year			1,876,544	0.88%	1,876,544	0.88%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			1,876,544	0.88%	1,876,544	0.88%
2	Rakesh Gupta						



	At the beginning of the year			1,566,811	0.73%	1,566,811	0.73%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			1,566,811	0.73%	1,566,811	0.73%
3	Deepa Singhal						
	At the beginning of the year			1,000,004	0.47%	1,000,004	0.47%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			1,000,004	0.47%	1,000,004	0.47%
4	Stanislaus Sirvel						
	At the beginning of the year			500,000	0.23%	500,000	0.23%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			500,000	0.23%	500,000	0.23%
5	LSE Securities Limited						
	At the beginning of the year			438,548	0.20%	438,548	0.20%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			438,548	0.20%	438,548	0.20%
6	Ajay Alloys Private Limited						
	At the beginning of the year			427,146	0.20%	427,146	0.20%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			427,146	0.20%	427,146	0.20%
7	Lalit Kumar Sharma						
	At the beginning of the year			389,584	0.18%	389,584	0.18%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			389,584	0.18%	389,584	0.18%
8	S.L. Financial Services Pvt. Ltd.						
	At the beginning of the year			382,409	0.18%	382,409	0.18%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			382,409	0.18%	382,409	0.18%
9	Kailash Kumar Jain						
	At the beginning of the year			330,000	0.15%	330,000	0.15%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			330,000	0.15%	330,000	0.15%
10	SMK Shares and Stock Broking Private Limited						
	At the beginning of the year			300,000	0.14%	300,000	0.14%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year			300,000	0.14%	300,000	0.14%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%
2	Name						
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

## ANNUAL REPORT 2014 - 2015

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	<b>NIL</b>			-
* Reduction				-
Net Change		-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	-	-	-	-

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name Designation	Mr. Ankit Rath Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	625,000.00	625,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		-
	- others, specify		-
5	Others, please specify		-
	Total (A)	625,000.00	625,000.00
	Ceiling as per the Act	42 Lakhs as per Schedule V Part II Section II	

#### B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount (Rs/Lac)
3	Independent Directors		
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (1)	-	-
4	Other Non-Executive Directors		-
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration Name	Name of Key Managerial Personnel Suresh Pratap			Total Amount (Rs/Lac)
		CEO	CFO	CS	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		138,000	312,500	450,500.00
2	Stock Option				-
3	Sweat Equity				-
4	Commission - as % of profit - others, specify				-
5	Others, please specify				-
	Total	-	138,000.00	312,500.00	450,500.00

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b> Penalty Punishment Compounding			<b>NIL</b>		
<b>B. DIRECTORS</b> Penalty Punishment Compounding			<b>NIL</b>		
<b>C. OTHER OFFICERS IN DEFAULT</b> Penalty Punishment Compounding			<b>NIL</b>		



Annexure D to Director's Report  
**PAN INDIA CORPORATION LIMITED**  
 Registered office -1111, 11th Floor, New Delhi House, 27,  
 Barakhamba Road, New Delhi-110001  
 CIN: L72200DL1984PLC017510

## INTRODUCTION

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Management of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

## SCOPE

The policy contains a description of the core principles of the company's remuneration policy with respect to executive and non-executive Board members, KMP and other senior management. It follows the principles of maximum transparency and disclosure regarding remuneration, which the company has been applying to its public reporting documents.

The terms of this policy shall not be binding on employment agreement entered prior to this date. This Policy is based upon following principals as drawn by nomination and remuneration committee of company:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks
- The remuneration of directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals

## APPLICABLE

This Policy is applicable on Directors, Key Managerial Personnel (KMP) and Senior Management and of the Company

## Fundamental principles of the policy

The fundamental Principals of this policy are mentioned below, which are the core factors while determining the remuneration of Director, KMP and senior management:

- Industry Practice and Bench marks;
- Long-term value creation.
- Reward achievement of results on the basis of prudent practice, responsibility and risk taking abilities.
- Attract and retain the best professionals.
- Reward the experience and professional track record.
- Ensure equity within the Group and competitiveness outside it.
- Optimum mix of fixed and variable salary;
- Reward in the form of stock options
- Ensure transparency in its remuneration policy

## TERMS OF THE POLICY

### A. Terms for Executive Directors, KMP and senior management of company

#### i. Fixed Salary

Managerial Person, KMP and Senior Management are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up

of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

#### ii. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government

#### iii. Provisions for excess remuneration

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government

### B. Terms for Non Executive/ Independent Directors of company

#### i. Remuneration / Commission

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force

#### ii. Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Further, the Sitting fees payable to independent directors shall not be less than the sitting fee payable to other directors.

#### iii. Limit of Remuneration/Commission

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013

#### iv. Stock Option

An Independent Director shall not be entitled to any stock option of the Company.

## Disclosures

Disclosure in respect to the remuneration of the Company's Board of Directors will be disclose annually in the Corporate Governance Report part of the Annual Report.

The Policy shall be disclosed in the Board Report of the company.

## POLICY REVIEW

This policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and requirements of Clause 49 of the Listing Agreement.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulation which makes any of the provisions in this policy inconsistent with the Act or regulations, the provisions of the Act or regulation would prevail over the policy, and provisions in the policy would be modified in due course to make it consistent with the law.



This policy shall be reviewed by the Nomination and Remuneration Committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the Committee. Any change or modification in the policy as recommended by the Committee would be given for approval to the Board.

### **Annexure e to director's report**

#### **Policy For Selection Of Directors And Determining Director's Independence For Pan India Corporation Limited**

This Policy will be applicable to the Company with the approval of Nomination and Remuneration Committee and Board of Directors. This Policy is in line with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### **Scope**

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company

#### **Positive Attributes**

The Nominating and Remuneration Committee of the company works with the Board to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience. Characteristics expected of all directors candidate include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board to discharge the duties of Board membership and exercise his responsibilities in a bona-fide manner in the interest of the company. The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

#### **Qualification & Criteria:**

The Nomination and Remuneration Committee has not established specific minimum age, education, years of business experience or specific types of skills for evaluating the suitability of individual Board member, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

The proposed appointee shall also fulfill the following requirements:

- 1) Shall possess a Director Identification Number;
- 2) Shall not be disqualified under the Companies Act, 2013;
- 3) Shall give his written consent to act as a Director;
- 4) Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- 5) Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- 6) Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

#### **Criteria of Independence**

The criteria of independence, as laid down in Companies Act, 2013 and

Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
  - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
  - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

#### **Appointment**

The appointment of an Independent Director shall be approved by the Company in general meeting as provided in sub-section (2) of section 152 of the Act and the explanatory statement annexed to the notice of the

general meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as Independent Director.

**Independence Standards**

The candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

**Independence Review Procedures****1. Annual Review**

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the Companies Act, 2013 read with rules thereon and the listing agreement.

**2. Notice of change of Independent Status**

Each director has an affirmative obligation to inform the Board of any change in circumstances that put his or her independence at issue.

**Amendment**

Any amendment to the above criteria for appointment of directors shall be subject to the prior approval of the Board of Directors.

**Disclosure**

The Company will disclose the details about this policy in its Board's Report.

**Annexure- F to Directors' Report****Certificate On Compliance Of Conditions Of Corporate Governance Under Clause 49 Of The Listing Agreement**

To

The Members,

**PAN INDIA CORPORATION LIMITED**

We have examined the compliance of conditions of Corporate Governance by **PAN INDIA CORPORATION LIMITED** for the year ended 31.03.2015 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company. On the basis of our review and according to the information and explanation given to us, the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges has been complied by the Company in all material respect.

**For & on behalf of M/s Pritika Nagi & Associates  
Companies Secretaries**

Sd/-

**Pritika Nagi  
M. No. 29544**

**Place:** New Delhi  
**Date:** 27.08.2015

**Annexure – G to the Directors' Report  
MANAGEMENT DISCUSSION AND ANALYSIS****OVERVIEW**

The financial statements are prepared in compliance with the requirements of the Companies Act, 2013. There are no material departures from the prescribed accounting standards in the adoption of the accounting standards. The management of **PAN INDIA CORPORATION LIMITED** accepts responsibility for the integrity and objectivity of these financial statements.

**Industrial Structure & Developments**

Changing economic and business conditions, rapid technology, innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their business objectives such as revenue growth, profitability and asset efficiency.

