

CORPORATE INFORMATION

Board of Directors:

Mr. Vijay Pal Shukla
Mr. Ankit Rath

Chairman and Non Executive Director
Managing Director

Mr. O.P. Pathak
Mr. Harish Kumar Chauhan
Ms. Preeti Sharma

Director
Director
Director

Registered Office:

1111, 11th Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001
Tel: 011-43656567 Fax: 011-43656567
Email: srgltd@gmail.com Web: www.panindiacorp.com

Auditors:

M/s J. Kumar & Associates
Chartered Accountants
MZ – 40, Ansal Fortune Arcade, Sector – 18, Noida (U.P.)

COMPANY SECRETARY

Ms. Swati Kapoor

Registrar & Transfer Agents:

Abhipra Capital Limited
A-387, Abhipra Complex, Dilkush 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

Barakhamba Road, New Delhi-110001

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30TH ANNUAL GENERAL MEETING OF PAN INDIA CORPORATION LIMITED TO BE HELD ON TUESDAY, SEPTEMBER 30, 2014
AT 9:00A.M. AT PLOT NO. 122, MAHALAXMI VIHAR, KARAWAL NAGAR, DELHI- 110094



NOTICE

NOTICE is hereby given that the 30th 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 Tuesday, **30th September 2014 at 9.00 A.M.** to transact the following business:-

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial statement of the company for the financial year ended 31st March, 2014 along with the Report's of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Vijay Pal Shukla (DIN: 01379220) 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 M/s J. Kumar & Associates, Chartered Accountants (Firm Registration No. 016917N), be and are hereby appointed as the 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, on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESSES:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Harish Kumar Chauhan (DIN - 06857506), who was appointed as an Additional Director of the Company, by the Board of Directors on May, 26th, 2014 under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made there under in writing from a member proposing his candidature for the office of director be and is hereby regularized and appointed as a Non – Executive Independent Director of the Company.
"RESOLVED FURTHER THAT Mr. Harish Kumar Chauhan (DIN - 06857506) appointed for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2019 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and his term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force) ."
"RESOLVED FURTHER THAT the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all

such documents as may be required to give effect to the aforesaid resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Ms. Preeti Sharma DIN-06942133, who was appointed as an Additional Director of the Company, by the Board of Directors on August, 11th, 2014 under Section 161(1) & 149(1) second proviso of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made thereunder in writing from a member proposing her candidature for the office of director, be and is hereby regularized and appointed as a Non – Executive Independent Director of the Company.
"RESOLVED FURTHER THAT Ms. Preeti Sharma (DIN-06942133), appointed for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2019 and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and her term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force) ."
"RESOLVED FURTHER THAT the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution."
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Omprakash Ramashankar Pathak (DIN - 01428320), who was appointed as an Additional Director of the Company, by the Board of Directors on October, 3rd, 2013 and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made thereunder in writing from a member proposing his candidature for the office of director, be and is hereby regularized and appointed as a Non – Executive Director of the Company liable to retire by rotation.
"RESOLVED FURTHER THAT the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution."
7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:
"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to

approval of central government, if required, approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Ankit Rath (DIN : 01379134) as Managing Director of the Company, for a period of 3 (three) years with effect from September, 14th 2014 to September, 13th 2017 and his term of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT approval be and is hereby accorded to the terms and conditions including remuneration payable as set out in the Agreement to be entered by Mr. Ankit Rath with the Company for the aforesaid re-appointment and as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Ankit Rath, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Company Affairs or any other authority to give effect to this resolution and to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto."

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

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

Place: New Delhi
Date: 06.09.2014

NOTES

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.

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. 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.
3. Brief Resume of the Directors including those proposed to be

appointed/re-appointed since last Annual General Meeting, as mandated under Clause 49(IV)(G) of Listing Agreement with the Stock Exchanges, is annexed hereto and forms part of the notice.

4. Members are requested to:-
 - Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed, at the meeting.
 - Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip.
 - Quote the Folio/Client ID & DP ID Nos. in all correspondence.
 - Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
 - Note that no gifts/coupons will be distributed at the Annual General Meeting.
5. The Notice of the 30th AGM indicating the process and manner of e-voting along with the Annual Report for 2013-14, Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. We request shareholders to update their mail address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at srgltd@gmail.com.
6. The Notice for the Annual General Meeting and the Annual Report and 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 <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. Business to be transacted at the meeting may be transacted through electronic voting system and company is providing facility for voting by electronic means.
7. 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.
8. 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 up to the date of this Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members 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.

