

PAN INDIA CORPORATION LIMITED

**35th
ANNUAL REPORT
2018-19**



CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Omprakash Ramashankar Pathak
Mr. Ankit Rathi
Mr. Vijay Pal Shukla
Mr. Harish Kumar Chauhan
Ms. Preeti Sharma
Mr. Suresh Pratap Singh
Ms. Rajni Nagi

Managing Director
Non-Executive Director
Non-Executive Director
Non-Executive Independent Director
Non-Executive Independent Director
Chief Financial Officer
Company Secretary

STATUTORY AUDITORS

M/s. R. C. Chadda & Co. LLP,

Chartered Accountant

A-27, Vivek Vihar, Phase – II, Maharaja Surajmal Road, Opposite Sukhdev College, Delhi – 110095

INTERNAL AUDITORS

M/s. R. Mahajan & Associates

Chartered Accountant

BANKERS

DCB Bank

15G, Hansalaya Building, Barakhamba Road, New Delhi – 110001.

REGISTRAR & TRANSFER AGENT

Abhipra Capital Limited

A-387, Abhipra Complex, Dilkhush Industrial Area,

G.T. Karnal Road, Azadpur, New Delhi – 110033

Phone No: 011-42390700

Fax: 011-42390725

Email: rta@abhipra.com

REGISTERED OFFICE

711, 7th Floor, New Delhi House, 27,

Barakhamba Road, New Delhi – 110001

Tel.: 011-43656567, Fax: 011-43656567

Email: srgltd@gmail.com

Website: www.panindiacorp.com

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NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the members of **PANINDIA CORPORATION LIMITED** will be held at **Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094 on Monday, 30th September, 2019, at 10:00 A.M. (IST)** to transact the following business: -

ORDINARY BUSINESSSES:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statement of the company for the Financial Year ended 31st March, 2019 along with the Report of the Directors and Auditors' thereon.
 - b. The Audited Consolidated Financial Statement of the company for the Financial Year ended 31st March, 2019 along with the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Omprakash Ramashankar Pathak (DIN: - 01428320) Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s R. C. Chadda & Co. LLP, LLPIN: AAB-4836, Chartered Accountants, as Statutory Auditors of the Company for a term of 5 years i.e. from the conclusion of this AGM (35th AGM) till the conclusion of 40th (Fortieth) AGM of the company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof;

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with 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 and Board of Directors, M/s. R. C. Chadda & Co. LLP, LLPIN: AAB-4836, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a period of 5 years i.e. from the conclusion of 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company and the Board of Directors be and are hereby authorized to fix remuneration payable to them for the financial year ended 31st March, 2020 as may be recommended by the audit committee in consultation with the auditors.”

“RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESSSES:

4. To appoint Mr. Harish Kumar Chauhan (DIN 06857506), as a Director and as an Independent Director of the Company

and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as 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 w.e.f. April, 01st, 2019 under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting (35th AGM) 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) be and hereby appointed for a fixed term of five consecutive years from the conclusion of 35th Annual General Meeting till the 40th Annual General Meeting 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 appoint Mrs. Preeti Sharma (DIN 06942133), as a Director and as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT Mrs. Preeti Sharma (DIN – 06942133), who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. April, 01st, 2019 under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting (35th AGM) 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 Mrs. Preeti Sharma

(DIN – 06942133) be and hereby appointed for a fixed term of five consecutive years from the conclusion of 35th Annual General Meeting till the 40th Annual General Meeting 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 authorized 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."

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

Sd/-

Omprakash Ramashankar Pathak

Date: 26.08.2019 (Managing Director)

Place: New Delhi DIN: - 01428320

Address: 503, 5TH Floor, Trimurti Appt

Kores Road, J K Gram, Thane, Maharashtra- 400606

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 35TH ANNUAL GENERAL MEETING (THE "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 FIXED 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.

