



# Panafic Industries Ltd.

Regd. Off.: 23, IInd Floor, North West Avenue, Club Road,  
West Punjabi Bagh, New Delhi-110026  
Ph. : 011-25223461, 25221200  
E-mail : panafic.industrials@gmail.com  
Website : www.panaficindustrialsltd.com  
CIN : L45202DL1985PLC019746

October 18, 2017

To,

Head - Listing Operations,  
BSE Limited,  
P.J Towers, Dalal Street,  
Mumbai - 400001

Delhi Stock Exchange Limited  
DSE House,  
3/1, Asaf Ali Road,  
New Delhi - 110002

**Subject:** Submission of 32<sup>nd</sup> Annual Report of M/s Panafic Industries Limited pursuant to Regulation 34 of the SEBI(LODR) Regulations, 2015

Dear Sir/Ma'am,

In reference to the aforesaid subject, we are submitting herewith 32<sup>nd</sup> Annual Report for the financial year 2016-2017 of M/s Panafic Industries Limited pursuant to Regulation 34 of the SEBI(LODR) Regulations, 2015.

You are requested to take the same on your records.

Thanking You,

For **Panafic Industries Limited**

*Ronika Bharara*  
Ronika Bharara  
Company Secretary





# Panafic Industrials Ltd.

Regd. Off.: 23, IInd Floor, North West Avenue, Club Road,  
West Punjabi Bagh, New Delhi-110026  
Ph. : 011-25223461, 25221200  
E-mail : panafic.industrials@gmail.com  
Website : www.panaficindustrialsltd.com  
CIN : L45202DL1985PLC019746

## FORM A

S.No.	Particular	Information
1.	Name of the Company	Panafic Industrials Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2017
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	NA
5.	Signed by	Managing Director Chairman of Audit Committee

For Panafic Industrials Limited

*Sarita Gupta*

Sarita Gupta  
Managing Director



*Sanjeev Kumar*

Sanjeev Kumar  
Chairman of Audit Committee





# **PANAFIC INDUSTRIALS LIMITED**

CIN: L45202DL1985PLC019746

## ***32<sup>ND</sup> ANNUAL REPORT***

*For Financial Year 2016-17*

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mrs. Sarita Gupta: Director

Ms. Renu: Director

Mr. Sanjeev Kumar : Independent Director

Mr. Ankur Sharma : Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Ronika Bharara

**STATUTORY AUDITORS**

Rohit Suri and Associates,

Chartered Accountants

7-Sharda Niketan

Pitampura, New Delhi-110034

Contact Person: Mr. Rohit Suri

**REGISTRAR & TRANSFER AGENT**

Skyline Financial Services Private Limited

D-153A, First Floor, Okhla Industrial Area, Phase-I,

New Delhi-110020

**ANNUAL GENERAL MEETING**

Date : 29<sup>th</sup> September, 2017

Time : 9.30 A.M.

Day : Friday

Venue : 23, II<sup>nd</sup> Floor, North West Avenue, Club Road,  
West Punjabi Bagh, New Delhi-110026

**NAME OF THE STOCK EXCHANGES AT WHICH THE COMPANY'S SHARES ARE LISTED**

BSE Limited

The Delhi Stock Exchange

**REGISTERED OFFICE**

23, II Floor, North West Avenue,

Club Road, West Punjabi Bagh,

New Delhi-110026

## CONTENTS

1.	<i>Notice</i>	4-10
2.	<i>Directors' Report</i>	11-18
3.	<i>Auditors' Report on Financial Statement</i>	19-24
4.	<i>Balance sheet</i>	25
5.	<i>Statement of Profit and Loss Account</i>	26
6.	<i>Cash Flow Statement</i>	27-28
7.	<i>Significant Accounting Policies and Notes to Financial Statements</i>	28-44
8.	<i>Annexure I</i>	45-48
9.	<i>Annexure II</i>	48-51
10.	<i>Attendance Slip/E-voting Particulars</i>	52
11.	<i>Proxy Forms</i>	53-54
12.	<i>Polling Paper</i>	55

**NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of the Company will be held on **Friday, the 29<sup>th</sup> day of September, 2017 at 9.30 A.M.**, at the registered office of the company to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited Balance Sheet for the Financial Year ended 31st March, 2017, the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of **M/s Rohit Suri and Associates** as the Statutory Auditors of the Company and to fix their remuneration in terms of Section 139, and Section 142 of the Companies Act, 2013 and for that purpose pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the company hereby ratifies the appointment of **M/s Rohit Suri and Associates**, Chartered Accountants, (Firm Registration No. 012259N) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting, and on such remuneration as may be decided by the Board of Directors of the Company.”

**SPECIAL BUSINESSES:****ITEM NO. 4****APPOINTMENT OF MRS. SARITA GUPTA AS MANAGING DIRECTOR**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to appoint Mrs. Sarita Gupta (DIN: 00113099) as Managing Director of the Company for a term of 5 (five) years commencing from 28<sup>th</sup> August, 2017, whose office shall not be liable to retire by rotation, upon such terms and conditions (without remuneration) as set out in the explanatory statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Mrs. Sarita Gupta.”

**ITEM NO. 5****APPROVAL OF BORROWING LIMITS OF THE COMPANY**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** in supersession to all the resolution passed earlier by the company with respect to the Borrowing Powers of the Board of Directors and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, upon such terms and conditions and with/without security, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is **Rs 10/- (Rupees Ten Crores only)** over and above the aggregate of the paid-up share capital of the Company and its free reserves and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

#### ITEM NO. 6

#### APPROVAL FOR CREATION OF CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for mortgaging/charging all or any of the immovable and movable properties of the company both present and future and the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions, as may be agreed between the Board and the Lenders to secure the loans/borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding **Rs. 10/- (Rupees Ten Crores Only)** at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any of its duly constituted committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board

Sd/-

Ronika Bharara

Company Secretary

Place: Delhi

Date: 06<sup>th</sup> September, 2017

**NOTES:**

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT HOTEL AURA GRAND, 445, JAGRITI ENCLAVE, NEW DELHI- 110092 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.***
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
4. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
5. Members who have not registered their e-mail addresses with the Company are requested to register the same for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **22/09/2017 to 29/09/2017 (both days inclusive)** in connection with AGM.

**7. Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide the Members, facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the company.

**INSTRUCTIONS FOR E-VOTING**

- (i) The voting period begins on 26<sup>th</sup> September, 2017 at 9:00 A.M. and ends on 28<sup>th</sup> September, 2017 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now enter your User ID which is:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for Panafic Industrials Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.4****Appointment of Mrs. Sarita Gupta as Managing Director:**

With the enactment of the Companies Act, 2013, it has become mandatory for the Company to appoint a Managing Director who shall hold the position of a Key Managerial Personnel in the Company pursuant to the provisions of Section 203. Also keeping in view the management's outlook towards increasing the scale of operations of the Company and the current scenario of the Company in which it is making endeavors to get listed on Bombay Stock Exchange, it becomes necessary for the Company to have a whole time executive on its Board who will look after the overall functioning of the Company, will be assuming full accountability to the Board for all the operations and shall also be responsible for formulating and successfully implementing the policies of the Company.

