PAN INDIA CORPORATION LTD.

Regd. Office : 1111, 11th Floor,
New Delhi House, 27, Barakhamba Road,
Connaught Place, New Delhi - 110001.
Phone : 011-43656567
Tel.Fax : 011-43656567
E-mail : srgltd@gmail.com
Website : panindiacorp.com
CIN : L72200DL1984PLC017510

The Manager (Listing)
The Delhi Stock Exchange Limited
DSE House, 3/1, Asaf Ali Road,
New Delhi – 110002

November 06th, 2015

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SUB: MINUTES OF ANNUAL GENERAL MEETING OF PAN INDIA CORPORATION LIMITED

Dear Sir/ Madam,

With reference to the above subject matter and in compliance with clause 31(d) of the Listing Agreement, we hereby sending the copy of Minutes of 31st Annual General Meeting of Pan India Corporation Limited held on 30th September, 2015 at 9.00 a.m at Plot No. 122, Mahalaxmi Nagar, Karawal Nagar, Delhi-110094.

Kindly take the above information on your records and oblige.

Thanking You,

Yours Faithfully,
For Pan India Corporation Limited

Ankit Rathi
(Managing director)
DIN: 01379134

CC: Ahmedabad Stock Exchange Limited
Kamdhenu Complex, opp. Sahajanand College,
Panjarapole, Ambawadi, Ahemdabad- 380001

Bombay Stock Exchange Limited
Phiroz JeejeeBhoy Towers,
Dalal Street, Mumbai – 400023

The Calcutta Stock Exchange Ltd.
7, Lyons Range, Kolkata – 700 001

Madras Stock Exchange Limited
PO Box No. 183, New No: 30 (Old No. 11)
Second Line Beach, Chennai- 600 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra(E) Mumbai-400 051

MINUTES BOOK

MINUTES OF THE PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PAN INDIA CORPORATION LIMITED HELD AT PLOT NO. 122, MAHALAXMI VIHAR, KARAWAL NAGAR, DELHI-110094 ON WEDNESDAY, 30TH SEPTEMBER, 2015, DULY COMMENCED AT 9:00 A.M AND DULY CONCLUDED AT 10:00 A.M

Present :

Mr. Vijay Pal Shukla	Chairman (Chairman of Stakeholders Relationship Committee)
Mr. Ankit Rathi	Managing Director
Mr. Harish Kumar Chauhan	Independent Director (Chairman of Audit Committee) (Chairman of Nomination and Remuneration Committee)
Mr. Omprakash Ramashankar Pathak	Director
Ms. Preeti Sharma	Independent Director

i. **Member Present in person and as authorised representatives of the Bodies Corporate**

As per attendance slips, total number of members personally present were 34.

ii. **Members voted through electronic means (e-voting)**

As per report of Scrutinizer total number of members voted through electronic means was 13.

iii. **Members present through proxy**

No members present through proxy.

In attendance

Ms. Swati Kapoor	Company Secretary

Invitee

Pritika Nagi & Associates	Secretarial Auditors and Scrutinizer

Chairman

Mr. Vijay Pal Shukla, Chairman of the Company took the chair.

Quorum

The Chairman noted that the quorum of 30 members, being the minimum number of members required to form a quorum, pursuant to Section 103(1)(a) (iii) of the Companies Act, 2013. The requisite quorum of members being present, the Chairman declared the meeting in order.

Welcome Address

The Chairman welcomed the Members. He informed the members that the Register of directors and Key managerial personnel and their shareholdings maintained under section 170, Register of contracts or arrangements in which Directors are interested and maintained under section 189 of the Companies Act, 2013, Auditors' Report, Secretarial Audit Reports were place before the meeting and kept open and accessible during continuance of the meeting.

The Chairman introduced the members of the board of directors, and other invitees present on the dais

Notice

Thereafter, with the consent of the Members/Shareholders present, the Notice convening the meeting and the Directors' Report and financial statements for the year ended 31st March, 2015, having already been circulated to the Shareholders, was taken as read.

Auditor Report

The Chairman read the auditor's remark specify in part 7 (a) of annexure to the auditor's report to the balance sheet for the financial year ended 31.03.2015 in respect to the statutory fees due for increase in authorized share capital of the company and also read out the board reply for the same.

He further informed the members that there is no other qualification, observation or comment or other remarks in Auditors' Report.

Further, there is no qualification, observation or comment or other remarks in the Secretarial Audit Report.

He also informed the members that under the new Companies Act, 2013, if there are any qualification, observation or comment or other remarks in the Auditors' Report/Secretarial Audit report which will have any adverse effect on the functioning of the company, then only that part of the report needs to be read out.

Appointment of Scrutinizer

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting. The Chairman announced that remote e-voting has already conducted as per the notice of 31st Annual General Meeting dated 27th August, 2015 during the period 9:00 A.M on Sunday, 27 September, 2015 to 5:00 P.M on Tuesday, 29th September, 2015.

The Chairman further announced that arrangement has been made for Ballot Paper to cast vote at the venue of the Annual General Meeting., so that those shareholders who did not cast their vote through remote e-voting can cast their vote, after all the resolution are moved.

The Board Directors had appointed Ms. Pritika Nagi, Practicing Company Secretary, as the Scrutinizer for e-voting as well as poll. Ms. Pritika Nagi, Practicing Company Secretary present in the AGM and same was noted by Chairman.

