

NOTICE

NOTICE is hereby given that the **36th Annual General Meeting** of the members of **PAN INDIA CORPORATION LIMITED** will be held through Video Conferencing on **Sunday, 20th September, 2020 at 11:00 A.M.** in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 05th May, 2020, 08th April, 2020 and 13th April, 2020 respectively and SEBI Circular dated 12/05/2020, to transact the following business: -

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statement of the company for the Financial Year ended 31st March, 2020 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, 2020 along with the Report 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 appoint Mr. Vijay Pal Shukla (DIN: 01379220) as the 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 **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 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, pursuant to the recommendation of Nomination and Remuneration Committee of the board and the approval of the Board of Directors, consent of the Company be and is hereby accorded for the appointment of Vijay Pal Shukla (DIN: 01379220) as the Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 7th May, 2020 to 6th May, 2023 at nil remuneration, with authority to the Board of Directors to determine and vary the terms and conditions thereof from time to time as set out in Explanatory Statement annexed to this Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions."

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

Sd/-

**Vijay Pal Shukla
(Managing Director)
DIN: 01379220**

**Date: 20.08.2020
Place: New Delhi**

**Address: 4/18, Shashi Building,
Asaf Ali Road, New Delhi - 110002**

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. In view of the COVID 19 pandemic, Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cspritikanagi@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. a) The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2020 to 20th September, 2020 (both days inclusive).
b) The remote e-voting period commences on Thursday, September 17, 2020 (09:00 A.M.) and ends on Saturday, September 19, 2020 (05:00 P.M.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2020, may cast their vote by remote e-voting.
7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **M/s. Abhipra Capital Limited**, A-387, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi - 110033 quoting registered Folio No. (a) Details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form members are requested to update their bank detail with their depository participant.
8. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
9. 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 their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

10. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 36th AGM is being sent only through electronic mode to those 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.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, Abhipra Capital Limited at rta@abhipra.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

12. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM

THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email..
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Bits Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESS IS NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhaar card to rta@abhipra.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to rta@abhipra.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-mail..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective playstore.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

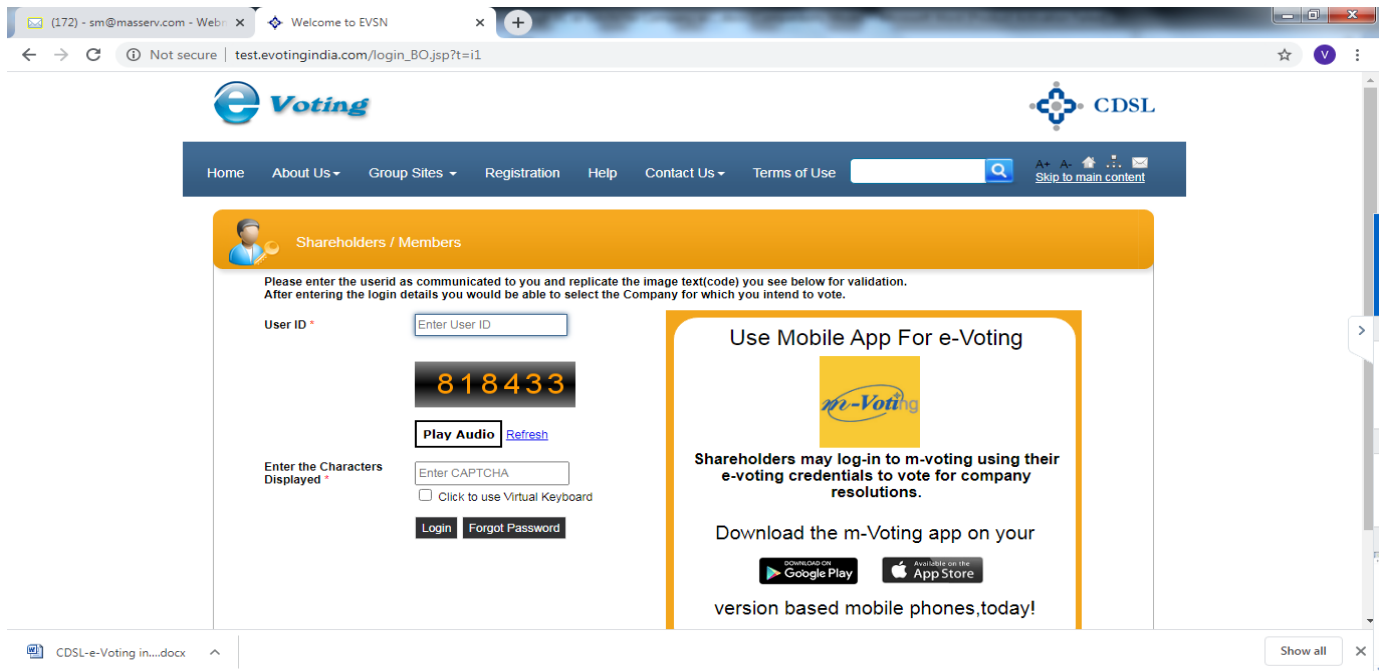
NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will appear.