On recommendation of the Remuneration Committee of the Company, the Company has decided to appoint Mrs. Sarita Gupta as Managing Director of the Company.

The Board of Directors of the Company believes that his managerial abilities and analytical skills will help the Company in directing its strategies towards its profitable growth and operation and will help the Company walk along the path of success and achieve its vision and mission.

Therefore, the Directors of your company recommend the aforesaid resolution for your consideration and approval.

None of the Directors, except Mrs. Sarita Gupta is, in any way, concerned or interested in the proposed resolution.

**Terms & Conditions of Appointment and Remuneration:**

The terms & conditions of Appointment of Mrs. Sarita Gupta are as under:

1. She shall hold his office for a term of five years from the date of appointment. However, the Board (powers vested in Remuneration Committee) as well as the proposed Managing Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.
2. She shall not be liable to retire by rotation.
3. She shall not be eligible to draw any remuneration from the Company in the capacity of Managing Director.
4. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
5. The Managing Director and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
6. The Managing Director shall adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

**ITEM NO.5****Approval of Borrowing Limits of the Company**

In order to meet the working capital requirements and in suppression to all the resolutions passed earlier by the company with respect to the borrowing powers of the Board of Directors, it is proposed to enhance the borrowing limits pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the tune of Rs 10 Crores.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up capital and free reserves, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, except with the consent of the company accorded by way of a Special Resolution.

Approval of members is being sought to borrow money up to the limit of **Rs. 10/- (Rupees Ten Crores)** in excess of the aggregate of the paid up share capital and free reserves of the Company. The resolution is accordingly recommended for approval by the members of the Company as a Special Resolution under the Act.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is concerned or interested in any manner in the proposed resolution.

**ITEM NO. 6****Approval for Creation of Charge/ Mortgage on the Assets of the Company**

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, the consent of the members by a special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks etc. for availing terms loan/other secured borrowings is regarded as disposal of the Company's properties /undertakings, it is necessary for the members to pass the Resolution under Section 180(1)(a) of the Companies Act, 2013 by way of Special Resolution.

Accordingly, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security up to limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the above resolution for your approval as a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution

**By Order of the Board**  
Sd/-  
**Ronika Bharara**  
Company Secretary

**Place: Delhi**

**Date: 06<sup>th</sup> September, 2017**

**DIRECTORS' REPORT**

To  
The Members  
**Panafic Industrials Limited**

Your Directors are pleased to present the 32<sup>nd</sup> *Annual Report* on the business operations and financial performance of the company for the financial year ended on 31<sup>st</sup> March 2017.

**FINANCIAL RESULTS**

( In Lacs)

Particulars	For The Year Ended	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Sales/ Operating Income	584.53	93.07
Other Income	-	-
<b>Total Revenue</b>	<b>584.53</b>	<b>93.07</b>
Expenses:-		
Purchase of Stock in trade	460.00	-
Changes in Inventory of Stock -in-Trade	-	-
Employee Benefit Expenses	33.28	33.05
Depreciation and Amortisation Expenses	0.35	-
Administrative & Other expenses	26.79	34.60
Contingent Provision For Standard Assets	1.51	(0.09)
<b>Total Expenses</b>	<b>521.93</b>	<b>67.56</b>
Profit Before Tax	62.61	25.51
Less: Current Tax	18.69	7.88
Deferred Tax	(0.49)	0.06
Prior Period Tax Adjustment	-	-
<b>Profit/(Loss) After Tax</b>	<b>44.41</b>	<b>17.57</b>

**BUSINESS REVIEW**

Financial year 2016-17 concluded with a Net Profit of **Rs. 44,41,432/-** for the company which is Rs. 26,83,950/- more than the previous financial year 2015-16. Sincere efforts were made at all levels of the organization to cut costs and also to keep the expenses in check despite the inflationary tendencies of the market.

**TRANSFER TO RESERVES IN TERMS OF SECTION 45-IC OF THE RESERVE BANK OF INDIA ACT, 1934**

In order to ensure compliance with Section 45-IC of the Reserve Bank of India Act, 1934, the Company has, for the financial year ended 31st March, 2017 transferred Rs.8,88,286/- in respect of current year's profit to Statutory Reserve Fund from General Reserve. The total amount accumulated in Statutory Reserve Fund is Rs. 18,64,650/- on 31<sup>st</sup> March, 2017.

**MATERIAL CHANGES****CHANGE IN CONTROL AND MANAGEMENT OF THE COMPANY**

During the financial year, the Company received the resignation of Mr. Rajeev Kumar Gupta from the position of Managing Director of the company, the Board of directors approved the same w.e.f January 03, 2017 in the duly held board meeting

Further, the Company wished for the re-appointment Ms. Renu (DIN: 03572788), who retires by rotation in our ensuing 32<sup>nd</sup> Annual General Meeting as per the requirement of Section 152(6) of the Companies Act, 2016 and being eligible to offer herself for re-appointment.

#### **Company Secretary & Compliance Officer**

The Companies Act, 2013 has mandated the appointment of Company Secretary in all listed Companies. Therefore, Ms. Ronika Bharara, a member of the Institute of Company Secretaries of India, was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 10<sup>th</sup> June, 2015 upon recommendation and approval by the Remuneration Committee and the Board.

*\*The same detail has already been given in our last report.*

#### **Internal Auditor**

The Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Company has appointed Mr. Vijay Kataria, Chartered Accountant, having ICAI Membership No. 534458 as an Internal Auditor of the Company in the Board Meeting held on 31<sup>st</sup> March, 2015.

*\*The same detail has already been given in our last report.*

#### **Chief Financial Officer**

Pursuant to Section 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014, the Board at its meeting held on 6<sup>th</sup> September, 2014 has appointed Mrs. Sarita Gupta as the Chief Financial Officer (CFO).

#### **DIVIDEND**

The Management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2017-18.

#### **PUBLIC DEPOSITS**

Pursuant to the provisions of Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998, as amended time to time, the Board of Directors of the Company have re-confirmed in the Board Meeting held on 30<sup>th</sup> May, 2017, that the Company had neither accepted any public deposits in the past nor it was holding any public deposits on the date of that Board Meeting and that the Company will not accept any public deposits in future without prior written permission of Reserve Bank of India

#### **STATUTORY AUDITORS**

The Board recommends to ratify the appointment of M/s Rohit Suri & Associates, Chartered Accountants, Statutory Auditors of the Company, 7, Sharda Niketan, Pitampura, New Delhi-110034 as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting. The Company has received a letter from them to the effect that their reappointment, if made, will be in accordance with the provisions of section 139 & 141 of the Act, and are eligible for re-appointment, holding peer review certificate.

There is no qualification, reservation or adverse remark in the report.

### **AUDITORS' OBSERVATION**

The Auditors Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

### **DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Sanjeev Kumar and Mr. Ankur Sharma Independent Directors of the Company have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2016 read with relevant rules thereto.

### **RISK MANAGEMENT**

The Company does not have any formal Risk Management Policy as the elements of risk threatening the company are very minimal. However, on discretionary basis the Company has constituted the Risk Management Committee to cope up with adequate processes and procedures in place to mitigate risks of various kinds, if any, but as no such matter comes before the Board till date, no meeting held as such.