The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

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' 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 2018-19** is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s), unless any member who has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the Annual Report 2018-19 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 with the Notice of Annual General Meeting.
8. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
9. 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.
10. 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.



11. 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.
12. 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.
13. 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 and on the website of the NSDL: <https://nsdl.co.in/> for inspection and downloading by the shareholders of the company.
14. 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.
15. All documents referred to in the accompanying notice are open for inspection by the members 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.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Abhipra Capital Limited for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.abhipra.com.
17. 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.
18. The Register of Members and Share Transfer Books of the company shall remain closed from 24.09.2019 to 30.09.2019 (Both days inclusive).
19. 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.
20. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting is mandatory for every company which has listed its equity shares on a recognized stock exchange 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 35th Annual General Meeting (AGM) by electronic means on all resolutions and the business may be transacted through remote e-voting services 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:
 - iii) The e-voting facility is available at the link <http://www.evoting.nsdl.com>
 - iv) The electronic voting particulars are set out below:

EVEN (E-VOTING EVENT NO.)	USER ID	PASSWORD/ PIN
112096		

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 Friday, September 27, 2019	Up to 5:00 P.M. (Indian Standard Time) on Sunday, September 29, 2019

The cut-off date for the purpose of dispatch of this Notice is Friday, 30th August, 2019.

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 for the purpose of voting (record date) of 23rd September, 2019 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 35th Annual General Meeting and holds shares as of the Cut - off date of 23.09.2019 may obtain the login ID and Password for remote e-voting by sending a request at 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 35th 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 (a) 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 cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 35th 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 under downloads section of 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. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.
- 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).
- D. The voting rights of members shall be in proportion to their



shares of the paid-up equity share capital of the Company as on the Cut – off date of 23rd September, 2019.

- E. Any person, who acquires shares and becomes member of the company after dispatch of Notice and holds shares as of the Cut – off date i.e. 23rd September, 2019 may also obtain the login ID and Password by sending a request at www.evoting.nsdl.com or RTA, Abhipra Capital Limited.
- F. 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.
- G. 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.
- H. Ms. Pritika Nagi, Practicing Company Secretary (Membership No. ACS 29544 & CP No.11279), Proprietor, M/s Pritika Nagi & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. 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.
- J. 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/ Managing Director who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.panindiapcorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to all the Stock Exchanges, where the securities of the Company are listed.

Members holding shares in physical form are requested to intimate their e-mail address to M/s. Abhipra Capital Limited either by rta@abhipra.com 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 provisions of Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under item No. 4 and 5 of the accompanying notice dated 26.08.2019

Item No. 4

Appointment of Mr. Harish Kumar Chauhan (DIN 06857506), as a Director and as an Independent Director of the Company

The Board of Directors appointed Mr. Harish Kumar Chauhan as an Additional Director (Independent Director) of the Company w.e.f. 1st April, 2019 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 Bits Limited, Amorphos Industries Limited, Tactfull Investments Limited and Ujjwal Limited.

Mr. Harish Kumar Chauhan, 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 30.09.2019 to 29.09.2024.

In the opinion of the Board, Mr. Harish Kumar Chauhan fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under 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.

Item No. 5**Appointment of Mrs. Preeti Sharma (DIN 06942133), as a Director and as an Independent Director of the Company**

The Board of Directors appointed Mrs. Preeti Sharma as an Additional Director (Independent Director) of the Company w.e.f. 1st April, 2019 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 Mrs. Preeti Sharma for the office of Director of the Company.

Mrs. Preeti Sharma has wide work experience in field of Marketing & Human Resource and finance. She also holds directorship of Public Companies that are Bits Limited, Tactfull Investments Limited and Ujjwal Limited.

Mrs. Preeti Sharma, 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. Mrs. 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. Mrs. 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. Mrs. Preeti Sharma is holding DIN: 06942133 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.

matter regarding appointment of Mrs. 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 30.09.2019 to 29.09.2024.