10. Members who hold shares in Dematerialized form are requested to write their DP ID and Client ID and those who hold shares in Physical Form are requested to write their Folio Number in the attendance slip for attending the Meeting.
11. Members / Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting.
12. 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.
13. The Register of Members and Share Transfer Books shall remain closed from 28th September, 2014 to 30th September, 2014 (Both days inclusive).
14. Corporate members intending to send their authorised 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.
15. Voting through electronic means:
 - i) According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 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 at the 30th Annual General Meeting (AGM) to be held on Tuesday, September 30th, 2014 at 09.00 A.M. by electronic means on all resolutions and the business may be transacted through e-Voting Services provided by NSDL. 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

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

COMMENCEMENT OF E-VOTING	END OF E-VOTING
From 10.00 a.m. (Indian Standard Time) on September, 23 rd , 2014	Upto 4.00 p.m. (Indian Standard Time) on September 25 th , 2014

The cut-off date for the purpose of sending this Notice is 29th August, 2014. Please read the instructions printed overleaf before exercising the vote.

- iv) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- v) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the fixed or record date, may cast their vote electronically.
- vi) Vote once cast by the member cannot be changed/alterd.
- vii) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

viii) E-voting is optional to the shareholders.

16. Instruction of Voting through electronic means:

- a. The instructions for voting through electronic means are as under:
 - I. Members whose e-mail Id's are registered with the Company/ Depository Participants will receive an e-mail from NSDL. Members are requested to follow instructions given below:
 - i. Open e-mail and open PDF File attached therewith viz: "PAN India Corporation Limited e-voting.pdf" using your Client ID or Folio No. as the Password. The said PDF file contains your user ID and Password/PIN for e-voting. Please note that the password is an initial password and users are required to change the same upon the first login.
 - ii. Launch internet browser by using the URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholders Login.
 - iv. Enter your User ID and Password/PIN as noted in step (i) above for Login.
 - v. Password change menu will appear. Change the password/PIN with the new password of your choice with minimum of 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. After log in, the home page of e-voting will open. Click on "e-voting active voting cycles".
 - vii. Select "EVEN" (E-Voting event Number) of Pan India Corporation Limited.
 - viii. Now, you are ready for e-voting as "Cast Vote" Page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - xi. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution/Authority Letter etc. together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at cspritikanagi@gmail.com to Ms. Pritika Nagi, Company Secretary in Practice with a copy marked to evoting@nsdl.co.in; failing which the votes cast shall be held invalid.
 - II. Members whose e-mail Id's are not registered with the Company/Depository Participants will receive the physical copy of the notice of Annual General Meeting and Attendance Slip.
 - i. EVEN, User ID and password is provided in the attendance slip at the bottom as follows:

ELECTRONIC VOTING EVENT NUMBER(EVEN)	USER ID	PASSWORD/PIN
-	-	-

- ii. Please follow the instructions given in the sub para (ii) to (xii) in Para a above.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for the shareholders and e-voting user manual

- for shareholders are available at the download section of <http://www.evoting.nsdl.com/> or write an email to evoting@nsdl.co.in.
- c. If you are already registered with NSDL for e-voting, then you can use your existing user ID and Password/PIN for casting your vote.
 - d. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for future communication(s).
 - e. The cut-off date for the purpose of ascertaining shareholders, who are eligible to receive this notice and e-voting is 29th August, 2014.
 - f. The e-voting period commences on 23rd September, 2014 i.e. Tuesday at 10:00 AM and ends on 25th September, 2014 i.e. Thursday at 4.00 P.M. During this period, the shareholders of the Company holding shares in physical form or in dematerialized form as on the cutoff date (29th August, 2014) may cast their vote electronically. Thereafter, e voting module shall be disabled by the NSDL for voting and members will not be allowed to vote.
 - g. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to subsequently change it.
 - h. The voting rights of the shareholders will be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cutoff date.
 - i. Ms. Pritika Nagi, Company Secretary in Practice (Membership No. ACS 29544 and PCS No11279) has been appointed as Scrutinizer to scrutinize the e voting process in a fair and transparent manner.
 - j. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
 - k. The results will be declared on or after the AGM of the Company. The results declared along with the scrutinizer report will be placed on the Company's website www.panindiacorp.com and on the website of NSDL within two days of passing of resolution at the AGM of the Company and will be communicated to the Bombay Stock Exchange.