**Opportunities and threat, Outlook & Area of Concern**

Growth in the Indian economy and demand creates unprecedented opportunities for company to invest significantly in each of its core businesses.

Outlook for the overall industries is positive. In keeping with the philosophy of continuous consumer centric approach which is the hall mark of any organization, several developmental activities have been planned for the next fiscal year.

**Risk Management & Concerns**

Risk in cost of raw materials, environmental liabilities, tax laws, labour relations, litigation and significant changes in the Global political and economical environment exert tremendous influence on the performance of the company.

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

**HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:**

The Company believes that the employees are the backbone of the Company. Congenial and safe work atmosphere, appropriate recognition and rewards, constant communication, focus on meeting customer needs and change management through training are the hallmarks for development of human resources of the company. Every employee is aware of the challenges posed by the current economic environment. Employee morale has remained high even during difficult times. The employees have co-opted fully with the management in implementing changes as required by the market. And it is providing an opportunity to all the employees to utilize their full potential and grow in the Organization. There was no strike or labour unrest during the last financial year.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business. These systems are designed to ensure that all the assets of the company are safeguarded and protected against any loss and that all the transactions are properly authorized recorded and reported.

The internal audit is entrusted to M/s R. Mahajan & Associates, a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance



regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the company. Further your company has adequate internal financial control with reference to its financial statements.

#### FINANCIAL REVIEW AND ANALYSIS

The financial performance of the Company for the financial year ended March 31, 2015 is given as under:-

PERFORMANCE	Year ended 31-3-2015
Revenue	3394297
Expenditure	6023307
Profit/ (Loss) before tax	(2629010)
Provision for Deferred Tax	(199044)
Prior period Adjustment of Tax	2417229
Profit/(Loss) for the year	(4847195)

#### CAUTIONARY STATEMENT:

Certain Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be "forward looking statements" within the meaning of applicable laws or regulations. These Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company's operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation. The company does not undertake to update these statements.

By Order of the Board of Directors  
For Pan India Corporation Limited

Date: 27.08.2015  
Place: New Delhi

Sd/-  
Vijaypal Shukla  
Director  
DIN No.-01379220

Sd/-  
Ankit Rathie  
Managing Director  
DIN No.-01379134

### Annexure H to Director's Report

#### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of Director/KMP and designation	Remuneration Of Director/KMP for financial year 2014-15	Ratio of remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration Of each director CFO, CEO, C.S or Manager
Ankit Rathie (M.D.)	6,25,000	2:1	10%
Suresh Pratap Singh (CFO)	1,38,000	0.44:1	10%
Swati Kapoor (CS)	3,12,500	1:1	10%

- The Percentage increase in the median remuneration of employees of Pan India Corporation Limited is 10%. This has been arrived at, by comparing the median remuneration of employees as on 31<sup>st</sup> March, 2014 with the median remuneration of employees as on 31<sup>st</sup> March, 2015.
- There were 3 permanent employees on the rolls of Company as on March 31, 2015;
- Relationship between average increase in remuneration and company performance:-  
The increase in company revenue for the financial year 14-15 over 13-14 was 40% (approx.) and the average increase given to employees was 10%. The average increase in remuneration is not based on company's performance alone but also taken into consideration overall budgetary impact within the company. The 10% increase, which was given in FY 2014-2015 was at similar levels as the rest of the industry.
- Comparison of the Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The Remuneration payable to Key Managerial Personnel is directly linked to individual performance as well as that of the business. The remuneration payable to KMP was based on the recommendation of the nomination and remuneration committee to revise the remuneration as per industry benchmarks.
- The Market capitalization as on March 31, 2015 was Rs. 7.92 Crores as compared to Rs. 5.57 Crores as on March 31, 2014. The price earnings ratio of the company was (16.08) as on March 31, 2015 and was (0.20) as on March 31, 2014. The closing share price of the company at Bombay Stock Exchange of India Limited on March 31, 2015 being Rs. 0.35/- per equity share of face value Rs. 10 each has grown 1.75 times in comparison to the closing share price of the company as on March 31, 2014. (Closing price as on 31<sup>st</sup> March, 2014 was 0.18).
- The average increase made in the salaries of employees and managerial personnel in the financial year was 10% . The average increase is an outcome of company's market competitiveness as against its peer group companies. The Remuneration payable to Managerial Personnel is directly linked to individual performance as well as that of the business. The remuneration payable to managerial personal was based on the recommendation of the nomination and remuneration committee to revise the remuneration as per industry benchmarks.
- Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Ankit Rathie (Managing Director)	Suresh Pratap Singh (CFO)	Swati Kapoor (CS)
Remuneration in FY15	6,25,000	1,38,000	3,12,500
Revenue	33,94,297		
Remuneration as % of revenue	18.41%	4.06%	9.20%

- The key parameters for the variable component of remuneration: - There are no variable components of remuneration which are availed by the directors.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable
- It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the company.

## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2015.

## 1. COMPANY'S PHILOSOPHY

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The basis of Corporate Governance envisages optimal utilization of resources for enhancing the values of the enterprise by effectively monitoring executive performance and supporting the entrepreneurship spirit and to ensure ethical behavior of the enterprise in honoring and protecting the rights of all stakeholders, including discharge of social responsibility, through highest level of transparency and accountability in all facets of its operations. The core values of the Company are:

- Caring for people.
- Integrity including intellectual honesty, openness, fairness & trust.
- Commitment to excellence and customer satisfaction.

The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment in interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre. The Company strives to set and achieve high standards of Corporate Governance. The very essential characteristics of the Company are transparent functioning, social responsiveness and accountability towards shareholders.

## GOVERNANCE STRUCTURE

The Corporate Governance structure of the Company is as follows:

a) **Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company.

b) **Committees of the Board:** The Board has constituted the following Committees i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee &. Each of the Committee has been mandated to operate within a given framework.

This year's annual report has made substantial disclosures on the Board of Directors, financial performance, which are as follows:

## 2. BOARD OF DIRECTORS:

## Size &amp; Composition of the Board

As on 31<sup>st</sup> March, 2015, the Board of the Company consists of 5 directors out of which 1 is Executive Director, 2 are Non Executive Independent Directors and 2 are Non-Executive Directors, and the Chairman of the Board is Non-Executive Director.

The details of each member of the Board along with the number of Directorship/Chairmanship/Committee Membership are as given below:

Name	Category	Designation	No. of Board Meetings Held during the year 2014 – 2015	No. of Board Meetings Attended during the year 2014-2015	Number of Directorship in other Companies	Attendance of each Director At last AGM	No. of other Board Committee(s) of which he is a member (%)	No. of other Board Committee (s) of which he is a Chairman (%)
Mr. Ankit Rathi	Promoter/ Executive Director	Managing Director	9	9	8	Yes	4	1
Mr. Vijay Pal Shukla	Chairman/Non-Executive Director	Director	9	9	5	Yes	2	2
Mr. O.P. Pathak	Non-Executive Director	Director	9	9	8	Yes	1	1
Mr. Harish Kumar Chauhan	Independent/ Non-Executive Director	Director	9	8	4	Yes	2	4
Mrs. Preeti Sharma	Independent/ Non-Executive Director	Director	9	6	3	Yes	3	0

% Excluding membership and chairmanship of committees of all private limited companies, foreign Companies and Companies under section 8 of the Companies Act, 2013.

Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Public Companies (whether listed or not) have been considered.

Membership/Chairmanship of the Directors in various Committees is within the permissible limits of the Listing Agreement.

None of independent director is serving more than 7 listed companies and managing director of company is also not acting as independent director in more than 3 listed companies.

## Independent Directors

The Non-Executive Independent Directors fulfill the conditions of Independence as specified in Section 149(6) of Companies Act, 2013 and rules made there under and meet with the requirements of Clause 49 of Listing Agreement entered into with the Stock Exchanges.

A formal letter of appointment was issued to the Independent Directors of the company in the manner as provided under the Companies Act, 2013 and disclosed on the website of the Company.

Further, the details regarding programmes for familiarization of Independent Directors with the company, their roles and responsibilities in the company, business model of the company and other related matter are put on the website of the Company at the link: [http://www.panindiacorp.com/familiarisation\\_policy.pdf](http://www.panindiacorp.com/familiarisation_policy.pdf) which is also explained in the Director's Report.



