

***27TH
ANNUAL REPORT***

2010 - 2011

***PAN INDIA CORPORATION
LIMITED***

Registered Office:

4/18, 2nd Floor, Asaf Ali Road, New Delhi – 110 002

PAN INDIA CORPORATION LIMITED 2010-2011

BOARD OF DIRECTORS Mr. Ankit Rathi - Managing Director Mr. Ashok Agarwal Mr. Vijay Pal Shukla Mr. Ram Kumar Yadav Mr. Kapil Kumar	
	TWENTY SEVENTH ANNUAL GENERAL MEETING Friday, 30 th September, 2011 At 9.30 A.M. at 4/18, II Floor, Asaf Ali Road, New Delhi-110002
REGISTERED OFFICE 4/18, II Floor, Asaf Ali Road, New Delhi-110002	AUDITORS M/s J. Kumar & Associates, Chartered Accountants, FF-79, Ansal Fortune Arcade, Sector-18, Noida (U.P)

PAN INDIA CORPORATION LIMITED 2010-2011

**REGISTRAR & SHARE
TRANSFER AGENT**

Abhipra Capital Limited

A-387, Abhipra Complex,

Dilkhush Industrial Area,

G. T. Karnal Road,

Azadpur, Delhi-110033

Phone: 011-42390704/5/6

Fax: 011-42390830

E-Mail ID: rta@abhipra.com

Contact Person: Mr. Jeewat Rai
Vice President

BANKERS

Deutsche Bank

ECE House,

Connaught Place,

New Delhi-110001.

Standard Chartered Bank

Barakhamba Road,

Connaught Place,

New Delhi-110001.

HDFC Bank

B 3/7

Asaf Ali Road

New Delhi

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PAN INDIA CORPORATION LIMITED 2010-2011

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Pan India Corporation Limited will be held on Friday, the 30th day of September, 2011 at the Registered Office of the Company i.e. 4/18, 2nd Floor, Asaf Ali Road, New Delhi - 110002 at 9.30 A.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2011 and Profit and Loss Account for the financial year ended on the date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Kapil Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Ram Kumar Yadav, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s J. Kumar & Associates, Chartered Accountants as 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.

SPECIAL BUSINESSES:

5. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section-293(1) (e) and other applicable provisions, if any, of the Companies Act, 1956, approval of the members be and is hereby accorded to the Board of directors of the Company for making donation of Rs. 1 crore in one or more trenches, to Devraha Foundation Trust, a Charitable Trust, formed under the Indian Trust Act, 1882.”

RESOLVED FURTHER THAT Mr Ankit Rathi, the Managing director of the Company be and is hereby authorised to do all such acts, deeds and to sign all such documents as may be deemed expedient and necessary to give effect to this resolution.

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

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“RESOLVED THAT pursuant to the provisions of Section-372A and other applicable provisions, if any, of the Companies Act, 1956, approval of the members be and is hereby accorded to the Board of directors of the Company for making investment in M/s ALPS Energy Private Limited, M/s Snowflakes Meditech Private Limited, M/s Prolab Marketing Private Limited, M/s Topclass Enterprises Private Limited, M/s Image Brickwork Private Limited subject to a maximum amount not exceeding Rs 5,00,00,000/- each company at any time in one or more tranches, excluding the amount of loans already given and investments already made by the company in other bodies corporate, either through subscription or through acquisition from secondary market.

RESOLVED FURTHER THAT Mr Ankit Rathi, the Managing director of the Company be and is hereby authorised to do all such acts, deeds and to sign all such documents as may be deemed expedient and necessary to give effect to this resolution.

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 10.08.2011
Place: New Delhi**

**Sd/-
Ankit Rathi
(Managing Director)**

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1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.**
2. The relevant explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
3. 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 between 11: 00 a.m. to 1: 00 p.m., upto the date of this Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed on 29th September, 2011 and 30th September, 2011 (Both days inclusive).
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at the earliest to keep the information ready.
6. Shareholders are requested to bring their copy of Annual Report to the Annual General Meeting.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. A corporate member shall be deemed to be personally present only if it is represented in accordance with Section 187 of the Companies Act, 1956 i.e. only if the corporate member sends certified true copy of the board resolution / power of attorney authorizing the representative to attend and vote at the Annual General Meeting.
9. Members/proxies are requested:-
 - (i) to bring their copies of Attendance Slip at the time of the meeting.
 - (ii) to quote their Folio Nos./ ID Nos. in all correspondence.
 - (iii) to note that no gifts will be distributed in the AGM.
10. The Ministry of Corporate Affairs has introduced "Green Initiative" by allowing paperless compliances by the companies and has issued circulars stating the service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, member who have not registered their e-mail addresses, so far are requested to register their e-mail addresses, in respect of electronic holdings with Depository through their concerned Depository Participant whereby the documents are permitted to be served on the members through electronic mode i.e. e-mail. This initiative is a step toward protection of environment and enabling *faster communication with members. Members holding shares in physical form are*

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requested to intimate their e-mail address to M/s. Abhipra Capital Limited (RTA) either by rta@abhipra.com or by sending a communication at the M/s. Abhipra Capital Limited, A-387 - Abhipra Complex, Dilkhush Industrail Area, G.T. Karnal Road, Azadpur, New Delhi-110033.

