

PANAFIC INDUSTRIALS LIMITED**BOARD OF DIRECTORS**

Mr. Ashwani Salwan	Director
Mr. Sudhir Kumar Agarwal	Director
Mrs. Payal Agarwal	Director
Mr. Virender Gupta	Director

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**REGISTERED &
ADMINISTRATIVE
OFFICE**

4566/13 Jai Mata Market,
Tri Nagar,
Delhi-110035

**BANKERS
HDFC BANK****STATUTORY AUDITORS**

Saurabh Abhinaya & Co.
102, C-224 Paryavaran Complex,
Saket, Ignou Road
New Delhi-110030
E-mail: ca.abhinayaverma@gmail.com

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153A, Okhla Industrial Area,
Phase-I, New Delhi-110020.

PANAFIC INDUSTRIALS LIMITED

Notice of the 30th Annual General Meeting

Notice is hereby given that the 30th Annual General Meeting of the Members of the Company will be held on **Monday, 29th September, 2010** at 04.00 P.M. at 4566/13, Jai Mata Market, Tri Nagar, Delhi 110035 to transact the following businesses:

Ordinary Business

1. To consider and adopt the Balance Sheet as at 31st March 2010. The Profit & loss account for the year ended on that date and the reports of the boards of directors and Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual general Meeting of the Company and to fix their remuneration.

Special Business

To Consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

3. **"Resolved that Mr. Sudhir Kumar Agarwal**, who was appointed as Additional Director by the Board of Directors of the company and who, as per the provisions of section 260 of the companies Act, 1956, holds the office up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to section 257 of the companies Act, 1956, received a notice and a deposit of Rupees five hundred from himself a member, in writing, proposing the candidature of his for the office of the director, be and is hereby appointed as a Director of the Company, eligible to retire by rotation".

To Consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

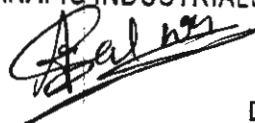
4. **"Resolved that Ms. Payal Agarwal**, who was appointed as Additional Director by the Board of Directors of the company and who, as per the provisions of section 260 of the companies Act, 1956, holds the office up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to section 257 of the companies Act, 1956, received a notice and a deposit of Rupees five hundred from herself a member, in writing, proposing the candidature of his for the office of the director, be and is hereby appointed as a Director of the Company, eligible to retire by rotation".

To Consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

5. **"Resolved that Mr. Virender Gupta**, who was appointed as Additional Director by the Board of Directors of the company and who, as per the provisions of section 260 of the companies Act, 1956, holds the office up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to section 257 of the companies Act, 1956, received a notice and a deposit of Rupees five hundred from himself a member, in writing, proposing the candidature of his for the office of the director, be and is hereby appointed as a Director of the Company, eligible to retire by rotation".

Registered Office
4566/13, Jai Mata Market,
Tri Nagar,
Delhi-110035

By the Order of the Board
For PANAFIC INDUSTRIALS LIMITED


DIRECTOR
ASHWANI SALWAN
DIRECTOR

Dated: 20.08.2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THAT MEETING.
2. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL BE CLOSED FROM 25/09/2010 TO 29/09/2010, BOTH THE DAYS INCLUSIVE.
3. MEMBERS ARE REQUESTED TO PLEASE NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESSES TO THE COMPANY.
4. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
5. SHAREHOLDERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST 7 DAYS PRIOR TO THE ANNUAL GENERAL MEETING TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY AT THE AGM.
6. THE MEMBER ARE REQUESTED TO: -
 - a. INTIMATE CHANGES IF ANY IN THEIR ADDRESS TO THE COMPANY OR TO THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY.
 - b. QUOTE FOLIO NUMBER IN ALL THEIR CORRESPONDENCE WITH THE COMPANY.
 - c. BRING THEIR COPIES OF ANNUAL REPORT INCLUDING ATTENDANCE SLIP AT THE VENUE FOR THE AGM.
7. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO LODGE SHARE TRANSFER, TRANSMISSION AND INTIMATE CHANGES, IF ANY, IN THEIR REGISTERED ADDRESS, BANK ACCOUNT AND MANDATE DETAILS, RESIDENTIAL STATUS ETC. QUOTING THEIR FOLIO NUMBER(S) TO COMPANY'S SHARE TRANSFER AGENTS.