### Details of Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each director.

During the Financial Year 2014-2015 nine Board Meetings were held 26/05/2014, 27/05/2015, 11/08/2014, 06/09/2014, 30/09/2014, 14/11/2014, 27/11/2014, 13/02/2015, and 25/03/2015. The intervening period between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Listing Agreement.

### COMMITTEES OF THE BOARD

The Board of Directors has constituted the board Committees to deal with specific areas and activities, which concern the Company and need a closer view.

The Board has currently the following Committees:

#### (3) AUDIT COMMITTEE

The board has re-constituted the audit committee in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement to exercise powers and discharge functions as stipulated there in.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and Clause 49 of Listing Agreement. The present Audit Committee of the Board comprises three members Mr. Harish Kumar Chauhan, Non Executive Independent Director is the Chairman of the committee and Mr. Ankit Rathi, Managing Director and Ms. Preeti Sharma, Non Executive Independent Director are members of the committee. All the members of the committee are well versed in finance matters, accounts and general business practice.

#### Meetings:

The Audit Committee met 5 times during the year on 26/05/2014, 11/08/2014, 06/09/2014, 14/11/2014 & 13/02/2015. The attendance of Members at the Meetings was as follows:

S.No.	Name	Status	No. of meetings during the year	No. of Meetings Attended
i)	Mr. Vijay Pal Shukla	Chairman	5	5
ii)	Mr. Harish Kumar Chauhan	Member	5	4
iii)	Mr. Ankit Rathi	Member	5	5

Mr. Vijay Pal Shukla ceased to be member of audit committee w.e.f. 28.05.2015 and Preeti Sharma appointed as member of audit committee w.e.f. 28.05.2015.

#### Terms of Reference:

##### POWER OF AUDIT COMMITTEE

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

##### ROLE OF AUDIT COMMITTEE

The role of Audit Committee includes the review of the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

#### RELATED PARTY TRANSACTION

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company (<http://www.panindiacorp.com/RelatedPartyPolicy-v1.2.pdf>). The same has been referred in Directors Report also.

#### (4) Nomination & Remuneration Committee

The board has constituted the Nomination and Remuneration committee in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement and also redefine their terms of reference in compliance with the provisions of Companies Act, 2013 and Listing Agreement

#### COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:

The composition, quorum, powers, role and scope are in accordance with Section 178 of Companies Act, 2013 and Clause 49 of Listing Agreement. The Nomination & Remuneration Committee of the Board comprises three members. Mr. Harish Kumar Chauhan, Non Executive Independent Director, Chairman of the Committee and Mr. Vijay Pal Shukla, Non Executive Director and Ms. Preeti Sharma, Non Executive Independent Director are members of the committee.

The present composition of Nomination and Remuneration Committee is as follows:

Name	Designation
Mr. Harish Kumar Chauhan	Chairman
Mr. Vijay Pal Shukla	Member
Ms. Preeti Sharma	Member

#### MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE:

During the Financial Year 2014- 2015 the Committee met 2 times i.e. on 11/08/2014 & 06/09/2014. The attendance of Members at the Meeting was as follows:

S.No.	Name	Status	No. of meetings during the year	No. of Meetings Attended
i)	Mr. Harish Kumar Chauhan	Chairman	2	2
ii)	Mr. Vijay Pal Shukla	Member	2	2
iii)	Ms. Preeti Sharma	Member	2	1

#### TERMS OF REFERENCE

The role of Nomination and Remuneration Committee includes the following

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

#### REMUNERATION POLICY

The Remuneration Policy of the Company for Directors, Key Managerial Personnel and Senior Management is annexed as **Annexure D** to the Director's Report. The Company's remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in accordance with the existing industry practice.

Further, the evaluation of all the directors and the Board as a whole and that of its committee was conducted based on the criteria and framework adopted by the Board, which was explained in the Director's Report.



Remuneration paid to the Directors during the financial year 2014-2015:

Name of the Director	Salary	Perquisites and allowances	Retiral benefits	Bonuses	Performance Linked Incentive	Total	Stock Options granted
Mr. Ankit Rathi	6,00,000 p.a.	Nil	Nil	25,000	Nil	6,25,000/-	NIL

The tenure of the office of the Managing Director is for 3 years from the respective date of his re-appointment i.e. 14<sup>th</sup> September, 2014 and tenure of Independent Director is for 5 years from the conclusion of 30<sup>th</sup> Annual General Meeting i.e. 30<sup>th</sup> September, 2014 and can be terminated by either party by giving one month advance notice in writing. There is no separate provision for payment of severance fees.

Further, there was no pecuniary relationship or transactions of the non-executive director's vis-à-vis the company and non-executive directors do not hold any shareholding in the company.

#### (5) STAKEHOLDERS RELATIONSHIP COMMITTEE

The board has constituted the Stakeholders Relationship committee in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement and also redefines their terms of reference in compliance with the provisions of Companies Act, 2013 and Listing Agreement

#### COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition, quorum, powers, role and scope are in accordance with Section 178 of Companies Act, 2013 and Clause 49 of the Listing Agreement. The Stakeholders Relationship Committee of the Board comprises of two members. Mr. Vijay Pal Shukla, Non-Executive Director, is the Chairman of the committee. The other member of Stakeholders Relationship Committee includes Mr. Ankit Rathi, Managing Director.

**The present composition of Stakeholders Relationship Committee is as follows:**

Name	Designation
Mr. Vijay Pal Shukla	Chairman
Mr. Ankit Rathi	Member

#### MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee met 5 times during the year on 26/05/2014, 11/08/2014, 06/09/2014, 14/11/2014 & 13/02/2015. The attendance of Members at the Meeting was as follows:

S.No.	Name	Status	No. of meetings during the year	No. of Meetings Attended
i)	Mr. Vijay Pal Shukla	Chairman	5	5
ii)	Mr. Ankit Rathi	Member	5	5

a) The Stakeholders Relationship Committee is entrusted with the responsibility to resolve the grievances of security holders. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company i.e. Abhipra Capital Limited and provides continuous guidance to improve the service levels for investors. The Committee received and redresses the complaints of the shareholders in respect of matters pertaining to transfer of shares, non-receipt of Annual Report, dematerialization of shares, non-receipt of declared dividend etc.

#### Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review is as under:

	Received	Resolved	Balance
Complaints	Nil	Nil	Nil

As on March 31, 2015 no complaints were outstanding.

#### Compliance officer

Ms. Swati Kapoor, Company Secretary and Compliance Officer of the Company is responsible for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

#### INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 13<sup>th</sup> February, 2015, inter alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of Executive & Non-Executive Directors.
- Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### 6. General Body Meetings

Details about Annual General Meetings held in last three years

For the Year	Venue	Day, Date & Time	Special Resolution *
2011-2012	Registered Office i.e 4/18, IInd Floor, Asaf Ali Road, New Delhi – 110002	Saturday, 29th September, 2012 at 09.00 A.M.	Making Donation, Making Investment, Re-appointment of Managing Director and Increasing Remuneration of Managing Director (**)



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2012 – 2013	Registered Office i.e 4/18, IInd Floor, Asaf Ali Road, New Delhi - 110002	Monday, 30th September, 2013 at 09:00 A.M.	No Special Resolution Passed
2013 – 2014	Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094	Tuesday, 30 <sup>th</sup> September, 2014 at 09.00 A.M.	Re-appointment of Shri Ankit Rathi (DIN : 01379134) as Managing Director of the Company, for a period of 3 (three) years (***)

No resolution was passed through Postal Ballot during the period under review.

\*\*Special Resolution was passed through show of hands in financial year 2011-2012.

\*\*\* Special Resolution was passed through e-voting and physical voting i.e. by ballot form at AGM

### 7. Disclosures

#### 1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the period under review, the company had not entered into any material transaction with any of its related party. None of the transactions with any of related parties were in conflict with the company's interest. All related party transactions are on arm's length basis and are intended to further the company's interest.

#### 2. Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has been no non compliance by the Company nor were any penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

#### 3. Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has a Whistle Blower Policy for Directors & employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanism and makes provision for direct access to the Chairperson of Audit Committee. None of the personnel of the Company has been denied access to the Audit Committee.

#### 4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

The Company has complied with all the mandatory requirements of Clause 49. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

### General

A certificate duly signed by the Managing Director relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Clause 49 (IX) of the listing agreement was placed before the Board, who took the same on record.