In the opinion of the Board, Mrs. Preeti Sharma fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under 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 Mrs. Preeti Sharma 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 Mrs. Preeti Sharma as an Independent 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. 4 and 5.

Copy of draft letter of appointment which includes terms and conditions of appointment of Mr. Harish Kumar Chauhan and Mrs. Preeti Sharma as 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. www.panindiacorp.com

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 issued by the Institute of Company Secretaries of India)

Particulars			
Name and Age of Director	Mr. Omprakash Ramashankar Pathak, 44 years	Mr. Harish Kumar Chauhan, 27 years	Mrs. Preeti Sharma, 46 years
Date of Birth	04.01.1975	10.03.1992	30.09.1972
DIN	01428320	06857506	06942133
Qualification	Under Graduate	Graduate	Under Graduate
Expertise in specific functional areas	He has wide experience in Finance & Marketing.	Wide work experience in field of Administration & Marketing and finance	Administration, human resources and finance
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.	N.A.	N.A.
Last Drawn Remuneration	Nil	Nil	Nil



Date of first appointment on the Board	03/10/2013	26/05/2014	11/08/2014
Directorship held in other Listed companies and Unlisted companies	1) Tactfull Investments Limited 2) Bits Limited 3) Ujjwal Limited 1) Vizwise Commerce Private Limited 2) SPG Finvest Private Limited 3) Ujjwal Infrastructure Private Limited 4) Mili Investment And Trades Private Limited 5) Mitika Traders Private Limited	1) Tactfull Investments Limited 2) Bits Limited 3) Ujjwal Limited 4) Amorphos Industries Limited	1) Tactfull Investments Limited 2) Bits Limited 3) Ujjwal Limited
No. of Board Meeting attended during the year 2018-2019	9	9	9
Membership/Chairmanship of the Committees across the Companies*	Member – 3 Chairman - 1	Member – 9 Chairman - 5	Member – 5 Chairman - 0
No. of equity shares held	Nil	Nil	Nil
Relationship with other Directors	He is not related / associated with any director of the Company	He is not related / associated with any director of the Company	She is not related / associated with any director of the Company
Brief Resume	Mr. Omprakash Ramashankar Pathak aged 44 years is associated with the company from more than 5 years. He has wide experience in Finance, & Marketing	Mr. Harish Kumar Chauhan aged 27 years has wide work experience in field of Administration & Marketing and finance	Mrs. Preeti Sharma aged 46 years has wide experience in the field of Administration, human resources and finance

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

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

Sd/-

Omprakash Ramashankar Pathak

(Managing Director)

DIN: - 01428320

Address: 503, 5TH Floor, Trimurti Appt

Kores Road, J K Gram,

Thane, Maharashtra- 400606

Date: 26.08.2019

Place: New Delhi

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 2018-19

Dear Members,

Your Directors are pleased to present the 35th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31st March, 2019.

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.)	
	Current Year	Previous Year
Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Income from Operations	-	-
Other Income	37,340	-
Total Income	37,340	-
Total Expenditure	4,43,65,770	2,11,32,923
Profit/ (Loss) before tax	(4,43,28,430)	(2,11,32,923)
Less: Provision for Deferred Tax	(60)	(136)
Less: Prior period Adjustment of Tax		
Net Profit/(Loss) after Tax	(4,43,28,490)	(2,11,33,059)

STATE OF COMPANY'S AFFAIRS

During the year, company has a loss of Rupees 4,43,28,490/-. Your directors expect that with the continuous efforts there will be improvement in overall performance in the coming years.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2018-19

There are no material changes and commitment affecting the financial position of company after the closure of financial year 2018-2019 till the date of report.

DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND HIGH-LIGHTS 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.

Further, M/s. Ujjwal Infrastructure Private Limited became our Associate Company during the year under review.

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

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 2018-2019.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments, if any, which are covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements as on 31.03.2019 and forms a part of annual report.