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 10.08.2011
Place: New Delhi**

Sd/-
**Ankit Rathi
(Managing Director)**

11. Information to Shareholders in pursuance of Clause 49(IV) (G) of Listing Agreement with reference to Appointment/ Re-appointment of Directors.

1.	Mr. Kapil Kumar	
	Date of Birth	10 th February, 1968
	Qualification	Under Graduate
	Expertise in Specific Functional area	Has an experience of about ten years in general trading.
	Directorship in other Company	1. Aaradhana Exports Ltd 2. K.K. Kargomail India Private Limited 3. Little Kingdom World Limited 4. Ujjwal Limited 5. Tactfull Investments Limited 6. Bits Limited
2	Date of Appointment	30/09/2009
	Shareholding in the Company	Nil
	Ram Kumar Yadav	
	Date of Birth	18 th December, 1979
	Qualification	Under Graduate
	Expertise in Specific Functional area	Has an experience of about ten years in general trading.
	Directorship in other Company	1. Little Kingdom World Limited 2. Ujjwal Limited 3. Tactfull Investments Limited 4. Bits Limited 5. Rainbow Proptech Private Limited
	Date of Appointment	30/09/2009
	Shareholding in the Company	Nil

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ANNEXTURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

The company is required to take the approval of the shareholders in the General Meeting pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956, to contribute, donate, subscribe and otherwise provide assistance to any Charitable Trust and other funds, not directly relating to the business of the Company or the welfare of its employees, where the proposed contribution in aggregates exceeds Rs. 50,000 or 5% of Average net profit of three financial year immediately preceding the current financial year, whichever is greater.

Thus the approval of the Shareholders is required.

None of the Directors except Mr. Ashok Agarwal being Trustee of Devraha Foundation Trust is interested in passing of this item.

Item No. 6

According to the provisions of Section 372A of the Companies Act, 1956, prior approval of the Company by way of a Special Resolution is required, if the Company proposes to make investment, loans, guarantees exceeding 60% of paid up share capital and free reserves or 100% of free reserves, whichever is higher.

The management of the Company feels that providing for such loans, guarantee or making investments is a common corporate practice to support the functioning and working of the associate companies. Also in order to execute the projects in hand, these Companies have obtained and further are expecting more financial facilities from Bank/ Financial Institution in future.

Your company has been approached by M/s ALPS Energy Private Limited, M/s Snowflakes Meditech Private Limited, M/s Prolab Marketing Private Limited, M/s Topclass Enterprises Private Limited, M/s Image Brickwork Private Limited as mentioned in the resolution to acquire by way of subscription, purchase or otherwise the securities of this company through own /surplus funds / internal accruals and or any other sources .

As providing of the above mentioned investment attract the provisions of Section 372A, hence the approval of the shareholders is required for the same and therefore the requirement of passing the above resolution as a Special resolution is necessary. Also

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specified in the resolution are the details of loans and investments made/proposed to be made.

None of the Directors of Company is deemed to be concerned or interested in the proposed resolution.

Your Directors recommend the passing of the above resolution as a Special Resolution.

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 10.08.2011
Place: New Delhi**

**Sd/-
Ankit Rathi
(Managing Director)**

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DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 27th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

(Rs. In Lac)

Particulars	Year Ended 31st March 2011	Year Ended 31st March 2010
Income from Operations	185.89	1052.20
Other Income	18.49	8.73
Total Income	204.38	1060.93
Total Expenditure	197.78	1100.27
Profit/(Loss) before depreciation & interest	6.61	(39.34)
Depreciation	9.07	13.35
Interest	0.18	0.41
Profit/ (Loss) before tax	(2.64)	(53.10)
Provision for Deferred Tax Liability written back	0.38	2.86
Net Profit/(Loss) after Tax	(3.02)	(50.24)
Paid up Equity Share Capital	21425.65	21425.65
Reserves Excluding revaluation (including prior period adjustments)	7000.00	7000.00

REVIEW OF OPERATIONS

During the year under review, your Company has the turnover of Rs. 185.89 Lac, the performance of the Company is expected to be better in the coming years.

DIVIDEND

As the Company has suffered losses during the year, the Board of Directors do not recommend any dividend for the financial year ended on 31st March 2011.

DIRECTORS

Mr. Kapil Kumar and Mr. Ram Kumar Yadav, retires by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for reappointment.