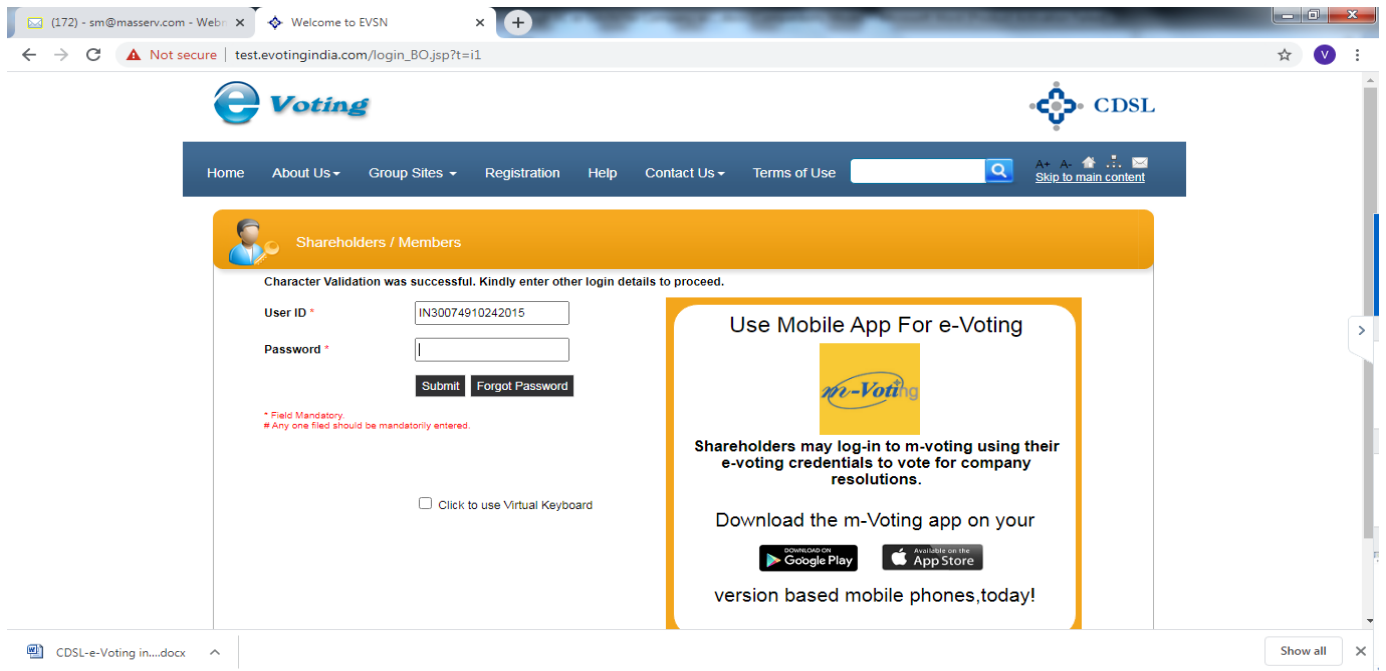


ii. Press Shareholders/Members tab, after which the below screen will be appear.