1. Profile and other information regarding the Directors being appointed/re-appointed as required under clause 49 (VIII) (E) of the Listing Agreement have been given in the Notice of the Annual General Meeting annexed to this Annual Report.
2. The Company follows a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Board of compliance status of laws applicable to the company and steps taken to rectify non-compliance, if any.
3. The Company's senior management has confirmed to the Board of Directors that they do not have any personal interest related to its material, financial and commercial transactions that may have a potential conflict with the interests of the Company at large.
4. Declarations by the Managing Director under clause 49(II) (E) (2) of the Listing Agreement  
Mr. Ankit Rathi, Managing Director of the Company has furnished the requisite certificate regarding affirming compliance with the Code of Conduct, for the financial year ended March 31, 2015, which is attached with the report.
5. The company has complied with all the Accounting Standards applicable to the company.
6. The company has not come out with any Public Issue / Preferential Issue in the Financial Year 2014-2015.
7. Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached herewith as part of Annual Report.

### 8. Means of Communication

#### Quarterly Results

Millenium Post (English Daily) and Samachar Jagat(Hindi Daily)	For Quarter ended 30.06.2014
Millenium Post (English Daily) and Samachar Jagat (Hindi Daily)	For Quarter ended 30.09.2014
Millenium Post (English Daily) and Samachar Jagat (Hindi Daily)	For Quarter ended 31.12.2014
Millenium Post (English Daily) and Samachar Jagat (Hindi Daily)	For Quarter ended 31.03.2015

Financial Results also displayed on the website of the company i.e. [www.panindiacorp.com](http://www.panindiacorp.com)



As a matter of policy, the company will display the official news release at its website, whenever applicable. There were no instances during the year, which requires the company to make any presentation before institutional investor or to the analyst.

#### 9. SHAREHOLDERS' GENERAL INFORMATION

##### (1) Annual General Meeting

**Day, Date and Time:** Wednesday, 30<sup>th</sup> September, 2015 at 9:00 a.m.

**Venue:** Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094

##### (2) Financial Calendar (Tentative) for the Financial Year 2015 - 2016

Tentative calendar of events for the financial year 2015 – 2016 (April to March) is as under:

Adoption of Quarterly Financial Results for:

First Quarter – by mid of August, 2015

Third Quarter-by mid of February, 2016

Second Quarter-by mid of November, 2015

Fourth Quarter- by mid/end of May, 2016

##### (3) Book Closure

The Register of Members and Share Transfer Register will remain closed from 28.09.2015 to 30.09.2015 on account of Annual General Meeting.

##### (4) Dividend Payment Date

No dividend has been recommended for the year ended 31<sup>st</sup> March, 2015.

##### (5) Listing at Stock Exchanges

#### EQUITY SHARES

Sr. No.	Name of Stock Exchange	Stock Code/Symbol
1	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E), Mumbai – 400 051	SRGINFOTEC
2	The Bombay Stock Exchange Limited PhirozeJeejeebhoy Towers Dalal Street, Mumbai- 400001	511525
3	The Delhi Stock Exchange Ltd. 3/1, DSE House, Asaf Ali Road, New Delhi – 110002	N.A.
4	Madras Stock Exchange Limited Exchange Building, Post Box No. 183, Second Line Beach, Chennai-600001	N.A.
5	The Stock Exchange Ahmedabad, Kamdhenu Complex, Opp. Sahajanand College, Panjarapole, Ahmedabad-380 015.	N.A.
6	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata, West Bengal- 700001	29212

Securities and Exchange Board of India (SEBI) vide their circular dated 14<sup>th</sup> May, 2015 derecognized Madras Stock Exchange.

Delhi Stock Exchange has also been derecognized w.e.f. 19<sup>th</sup> November, 2014 vide SEBI order.

Listing Fee for the year 2014 -15 has been paid to Bombay Stock Exchange & National Stock Exchange.

##### (6) Stock Code — ISIN – INE376A01032

Market Price Data: High Low for the period April 2014 to March 2015

Month	High (Rs.)	Low (Rs.)
April 2014	0.26	0.18
May 2014	0.28	0.20
June 2014	0.47	0.27
July 2014	0.52	0.37
August 2014	0.43	0.34
September 2014	0.37	0.31
October 2014	0.36	0.31
November 2014	0.39	0.33
December 2014	0.37	0.29
January 2015	0.31	0.24
February 2015	0.28	0.23
March 2015	0.37	0.26

Source: BSE Portal

**8. Registrar & Share Transfer Agents:**

Pursuant to the SEBI directive, the Company has appointed M/s Abhipra Capital Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

**Abhipra Capital Limited**

A-387-Abhipra Complex, Dilkush Industrial Area,

G.T. Karnal Road, Azadpur, New Delhi – 110 033

Phone: 011-011-42390909, Fax: 011-27215530

E-Mail ID: rta@abhipra.com

Contact Person: Mr. Jeewat Rai- Vice President

**10. Share transfer system:**

Transfers of Equity Shares are handled by Abhipra Capital Limited. The transferee is required to furnish transfer deed duly completed in all respects together with share certificate to Abhipra Capital Limited at the above address in order to enable the Registrar and transfer agent to process the transfer.

The committee normally attends to share transfer formalities once in a fortnight. De-mat requests are normally confirmed within 21 days from the date of receipt of request. The Company obtains from a company secretary in Practice half yearly Certificate of compliance with the share transfer formalities as required under Clause 47(c) of the listing Agreement and files a copy of the said certificate with Stock Exchanges.

**Shareholding Pattern as on 31<sup>st</sup> March, 2015**

Category	No. of Shares held	% of Shareholding
<b>A. PROMOTERS</b>		
Promoter and Promoter Group	97508369	45.510
<b>B. PUBLIC</b>		
Bodies Corporate	6249147	2.917
Individuals holding nominal share capital upto 1 lac	69867108	32.609
Individuals holding nominal share capital in excess of 1 lac	39878492	18.613
Financial Institutions/Banks	23207	0.011
NRIs/OCBs	286774	0.134
Clearing Members	443403	0.207
<b>Total</b>	<b>214256500</b>	<b>100</b>

**11. Distribution of Shareholding as on 31st March, 2015**

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1-5000	53523	64.248	13084844	6.107
5001-10000	13788	16.551	12260726	5.722
10001-20000	7343	8.814	11979324	5.591
20001-30000	2660	3.193	6993717	3.264
30001-40000	1136	1.364	4134845	1.930
40001-50000	1595	1.915	7756176	3.620
50001-100000	1922	2.307	15025536	7.013
100001 & above	1340	1.609	143021332	66.752
<b>Total</b>	<b>83307</b>	<b>100</b>	<b>214256500</b>	<b>100</b>

**12. Dematerialization of shares:**

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the company has enlisted its shares with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL). Company has been allotted ISIN No. INE -376A01032. As at 31.03.2015, 2, 72, 15,580 Equity Shares were held in de-mat form in CDSL and 7, 84, 06,614 shares were held in de-mat form in NSDL.

**13. Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments, conversion date and likely impact on equity.**

There are no Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments.

**14. Plant Location**

The Company does not have any manufacturing activity.

**15. Address for correspondence:**

**Pan India Corporation Limited**

1111, 11<sup>th</sup> Floor, New Delhi House,

27, Barakhamba Road, New Delhi-110001



To

The Members of Pan India Corporation Limited

**DECLARATION BY THE MANAGING DIRECTOR PURSUANT TO CLAUSE 49(II) (E) (2) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT.**

In accordance with Clause 49 sub-clause II(E)(2) of the Listing Agreement with the stock exchanges, I, Ankit Rath, Managing Director of the Company, hereby declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31, 2015.