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 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, 5, & 6 & 7 of the accompanying notice dated 06th September, 2014.

ITEM NO. 4

The Board of Directors appointed Mr. Harish Kumar Chauhan as an Additional Director (Independent Director) of the Company with effect from May, 26th, 2014 under Section 161(1) of the Companies Act, 2013. His term of office expires at the forthcoming Annual General Meeting. And company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Harish Kumar

Chauhan for the office of Director of the Company.

Mr. Harish Kumar Chauhan is a Commerce Graduate. He has wide work experience in field of Administration & Marketing and finance. He also holds directorship of Public Companies that are Tactfull Investments Limited, Bits Limited and Ujjwal Limited.

Mr. Harish Kumar Chauhan, a non-executive Independent Director has been considered as an Independent Director under Clause 49 of the Listing Agreement.

As per the provisions of section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Harish Kumar Chauhan has given a declaration to the Board that he meets the criteria of independence as provided under section 149 (6) of the Act.

Mr. Harish Kumar Chauhan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director

Mr. Harish Kumar Chauhan is holding DIN: 06857506 And declares that he is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013

The matter regarding appointment of Mr. Harish Kumar Chauhan as an Independent Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as an Independent Director for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2019.

In the opinion of the Board, Mr. Harish Kumar Chauhan fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Harish Kumar Chauhan as an Independent Director. Accordingly, In compliance with the provisions of section 149 read with Schedule IV of the Act, the Board recommends the resolution in relation to the appointment of Mr. Harish Kumar Chauhan as an Independent Director before the Members in general meeting for their approval.

Copy of draft letter of appointment which includes terms and conditions of appointment of Mr. Harish Kumar Chauhan as an Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and also posted on the website of the company i.e. <http://www.panindiacorp.com>.

Save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 4.

ITEM NO. 5

The Board of Directors appointed Ms. Preeti Sharma as an Additional Director (Independent Director) of the Company with effect from August, 11th, 2014 under Section 161(1) of the Companies Act, 2013. Her term of office expires at the forthcoming Annual General Meeting. And company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Preeti Sharma for the office of Director of the Company.

Ms. Preeti Sharma has experience in field of Marketing & Human Resource and finance. She also holds directorship of Public Companies that are Tactfull Investments Limited, Bits Limited and Ujjwal Limited. Ms. Preeti Sharma, a non-executive Independent Director, has been considered as an Independent Director under Clause 49 of the Listing



Agreement.

As per the provisions of section 149(1) second proviso of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and amended clause of the Listing Agreement (applicable from 1st October, 2014), the Company should have at least one woman director.

Keeping in view of the above legal requirements, board diversity and in deference to Company's shareholders wishes, the Board of Directors have proposed that Ms. Preeti Sharma be appointed as an Independent Director of the Company. And As per the provisions of section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Ms. Preeti Sharma has given a declaration to the Board that she meets the criteria of independence as provided under section 149 (6) of the Act. Ms. Preeti Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Ms. Preeti Sharma is holding Din- 06942331 and declares that she is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013.

The matter regarding appointment of Ms. Preeti Sharma as an Independent Director was placed before the Nomination and Remuneration Committee, which recommends her appointment as an Independent Director for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2019.

In the opinion of the Board, Ms. Preeti Sharma fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Preeti Sharma as an Independent Director. Accordingly, In compliance with the provisions of Section 149(1) second proviso of the Companies Act, 2013 read with Schedule IV of the Act, the Board recommends the resolution in relation to the appointment of Ms. Preeti Sharma as an Independent Director before the Members in general meeting for their approval.

Copy of draft letter of appointment which includes terms and conditions of appointment of Ms. Preeti Sharma as an Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and also posted on the website of the company i.e. <http://www.panindiaindiancorp.com>.

Save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 5.

Item No. 6

The Board of Directors appointed Mr. Omprakash Ramashankar Pathak as an Additional Director of the Company with effect from October 3rd, 2013. His term of office expires at the forthcoming Annual General Meeting. And company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Omprakash Ramashankar Pathak for the office of Director of the Company.

Mr. Omprakash Ramashankar Pathak has wide work experience in field of Share Trading & Administration, finance and marketing. He also holds directorship of other Public Companies that are Tactfull

Investments Limited, Bits Limited and Ujjwal Limited.

