

**PAN INDIA CORPORATION LIMITED**  
(FORMERLY SRG INFOTEC LTD.)

**32<sup>ND</sup>**  
**ANNUAL REPORT**  
**2015-2016**



**CORPORATE INFORMATION****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](mailto:srgltd@gmail.com)  
Web: [www.panindiaincorp.com](http://www.panindiaincorp.com)

**Statutory AUDITORS**

M/s J. KUMAR & ASSOCIATES  
Chartered Accountants  
MZ- 40, Ansal Fortune Arcade,  
Sector-18, Noida, (U.P)

**Internal auditors**

M/s R. MAHAJAN & ASSOCIATES  
Chartered Accountants

**COMPANY SECRETARY**

**Ms. Swati Kapoor**

**REGISTRAR & TRANSFER AGENT**

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: [rtat@abhipra.com](mailto:rtat@abhipra.com)

<b>CONTENTS</b>	<b>PAGES</b>
1. Notice of Annual General Meeting	2
2. Directors' Report	7
3. Annexure to Director's Report	13
4. Corporate Governance Report	30
5. Auditor's Report	40
6. Balance Sheet	44
7. Statement of Profit & Loss	45
8. Notes to Accounts	46
9. Cash Flow Statement	55
10. Consolidated Financial Statement	59
11. Proxy Form & Attendance Slip	70

32<sup>ND</sup> ANNUAL GENERAL MEETING OF PAN INDIA CORPORATION LIMITED TO BE HELD ON 30<sup>TH</sup>, SEPTEMBER, 2016 AT 9:00A.M.  
AT PLOT NO. 122, MAHALAXMI VIHAR, KARAWAL NAGAR, DELHI- 110094



## **NOTICE**

NOTICE is hereby given that the 32<sup>nd</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 Friday, 30<sup>th</sup> September 2016 at 9.00 A.M. (IST) to transact the following business:-

### **ORDINARY BUSINESSSES:**

1. To receive, consider and adopt:
  - a) The Audited Financial Statement of the company for the Financial Year ended 31st March, 2016 along with the Report's of the Directors and Auditors' thereon.
  - b) The Audited Consolidated Financial Statement of the company for the Financial Year ended 31st March, 2016 and the report of the Auditor's thereon
2. To appoint a Director in place of Shri Omprakash Ramashankar Pathak (DIN: 01428320) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the auditor M/s Soni Gulati & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting for the Financial Year 2021 subject to ratification at every 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 Soni Gulati & Co, Chartered Accountants 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 Annual General Meeting for the Financial Year 2021 subject to ratification at every Annual General Meeting and the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ended 31st March, 2017 as may be recommended by the audit committee in consultation with the auditors."

### **SPECIAL BUSINESSSES:**

4. To approve the material related party transaction  
To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Related Party Transaction

Policy, approval of the members be and is hereby accorded to the Board of Directors, for contracts/ arrangements/transactions entered or to be entered with Bits Limited, a Related Party under Regulation 2(1)(zb) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 related to sale, purchase or supply of any goods or materials, for an amount of Rs. 39,68,498/- for financial year 2015-16 and Rs. 50,00,000/- p.a. for financial year 2016-2017 2017-2018 respectively, on such terms and conditions as detailed in the agreement entered with Bits Limited

RESOLVED FURTHER THAT the Board of Directors (including committee thereof) be and are hereby authorized to decide upon the nature and value of the goods or materials transacted or to be transacted with Bits Ltd within the aforesaid limit and also to vary or change the terms of conditions of agreement within the aforesaid limit;

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

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

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

Place: New Delhi  
Date: 29/08/2016

## 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 2015-16 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 2015-16 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. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to 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 24.09.2016 to 30.09.2016 (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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 32<sup>nd</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
105441		

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, 2016	Up to 5:00 p.m. (Indian Standard Time) on September 29, 2016

The cut-off date for the purpose of sending this Notice is Friday, 2<sup>nd</sup> September, 2016.