**By Order of the Board of Directors  
For Pan India Corporation Limited**

**Date:** 27.08.2015  
**Place:** New Delhi

**Sd/-  
Ankit Rath  
Managing Director  
DIN No. - 01379134**

**MANAGING DIRECTOR AND CEO CERTIFICATION**

I, Ankit Rath, Managing Director of Pan India Corporation Ltd., to the best of my knowledge and belief hereby certify that:

- a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year; if any,
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; if any, and
  - iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the Management or an Employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board of Directors**

**Date:** 27.08.2015  
**Place:** New Delhi

**Sd/-  
Ankit Rath  
Managing Director  
DIN No. - 01379134**

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF PAN INDIA CORPORATION LIMITED**  
**Report on the standalone Financial Statements**

We have audited the accompanying standalone financial statements of **PAN INDIA CORPORATION LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit/loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As Required By The Companies (Auditor's Report) Order, 2015 ("The Order") Issued By The Central Government Of India In Terms Of Sub-section (11) Of Section 143 Of The Act, We Give In The Annexure A Statement On The Matters Specified In The Paragraph 3 And 4 Of The Order, To The Extent Applicable.
2. As Required By Section 143 (3) Of The Act, We Report That:
  - (A) We Have Sought And Obtained All The Information And Explanations Which To The Best Of Our Knowledge And Belief Were Necessary For The Purposes Of Our Audit.
  - (B) In Our Opinion, Proper Books Of Account As Required By Law Have Been Kept By The Company So Far As It Appears From Our Examination Of Those Books.
  - (C) The Balance Sheet, The Statement Of Profit And Loss, And The Cash Flow Statement Dealt With By This Report Are In Agreement With The Books Of Account.
  - (D) In Our Opinion, The Aforesaid Financial Statements Comply With The Accounting Standards Specified Under Section 133 Of The Act, Read With Rule 7 Of The Companies (Accounts) Rules, 2014.
  - (E) On The Basis Of The Written Representations Received From The Directors As On 31<sup>st</sup> March, 2015 Taken On Record By The Board Of Directors, None Of The Directors Is Disqualified As On 31<sup>st</sup> March, 2015 From Being Appointed As A Director In Terms Of Section 164 (2) Of The Act.
  - (F) With Respect To The Other Matters To Be Included In The Auditor's Report In Accordance With Rule 11 of The Companies (Audit And Auditors) Rules, 2014, In Our Opinion And To The Best Of Our Information And According To The Explanations Given To Us:
    - i. The company has disclosed the impact of pending litigation on its financial position in its financial statements-Refer Note 18 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For **J.KUMAR & ASSOCIATES**  
**Chartered Accountants**

**Sd/-**  
**JITENDRA KUMAR**  
**(PROP.)**

**Membership No. 073856**  
**FRN NO. 016917N**

Place: New Delhi  
Dated: 28.05.2015



The Annexure referred to in paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” of Our Report of even date to the members of PAN INDIA CORPORATION LIMITED. On the accounts of the company for the year ended 31<sup>st</sup> March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. A. The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
B. As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable.
2. a. As informed to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b. The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.  
c. As informed to us, the company has maintained proper records of inventory. No material discrepancies were noticed on such verification.
3. The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods & services.  
During the course of our audit, we have not observed any major weaknesses in internal controls.
5. The company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 73 to 76 or any other relevant provision of the Companies Act, 2013 and rules made there under. Hence, the clause (v) of the order is not applicable.
6. We have been informed that the Central government has not prescribed maintenance of cost records under section 148 (1) of the Companies Act, 2013.
7. a. According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the extent applicable have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date of becoming payable except

Name of the Statute	Nature of Dues	Amount	Period to which amount relates
Companies Act, 1956	R.O.C Fees	Amount unascertained	Financial Year 2009-10

- b. According to the information and explanation given to us, there are no dues of Sales Tax, Duty of Customs, Duty of Excise,

Value Added Tax, Cess which have not been deposited on account of any dispute.

- c. There is no amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013(1 of 2013) and rules made there under.
8. The accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash loss during the financial year covered by our audit and there was cash loss in the immediately preceding financial year.
9. Based on our audit procedures and on the basis of information's and explanations given by the management, the Company has not taken any loans from any financial institution, bank or debenture holders, so there is no question of default in repayment;
10. As explained by the management, company has not given guarantee for loans taken by other from banks or financial institutions.
11. According to the information and explanations given to us, the Company has not taken any term loan. Accordingly, the provisions of the clause (xi) of the said Order are not applicable to the Company.
12. As explained to us, no fraud on or by the Company has been noticed or reported during the year.  
Accordingly, provisions of the clause (xii) of the said Order are not applicable to the Company.

**For J.KUMAR & ASSOCIATES**  
**Chartered Accountants**

**Sd/-**  
**JITENDRA KUMAR**  
**(PROP.)**

**Membership No. 073856**  
**FRN NO. 016917N**

Place: New Delhi  
Dated: 28.05.2015

## ANNUAL REPORT 2014 - 2015

### CIN - L72200DL1984PLC017510 BALANCE SHEET AS AT 31ST. MARCH, 2015

PARTICULARS	NOTE	AS AT 31st, MARCH 2015	AS AT 31st, MARCH 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDER'S FUND</b>			
(a) SHARE CAPITAL	1	2,142,565,000.00	2,142,565,000.00
(b) RESERVES AND SURPLUS	2	(1,816,749,678.00)	(1,811,902,483.00)
<b>(2) NON CURRENT LIABILITIES</b>			
(a) LONG TERM BORROWINGS			
(i) OTHER LOANS & ADVANCES	3	-	200,000.00
(b) DEFERRED TAX LIABILITY(NET)		7,415.00	206,459.00
<b>(3) CURRENT LIABILITIES</b>			
(a) OTHER CURRENT LIABILITIES	4	2,072,822.00	666,165.00
<b>TOTAL</b>		<b>327,895,559.00</b>	<b>331,735,141.00</b>
<b>II. ASSETS</b>			
<b>(1) NON CURRENT ASSETS</b>			
(a) FIXED ASSETS			
(i) TANGIBLE FIXED ASSETS	5	346,253.00	998,189.00
(b) NON CURRENT INVESTMENTS	6	70,423,162.00	44,567,302.00
(c) CAPITAL WORK IN PROGRESS		1,233,750.00	-
<b>(2) CURRENT ASSETS</b>			
(a) INVENTORIES	7	4,178,425.00	4,792,156.00
(b) TRADE RECEIVABLES	8	44,740,268.00	46,852,698.00
(c) CASH AND CASH EQUIVALENTS	9	2,402,167.00	1,728,333.00
(d) SHORT TERM LOANS AND ADVANCES	10	204,571,534.00	229,634,427.00
(e) OTHER CURRENT ASSETS	11	-	3,162,036.00
<b>TOTAL</b>		<b>327,895,559.00</b>	<b>331,735,141.00</b>

SIGNIFICANT ACCOUNTING POLICIES & ACCOUNTING INFORMATION  
THE NOTE NOS 1 TO 18 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

18  
-

IN TERMS OF OUR AUDIT REPORT  
OF EVEN DATE ATTACHED

FOR **J. KUMAR & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN 016917N

FOR & ON BEHALF OF BOARD

Sd/-  
(JITENDRA KUMAR )  
PROPRIETOR  
M. NO. 073856

Sd/-  
(ANKIT RATHI)  
MANAGING  
DIRECTOR  
DIN-01379134

Sd/-  
(V.P. SHUKLA)  
DIRECTOR  
DIN-01379220

PLACE : NEW DELHI  
DATE : 28.05.2015

Sd/-  
Suresh Pratap Singh  
(CFO)

Sd/-  
(SWATI KAPOOR)  
COMPANY SECRETARY  
M NO. - 31027



CIN - L72200DL1984PLC017510

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2015**

S.No	P A R T I C U L A R S	Note	For The Year Ended 31st March 2015	For The Year Ended 31st March, 2014
I.	REVENUE FROM OPERATIONS	12	3,201,759.00	788,217.00
II.	OTHER INCOME	13	192,538.00	80.00
III.	TOTAL REVENUE		3,394,297.00	788,297.00
IV.	EXPENSES:			
	PURCHASES		623,206.00	-
	CHANGE IN INVENTORIES	14	613,731.00	5,664,978.00
	EMPLOYEE BENEFIT EXPENSES	15	1,395,566.00	1,316,540.00
	FINANCE COSTS	16	677.00	140.00
	DEPRECIATION AND AMORTISATION EXPENSE		474,163.00	680,783.00
	OTHER EXPENSES	17	2,915,964.00	260,325,525.00
	TOTAL EXPENSES		6,023,307.00	267,987,966.00
V.	PROFIT BEFORE TAX(III-IV)		(2,629,010.00)	(267,199,669.00)
VI.	TAX EXPENSES			
	(1) CURRENT ASSETS		-	-
	(2) DEFERRED TAX	(199,044.00)		(198,546.00)
	(3) PRIOR PERIOD ADJUSTMENT OF TAX	2,417,229.00		
VII.	PROFIT(LOSS) FOR THE PERIOD(V-VI)		(4,847,195.00)	(267,001,123.00)
VIII.	EARNINGS PER EQUITY SHARE			
	(1) BASIC		(0.023)	(1.246)
	(2) DILUTED		(0.023)	(1.246)

SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL INFORMATION  
THE NOTE NOS 1 TO 18 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

18

IN TERMS OF OUR AUDIT REPORT  
OF EVEN DATE ATTACHED

FOR J. KUMAR & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN 016917N

FOR & ON BEHALF OF BOARD

Sd/-  
( JITENDRA KUMAR )  
PROPRIETOR  
M. NO. 073856

Sd/-  
(ANKIT RATHI)  
MANAGING  
DIRECTOR  
DIN-01379134

Sd/-  
(V.P. SHUKLA)  
DIRECTOR  
DIN-01379220

PLACE : NEW DELHI  
DATE : 28.05.2015

Sd/-  
Suresh Pratap Singh  
(CFO)

Sd/-  
(SWATI KAPOOR)  
COMPANY SECRETARY  
M NO. - 31027



## ANNUAL REPORT 2014 - 2015

### NOTES TO THE ACCOUNTS AS AT 31ST, MARCH, 2015

	AS AT 31st MARCH, 2015	AS AT 31st MARCH, 2014		
<b>NOTE - 1</b>				
<b>SHARE CAPITAL</b>				
AUTHORIZED SHARE CAPITAL				
300000000 EQUITY SHARES OF RS. 10/-EACH (PR. YEAR 300000000 EQUITY SHARES OF RS. 10/-EACH)	3,000,000,000.00	3,000,000,000.00		
ISSUED, SUBSCRIBED & PAID UP				
214256500 EQUITY SHARES OF RS. 10/-EACH (PR. YEAR 214256500 EQUITY SHARES OF RS. 10/-EACH)	2,142,565,000.00 2,142,565,000.00	2,142,565,000.00 2,142,565,000.00		
<b>DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF PAID UP EQUITY SHARE CAPITAL</b>				
SHAREHOLDER	31.03.2015 NO. OF SHARES	31.03.2014 NO. OF SHARES	AS AT 31.03.2015 PERCENTAGE	AS AT 31.03.2014 PERCENTAGE
VIZWISE COMMERCE PRIVATE LIMITED	97508269	95132369	45.51%	44.40%
<b>SHARE RECONCILIATION STATEMENT</b>			AS AT 31.03.2015	AS AT 31.03.2014
PARTICULARS			EQUITY	EQUITY
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR			214,256,500	214,256,500
SHARES ISSUED DURING THE YEAR			-	-
SHARES BOUGHT BACK DURING THE YEAR			-	-
SHARES OUTSTANDING AT THE END OF THE YEAR			214,256,500	214,256,500
<b>NOTE - 2</b>				
<b>RESERVES AND SURPLUS</b>				
SHARE PREMIUM			700,000,000.00	700,000,000.00
PROFIT & LOSS ACCOUNT				
OPENING BALANCE			(2,511,902,483.00)	(2,244,901,360.00)
ADD: PROFIT/(LOSS) OF CURRENT YEAR			(4,847,195.00)	(267,001,123.00)
CLOSING BALANCE			(2,516,749,678.00) (1,816,749,678.00)	(2,511,902,483.00) (1,811,902,483.00)
<b>NOTE - 3</b>				
<b>OTHER LOANS &amp; ADVANCES</b>				
<b>LONG TERM BORROWING</b>				
LOAN FROM BODY CORPORATE(UNSECURED)			-	200,000.00
			-	200,000.00
<b>NOTE - 4</b>				
<b>OTHER CURRENT LIABILITIES</b>				
OTHER LIABILITIES			2,251,191.00	638,075.00
AUDIT FEES PAYABLE			28,090.00	28,090.00
			2,279,281.00	666,165.00

NOTE - 5

TANGIBLE FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04.2014	Addition During The Year	Sale/ Adjustment	Total As At 31.03.2015	Up To .01.04.14	During the Year	Adjustment / Sale	Up to 31.03.2015	As At 31.03.2015	As At 31.03.2014
AIR CONDITIONERS	843,765.56	-	843,765.56	-	696,953.56	-	696,953.56	-	-	146,812.00
VEHICLES	6,641,713.00	-	-	6,641,713.00	5,836,422.00	473,205.00	-	6,309,627.00	332,086.00	805,291.00
GENERATORS	205,000.86	-	205,000.86	-	158,914.86	-	158,914.86	-	-	46,086.00
INVERTER	-	15,125.00	-	15,125.00	-	958.00	-	958.00	14,167.00	-
TOTAL	7,690,479.42	15,125.00	1,048,766.42	6,656,838.00	6,692,290.42	474,163.00	855,868.42	6,310,585.00	346,253.00	998,189.00
PREVIOUS YEAR	7,690,479.42	-	-	7,690,479.42	60,115,070.42	680,783.00	-	6,692,290.42	998,189.00	1,678,972.00

Note

- Depreciation has been calculated on the basis of useful life of the assets as specified in the schedule II of The Companies Act 2013. The useful life of the vehicles has already expired. This years depreciation is the balancing figure of W.D.V as on 31.03.2014 as reduced by the residual value.
- Due to adoption of new rates depreciation is lower by Rs. 157254/-

## ANNUAL REPORT 2014 - 2015

### NOTES TO THE ACCOUNTS AS AT 31ST, MARCH, 2015

	AS AT 31st MARCH, 2015	AS AT 31st MARCH, 2014
<b>NOTE-6</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>OTHER INVESTMENTS :</b>		
<b>INVESTMENT IN EQUITY INSTRUMENTS</b>		
<b>QUOTED :</b>		
EQUITY SHARES OF SHREE LAKSHMI COTSYN LTD	36,667,301.00	36,667,301.00
441037 Equity shares of Rs 10/- each		
(Pr. Year 441037 Equity shares of Rs 10/- each)		
<b>UNQUOTED :</b>		
EQUITY SHARES OF SRG FINANCIAL & MGT. CONSULTANTS LTD	1.00	1.00
325000 Equity shares of Rs 10/- each		
(Pr. Year 325000 Equity shares of Rs 10/- each)		
(Rs.3249999 already transferred to provision for dimunition)		
EQUITY SHARES OF SPECIALITIES ALLUMINIUM GRILLS PVT. LTD.	2,800,000.00	2,800,000.00
2800 Equity shares of Rs 100/- each		
(Pr. Year 2800 Equity shares of Rs 100/- each)		
EQUITY SHARES OF SFS GLOBAL LTD.	5,100,000.00	5,100,000.00
10200 Equity shares of Rs 10/- each		
(Pr. Year 10200 Equity shares of Rs 10/- each)		
EQUITY SHARES OF ALPS ENERGY PVT. LTD.	15,037,500.00	-
100000 Equity shares of Rs 10/- each		
EQUITY SHARES OF MILI INVESTMENT & TRADES PVT. LTD.	35,090.00	-
5000 Equity shares of Rs 10/- each		
EQUITY SHARES OF MITIKA TRADES PVT. LTD.	8,020.00	-
4000 Equity shares of Rs 10/- each		
EQUITY SHARES OF SPG FINVEST PVT. LTD.	4,619,020.00	-
24250 Equity shares of Rs 10/- each		
EQUITY SHARES OF VIZWISE COMMERCE PVT. LTD.	6,156,230.00	
3319389 Equity shares of Rs 10/- each		
	70,423,162.00	44,567,302.00
(Aggregate value of Quoted Shares Rs.36667301/-PY: Rs.36667301/-)		
(Market value of Quoted Investment Rs. 1993487 /- PY: Rs.5843740/-).		
(Aggregate amount of Unquoted Investments Rs 33755861/- PY:Rs.7900001/-)		
<b>NOTE-7</b>		
<b>INVENTORIES</b>		
(AS TAKEN VALUED & CERTIFIED BY THE MANAGEMENT)		
STOCK-IN-TRADE (SHARES)	4,178,425.00	4,792,156.00
	4,178,425.00	4,792,156.00
<b>NOTE-8</b>		
<b>TRADE RECIEVABLES</b>		
TRADE RECIEVABLES OUTSTANDING FOR A PERIOD LESS THAN SIX MONTHS		
FROM THE DATE THEY ARE DUE FOR PAYMENT	544.00	-
- UNSECURED CONSIDERED GOOD		
TRADE RECIEVABLES OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS		
FROM THE DATE THEY ARE DUE FOR PAYMENT	44,739,724.00	46,852,698.00
- UNSECURED CONSIDERED GOOD		
	44,740,268.00	46,852,698.00
<b>TRADE RECIEVABLES STATED ABOVE INCLUDES AMOUNTS DUE BY:</b>		
-PRIVATE COMPANIES IN WHICH DIRECTOR IS A DIRECTOR	-	2,112,975.00