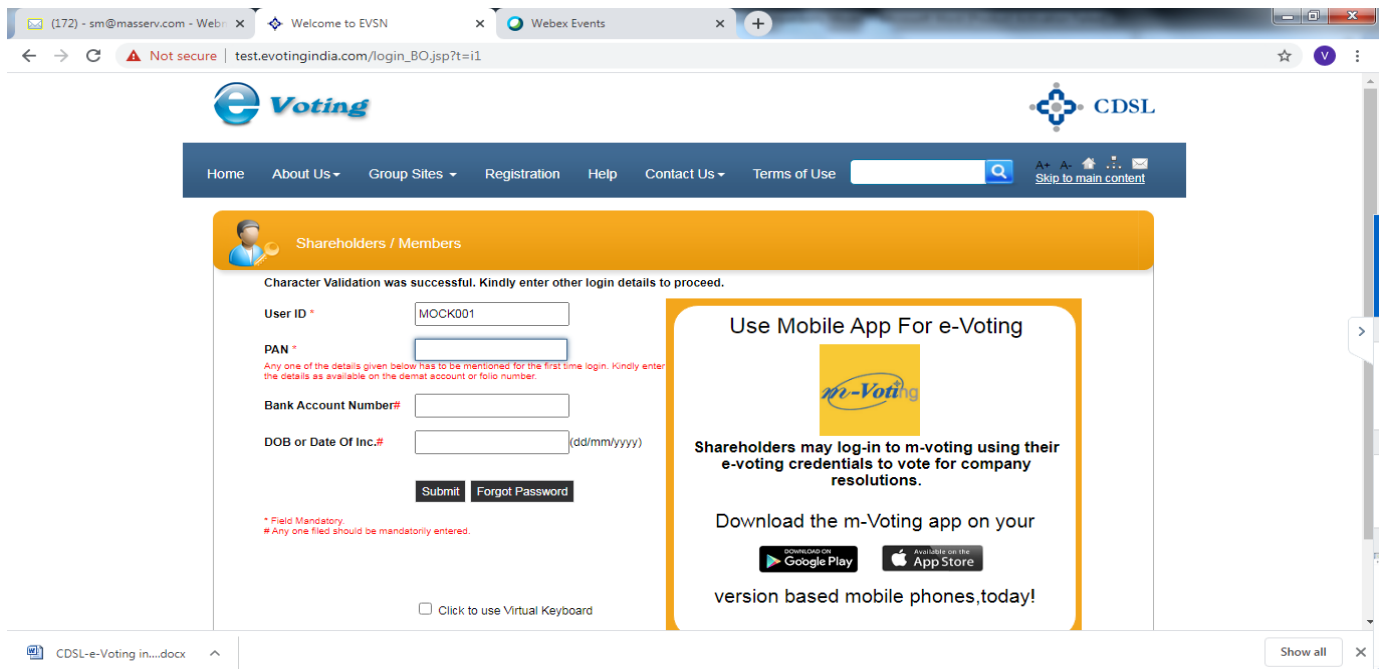


iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

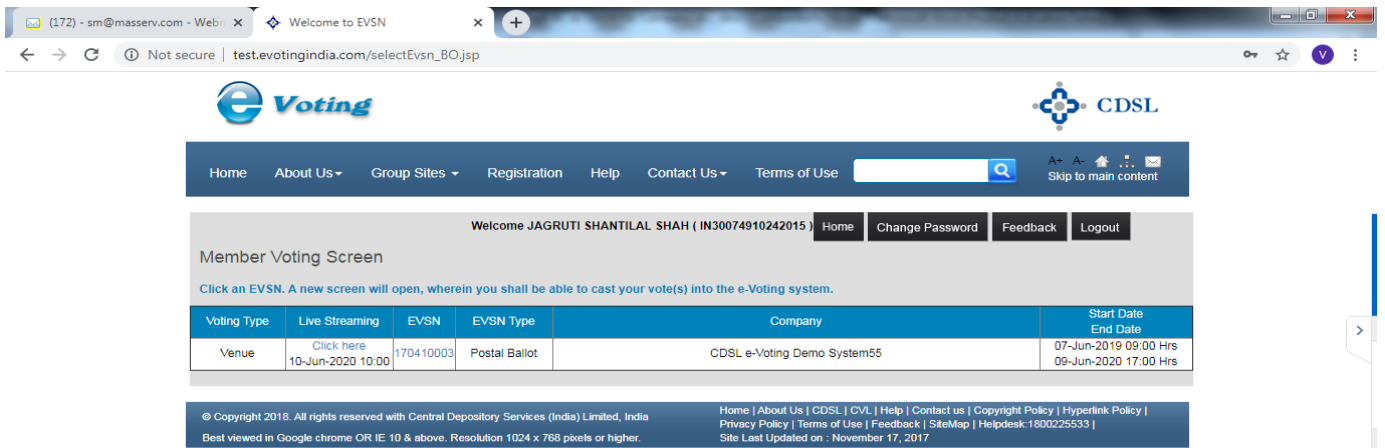
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