### **INTERNAL CONTROL SYSTEM**

The Company has an adequate system of internal control covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintenance of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting.

### **COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:**

The Company's policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualification, positive attributes, independence of directors and other related matters has been devised as per the provisions given under Section 178(3) of Companies Act, 2013.

However, the Company has constituted its Nomination and Remuneration Committee as per the provisions of Section 178(1) of Companies Act, 2013 for aforesaid rationale.

### **DIRECTORS**

None of the Directors of the Company are disqualified under the provision of Section 164 and 165 of the Companies Act, 2013 as applicable on the date of this Directors' Report.

As on date of this report, the composition of Board is as follows:

S. No.	Name of the Director	DIN	Designation	Date of Appointment	Date of Cessation
1.	Mrs. Sarita Gupta	00113099	Director	17/07/2014	
2.	Ms. Renu	03572788	Director	30/09/2014	
3.	Mr. Ankur Sharma	06625403	Director	09/07/2013	-
4.	Mr. Sanjeev Kumar	06625416	Director	09/07/2013	

### **MEETINGS OF THE BOARD**

Eight Board Meetings were held during the year 2016-2017 and the gap between two meetings did not exceed four months. The details of which are as follows:

Serial No	Date of Board Meeting
1.	May 30, 2016
2.	August 13, 2016
3.	August 27, 2016
4.	November 04, 2015
5.	January 03, 2017
6.	January 16, 2017
7.	February 10, 2017
8.	March 31, 2017

### **DIRECTORS ATTENDANCE RECORD AND DETAILS OF DIRECTORSHIPS HELD**

Name of the Directors	No. of Board Meetings attended during Financial Year 2016 – 2017	Whether Previous AGM attended or not	No. of other Directorship in other Public Companies*
Mr. Rajeev Kumar Gupta	5	Yes	Nil
Mrs. Sarita Gupta	8	Yes	1
Mr. Ankur Sharma	8	Yes	Nil
Mr. Sanjeev Kumar	8	Yes	Nil
Ms. Renu	8	Yes	Nil



**COMMITTEES*****Audit Committee***

S. No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Rajeev Kumar Gupta	Member and Director	Executive Director
2.	Mr. Ankur Sharma	Director	Non-Executive Independent Director
3..	Mr. Sanjeev Kumar	Chairman of the Committee	Non-Executive Independent Director

**Meetings and Attendance during the year**

Four Audit Committee Meetings were held during the year 2016-2017. The dates on which the said meetings were held are as follows:

S.No.	Date of Meeting	Committee Strength	No. of Members Present
1.	May 30, 2016	3	3
2.	August 13, 2016	3	3
3.	November 4, 2016	3	3
4.	February 10, 2017	2	2

***Nomination and Remuneration Committee***

The Remuneration Committee has been reconstituted and presently comprises of the following Directors:

S. No.	Name of the Director	Designation	Nature of Directorship
1.	Mr. Ankur Sharma	Member	Non-Executive Independent Director
2.	Mr. Sanjeev Kumar	Member and Chairman	Non-Executive Independent Director
3.	Mrs. Sarita Gupta	Member	Non-Executive Director

**Meetings and Attendance during the year**

One Nomination and Remuneration Committee Meeting was held during the year 2016-17. The dates on which the said meetings were held are as follows:

S.No.	Date of Meeting	Committee Strength	No. of Members Present
1.	January 03, 2017	3	3

***Shareholder's/ Investor Grievance Committee***

S. No.	Name of the Director	Designation	Nature of Directorship
1.	Mrs. Sarita Gupta	Chairperson	Non-Executive Director
2.	Mr. Sanjeev Kumar	Member	Non-Executive Independent Director

3.	Mr. Ankur Sharma	Member	Non-Executive Independent Director
----	------------------	--------	---------------------------------------

**Meetings and Attendance during the year**

Four Shareholder's/ Investor Grievance Committee Meetings were held during the year 2016-2017. The dates on which the said meetings were held are as follows:

S.No.	Date of Meeting	Committee Strength	No. of Members Present
1.	May 30, 2016	3	3
2.	August 13, 2016	3	3
3.	November 4, 2016	3	3
4.	February 10, 2017	3	3

**EXTRAORDINARY GENERAL MEETING**

No Extra Ordinary General Meeting was held during the year 2016-2017.

**LISTING AGREEMENT COMPLIANCES**

Your Directors are pleased to inform you that during the year under review all compliances related to listing agreement with BSE Limited and The Delhi Stock Exchange have been duly complied with.

**EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT-9 is annexed herewith as **Annexure-I**.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors hereby confirms and accepts the responsibility for the following in respect of the Audited Annual Accounts for the financial year ended March 31, 2017:

- i. That in the preparation of the annual accounts for the financial year ending 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are 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 and loss of the Company for that period;
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts of Company on a 'going concern' basis.
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantees or Investments, if any covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Power) Rules, 2014 are given in the Financial Statements.

**TRANSFER TO RESERVES**

The Company has not transferred any amount to the General Reserve.

**RELATED PARTY TRANSACTIONS**

Details of related party transactions that were entered into during the financial year, if any under the provisions of Section 188 of the Companies Act, 2013 are given in the Financial Statements. There are no materially significant related party transactions made by the company which may have potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required.

**POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company does not have developed and implemented any corporate social responsibility initiatives as the said provisions are not applicable to the Company.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE**

Since the Company does not own any manufacturing facility, the other particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable. Apart from that, there were no foreign exchange earnings or outgo of the company during the year under report.

**SECRETARIAL AUDIT REPORT**

As per the requirement of Section 204 read with Section 134(3) of the Companies Act 2013 and Rule 9 of Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 the Company has obtained a certificate from M/s Ajay Kumar and Associates, Company Secretaries, for the financial year ended March 31st, 2017, that the Company has complied with all provision of Companies Act, 1956 and Companies Act, 2013. The clauses referred to in compliance certificate are self-explanatory and, therefore do not call for any further comments. The extract of Secretarial Audit Report in form MR-3 is annexed herewith as “Annexure-II”

**PARTICULARS OF EMPLOYEES**

None of the Employees of the Company was in receipt of remuneration, which was more than the limits as prescribed under Section 197 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this Report.

**HUMAN RESOURCE DEVELOPMENT**

The Company believes that its people are the key differentiators, especially in the current knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements is an

ongoing process. The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in realizing the targeted projects of the Company. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders.

**APPRECIATION**

Your Directors wish to take this opportunity to offer sincere appreciation and acknowledge with gratitude the support and co-operation extended by the clients, vendors, bankers, registrar and share transfer agent, business associates, financial institutions, media and their agencies and look forward to their continued support and assistance. We place on record our appreciation of the contribution made by our employees at all levels. We look forward for such continued hard work, solidarity, cooperation and support.

The Board of Directors also wishes to place on record its gratitude for the faith reposed in the Company by the Securities and Exchange Board of India, the Reserve Bank of India and the Government of India.