Mr. Omprakash Ramashankar Pathak, a Promoter Non – Executive Director of the Company liable to retire by rotation.

Mr. Omprakash Ramashankar Pathak is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director

Mr. Omprakash Ramashankar Pathak is holding DIN : 01428320 And declares that he is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013

The matter regarding appointment of Mr. Omprakash Ramashankar Pathak as a Promoter Non - Executive Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as a Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Omprakash Ramashankar Pathak as a Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Omprakash Ramashankar Pathak as a Director before the Members in general meeting for their approval.

Save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 6.

Item No. 7

The Board of Directors of the Company ("the Board"), at its meeting held on 5th September, 2014 and subject to the approval of members of the company re-appointed Shri Ankit Rath, as Managing Director, for a period of 3(Three) years i.e. from September, 14th 2014 to September, 13th 2017 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board

His present term of appointment expires on 14.09.2017 but to comply with the provisions of Companies Act, 2013 and rules made thereunder, board proposed the re-appointment of Managing Director.

It is proposed to seek the member's approval for re-appointment of and remuneration payable to Shri Ankit Rath as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of terms of re-appointment of and remuneration payable to Shri Ankit Rath is as under:

The terms and conditions of remuneration as approved by Nomination and Remuneration committee and applicable to the Managing Director is as under –

Name & Designation	Period of appointment /re-appointment	Maximum Salary (including perquisites)
Shri Ankit Rath (Managing Director)	3 Years w.e.f. 14 th September, 2014	Not exceeding Rs. 1,00,000 per month

The above remuneration as aforesaid to be allowed to the Managing Director shall be subject to such limits for this remuneration as laid down by the Companies Act, 2013.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time.

In absence of or inadequacy of profits in any financial year during the

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currency of tenure of the appointee, the aforesaid remuneration will be paid as the minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount as may be provided in Schedule V as may be amended from time to time or an equivalent statutory re-enactments thereof.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be

incurred by him for the purpose of or on behalf of the Company.

Managing Director will be liable to retire by rotation. Accordingly if he fails to get re-appointment in General Meeting, his appointment as a Managing Director will cease automatically and such agreement terminate forthwith.

If at any time, the Managing Director ceases to be Director of the Company for any cause whatsoever, he shall cease to be a Managing Director and such agreement shall terminate forthwith.

General Disclosure as per schedule V of the companies Act 2013:

General Information	
Nature of Industry	The main business is to invest in ,buy, sell , transfer, hypothecate , deal in and disposes of any shares , stocks debentures, debenture stock, securities , properties of any other company including securities of any government, Local Authority, bonds and certificates
Date or expected date of commencement of commercial production	Not applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Financial performance based on given indicators

	2010-2011	2011-2012	2012-2013	2013-2014
Paid up Capital	2,142,565,000.00	2,142,565,000.00	2 ,142,565,000.00	2 ,142,565,000.00
Reserve & Surplus	(1,542,696,517.17)	(1,544,078,783.50)	(1,544,901,360.00)	(1,811,902,483.00)
Profit & Loss Account	(302,196.00)	(1,382,266.33)	(822,577.00)	(267,001,123.00)
Revenue from operation	1 8,589,253.56	6,137,284.36	3,913,369.00	788,217.00
Other Income	1 ,849,362.94	3 55,114.00	632,622.00	80.00
Total Revenue	2 0,438,616.50	6,492,398.36	4,545,991.00	788,297.00
Profit Before Taxation	(264,100.00)	(1,522,447.33)	(1,051,183.00)	(267,199,669.00)

Foreign investments or collaborations, if any.	Not applicable
Information about the appointee	
Background details	Mr. Ankit Rathi, 37 years, Graduate from Agra University, has wide experience in the field of Share trading, Administration & Financial Management . He is looking day- today management of the company
Past remuneration	Rs. 35,000 per month
Recognition or awards	Nil
Job profile and his suitability	The Job require high level of planning, vision and strategy, and leadership skills. Further the Managing Director is entrusted with the powers and authorities to manage the affairs of the company. Shri Ankit Rathi is having vast experience of Share Trading & financial Management and has been successfully working as a Managing Director of the Company. He is ideally suited for the job
Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The salary proposed to be paid is in line with current industry standards based upon size and operations of company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Shri Ankit Rathi, does not have any pecuniary relationship with the company



Other information:	
Reasons of loss or inadequate profits	One of the Director of the Company i.e. Mr. Ashok Agarwal was expired last year, which affects the working and operations of the company and other factors such as general economic slowdown and consequent adverse market costs and high financial cost have also severally affected the margins of the company.
Steps taken or proposed to be taken for improvement	The Company is making all possible efforts to improve the margins
Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in profits and undertakes constant measure to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Disclosures:

The report on Corporate Governance in the Annual Report indicates the remuneration paid to managerial personnel.