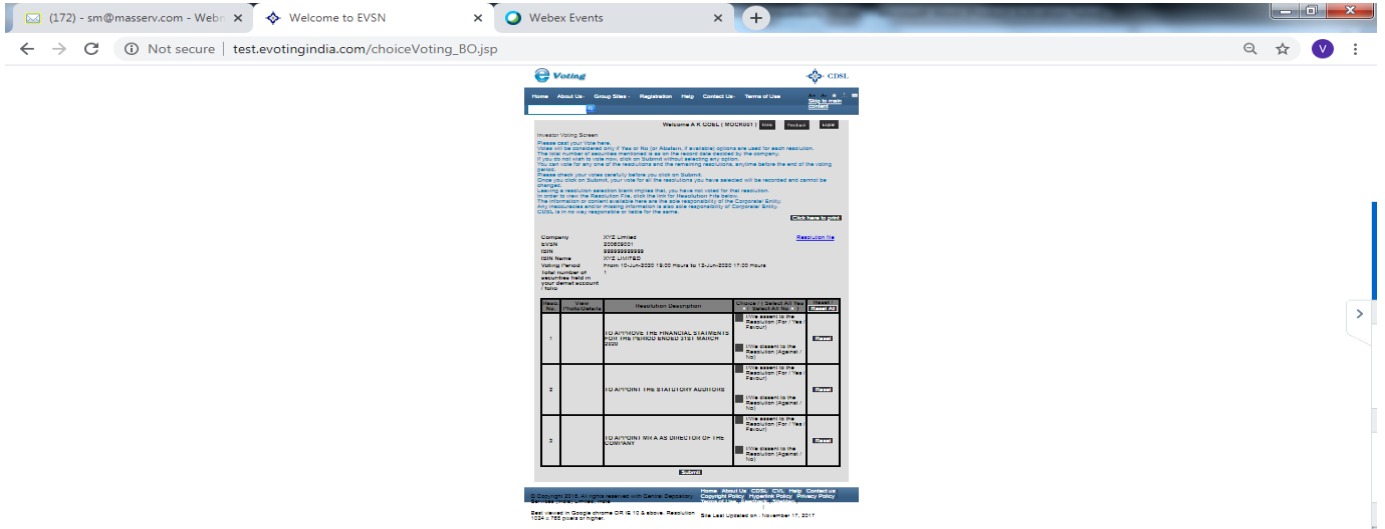


v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

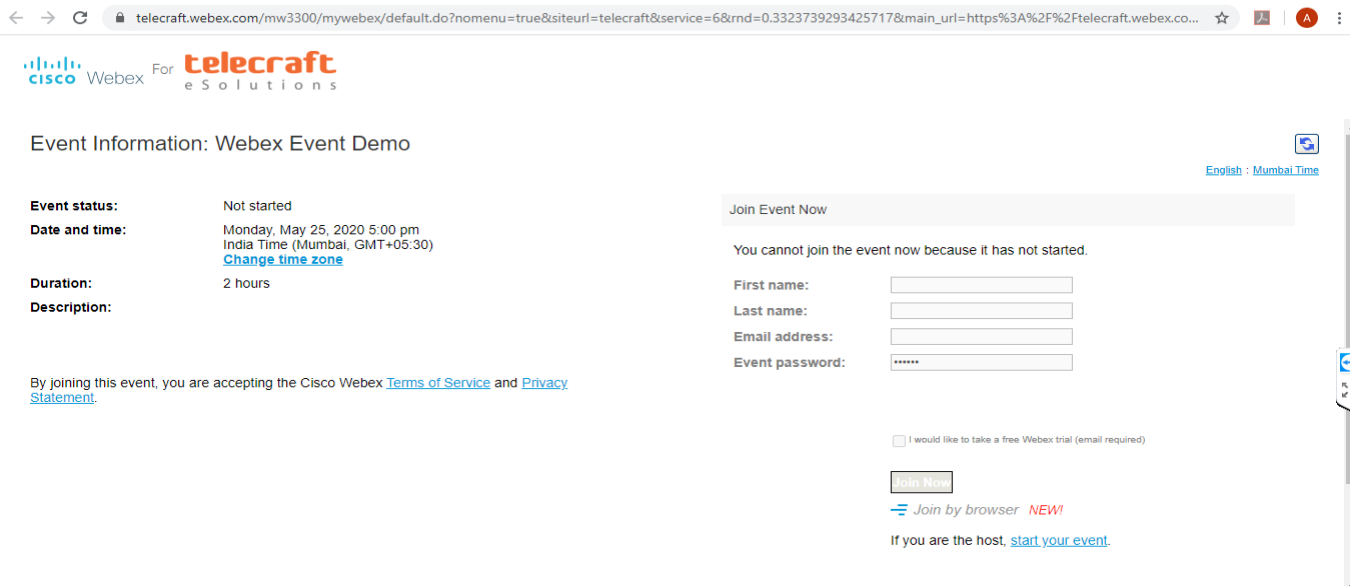


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:

