



PAN INDIA CORPORATION LIMITED

(CIN: L72200DL1984PLC017510)

39TH ANNUAL REPORT (2022 – 2023)

COMPANY INFORMATION

BOARD OF DIRECTORS & KMP

Mr. Vijay Pal Shukla

Mr. Omprakash Ramashankar Pathak

Mr. Harish Kumar Chauhan

Ms. Preeti Sharma

Mr. Deepak Kumar Chauhan

Mrs. Nipa Verma

Managing 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 Accountants

A-27, Vivek Vihar, Phase – II,

Maharaja Surajmal Road, Opposite Sukhdev

College, Delhi – 110095

INTERNAL AUDITORS

M/s. R. Mahajan & Associates

Chartered Accountants

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

Email: srgltd@gmail.com

panindiacorporationlimited@hotmail.com

Website: www.panindiacorp.com

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NOTICE

Notice is hereby given that the **39th Annual General Meeting** of the members of **Pan India Corporation Limited** will be held on **Sunday, 06th August, 2023 at 04:00 P.M. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt: -
 - a) The Audited Standalone Financial Statements of the company for the Financial Year ended 31st March, 2023 along with the Reports of the Directors and Auditors' thereon;
 - b) The Audited Consolidated Financial Statements of the company for the Financial Year ended 31st March, 2023 along with the Reports of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Vijay Pal Shukla (DIN: - 01379220) Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To approve the re-appointment of Mr. Vijay Pal Shukla as a Managing 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 an Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and pursuant to the recommendation of Nomination and Remuneration Committee of the board, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Vijay Pal Shukla (DIN : 01379220) as Managing Director of the Company for a term of 5 (Five) years with effect from 07th May, 2023 to 06th May, 2028 at remuneration of upto Rs. 1,00,000/- (Rupees One Lakh Only) per month and his term of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT approval of members of the company be and is hereby accorded to the principal terms and conditions including remuneration as detailed in the attached explanatory statement, 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, amend, vary or modify the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Vijay Pal Shukla (DIN – 01379220), 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 any director of the Company, be and is hereby authorized 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 and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

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

Sd/-

Vijay Pal Shukla

(Managing Director)

DIN: - 01379220

Address: 4/18, 2nd Floor,

Asaf Ali Road, New Delhi – 110002

Date: 10.07.2023

Place: New Delhi

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 12, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022, and January 05, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. A statement giving relevant details of the directors seeking appointment/reappointment under Item No. 3 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mrs. Pritika Nagi, Practicing Company Secretary (Membership No. 29544) as the Scrutinizer to scrutinize the voting and remote e-

voting process in a fair and transparent manner.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting.

The said Resolution /Authorization be sent to the Scrutinizer by email through its registered email address to cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. 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.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. For ease of conduct, Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at srgltd@gmail.com before July 30th, 2023 (5:00 p.m. IST). Subject line for such registration should be 'Speaker Registration of Pan India Corporation Limited'. Those Members who register themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from **Monday, 31st July, 2023 to Sunday, 06th August, 2023** (both days inclusive) for the purpose of annual closure of books.
12. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Abhipra Capital Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

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 Secretary or Abhipra Capital Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel.No. 91-11-42390700) for assistance in this regard.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

13. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 01st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will stand frozen by RTA on or after 01st October 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.abhipra.com

A separate communication will be sent to the respective shareholders.