**For and on behalf of the Board of Directors  
M/s Panafic Industrials Limited**

**Sd/-  
Sarita Gupta  
Director  
DIN: 00113099  
D-158, Pushpanjli Enclave,  
Pitam Pura, Delhi- 110034**

**Sd/-  
Renu  
Director  
DIN: 03572788  
H-3/197, Kuwar Singh Nagar, Najafgarh  
Road, Nangloi, Delhi-110041**

**Place: Delhi  
Date: 06<sup>th</sup> September, 2017**

**Independent Auditors' Report  
To the Members of Panafic Industrials Limited****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Panafic Industrials Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2017 ('Order'), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said Order.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as at 31 March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Audit and Auditors) Rules 2017, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period 8 November 2016 to 30 December 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management.

**FOR ROHIT SURI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 012259N**

**Sd/-  
ROHIT SURI  
PROPRIETOR  
M.NO.091064**

**PLACE : NEW DELHI  
DATED : 30-May-2017**

**Annexure A to the Independent Auditors' Report**

(Referred to in our report of even date)

- i. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified annually. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.  
According to the information and explanations given to us, no immovable property is owned by the Company. Hence, the provisions of paragraph (i)(c) of the Order is not applicable.
- ii. As informed to us, the inventory, which is in the nature of securities, has been physically verified by the management during the year, either by actual inspection or on the basis of statement received from depository participants in respect of shares held as inventory. In our opinion, the frequency of such verification is reasonable. No material discrepancies have been noticed on physical verification of inventory.
- iii. The Company has not granted any loans, secured or unsecured, to companies or other parties covered in the register maintained under Section 189 of the Act. According to the information and explanations given to us, we are of the opinion that there are no firms or limited liability partnerships covered in the register maintained under Section 189 of the Act.
- iv. According to the information and explanations given to us, in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as mentioned in the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.
- vi. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the Company. Hence, the provisions of paragraph 3(vi) of the Order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Value added-tax, Sales-tax, Cess, Duty of Excise and Duty of Customs.  
According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, Provident Fund, Service tax and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues on account of Income-tax, Provi and Service tax which have not been deposited with the appropriate authorities on account of dispute as at 2017.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any banks and financial institutions. The Company did not have any outstanding dues to debenture holders during the year.
- ix. According to the information and explanations given to us and our examination of the records of the Company, term loans have been obtained by the Company during the year and the same was utilized for the purpose it was taken. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Hence, the provisions of paragraph 3(xii) of the Order are not applicable.
- xiii. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, there are no transactions with the related parties which are not in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements, as required, by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- xv. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is already registered under Section 45-IA of the Reserve Bank of India Act, 1934. The copy of such registration has been obtained.

**FOR ROHIT SURI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 012259N**

Sd/-  
**ROHIT SURI  
PROPRIETOR  
M.NO.091064**

**PLACE : NEW DELHI  
DATED : 30-May-2017**



**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PANAFIC INDUSTRIALS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Panafic Industrials Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR ROHIT SURI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 012259N**

**Sd/-  
ROHIT SURI  
PROPRIETOR  
M.NO.091064**

**PLACE : NEW DELHI  
DATED :30-May-2017**

## BALANCE SHEET AS AT 31 MARCH, 2017

(All amounts are in Indian rupees)

Particulars	Note	As at	As at
	No.	31 March 2017	31 March 2016
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2.1	82,125,000	82,125,000
Reserves and surplus	2.2	10,344,383	5,872,134
<b>Non-Current Liabilities</b>			
Long-term borrowings	2.3	58,720,305	29,855,953
Long-term Provisions	2.4	383,842	185,529
<b>Current liabilities</b>			
Short-term borrowings	2.5	16,763,005	22,538,449
Trade payables	2.6		
-total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		4,361,830	9,782,710
Other current liabilities	2.7	1,998,507	474,196
Short-term provisions	2.8	598,978	108,345
		<b>175,295,850</b>	<b>150,942,316</b>
<b>Assets</b>			
<b>Non-current Assets</b>			
Fixed Assets	2.9	2,488,286	-
Intangible Assets		--	-
Non-current investments	2.10	25,190,000	25,190,000
Deferred tax assets (net)	2.11	55,159	87,780
Long-term loans and advances	2.12	143,020,412	79,300,323
<b>Current assets</b>			
Cash and bank balances	2.13	3,453,676	3,026,319
Short-term loans and advances	2.14	1,088,317	43,337,894
		<b>150,942,316</b>	<b>155,616,388</b>

**Significant accounting policies and notes to the financial statements**

1, 2

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

**For Rohit Suri & Associates****Chartered Accountants**

Firm Registration No.: 012259N

Sd/-

**Rohit Suri**

Proprietor

Membership No.: 091064

Place: New Delhi

Date: 30.05.2017

For and on behalf of Board of Directors of

**Panafic Industrials Limited**

Sd/-

**Sarita Gupta**  
Chief Financial Officer  
DIN: 00113099

Sd/-

**Sanjeev Kumar**

Director

DIN: 06625416

Sd/-

**Ronika Bharara**

Company Secretary

Membership No.: 39463

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2017

(All amounts are in Indian rupees)

Particulars	Note	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>Revenue</b>			
Revenue from Operations	2.15	12,449,300	9,306,727
Other income	2.16	4,425	-
<b>Total revenue</b>		<b>12,453,725</b>	<b>9,306,727</b>
<b>Expenses</b>			
Employee benefits expense	2.17	3,327,635	3,304,739
Other expenses	2.18	1,082,171	1,273,154
Finance Cost	2.19	1,768,658	2,178,075
Depreciation and amortisation	2.9	34,542	2,303,223
<b>Total expenses</b>		<b>6,213,006</b>	<b>6,755,967</b>
<b>Profit before tax</b>		<b>6,240,719</b>	<b>2,550,760</b>
<b>Tax expense</b>			
Current income-tax		1,817,904	787,551
Deferred tax charge/ (credit)		46,200	(5726)
<b>Profit after tax for the year</b>		<b>4,376,615</b>	<b>1,757,483</b>
<b>Earnings per equity share (par value Rs. 1/- per share)</b>			
Basic and diluted earnings per share (Rs.)	2.22	0.05	0.02