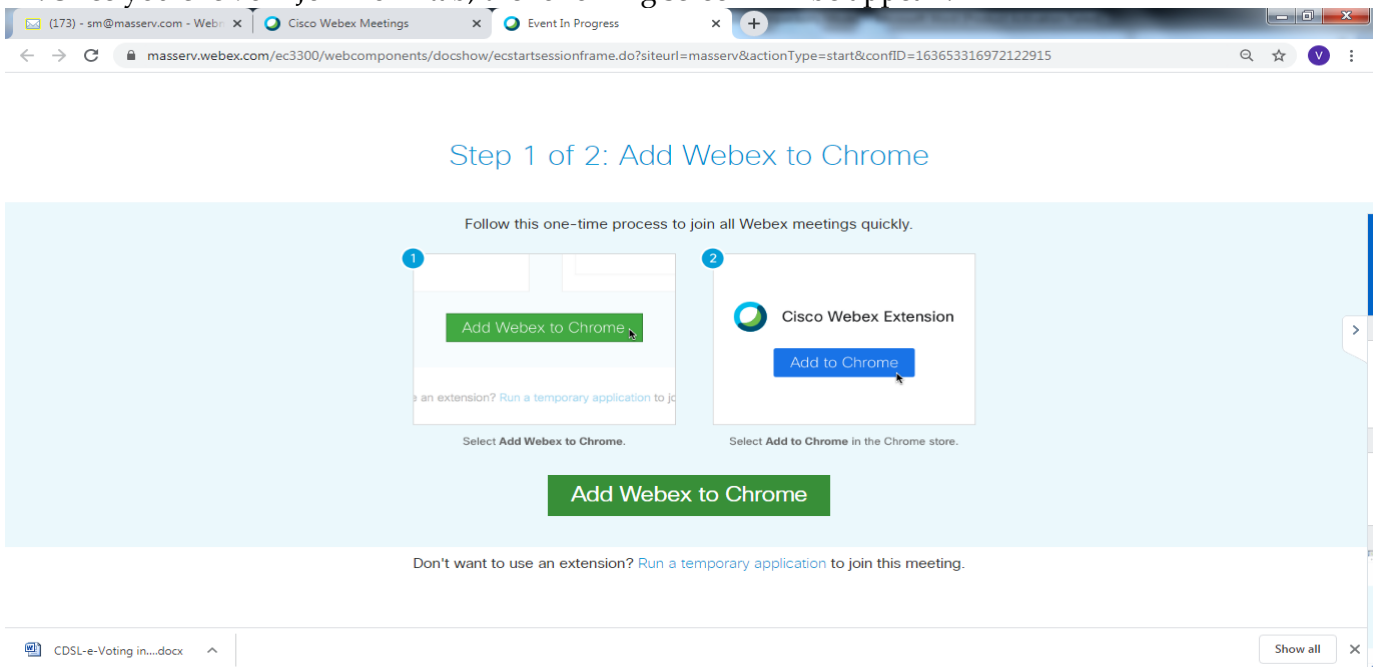


Fill the details as:

- In the "Name" field - Enter your USERID as given in email
 - In the "last name" field - Enter your Name
 - In the "Email ID" field - Put your email ID
 - In the "Event password" field - Put the password as "cdsl@1234"
- Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

vii. Once you click on 'Join now' tab, the following screen will appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

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. 3 of the accompanying notice dated 20.08.2020

Item No. 3

Appointment of Mr. Vijay Pal Shukla (DIN: 01379220) as the Managing Director of the Company

Mr. Omprakash Ramashankar Pathak (DIN: 01428320) was appointed as the Managing Director of the Company w.e.f. 07th May, 2017 for a term of Three (3) years up to 06th May, 2020. Owing to personal reasons, Mr. Omprakash Ramashankar Pathak tendered his resignation from the post of Managing Director of the Company w.e.f. 07.05.2020. Therefore, the Board of the Company in its meeting held on 05th May, 2020 approved the change in Designation of Mr. Omprakash Ramashankar Pathak (DIN: 01428320) from the post of Managing Director of the Company to the Non-Executive Director of the Company.

Also further that in accordance with the provisions of Section 196, 197, 203 and the rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V

thereto and subject to approval of shareholders of the company and pursuant to the recommendation of Nomination and Remuneration Committee of the board, the Board of Directors in their meeting held on 05.05.2020 had accorded change in designation of Mr. Vijay Pal Shukla (DIN : 01379220) as Managing Director of the Company for a period of 3 (Three) years with effect from 7th May, 2020 to 6th May, 2023 and his term of office shall be liable to retire by rotation.