Annexure to the notice

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

Item No. 3

Mr. Sudhir Kumar Agarwal was appointed as Additional Director of the Company and being retire at the ensuing annual general meeting. The Company has received a valid notice under section 257 of the Companies Act 1956 along with a requisite deposit of Rupees Five hundred from himself proposing his appointment for the office of the Director of the Company. In view of the back ground and valuable experience of Mr. Sudhir Kumar Agarwal in investment strategies and a solid understanding of Stock Market Operations it will be in the interest of Company to continue as a Director of the Company. Your Directors recommend the resolution for approval of the Members.

Except Mr. Sudhir Kumar Agarwal, none of the Director is interested or concerned in the resolution.

Item No. 4

Ms. Payal Agarwal was appointed as Additional Director of the Company and being retire at the ensuing annual general meeting. The Company has received a valid notice under section 257 of the Companies Act 1956 along with a requisite deposit of Rupees Five hundred from himself proposing his appointment for the office of the Director of the Company. In view of the back ground and valuable experience of Ms. Payal Agarwal it will be in the interest of Company to continue as a Director of the Company. Your Directors recommend the resolution for approval of the Members.

Except Ms. Payal Agarwal, none of the Director is interested or concerned in the resolution.


Item No. 5

Mr. Virender Gupta was appointed as Additional Director of the Company and being retire at the ensuing annual general meeting. The Company has received a valid notice under section 257 of the Companies Act 1956 along with a requisite deposit of Rupees Five hundred from himself proposing his appointment for the office of the Director of the Company. In view of the back ground and valuable experience of Mr. Virender Gupta it will be in the interest of Company to continue as a Director of the Company. Your Directors recommend the resolution for approval of the Members.

Except Mr. Virender Gupta, none of the Director is interested or concerned in the resolution.

By the Order of the Board
For Panafic Industrials Limited

For PANAFIC INDUSTRIALS LIMITED



(Chairman) DIRECTOR .

Dated: 20.08.2010

PANAFIC INDUSTRIALS LIMITED

DIRECTORS REPORT

To
The Members
Panafic Industrials Limited

Your Directors have pleasure in presenting the 30th Annual Report on the business, operations and financial performance of the company during the financial year ended 31st March 2010.

FINANCIAL RESULTS

Rs. (In lacs)

Particulars	For The Year Ended	
	31 st March 2010	31 st March 2009
Sales/Operating Income	478.95	75.99
Gross Profit/ (Loss) after interest but before depreciation & taxation	0.74	3.06
Less: Depreciation	NIL	NIL
Less: Income Tax/ FBT	NIL	0.26
Profit/(Loss) after tax	0.74	2.80
Transfer to General Reserve/ P & L	NIL	2.00

BUSINESS REVIEW

The year has ended with the net profit of Rs.73598.71. This year's profit is inclusive of long term capital gain of Rs.1217397.09. The financial result, as obvious, are up to the mark in comparison to the last year's result and the performance of the company is above expectations.

DIVIDEND

To conserve the resources of the company, no dividend has been recommended.

PUBLIC DEPOSITS

The company has not accepted any deposit from public within the meaning of section 58-A of the companies ACT, 1956 read with the companies (Acceptance of Deposits) rules, 1975.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO

Particulars with respect to conservation of energy, Technology absorption, Foreign Exchange Earnings & outgo as required under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure forming part of this report.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Director adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges and have implemented all the prescribed requirements.

A separate report on Corporate Governance as stipulated, under Clause 49 of the listing Agreement, with the Stock Exchanges and have implemented all the prescribed requirements.