The Board recommends the Special resolution set out in item no. 7 of the notice for the approval of the members of the Company.

Save and except above, none of other Directors/Key managerial personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the proposed special resolution set out in item no. 7.

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

1. Name of Director	Mr. Vijay Pal Shukla
Date of Birth	15.07.1968
Qualification	Graduate
Expertise in Specific Functional area	Has a vast experience in share trading, administration and field work.
Directorship held in Other Companies#	a) Bits Limited b) Tactfull Investments Limited c) Ujjwal Limited
Membership/Chairmanship of the specified Committees* of the Board	Membership/ Chairmanship In Audit Committee a) Tactfull Investments Limited (Member) Membership/ Chairmanship In Stakeholder Relationship Committee a) Nil
Date of Appointment	13.05.2008
Shareholding in the Company	Nil
Relationship with other directors	He is not related /associated with any director of the Company.
2. Name of Director	Mr. Harish Kumar Chauhan
Date of Birth	10/03/1992
Qualification	Graduate
Expertise in Specific Functional area	Wide work experience in field of Administration & Marketing and finance
Directorship held in Other Companies#	a) Bits Limited, b) Tactfull Investments Limited, c) Ujjwal Limited
Membership/Chairmanship of the specified Committees* of the Board	Membership/ Chairmanship In Audit Committee a) Pan India Corporation Limited (Member) b) Bits Limited (Chairman) c) Tactfull Investments Limited (Chairman) d) Ujjwal Limited (Chairman) Membership/ Chairmanship In Stakeholder Relationship Committee a) Tactfull Investments Limited (Member), b) Bits Limited (Member)
Date of Appointment	May, 26 th , 2014
Shareholding in the Company	Nil
Relationship with other directors	He is not related/associated with any director of the Company.

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3. Name of Director	Ms. Preeti Sharma
Date of Birth	30/09/1972
Qualification	Graduate
Expertise in Specific Functional area	Administration, human resources and finance
Directorship held in Other Companies#	a) Bits Limited, b) Tactfull Investments Limited, c) Ujjwal Limited
Membership/Chairmanship of the specified Committees* of the Board	Membership/ Chairmanship In Audit Committee a) Tactfull Investments Limited (Member) b) Bits Limited (Member) Membership/Chairmanship in Stakeholder Relationship Committee a) Nil
Date of Appointment	11 th August, 2014
Shareholding in the Company	Nil
Relationship with other directors	She is not related/associated with any director of the Company.
4. Name of Director	Mr. Omprakash Ramashankar Pathak
Date of Birth	04/01/1975
Qualification	Graduate
Expertise in Specific Functional area	He has a wide experience in Finance, Marketing & administration.
Directorship held in Other Companies#	a) Bits Limited, b) Tactfull Investments Limited, c) Ujjwal Limited
Membership/Chairmanship of the specified Committees* of the Board	Membership/ Chairmanship In Audit Committee a) Bits Limited (Member) Membership/ Chairmanship In Stakeholder Relationship Committee a) Tactfull Investments Limited (Chairman)
Date of Appointment	03/10/2013
Shareholding in the Company	Nil
Relationship with other directors	He is not related /associated with any director of the Company.
5. Name of Director	Mr. Ankit Rathi
Date of Birth	03/04/1997
Qualification	Graduate from Agra University
Expertise in Specific Functional area	Has an experience of about twelve years in Share Trading & Administration, Financial Management.
Directorship held in Other Companies#	1. Ujjwal Limited 2. Amorphos Industries Limited 3. BITS Limited
Membership/Chairmanship of the specified Committees* of the Board	Membership/ Chairmanship In Audit Committee a) <i>BITS Limited (Chairman)</i> , b) <i>Tactfull Investments Ld.(Chairman)</i> Membership/ Chairmanship In Stakeholder Relationship Committee a) <i>BITS Limited(Chairman)</i> <i>Tactfull Investments Limited (Member)</i>
Date of Appointment	28/09/2006
Shareholding in the Company	Nil
Relationship with other directors	He is not related /associated with any director of the Company.