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 23.09.2016 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 32<sup>nd</sup> Annual General Meeting and holds shares as of the Cut – off date of 23.09.2016 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 32<sup>nd</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" 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 [cspritiikanagi@gmail.com](mailto:cspritiikanagi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

II. In case of Members receiving Physical copy of Notice of 32<sup>nd</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 [rita@abhipra.com](mailto:rita@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)**

#### Item No. 4

Bits Limited, is a related party within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In terms of Reg. 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale, purchase or supply of any goods or materials with Bits Limited are/will be material in nature as these transactions exceed 10% of consolidated turnover of Company as per the audited financial statement of the Company as on March 31, 2016. Therefore in terms of Reg. 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the contracts/arrangements/transactions with Bits Limited requires the approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Special Resolution.

Further, Section 188 of the Companies Act, 2013 read with the rules made there under, prescribe certain procedure/disclosure for approval of related party transactions. The proposed transaction put up for approval at arm's length basis. However, pursuant to the provision of Reg. 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the following contracts/arrangements/transactions will be material in nature, therefore requires approval of unrelated shareholders by way of special resolution.

The particulars of contracts/arrangements/ transactions are as under:

- a) Name of Related Party: Bits Limited
- b) Name of Director or Key Managerial Personnel who is related: Mr. Ankit Rath and Mr. Omprakash Ramashankar Pathak are common directors.
- c) Nature of relationship: Enterprises over which Key Managerial Personnel are able to exercise significant influence
- d) Nature and Material Terms/ Particulars of contracts/arrangements/ transactions: Sale, purchase or supply of any goods or materials on arm's length basis.
- e) Monetary value: Rs. 39,68,498/- for financial year 2015-16 and Rs. 50,00,000/- p.a. for financial year 2016-2017 2017-2018 respectively.
- f) Any other information relevant or important for the members to make a decision on proposed transaction: None.

Copy of agreement entered between Company and Bits Limited is available for inspection in physical at the registered office of the company during business hours.

The Board of Directors therefore recommends the resolution as set out in Item No. 4 of the Notice for approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Omprakash Ramashankar Pathak and Mr. Ankit Rath are concerned or interested, financially or otherwise, in the said Resolution.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING**

(pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is-



sued by the Institute of Company Secretaries of India.)

Particulars	
Name and Age of Director	Mr. Omprakash Ramashankar Pathak, 41 years
Date of Birth	04/01/1975
DIN	01428320
Qualification	Graduate
Expertise in specific functional areas	He has a wide experience in Finance, & Marketing.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
Last Drawn Remuneration	Nil
Date of first appointment on the Board	03/10/2013
Directorship held in other Listed companies and  Unlisted companies	<div>1) BITS LIMITED</div> <div>2) TACTFULL INVESTMENTS LIMITED</div> <div>3) UJJWAL LIMITED</div> <div>1) VIZWISE COMMERCE PRIVATE LIMITED</div> <div>2) MILI INVESTMENT AND TRADES PRIVATE LIMITED</div> <div>3) MITIKA TRADERS PRIVATE LIMITED</div> <div>4) SPG FINVEST PRIVATE LIMITED</div>
No. of Board Meeting attended during the year 2015-2016	8
Membership/Chairmanship of the Committees across the Companies	Member – 2; Chairman - 1
No. of equity shares held	Nil
Relationship with other Directors	He is not related /associated with any director of the Company
Brief Resume	Mr. Om Prakash Ramashankar Pathak aged 41 years is associated with the company from more than 2 years. He has wide experience in Finance, & Marketing

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

Date:29/08/2016  
Place: New Delhi

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



**DIRECTORS' REPORT FOR THE FINANCIAL YEAR  
ENDED 2015- 2016****Dear Members,**

Your Directors are pleased to present the 32<sup>nd</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, 2016.