**Significant accounting policies and notes to the financial statements**

1, 2

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

**For Rohit Suri & Associates***Chartered Accountants***Firm Registration No.: 012259N**

Sd/-

**Rohit Suri****Proprietor****Membership No.: 091064**

Place: New Delhi

Date: 30.05.2017

*For and on behalf of Board of Directors of***Panafic Industrials Limited**

Sd/-

**Sanjeev Kumar**

Director

DIN: 06625416

Sd/-

**Sarita Gupta**

Chief Financial Officer

DIN: 00113099

Sd/-

**Ronika Bharara**

Company Secretary

Membership No.: 39463

## Cash Flow Statement for the year ended 31 March, 2017

(All amounts are in Indian rupees)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>Cash Flow from Operating Activities</b>		
Profit Before Tax	6,240,719	2,550,759
<b>Add:</b>		
Depreciation and amortisation	34,542	-
Provision for standard assets	172,022	192,217
Provision for Income Tax	598,978	-
<b>Operating profit before working capital changes</b>	<b>7,046,260</b>	<b>2,742,976</b>
Adjustments for:		
(Increase)/ decrease in inventories	-	-
(Increase)/ decrease in trade receivables	-	1,825,000
(Increase)/ decrease in loans and advances	42,249,577	84,505,815
(Increase)/ decrease in other current assets	-	-
Increase/ (decrease) in Short Term Borrowings	(5,775,444)	-
Increase/ (decrease) in trade Payables	(5,420,880)	9,722,511
Increase/ (decrease) in other current liabilities	1,524,311	(14,011,798)
Increase/ (decrease) in short term provisions	-	(350,921)
<b>Cash generated from operations</b>	<b>39,623,824</b>	<b>84,433,581</b>
Income taxes paid (net of refund)	(1,817,904)	(787,551)
Deferred Tax (Assets)	49,433	-
<b>Net cash from/ (used in) Operating Activities (A)</b>	<b>37,855,353</b>	<b>83,646,030</b>
<b>Cash Flow from Investing Activities</b>		
Purchase of fixed assets	(2,522,828)	-
Long - term loans and advances	(63,720,089)	-
Deferred tax asset	(49,433)	(12,880,000)
<b>Net cash from/ (used in) Investing Activities (B)</b>	<b>(66,292,350)</b>	<b>(12,880,000)</b>
<b>Cash Flow from Financing Activities</b>		
Interest paid on term loans and bank overdrafts \	-	(1,983,562)
Proceeds from car loan	-	-

Proceeds from/(repayment of) -long/short term borrowings (net)	28,864,352	(74,300,323)
<b>Net cash from/ (used) in Financing Activities (C)</b>	<b>28,864,352</b>	<b>(76,283,885)</b>
<b>Net increase/ (decrease) in cash or cash equivalents (A+B+C)</b>	<b>427,357</b>	<b>(5,517,854)</b>
Cash and Cash Equivalent at the beginning of the year (refer Note 2.16)	3,026,319	8,544,173
<b>Cash and Cash Equivalent at the end of the year (refer Note 2.16)</b>	<b>3,453,676</b>	<b>3,026,319</b>

**Notes:**

- The Cash Flow Statement has been prepared in accordance with the indirect method specified in AS-3, 'Cash Flow Statement' as notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2006.
- 1 Include both long-term and short-term assets/ liabilities.

As per our report of even date attached

*For Rohit Suri & Associates*  
*Chartered Accountants*  
Firm Registration No.: 012259N

Sd/-  
**Rohit Suri**  
Proprietor  
Membership No.: 091064

Place: New Delhi  
Date: 30.05.2017

*For and on behalf of Board of Directors of*  
**Panafic Industrials Limited**

Sd/-  
**Sarita Gupta**  
Chief Financial Officer  
DIN: 00113099

Sd/-  
**Sanjeev Kumar**  
Director  
DIN: 06625416

Sd/-  
**Ronika Bharara**  
Company Secretary  
Membership No.: 39463

**Significant accounting policies and notes to the financial statements for the year ended 31 March 2016**  
(All amounts are in Indian Rupees)

**1(a). COMPANY OVERVIEW**

M/s Panafic Industrials Limited is a Non-Banking Financial Company incorporated under the provisions of Companies Act, 1956 on 01st January, 1985 having its registered office in Delhi, with the objective of carrying on the business of financing industrial enterprises by way of making loans and advances, purchase or otherwise acquire, erect, maintain, sell, give on lease or hire all kinds of movable or immovable properties, assets, equipments, articles, plants, machineries, factories, furniture, fixtures, buildings, goods or things of any description that the Company may deem fit.

**1(b). SIGNIFICANT ACCOUNTING POLICIES**

**(i) Basis of preparation**

The Financial Statements are prepared under the historical cost convention on a going concern basis, on the, accrual basis of accounting, in accordance with the Generally Accepted Principles (GAAP) in India and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, to the extent applicable, as adopted consistently by the Company.

**(ii) Current–non-current classification**

All Assets and Liabilities have been classified as current and non current as per the normal operating cycle and the criteria set out in Revised Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current/ non current classification of assets and liabilities.

**(iii) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimate and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of financial statements and the result of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and the future period.

**(iv) Revenue recognition**

- a) Income from Interest on financing activities is recognised on accrual basis.
- b) In respect of other heads of Income & Expenditure, the Company follows the practice of recognizing expenses and income on accrual basis.
- c) Income from trading in securities comprises of Profit/ Loss on sale of securities held as stock in trade and profit/ loss on equity and derivative instruments. Profit/ Loss on sale of securities are determined based on the FIFO cost of the securities sold and is accounted for on the trade date of transaction.

**(v) Impairment**

The carrying amounts of assets are reviewed at each Balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available to use, the recoverable amount is estimated at each Balance Sheet date. An impairment loss is recognized whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of Profit and Loss Account. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss has been recognized.

**(vi) Investments**

Investments are classified into non-current investments and current investments based on intent of management at the time of making the Investment. Investments which are intended to be held for more than one year are classified as non current investments and those which are intended to be held for less than one year are classified as current investments. Long term investments are valued at cost unless there is diminution, other than temporary, in their value. Current investments are valued at lower of cost or market value.

**(vii) Inventories**

The Inventories of stock and securities have been valued at lower of cost or market value.

**(viii) Employee benefits**

The Company's obligation towards various employee benefits is recognized as follows :

**Short-term employee benefits**

- a. All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the Statement of Profit and Loss in the period/ year in which the employee renders the related service.
- b. Employee entitlements to annual leave are recognized when they accrue to the eligible employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by the eligible employees up to the Balance Sheet date.

**(ix) Current and deferred tax**

Income tax expense comprises of current tax (i.e amount of tax for the period/ year determined in accordance with the Income Tax Law) and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting income and taxable income for the period/ year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.

Deferred tax assets are reviewed as at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realized.



**(x) Leases**

Lease payments under operating lease are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

**(xi) Provision, contingent liabilities and contingent assets**

The Company creates provisions only when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate that can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent asset are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognised in the period in which change occurs.

**(xii) Earnings per share**

Basic earnings per share are computed using weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using weighted average number of equity and dilutive potential equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

**(xiii) Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

As per our report of even date attached

**For Rohit Suri & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 012259N**

Sd/-  
**Rohit Suri**  
**Proprietor**  
**Membership No.: 091064**

*For and on behalf of Board of Directors of*  
**Panafic Industrials Limited**

Sd/-  
**Sanjeev Kumar**  
Director  
DIN: 06625416

Sd/-  
**Sarita Gupta**  
Chief Financial Officer  
DIN: 00113099

Sd/-  
**Ronika Bharara**  
Company Secretary  
Membership No.: 39463

Place: New Delhi  
Date: 30.05.2017

## Significant accounting policies and notes to the financial statements for the year ended 31 March, 2016

(All amounts are in Indian Rupees)

## 2. Notes to the Financial Statements

Particulars	As at 31 March 2017	As at 31 March 2016
<b>2.1(a): Share Capital</b>		
<b>Authorized</b>		
100,000,000 equity shares of face value of Re. 1/- each	100,000,000	100,000,000
<b>Issued, subscribed and fully paid-up:</b>		
8,212,5000 equity shares of face value of Re. 1/- each	82,125,000	82,125,000
	<b>82,125,000</b>	<b>82,125,000</b>

**2.1(b): Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

Amount  Rs.)	As at 31 March 2017			As at 31 March 2016		
	Number	Face Value	Amount (in Rs.)	Number	Face Value	Amount (in Rs.)
	At the beginning of the year Equity Shares of Face value of Rs. 10/- each	8,212,500	10	82,125,000	8,212,500	10
Add: Issued during the period	-	-	-	-	-	-
Less: Bought back during the year	-	-	-	-	-	-
<b>Outstanding at the end of the year</b> <b>82,125,000</b>	<b>1</b>	<b>1</b>	<b>82,125,000</b>	<b>8,212,5000</b>	<b>1</b>	<b>82,125,000</b>

**2.1(c): Rights, preferences and restrictions attached to the share capital**

The Company has only one class of shares referred to as equity shares having face value of Re. 1 each. Each holder of one equity share is entitled to one vote per share. The paid-up equity shares of the company rank pari-passu in all respects including dividend.