*Membership/Chairmanship of Audit Committee & Stakeholder Relationship Committee

Excluding private Limited companies, foreign companies and company under section 25 of the Act

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

Date: 06.09.2014
Place: New Delhi

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



DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 2013 - 2014

TO THE MEMBERS

Your Directors have immense pleasure in presenting the 30th Annual Report on the business and operations of the Company together with the Audited Financial Statement of Accounts for the year ended 31st March, 2014.

SUMMARISED FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	Current Year Year Ended 31 st March 14	Previous Year Year Ended 31 st March 13
Income from Operations	7,88,217.00	3,913,369.66
Other Income	80.00	632,622.00
Total Income	7,88,297.00	4,545,991.66
Total Expenditure	26,79,87,966.00	5,597,173.51
Profit/(Loss) before tax	(26,71,99,669.00)	(1,051,181.85)
Less: Provision for Deferred Tax	(1,98,546.00)	(228,606.00)
Net Profit/(Loss) after Tax	(26,70,01,123.00)	(822,575.85)

REVIEW OF OPERATIONS

During the year, your Company has the turnover of Rs. 788217 against Rs. 3913369.66 Lac for the previous year. Your directors expect that the initiatives undertaken will result in improvement in financial results in the coming years.

TRANSFER TO RESERVES

Your Company has not made any transfer to Reserves during the financial year 2013 - 2014

DIVIDEND

For the year under review, your Company does not recommend any dividend in the absence of profits.

DIRECTORS

Retirement by Rotation

Mr. Vijay Pal Shukla retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Cessation of Directors

Mr. Kapil Kumar ceased to be director of the Company w.e.f. October 3rd, 2013.

Mr. Ashok Agarwal, ceased to be a director of the Company due to his death on 22nd July, 2013.

Appointment of Directors

The Board of Directors after recommendation of Nomination and Remuneration Committee of your Company recommends the appointment of Mr. Harish Kumar Chauhan as an Independent Director for a term of five consecutive years i.e. from conclusion of this Annual General Meeting upto 31st March, 2019

The Board of Directors after recommendation of Nomination and Remuneration Committee of your Company recommends the appointment of Ms. Preeti Sharma as an Independent Director for a term of five consecutive years i.e. from conclusion of this Annual General Meeting upto 31st March, 2019

The Board of Directors after recommendation of Nomination and Remuneration Committee of your Company recommends the appointment of Mr. Omprakash Ramashankar Pathak as a Non-Executive Director of the Company.

The Board of Directors after recommendation of Nomination and Remuneration Committee of your Company recommends the re-appoint-

ment of Mr. Ankit Rathi as Managing Director of the company for a period of three years with effect from 14th September, 2014 to 13th September, 2017

Material Changes and Commitments after the date of close of financial year 2013 - 14

There is no material changes and commitment affecting the financial position of company after the close of financial year 2013-2014 till the date of report.

AUDITORS

M/s J. Kumar & Associates, Chartered Accountants as Statutory Auditors of the Company has consented to act as auditor of the company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration as may be decided by the Board of Directors.

The Company has received a letter from them to the effect that their appointment, if made, would be within the limits prescribed u/s 139 of the Companies Act, 2013, and they are not disqualified for such an appointment, under the provisions of the Companies Act, 2013. Accordingly, M/s. J. KUMAR & ASSOCIATES, Chartered Accountants, are required to be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Audit Committee and your Board recommend their reappointment as Statutory Auditors of the Company.

AUDITORS' REPORT

The notes on accounts referred to in the Auditors Report are self explanatory and there are no adverse remarks or qualification in the Report and therefore, do not need any further comment.

LISTING OF SECURITIES

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

- The Delhi Stock Exchange Limited
- National Stock Exchange of India Limited
- The Bombay Stock Exchange Limited
- Madras Stock Exchange Limited
- The Stock Exchange, Ahmedabad
- The Calcutta Stock Exchange Association Limited

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended, no employee of the Company is in receipt of remuneration in excess of the limits prescribed there under.

DEPOSITS FROM PUBLIC

During the year, Company has not accepted any public deposit within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended up to date.

ENERGY CONSERVATION, 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 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given hereunder:

Energy Conservation

There is no manufacturing activity carried on in the company. The company has done its best efforts to save electricity & energy.

Technology Absorption, Adaption & Innovation and Research & Development