The Chairman then took up the official business of the meeting:-

ORDINARY BUSINESS:

Item No. 1

AS AN ORDINARY RESOLUTION

The Chairman took up the first item of the agenda before the members present at the meeting the audited financial statements of the Company for the year ended 31st March, 2015 together with report of Auditor and Directors as circulated amongst the members for consideration and adoption and moved the following resolutions:

"**RESOLVED THAT** Audited Financial Statement of the Company for the year ended 31st March, 2015 together with Auditors Report and Directors Report as circulated amongst the members and placed before the meeting be and are hereby adopted."

Proposed by: Sunil

Seconded by: Manoj Kumar

The Chairman thereafter invited the members for their comments. Some of the members participated in the discussions and sought clarifications which were duly explained.

Item No. 2

AS AN ORDINARY RESOLUTION

The Chairman stated that as per the term of appointment of Mr. Ankit Rathi, Managing Director, his term of office shall be liable to retire by rotation.

The Chairman further stated that Mr. Ankit Rathi would liable to retire by rotation and being eligible offer himself for re-election. The following resolution then moved among the members:-

"**RESOLVED THAT** Mr. Ankit Rathi (DIN: 01379134), who retires by rotation as a director pursuant to the provision of section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company."

Proposed by: Krishan Kumar

Seconded by: Ramanand Rathi

Item No. 3

AS AN ORDINARY RESOLUTION

The Chairman informed that the next item was with respect to the appointment of M/s J. Kumar & Associates, Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. The members were further informed that the board of directors

shall be authorized to fix remuneration payable to them for the financial year ended 31st March, 2016. The following resolution then moved among the members:-

"**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 J. Kumar & Associates, Chartered Accountants (Firm Registration No. 016917N), 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 next Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ended 31st March, 2016 as may be recommended by the audit committee in consultation with the auditors."

Proposed by: Manoj Kumar

Seconded by: Krishan Kumar

SPECIAL BUSINESS

Item No. 4

AS AN SPECIAL RESOLUTION

The Chairman then took up item no. 4 relating to adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013.

The Chairman informed the members that Article of Association currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Therefore it was proposed to adopt the new Articles of Association which would consistent with the provisions of Companies Act, 2013 including the rules framed there under.

He further informed the members that a copy of the draft Article of Association is available for inspection at the Annual General Meeting.

The following resolution then moved among the members:-

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the revised draft regulations contained in the Articles of Association submitted to this meeting and duly initialed by Managing director be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed by: Ramanand Rathi

Seconded by: Sunil

The Chairman ordered to vote in the meeting by poll. The Scrutinizer was provided with the Register of Members, Specimen Signature of the members, Attendance register of members and all necessary documents.

The Scrutinizer distributed the polling papers to members present in the meeting and after voting by poll, locked and sealed the polling box in the presence of the members

The Meeting concluded at 10:00 A.M with a vote of thanks to the Chair.

Result of Remote e-voting and voting by Poll at the AGM venue:

All the resolution as set out in item No. 1 to 4 in the notice of 31st Annual General Meeting of the Company and as described herein above had been passed with the requisite majority. The result of remote e-voting and voting by poll at AGM venue as intimated to stock exchange on 3rd October, 2015 and also uploaded on the website of the Company are annexed herewith.

PLACE: New Delhi

DATE: 26/10/2015

CHAIRMAN

Encl: Results of Remote e-voting and voting by poll at AGM venue.

Given below is the resolution wise combined result of e-voting and ballot voting at Annual General Meeting.

Resolution 1: Ordinary Resolution for considering and Adoption of Audited Financial Statement for the year ended 31st March, 2015 with Auditors Report and Directors Report.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)]*100	% of votes against or votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	97508369	97508269	99.99	97508269	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	116748131	35971	0.030	35371	600	98.33	1.66
Total	214256500	97544240	45.52	97543640	600	99.99	0.0006

The above resolutions have been passed by the members with requisite majority.

Resolution 2: Ordinary Resolution to appoint a Director in place of Shri Ankit Rathi(Din 01379134), who retires by rotation and being eligible, offers him for re-appointment.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)]*100	% of votes against or votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	97508369	97508269	99.99	97508269	0	100	0
Public Institutional	0	0	0	0	0	0	0

Holders							
Public-Others	116748131	35571	0.030	34571	1000	97.18	2.81
Total	214256500	97543840	45.52	9784840	1000	10.03	0.001

The above resolutions have been passed by the members with requisite majority.

Resolution 3: Ordinary Resolution to appoint M/s J. Kumar & Associates, Chartered Accountants as a Statutory Auditors and to fix their remuneration.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)]*100	% of votes against or votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	97508369	97508269	99.99	97508269	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	116748131	35271	0.03	33971	1300	96.31	3.68
Total	214256500	97551640	45.53	97542240	1300	99.99	0.001

The above resolutions have been passed by the members with requisite majority.

Resolution 4: Special resolution for adoption of newly substituted Articles of Association of the company containing regulation in line with the companies act, 2013.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)]*100	% of vo against votes polle (7) [(5)/(2)]*10
Promoter & Promoter Group	97508369	97508269	99.99	97508269	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	116748131	35271	0.03	33971	1300	96.31	3.68
Total	214256500	97551640	45.53	97542240	1300	99.99	0.001

The above resolutions have been passed by the members with requisite majority.