A certificate from the auditors of the company M/s Saurabh Abhinaya & Co. confirming compliance of conditions of Corporate Governance as stipulated in Clause 49 is annexed to this report.

DIRECTORS

Mr. Sudhir Kumar Agarwal, Mr. Virender Gupta and Mrs. Payal Agarwal retired by rotation as the ensuing Annual General Meeting and being eligible, offers themselves for their appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 217 (2AA) of the companies ACT, 1956, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March, 2010 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

AUDITORS

M/s Saurabh Abhinaya & Co., Chartered Accountants holds office of the statutory auditors of the company until the conclusion of the ensuing Annual General Meeting and is eligible for re appointment.

The company has received certificate from them to the effect that their reappointment, if made, would be within the prescribed limits under Section 224 (IB) of the Companies Act, 1956 and they are not disqualified for such reappointment within the meaning of Section 226 of the said Act.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

In terms of the above rules, your directors are pleased to give the particulars as prescribed therein in the annexure, which form part of the directors' reports.

a. AUDIT COMMITTEE

As per the provisions of the Listing Agreement and pursuant to Section 292A of the Companies Act, 1956, the members of the Committee consist of Mr. Ashwin Salwan (Chairman), Mr Sudhir Kumar Agarwal and Mrs. Payal Agarwal, Directors.

b. INVESTORS/SHAREHOLDERS' GRIEVANCE COMMITTEE

As per the provisions of the Listing Agreement, the members of the Committee consist of Mr. Virender Gupta (Chairman), Mr Sudhir Kumar Agarwal and Mrs. Payal Agarwal, Directors.

PARTICULARS OF EMPLOYEES

As required by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975, as amended, no employee was in receipt of remuneration exceeding Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month for any part thereof.

APPRECIATION

The Company places on record its deep appreciation of the devoted services of executives and other staff of the company who have contributed in the performance and the Company's inherent strength. Grateful thanks are also due to the investors, the bankers, business associates & all other stakeholders for their continued support to the company from time to time. .

Place: Delhi
Dated: 20.08.2010

By the Order of the Board
For PANAFIC INDUSTRIALS LIMITED
For PANAFIC INDUSTRIALS LIMITED
For PANAFIC INDUSTRIALS LIMITED
For PANAFIC INDUSTRIALS LIMITED
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

PANAFIC INDUSTRIALS LIMITED

ANNEXURE TO THE DIRECTORS REPORT

A. CONSERVATION OF ENERGY

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

B. TECHNOLOGY ABSORPTION

1. Specific areas in which R & D carried out are as follows:

- a. Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
- b. Providing technical support on existing products.

2. Benefits derived as a result of the above R & D:

As a result the organization is being able to implement current courses.

3. Future Plan of action:

R & D plans to enter the client server areas, as this is a major thrust area in the IT industry.

4. Expenditure on R & D: NIL

C. FOREIGN EXCHANGE EARNINGS

There were no foreign exchange earnings as well as outgo of the company during the year under report.

PANAFIC INDUSTRIALS LIMITED

Report On Corporate Governance

(As required by clause 49 of the Listing Agreement of the Stock Exchanges)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your company possesses an ethical mindset about the values of good Corporate Governance. For PANAFIC, Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders.

PANAFIC is committed to maintain highest standards of ethical behaviour and makes an honest endeavour to uphold the attributes of transparency, independence, accountability, responsibility and growth in all aspects of its operations.

II. BOARD OF DIRECTOR

In furtherance of its Corporate Governance policy the Company ensures that all statutory, significant material information are placed before the board/committee of directors for their approval to enable them to discharge their responsibilities as trustees.

As on year ended 31st March 2010, the Board had strength of three directors comprising a non-executive chairman and two other non-executive directors.

The composition of board is as follows:

S. No.	Name of the director	Status
1	Mr. Ashwani Salwan	Executive Chairman
2	Mr. Sudhir Kumar Agarwal	Non Executive and Non-Independent
3	Ms. Payal Agarwal	Non Executive and Non-Independent
4.	Mr. Virender Gupta	Non-executive and Non-Independent