## NOTES TO THE ACCOUNTS AS AT 31ST, MARCH, 2015

	AS AT 31st MARCH, 2015	AS AT 31st MARCH, 2014
<b>NOTE-9</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
CASH IN HAND	108,336.00	204,395.00
BALANCE WITH BANKS: IN CURRENT ACCOUNT	2,293,831.00	1,523,938.00
	2,402,167.00	1,728,333.00
<b>NOTE-10</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
LOANS & ADVANCES TO RELATED PARTIES:		
- UNSECURED CONSIDERED GOOD	100,696,032.00	123,396,032.00
INTEREST RECIEVABLE/RECOVERABLE	-	1,155,734.00
INCOME TAX/TDS RECIEVABLE	10,070.00	2,417,229.00
OTHER SHORT TERM LOANS & ADVANCES		
- UNSECURED CONSIDERED GOOD	103,865,432.00	102,665,432.00
	204,571,534.00	229,634,427.00
<b>NOTE-11</b>		
<b>OTHER CURRENT ASSETS</b>	-	3,162,036.00
	-	3,162,036.00
<b>NOTE-12</b>		
<b>REVENUE FROM OPERATIONS</b>		
SALE OF SHARES	3,201,759.00	788,217.00
	3,201,759.00	788,217.00
<b>NOTE-13</b>		
<b>OTHER INCOME</b>		
DIVIDEND	91,844.00	80.00
INTEREST	100,694.00	-
	192,538.00	80.00
<b>NOTE-14</b>		
<b>CHANGE IN INVENTORIES</b>		
OPENING STOCK	4,792,156.00	10,457,134.00
LESS : CLOSING STOCK	4,178,425.00	4,792,156.00
LESS: TRANSFERRED TO INVESTMENTS	613,731.00	5,664,978.00
<b>NOTE-15</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
SALARY & STIPEND EXPENSES	717,278.00	809,810.00
DIRECTOR SALARY	600,000.00	449,000.00
STAFF WELFARE	36,538.00	27,480.00
BONUS	41,750.00	30,250.00
	1,395,566.00	1,316,540.00
<b>NOTE-16</b>		
<b>FINANCE COSTS</b>		
BANK CHARGES	677.00	140.00
	677.00	140.00

## ANNUAL REPORT 2014 - 2015

### NOTES TO THE ACCOUNTS AS AT 31ST, MARCH, 2015

	AS AT 31st MARCH, 2015	AS AT 31st MARCH, 2014
<b>NOTE-17</b>		
<b>OTHER EXPENSES</b>		
PUBLISHING EXPENSES	40,256.00	37,719.00
AUDITORS REMUNERATION	28,090.00	28,090.00
A.G.M & E.G.M. EXPENSES	6,137.00	12,500.00
SUNDRY BALANCE W/OFF	1,155,734.00	17,400,000.00
CONVEYANCE EXENSES	43,638.00	18,170.00
CUSTODIAL EXPENSES	98,850.00	97,690.00
DESPATCH & COURIER CHARGES	257,942.00	341,056.00
D.P. CHARGES	1,150.00	-
ELECTRICITY EXPENSES	-	37,650.00
FILING , LISTING FEE	581,998.00	422,914.00
MISCELLANEOUS EXPENSES	10,685.00	3,425.00
FIXED ASSETS W/OFF	192,898.00	-
LEGAL & PROFESSIONAL CHARGES	174,876.00	20,249.00
PRINTING & STATIONERY	243,558.00	20,151.00
DIWALI EXPENSES	10,320.00	-
TRAVELLING EXPENSES	10,069.00	8,655.00
RTA EXPENSES	37,793.00	-
LOSS ON SALE OF INVESTMENTS	-	241,877,256.00
PRIOR PERIOD EXPENSES	20,000.00	-
REPAIR & MAINTANCE	1,970.00	-
	<u>2,915,964.00</u>	<u>260,325,525.00</u>



# **NOTE-18**

## **SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL INFORMATION ON THE BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2015.**

### **1.0 SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 METHOD OF ACCOUNTING:**

- The company follows the mercantile system of accounting & recognizes income & expenditure on accrual basis.
- Financial statements are prepared on the historical cost convention and on the principles of going concern, and in accordance with the prevalent accounting standards as applicable except as stated otherwise.
- Accounting policies not specifically referred to otherwise, are consistent & in accordance with the generally accepted accounting principles followed by the company.

#### **1.2 FIXED ASSETS:**

Fixed assets are stated at cost of acquisition inclusive of freight, duties & taxes and incidental expenses less accumulated depreciation.

#### **1.3 INVESTMENTS:**

Investments are valued at cost of acquisition, which includes the brokerage and stamp duty. Dividend credited/debited for the ex-dividend/cum-dividend transactions are considered with the cost of acquisition of the investments.

#### **1.4 INVENTORIES:**

Closing stock has been valued at cost (FIFO Method) or market value whichever is less.

#### **1.5 DEPRECIATION:**

Depreciation is charged on a pro-rata basis on the Straight Line Method as per the rates and in the manner prescribed under the Schedule II to the Companies Act, 2013.

#### **1.6 CONTINGENT LIABILITY**

Contingent liabilities are determined on the basis of available information and are disclosed by way of Notes to the Accounts.

#### **1.7 EMPLOYEE BENEFITS:**

Since there is no employee in the Company who has completed 5 years of service till the end of this financial year so no provision for gratuity has been made in these financial statements.

### **2.0 ADDITIONAL INFORMATION :**

**2.1** In the opinion of the Board, all the current assets, loans and advances are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of the business.

**2.2** The Company is in process of obtaining confirmation of Balance in respect of Trade Receivables, Trade Payables, Loans and Advances etc. Necessary adjustment, if any, will be made on receipts and reconciliation of such balance. In view of above, such balances are stated as per Books of Accounts only.

#### **2.3 MANAGERIAL REMUNERATION:**

Period/Year Ended	31-03-2015 (Amount in Rs)	31-3-2014 (Amount in Rs)
Salaries & Allowances	625000.00	462500.00
<b>2.4 AUDITORS REMUNERATION:</b>		
Audit Fee	28090.00	28090.00
For Other Services	3091.00	2529.00
Total	31181.00	30619.00
<b>2.5 CONTINGENT LIABILITIES:</b>	Nil	Nil

#### **2.6 SEGMENT REPORTING (AS-17)**

As per management, there is only one reportable segment during the year.

#### **2.7 RELATED PARTY INFORMATION (AS-18)**

- Related Party Relationship
  - Key Management Personnel:  
**Ankit Rathi**  
**V.P. Shukla**
  - Companies over which (ii) above has influence:  
K.K Kargomail Pvt Ltd  
Prurient IT Solutions Pvt Ltd  
Vizwise Commerce Pvt Ltd  
Bits Ltd

#### **B. Related Party Transactions**

##### **i) Loan**

PARTICULARS	Opening Balance	Received	Paid	Closing Balance	Maximun outstanding
K.K Kargomail Pvt Ltd	39,60,000.00 Dr.	**4070895/-	110895/-	NIL	39,60,000.00 Dr
Prurient IT Solutions Pvt Ltd	2,07,84,000.00Dr	NIL	NIL	2,07,84,000.00 Dr	2,07,84,000.00 Dr
Vizwise Commerce Pvt Ltd	98652032.00 Dr	***18740000.00	NIL	79912032.00 Dr	98652032.00 Dr

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### ii) Revenue Transaction

PARTICULARS	Opening balance	Received	Paid	Closing Balance	Maximun outstanding
K.K Kargomail Pvt Ltd	21,12,975.00	**2112975/-	NIL	NIL	21,12,975.00
Vizwise Commerce Pvt Ltd	0	*620000.00	620000.00	NIL	620000.00

\*Purchase of shares and payments against purchase of Shares.

\*\*Share has been purchased against outstanding balance.

