

***28TH
ANNUAL REPORT***

2011 - 2012

***PAN INDIA CORPORATION
LIMITED***

Registered Office:

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

PAN INDIA CORPORATION LIMITED 2011-12

BOARD OF DIRECTORS Mr. Ankit Rathi - Managing Director Mr. Ashok Agarwal Mr. Vijay Pal Shukla Mr. Ram Kumar Yadav Mr. Kapil Kumar	
	28TH ANNUAL GENERAL MEETING Saturday, 29 th September, 2012 At 9.00 A.M. at 4/18, 2 nd Floor, Asaf Ali Road, New Delhi-110002
REGISTERED OFFICE 4/18, 2nd 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)

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**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: rtta@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-110002

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NOTICE

NOTICE is hereby given that 28th Annual General Meeting of the **PAN INDIA CORPORATION LIMITED** will be held on Saturday, 29th September 2012 at registered office of the Company at 4/18, 2nd Floor, Asaf Ali Road, New Delhi – 110002 at 9.00 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, 2012 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 Ashok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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:

4. To consider and, if thought fit, to pass with or without modification(s), 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. 25,00,000/- (Rupees Twenty Five Lacs), 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.”

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

“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 Ujjwal Green Energy Private Limited subject to a maximum amount not exceeding Rs 50,00,00,000/- (Fifty crores) at any time in one or more trenches, 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 acts, deeds and things and to sign all such documents, papers and writing as may be necessary in this regards.”

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

“RESOLVED that pursuant to the provision of Section 198, 310, 311 read with Schedule XIII and other applicable provision , if any, of the Companies Act, 1956 (including any statutory modifications or reenactment thereof) and as recommended by the Remuneration Committee in its meeting held on 29.12.2011, approval of increase in remuneration of Mr. Ankit rathi, Managing director from Rs. 25000/- to Rs. 1,00,000/- w.e.f. 01.01.2012 for the rest of his tenure, be and is hereby confirmed and approved.

RESOLVED FURTHER that all acts done and actions taken by the board in this regards be and are hereby ratified.”

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

“RESOLVED that pursuant to the provisions of sections 269,198,309,311 316 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, if any, the company hereby approves the re-appointment of Mr. Ankit Rathi as Managing Director of the Company for a period of 5(Five) years with effect from 15.09.2012 as recommended by the the remuneration committee and made by the Board of Directors at their meetings held on 3rd September, 2012. be and is hereby approved & confirmed on the terms, as per detailed given below:

- A. Salary (Including Perks) not exceeding Rs 1 Lakhs per month
- B. Tenure: w.e.f. 15.09.2012 till the end of tenure i.e. 14.09.2017
- C. Payment of Gratuity, Leave encashment and Provident Fund shall not be included in the perks.

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

**Dated: 03.09.2012
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 28th September, 2012 and 29th September, 2012 (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

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faster communication with members. Members holding shares in physical form are 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.

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

I.	Name	Mr. Ashok Agarwal
	Date of Birth	20 th June, 1968
	Qualification	Graduation
	Expertise in Specific Functional area	Has an experience of about twenty years in managing the company affairs of various listed as well as unlisted companies being on board of respective companies
	Directorship in other Company	1. Mitika Traders Private Ltd 2. K.K. Kargomail India Private Limited 3. Medicloud Softwares Limited 4. Vizwise Commerce Private Limited 5. Tactfull Investments Limited 6. Amarpali Land Developers Private Limited 7. SPG Finvest Private Limited 8. Prurient I.T. Solutions Private Limited 9. Ujjwal Green Energy Private Limited
	Date of Appointment	26/07/2007
	Shareholding in the Company	100 Equity Shares

I.	Name	Mr. Ankit Rathi
	Date of Birth	03.04.1977
	Qualification	Graduation
	Expertise in Specific Functional area	Has an experience of about seven years in managing the company affairs of various listed as well as unlisted companies being on board of respective companies
	Directorship in other Company	1. Amorphos Industries Ltd 2. Bits Limited 3. Medicloud Softwares Limited 4. Vizwise Commerce Private Limited 5. Tactfull Investments Limited

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		6. Ujjwal Infrastructure Private Limited 7. SPG Finvest Private Limited 8. Prurient I.T. Solutions Private Limited 9. Ujjwal Limited 10. S.L.Buildcon Pvt.Ltd.
	Date of Appointment	28/09/2006
	Shareholding in the Company	NIL

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

**Dated: 03.09.2012
Place: New Delhi**

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

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ANNEXTURE TO THE NOTICE

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

Item No. 4

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.

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

Item No. 5

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 Ujjwal Green Energy Private Limited as mentioned in the resolution to acquire by way of subscription, purchase or otherwise the securities of this company and /or to provide loans 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