In the opinion of the Board, Mr. Vijay Pal Shukla fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as the Managing Director. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijay Pal Shukla as the Managing Director.

Accordingly, In compliance with the provisions of Section 196, 197, 203 and the rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V thereto, the Board recommends the resolution in relation to the appointment of Mr. Vijay Pal Shukla as the Managing Director before the Members in general meeting for their approval.

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)

Name and Age of Director	Mr. Vijay Pal Shukla, 52 years
Date of Birth	15.07.1968
DIN	01379220
Qualification	Under Graduate
Expertise in specific functional areas	Mr. Vijay Pal Shukla has a vast experience in Administration and Field Work.
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	13/05/2008
Directorship held in other Listed companies and Unlisted companies	1) Bits Limited 1) Tactfull Investments Limited 2) Ujjwal Limited 3) Vizwise Commerce Private Limited 4) SPG Finvest Private Limited 5) Ujjwal Infrastructure Private Limited 6) Mili Investment And Trades Private Limited 7) Mitika Traders Private Limited
No. of Board Meeting attended during the year 2019-20	7
Membership/Chairmanship of the Committees across the Companies*	Member - 3 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. Vijay Pal Shukla aged 52 years is associated with the company from more than 12 years. He has a vast experience in Administration and Field Work.

*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/-
Vijay Pal Shukla
(Managing Director)
DIN: - 01379220**

**Date: 20.08.2020
Place: New Delhi**

**Address: 4/18, Shashi Building,
Asaf Ali Road, New Delhi - 110002**