**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	Previous Year
	Year Ended	Year Ended
	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
Income from Operations	3968498	32,01,759
Other Income	37646	1,92,538
Total Income	4006144	33,94,297
Total Expenditure	108974768	60,23,307
Profit/ (Loss) before tax	(104968624)	(26,29,010)
Less: Provision for Deferred Tax	(6710)	(1,99,044)
Less: Prior period Adjustment of Tax	Nil	2417229
Net Profit/(Loss) after Tax	(104961914)	(48,47,195)

**STATE OF COMPANY'S AFFAIRS**

During the year, the sales of the company jumped to Rs.39, 68,498 as compared to Rs32, 01,759 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 2015 – 16

There is no material changes and commitment affecting the financial position of company after the close of financial year 2015-2016 till the date of report.

**DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES, AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY**

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.

M/s Mitika Traders Private Limited is our associate companies as per section 2(6) of the Companies Act, 2013. Further, M/s Vizwise Commerce Private Limited Cease to be our Associate Company during the year under review.

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

During the year under review the Mitika Traders Private Limited has incurred losses of Rs. 3985/-, due to which it has negative impact on the Consolidated financial performance of the company.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of financial statements of the associate company informs AOC – 1 is attached as 'Annexure A'.

**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 2015-2016.

**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 31.03.2016. .

**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 entered with related party for the year under review were on Arm's Length basis. Company has entered into material related party transactions during the year under review. Further disclosure in Form AOC-2 is as attached as Annexure B.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company (<http://www.panindiaincorp.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, have tendered their resignation from the position of Statutory Auditors due to time constraint & other engagements. Board proposes that M/s. Soni Gulati & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s J. Kumar & Associates, Chartered Accountants. M/s. Soni Gulati & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s Soni Gulati & Co., Chartered Accountants are appointed as the Statutory Auditors of the Company in place of M/s J. Kumar & Associates, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting for the Financial Year 2021 subject to ratification at every Annual General Meeting are recommended by the audit committee and Board of Director for appointment to audit the Accounts of the Company for the Financial Year 2016-17 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 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 is 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. M/s J. Kumar & Associates, Chartered Accountants who were Statutory Auditors of the Company have given their remarks which are as follows:

Auditor remarks for financial statement ending 31.03.2016:

According to the information and explanation given to us, there are no disputed statutory dues payable in respect of income tax, sales tax, duty of customs, duty of excise and value added tax which are outstanding as at 31<sup>st</sup> March, 2016. However, according to information and explanations given to us, the following dues of ROC Fees have not been deposited by the Company on account of deposits:

Name of the Statute	Nature of Dues	Amount	Period to which amount relates	Forum where dispute is pending
Companies Act, 1956	R.O.C fees for increase in Authorized Capital	Amount ascertained over 2.76 crores which has been accepted by the company but not deposited as part payment is not acceptable.	F.Y. –1996-97 & F.Y 1998-99 and case filed in the year 2010	Tis Hazari Court

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 2015-16. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2016 is attached herewith as part of the Annual Report as Annexure C 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 Mr. Omprakash Ramashankar Pathak, Director of the

Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

- Appointment / Re-appointment and Cessation of Directors & KMP

During the year under review, there is no change in the composition of the Board of Directors of the Company.

Further, no Key Managerial Personnel has been appointed/re-appointed or resign from the company during the year under review i.e. 2015 - 2016.

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 Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

## 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 D 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 and notes on agenda of each Board Meeting was given in writing to each Director.

In the Financial Year 2015-16, the Board met Eight (8) times. The meetings were held on 29/04/2015, 28/05/2015, 12/08/2015, 27/08/2015, 05/10/2015, 06/11/2015, 11/02/2016 and 31/03/2016. The interval between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 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 Rath, 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, 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 Rath, Promoter Executive 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 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 E in this report and
- 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 F 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 crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores 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

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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