\*\*\*This includes Rs.150 Lacs on account of purchase of shares

iii) Ankit Rathi : Director Remunation has been paid during the year as follows :

	CURRENT YEAR	PREVIOUS YEAR
Remuneration	600000.00	449000.00
Bonus	25000.00	13500.00
TOTAL	625000.00	462500.00

### 2.8 ACCOUNTING FOR TAXES ON INCOME (AS-22):

Company has written back provision of Rs. 198546/- for deferred taxes as required in AS-22 on Accounting for taxes on Income.

a) Deferred tax liability :

Up to 31.03.2014 on account of

Timing Difference in Depreciable Assets

Rs. 206459.00

Less : DTA

Rs. 199044.00

Deferred Tax Liability upto 31-3-15

Rs. 7415.00

### 2.9 VALUATION OF INVESTMENT (AS-13)

The investments held by the company are non current investments. In the opinion of the management there is no permanent decline in the value of Investments and therefore no provision is required to be made as per Accounting Standard-13 on Investments.

### 2.10 Information pursuant to part II of the Companies Act, 2013:

- |  |            |                     |
|--|------------|---------------------|
| i) No of employees who are in receipt of remuneration of Rs. 60, 00,000/- or more if employed full year or Rs. 5, 00,000/- or more per month if employed for part of the year. | <b>Nil</b> | (Previous year Nil) |
| ii) Earning in Foreign Currency  | <b>Nil</b> | (Previous year Nil) |
| iii) Expenditure in Foreign Currency   | <b>Nil</b> | (Previous year Nil) |

Purchase & Sales of Goods Traded under broad heads:

PARTICULARS	PURCHASES (RS.)	SALES (RS.)
SHARES	623206.00	3201759.00
TOTAL	623206.00	3201759.00

2.11 According to the information available with the company, there is no amount due to Micro, Small & Medium Enterprises as at 31st March, 2015.

2.12 Previous year figures have been reclassified & regrouped wherever necessary.

2.13 Note 1 to 18 forms an integral part of the accounts for the year ended March 31, 2015.

As per our attached report of even date

For **J.KUMAR & ASSOCIATES**

FRNo.: 016917N

Chartered Accountants

Sd/-

**(JITENDRA KUMAR)**

Proprietor

Membership No. 073856

For & On behalf of Board of Directors

Sd/-

**Ankit Rathi**

(Managing Director)

DIN-01379134

Sd/-

**V.P.Shukla**

(Director)

DIN-01379220

Sd/-

**Swati Kapoor**

(Company Secretary)

M NO. - 31027

Sd/-

**Suresh Pratap Singh**

(Chief Financial Officer)

Place: New Delhi

Date: 28.05.2015



CIN - L72200DL1984PLC017510

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	YEAR ENDED 31ST MARCH, 2015	YEAR ENDED 31ST MARCH, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/(Loss) before tax	(2,629,010.00)	(267,199,669.00)
Add: Adjustments for Depreciation	474,163.00	680,783.00
Add/Less: Loss/Profit on sale of fixed assets	-	-
Add: Loss on sale of Investments	-	241,877,256.00
Add: Assets written off	192,898.00	-
Add: Dividend	91,844.00	-
Add: Interest on FDR	100,694.00	-
Add/Less: Prior Period Adjustment Tax	-	-
<b>Operating Profit after tax before working Capital changes, Adjustment for:</b>	<b>(2,154,487.00)</b>	<b>(24,641,630.00)</b>
Trade and other receivables	2,112,430.00	30,000,000.00
Inventories	613,731.00	5,664,978.00
Other Liabilities	1,406,657.00	(30,059,226.00)
Other Current Assets	25,807,700.00	14,409,064.00
Tax Paid	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>27,786,031.00</b>	<b>(4,626,814.00)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Investments	25,855,860.00	-
Purchase of fixed assets	15,125.00	-
Sale of fixed assets	-	-
Sale of Investments	-	24,588,469.00
Dividend	91,844.00	-
Interest on FDR	100,694.00	-
Capital work in progress	1,233,750.00	-
<b>Net Cash used in Investing Activities (B)</b>	<b>26,912,197.00</b>	<b>24,588,469.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital	-	-
Proceeds from Unsecured Loan	-	(19,885,000.00)
Repayment of Unsecured Loan	200,000.00	-
Dividend paid	-	-
<b>Net Cash from financing activities (C)</b>	<b>200,000.00</b>	<b>(19,885,000.00)</b>
<b>Net Inflow/(Outflow) [A + B + C]</b>	<b>673,834.00</b>	<b>76,655.00</b>
Closing Balance of Cash and cash equivalents		
Cash In Hand	108,336.00	204,395.00
Balance With Current Accounts	2,293,831.00	1,523,938.00
Deposit Account	2,402,167.00	1,728,333.00
Less: Opening Balance of Cash and cash equivalents		
Cash In Hand	204,395.00	258,705.00
Balance With Current Accounts	1,523,938.00	1,277,973.00
Deposit Account	1,728,333.00	1,651,678.00
<b>Net increase in cash and cash equivalents</b>	<b>673,834.00</b>	<b>76,655.00</b>

As per our Report of even date attached

For & on behalf of the Board of Directors

For J.Kumar & Associates  
Firm Regn. No. : 016917N  
Chartered Accountants

Sd/-  
Ankit Rathi  
(Managing Director)  
DIN-01379134

Sd/-  
V.P. Shukla  
(Director)  
DIN-01379220

Jitendra Kumar  
Proprietor  
Membership No. 073856  
Place : New Delhi  
Date : 28-05-2015

Sd/-  
Swati Kapoor  
(Company Secretary)  
M NO. - 31027

Sd/-  
Suresh Pratap Singh  
(CFO)

**AUDITOR'S CERTIFICATE**

We have examined the above cash flow statement of PAN INDIA CORPORATION LTD. for the year ended on 31st March, 2015 & 31st March, 2014. The statement has been prepared by the Company in accordance with requirements of clause 32 of Listing Agreement with the Stock Exchanges and is in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company.

For J.Kumar & Associates  
Firm Regn. No. : 016917N  
Chartered Accountants

Sd/-

Jitendra Kumar

Proprietor

Membership No. 073856

Place : New Delhi.  
Date : 28-05-2015



## PAN India Corporation Limited

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]

**CIN:** L72200DL1984PLC017510

**Name of the Company:** PAN India Corporation Limited

**Registered Address:** 1111, 11<sup>th</sup> Floor,  
New Delhi House, 27, Barakhamba Road,  
New Delhi - 110001

**Name of the Members:**

**Registered Address:**

**E-mail id:**

**Folio No. / Client Id:**

**DP ID:**

I/We, being the member holding ..... shares of Pan India Corporation Limited, hereby appoint

1. Name: ..... Address .....  
E-mail id ..... Signature:....., or failing him
2. Name: ..... Address .....  
E-mail id ..... Signature:....., or failing him
3. Name: ..... Address .....  
E-mail id ..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> **Annual General Meeting** of the Company to be held on Wednesday, 30<sup>th</sup> September, 2015 at 9:00 am at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094 at any adjournment thereof in respect of such resolutions as are indicated below;

Res. No.	Resolution	Optional*	
Ordinary Business:		For	Against
1.	Adoption of Audited Financial Statement for the year ended 31 <sup>st</sup> March, 2015		
2.	Re-appointment of Mr. Ankit Rathi, Managing Director, who eligible to retire by rotation		
3.	Appointment of M/s J. Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorize board of directors of the company to fix their remuneration		
Special Business:			
4.	Adoption of newly substituted Articles of Association of the Company		

**Note:** Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this .....day of .....2015.

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**Note:** 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.



## PAN India Corporation Limited

CIN: L72200DL1984PLC017510

Name of the Company: PAN India Corporation Limited

Registered Address: 1111, 11<sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

### ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of E-Voting	From 9:00 a.m. (Indian Standard Time) on September 27, 2015
End of E-Voting	Up to 5:00 p.m. (Indian Standard Time) on September 29, 2015

### ATTENDANCE SLIP

## PAN India Corporation Limited

CIN: L72200DL1984PLC017510

Name of the Company: PAN India Corporation Limited

Registered Address: 1111, 11<sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Regd. Folio No. / DP ID - Client ID  
Name & Address of First/Sole Shareholder  
No. of Shares held

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, the 30<sup>th</sup> September, 2015 at 09.00 a.m. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094.

\_\_\_\_\_  
Signature of Member/Proxy

#### Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
  - Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
- Please refer to the attached AGM Notice for instructions on E-Voting.