In the event of liquidation of the Company, the holders of shares shall be entitled to receive remaining assets, if any, of the Company after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders. The company has neither issued any bonus issue of shares nor any buy back of shares since incorporation and in the current year.

**2.1(d): Shares held by shareholders holding more than 5% shares**

Name of the shareholder	Number of shares as at 31 March 2017	Number of shares as at 31 March 2016
Vimalchand Karamchand Ranka	5,003,674	5,003,674
Lalit Mohanlal Jain	-	7,311,634

	As at 31 March 2017	As at 31 March 2016
<b>2.2: Reserves and surplus</b>		
<b>Statutory reserve fund</b>		
Opening balance	976,364	624,868
Add: Addition during the year	883,526	351,496
	1,859,890	976,364
<b>General reserve</b>		
Opening balance	4,895,770	3,159,029
Transfer during the year	3,588,723	1,736,741
	<b>8,484,493</b>	<b>4,895,770</b>

**Surplus**

<b>10,344,383</b>	<b>5,872,134</b>
-------------------	------------------

**2.3 Long-Term Borrowings**

	As at 31 March 2017	As at 31 March 2016
<b>Secured</b>		
Car Loan from Bank*	1,850,267	-
<b>Unsecured</b>		
Loans repayable on demand from others**	56,870,038	29,855,953

\* The loan is secured by hypothecation of vehicle, repayable in 60 equal monthly installments of Rs. 45,972/- starting from the date of loan, 10 March 2017. The 12 monthly installments (excluding interest) as at Balance Sheet date amounting to Rs. 374,733 (previous year Nil) have been classified as 'current maturities of long term borrowings, under 'other current liabilities'. Interest rate is 8.80% per annum (previous year Nil).

\*\* Interest rate varies from 9% to 12% per annum (previous year 9% to 12%)

**2.4: Long-term provisions**

Provision for standard assets	383,842	185,529
	<b>383,842</b>	<b>185,529</b>

**2.5: Short-term borrowings**

<b>Unsecured</b>		
Loans repayable on demand from others *	16,763,005	22,538,449
	<b>16,763,005</b>	<b>22,538,449</b>

\* Interest rate varies from 9% to 12% per annum (previous year 9% to 12%)

**2.6: Trade payables**

Payables against goods and services

(a) Total outstanding dues of micro enterprises and small enterprises *	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	4,361,830	9,782,710
	<b>4,361,830</b>	<b>9,782,710</b>

\* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2017 and 31 March 2016.

**2.7: Other current liabilities**

Current maturities of long term debt *	374,733	-
Salary, bonus and other employee payables	1,448,560	258,160
Withholding and other taxes payable	175,214	216,036
	<b>1,998,507</b>	<b>474,196</b>

\* refer to Note 2.3

**2.8: Short-term provisions**

Provision for income-tax [net of advance tax Rs. 1,218,926 (previous year Nil)]	598,978	-
Provision for standard assets	-	108,345
	<b>598,978</b>	<b>108,345</b>

# refer to Note 2.26

**2.9: Fixed assets**

Particulars	Gross block				Accumulated depreciation/ amortisation				Net block	
	As at	Additions	Deletions	As at	As at	Depreciation	Deletions	As at	As at	As at
	1 April 2016	during the year	during the year	31 March 2017	1 April 2016	charge for the year	during the year	31 March 2017	31 March 2017	31 March 2016
<b>Tangible assets</b>										
Vehicles	-	2,522,828	-	2,522,828	-	34,542	-	34,542	2,488,286	-
	-	-	-	-	-	-	-	-	-	-
<b>Grand total (I+II)</b>	-	<b>2,522,828</b>	-	<b>2,522,828</b>	-	<b>34,542</b>	-	<b>34,542</b>	<b>2,488,286</b>	-
<i>Previous year total</i>	-	-	-	-	-	-	-	-	-	-
<i>figures in brackets relates to previous year</i>										

As at  
31 March 2017      As at  
31 March 2016

**2.10: Non-current investments (non-trade, at cost)****A. Investment in equity instruments****Quoted****Fully paid up of face value Rs. 10 each**

1,231,000 (Previous year 1,231,000) Shares of Croitre Industries Limited

12,310,000

12,310,000

**Fully paid up of face value Rs. 1/- each**

140,000 (previous year Nil) warrants of Capital Trade Links Limited

12,880,000

12,880,000

**25,190,000****25,190,000**

Aggregate market value of quoted investments

-

-

Aggregate book value of quoted investments

25,190,000

25,190,000

**2.11: Deferred tax assets (net)**

Difference between carrying cost of fixed assets as per Companies Act, 2013 and

55,159

87,780

Income-tax Act, 1961

55,159 87,780

**2.12: Long-term loans and advances (unsecured, considered good)**

Standard Assets - Unsecured: Considered good	143,020,412	79,211,761
Income-taxes recoverable	-	88,562
	<b>143,020,412</b>	<b>79,300,323</b>

**2.13: Cash and bank balances****Cash and cash equivalents**

Cash in hand	445,450	72,283
Balances with banks:		
- in current accounts	3,008,226	2,954,036
	<b>3,453,676</b>	<b>3,026,319</b>

**2.14: Short-term loans and advances (unsecured, considered good)****Receivable under financing activities**

Standard Assets - Unsecured: Considered good	-	43,337,894
Advance to Brokers	1,000,000	-
Prepaid Insurance	88,317	-
	<b>1,088,317</b>	<b>43,337,894</b>

For the year ended  
31 March 2017For the year ended  
31 March 2016**2.15: Revenue from operations**

Income from financing activities	11,989,300	9,306,727
Income from trading in securities	460,000	-

<b>12,449,300</b>	<b>9,306,727</b>
-------------------	------------------

**2.16: Other income**

Miscellaneous income	4,425	-
	<b>4,425</b>	-

**2.17: Employee benefits expense**

Salaries and wages	3,327,635	3,304,739
	<b>3,327,635</b>	<b>3,304,739</b>

**2.18: Other expenses**

Travelling and conveyance	350,000	138,970
Printing and stationery	27,158	164,931
Accountancy Charges	52,000	48,000
Advertisement	27,311	48,048
Audit fees *	15,000	15,000
Listing fees	309,725	294,306
Fees & Subscription	22,764	23,800
Festival celebration expenses	10,800	53,500
Rent (Refer Note 1)	-	174,000
Provision for standard assets	172,022	(8,735)
Power & Fuel	48,305	3,037
Insurance expense	4,314	-
Repair & maintenance	-	126,117
Meeting expenses	-	84,022
Website expenses	3,500	3,500
Demat expenses	-	9,339
Legal and professional	36,665	35,468
Miscellaneous	2,607	59,851
	<b>1,082,171</b>	<b>1,273,154</b>

# represents rental expense incurred in respect of office space leased by the Company under operating lease arrangements. These leases are cancellable arrangements that extend for a maximum period of 3 years from their respective dates of inception.

\* Audit fees includes (excluding service tax):

As auditors	15,000	15,000
For tax audit	-	-
For other matters	-	-
Reimbursement of expenses	-	-
	<b>15,000</b>	<b>15,000</b>

\*\* refer to Note 2.33

**2.19: Finance cost**

Interest paid	1,752,135	2,167,046
Bank charges	16,523	11,029
	<b>1,768,658</b>	<b>2,178,075</b>

**Related Party Transactions as per Accounting Standard 18 for the Financial year 2016-17:-**

Disclosure details pertaining to related party transactions (as certified by the management of the Company) entered into during the year ending 31st March, 2017 in terms of Accounting Standards AS-18 “ Related party disclosures” as issued by ICAI:-

**1. Key Managerial Personnel:**

Mr. Rajeev Kumar Gupta	Managing Director (Resigned w.e.f. 03-01-2017)
Mrs. Sarita Gupta	Director and CFO
Ms. Renu	Director
Ankur sharma	Director
Sanjeev kumar	Director
Ronika Bharara	Company Secretary

**2. Parties in which the Key Managerial Personnel/ Director(s) of the Company is/are interested:**

NIL

**3. Details of transactions under the ordinary course of business between Company and related parties during the year and the status of outstanding balances as on 31st March, 2017 is as follows:-**

Nature of Transactions	Name of the Party	Nature of Relationship	Opening balance as on 31st March, 2015	Transactions during the year for additions	(Amt in Rs.)	
					Transaction s during the year for deletions	Closing Balance as on 31st March 2016
NIL	NIL	NIL	NIL	NIL	NIL	NIL

**2.20 Segment Reporting**

Segment Information for the year ended March 31, 2017

Particulars	Financing Activities	Dealing in Securities	Unallocated Others	Total
i) Segment revenue	11,989,300 (9,306,727)	460,000 -	4,425 -	12,453,725 (9,306,727)
ii) Segment Results	10,409,187 (7,130,946)	460,000 -	4,425 -	10,873,612 (7,130,946)
Less : I. Interest				- -



II. Unallocable expenditure / (net of unallocable income)				4,632,893
				(4,580,186)
Less: Taxation				1,864,104
				(793,277)
Total profit after tax				4,376,615
				(1,757,483)
iii) Segment Assets	143,020,412	25,190,000	4,597,152	172,807,564
	(122,638,217)	(25,190,000)	(3,114,099)	(150,942,316)
iii) Segment Liabilities	76,466,130	-	6,360,337	82,826,467
	(52,688,276)	-	(10,256,906)	(62,945,182)
iv) Capital expenditure	-		2,522,828	2,522,828
v) Depreciation	-		34,542	34,542
	-		-	-
vii) Non cash expenses other than depreciation				
-Provision for standard assets	172,022			172,022
	(8,735)			(8,735)

b). The company's primary business segment is reflected based on principal business activities carried on by the company. The company's primary business comprises of financing of loans and dealing in securities.

c) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.

d) The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as disclosed in (A) above.

## 2.21 Related Party Disclosure

In accordance with the requirements of Accounting Standards (AS) -18 on Related Party Disclosures, the name of the related parties where control exists and /or with whom transactions have been taken place during the year and descriptions of relationships, as identified and certified by the management are:

### a) List of the related parties:

#### 1. Key Management Personnel

Rajeev Kumar Gupta  
Sarita Gupta

Managing Director (Resigned on 03/1/2017)  
Director and CFO

Renu	Director
Ankur Sharma	Director
Sanjeev Kumar	Director

2. As informed by the management, there was no related party transactions made during the year.

#### 2.22. Basic and Diluted Earnings per Share

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Net Profit attributable to Equity Shareholders *	4,376,615	1,757,482
No. of Equity Shares for basic & diluted EPS	82,125,000	82,125,000
Nominal Value per Share	Re. 1	Re. 1
<b>Basic &amp; Diluted EPS</b>	<b>Rs. 0.05</b>	<b>Rs. 0.02</b>

\*after transfer to Reserve Fund u/s 45(IC) of RBI Act, 1934

#### 2.23. Schedule in terms of paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998:

Particulars	(Amount in Rs.)	
	Amount Outstanding	Amount Overdue
<b>Liabilities Side :</b>		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :		
a) Debentures :		
Secured	Nil	Nil
Unsecured	Nil	Nil
(other than falling within the meaning of public deposits)		
b) Deferred credits	Nil	Nil
c) Term loans	Nil	Nil
d) Inter-corporate loans & borrowings	Nil	Nil
e) Commercial paper	Nil	Nil
f) Public deposits	Nil	Nil
g) Other loans –		
i) Working capital loans from banks	Nil	Nil
ii) Security deposit for Corporate	Nil	Nil
Guarantee		
iii) Secured loans	Nil	Nil

(2) <b>Break-up of (1)(f)</b> above (outstanding public deposits inclusive of interest accrued thereon but not paid) :	Nil	Nil
a) In the form of unsecured debentures:	Nil	Nil
b) In the form of partly secured debentures i.e., debentures where there is a shortfall in the value of security	Nil	Nil
c) Other public deposits	Nil	Nil
<b>Assets Side :</b>		
		<b>Amount Outstanding (Rs.)</b>
(3) <b>Break-up of Loans and advances</b> including bills receivables [other than those included in (4) below:]		Nil
a) Secured		Nil
b) Unsecured (net of provisions)		143,020,412
(4) <b>Break-up of Leased Assets</b> stock on hire and hypothecation loans counting towards EL / HP activities (net of provision)		
i) Lease assets including lease rentals under sundry debtors		Nil
a) Financial lease		Nil
b) Operating lease		
ii) Stock on hire including hire charges under sundry debtors :		Nil
a) Assets on hire		Nil
b) Repossessed assets		
iii) Hypothecation loans counting towards EL / HP activities		
a) Loans where assets have been repossessed		Nil
b) Loans other than (a) above		

<b>(5) Break-up of Investments:</b>	
<b>Current Investments:</b>	
1. Quoted:	
i) Shares: a) Equity	Nil
b) Preference	Nil
ii) Debentures and Bonds	Nil
iii) Units of mutual funds	Nil
iv) Government Securities	Nil
v) Others (please specify)	
2. Unquoted:	
i) Shares: a) Equity	Nil
b) Preference	Nil
ii) Debentures and Bonds	Nil
iii) Units of mutual funds	Nil
iv) Government Securities	Nil
v) Others (please specify)	Nil
<b>Long Term Investments</b>	
1. Quoted:	
i) Shares: a) Equity	Nil
b) Preference	Nil
ii) Debentures and Bonds	Nil
iii) Units of mutual funds	Nil
iv) Government Securities	Nil
v) Others (please specify)	Nil
2. Unquoted:	
i) Shares: a) Equity	12,310,000
b) Warrants	12,880,000
c) Preference	Nil
ii) Debentures and Bonds	Nil
iii) Units of mutual funds	Nil
iv) Government Securities	Nil
v) Others (please specify)	Nil

**1) Borrower group-wise classification of all leased assets, stock-on hire and loans and advances:**

Category		Amount net of provisions (Rs.)	
1. Related Parties	Secured	Unsecured	Total
a) Subsidiaries	Nil	Nil	Nil
b) Companies in the same group	Nil	Nil	Nil
c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	143,020,412	143,020,412
<b>TOTAL</b>	<b>Nil</b>	<b>143,020,412</b>	<b>143,020,412</b>

**2) Investor group-wise classification of all investments (current and long term) in shares and securities ( both quoted and unquoted ) :**

1. Related parties	Break-up market value (Rs. )	Book value (net of provision ) (Rs.)
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
2. Other than related parties	25,190,000	25,190,000
<b>TOTAL</b>	<b>25,190,000</b>	<b>25,190,000</b>

**Other Information**

Particulars	Amount in Rs.
i) Gross Non-Performing Assets	
a) Related parties	Nil
b) Other than related parties	Nil
ii) Net Non-Performing Assets	
a) Related parties	Nil
b) Other than related parties	Nil
iii) Assets acquired in satisfaction of debt	Nil

2.24 These notes to accounts form an integral part of accounts and have been duly authenticated.

2.25 Previous year figures have been regrouped wherever necessary to conform to the classifications adopted in these accounts. Figures have been rounded off to the nearest rupee.

**Note 2.26 Disclosure on Specified Bank Notes**

Disclosure in respect of the specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of SBN held and transacted during the period from 08 November 2016 to 30 December 2016 is tabulated below:

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on November 08, 2016	902500.00	420.43	902920.43
(+) Permitted Receipts	0.00	88072.72	88072.72
(-) Permitted Payments	0.00	0	0.00
(-) Amount deposited in Banks	920000.00	0	920000.00
Closing Cash in hand as on December 30, 2016	-17500.00	88493.15	70993.15

\*For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated 08 November 2016.

As per our report of even date attached

*For Rohit Suri & Associates*  
Chartered Accountants  
Firm Registration No.: 012259N

Sd/-  
**Rohit Suri**  
Proprietor  
Membership No.: 091064

*For and on behalf of Board of Directors of*  
**Panafic Industrials Limited**

Sd/-  
**Sarita Gupta**  
Chief Financial Officer  
DIN: 00113099

Sd/-  
**Sanjeev Kumar**  
Director  
DIN: 06625416

Sd/-  
**Ronika Bharara**  
Company Secretary  
Membership No.: 39463

Place: New Delhi  
Date: 30.05.2017

## Annexure I

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

CIN	L45202DL1985PLC019746
Registration Date	January 01, 1985
Name of the Company	Panafic Industrials Limited
Category/Sub-category of the Company	Company having Share Capital
Address of the Registered office & contact details	23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110026
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153 A, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Panafic Industrials Limited is a Non Banking Financial Company. The Company got registered with the Reserve Bank of India as a Category B-NBFC Company on 7<sup>th</sup> March, 2005 and holds a valid certificate of registration bearing number B-14.03057. The main operation of the Company is to finance industrial enterprises by way of making loans or advances mainly to private industrial enterprises in India and dealing in sale purchase of the Securities.

**III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
**A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
(1) Indian									
a) Individual/ HUF	3852270	10230	3862500	4.70	3852270	10230	3862500	4.70	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00

c) State Govt(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any other	0	0	0	0	0	0	0	0	0.00
<b>Total shareholding of Promoter (A)</b>	<b>3852270</b>	<b>10230</b>	<b>3862500</b>	<b>4.70</b>	<b>3852270</b>	<b>10230</b>	<b>3862500</b>	<b>4.70</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
I. Institutions	0	0	0	0	0	0	0	0	0.00
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4105705	1024520	5130225	6.25	6101197	733980	6835177	8.32	2.07
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	50111940	-	50111940	61	33263813	-	33263813	40.5	(20.5)
c) Any Other	23020335	-	23020335	28	38163510	-	37872970	46.46	18.46
<b>Non Resident Indians</b>									
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0.00



Foreign Nationals	0	0	0	0	0	0	0	0	0.00
Clearing Members	0	0	0	0	0	0	0	0	0.00
Trusts	0	0	0	0	0	0	0	0	0.00
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (B)(2):-</b>	<b>77237980</b>	<b>1024520</b>	<b>78262500</b>	<b>95.25</b>	<b>77237980</b>	<b>1024520</b>	<b>78262500</b>	<b>95.25</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>77237980</b>	<b>1024520</b>	<b>78262500</b>	<b>95.25</b>	<b>77237980</b>	<b>1024520</b>	<b>78262500</b>	<b>95.25</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>81090250</b>	<b>1034750</b>	<b>82125000</b>	<b>100</b>	<b>81090250</b>	<b>1034750</b>	<b>82125000</b>	<b>100</b>	<b>0.00</b>

**B) Shareholding of Promoter:**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajeev Kumar Gupta	1500000	1.83	0	1500000	1.83	0	0.00
2	Sarita Gupta	1362500	1.66	0	1362500	1.66	0	0.00
3	Saroj Gupta	500000	0.61	0	500000	0.61	0	0.00
4	Anil Gupta	500000	0.61	0	500000	0.61	0	0.00

**C) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vimalchand Karamchand Ranka	5003674	6.09	5003674	6.09
2	P Aashik	1926275	2.35	1926275	2.35
3	S Badrinarayanan	1884496	2.29	1884496	2.29
4	S Prashanth	1825000	2.22	1825000	2.22
5	K R Annapurna	1610315	1.96	1610315	1.96

6	Pramila P Jain	1529122	1.86	1529122	1.86
7	Venkatesh A	1511653	1.84	1511653	1.84
8	Balaji B	1504282	1.83	1504282	1.83
9	A Ranganathan	1501097	1.83	1501097	1.83
10	Vaibhav Damodar Khedekar	1500068	1.83	1500068	1.83

## D) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Rajeev Kumar Gupta	1500000	1.83	1500000	1.83
2	Sarita Gupta	1362500	1.66	1362500	1.66

## V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NONE		
Compounding					

## Annexure II

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,  
Panafic Industrials Limited  
23, North West Avenue, Club Road,  
West Punjabi Bagh, New Delhi-110026

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Panafic Industrials Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the financial year ended on **March 31, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder (to the extent applicable) and The Companies Act, 1956 and rules made thereunder (to the extent applicable);
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowing. (**Not Applicable to the Company during the Audit Period**).
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit Period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit Period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit Period**);
6. RBI Act, 1934 and RBI Regulations for NBFC's
7. Secretarial Standards issued by The Institute of Company Secretaries of India

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Ltd.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

Observations/Non Compliances/Adverse Remarks/Qualifications in respect of Companies Act, 2013 and rules made there under as follows :

- **The Company has not appointed Managing Director w.e.f. 3<sup>rd</sup> January 2017 after the resignation of existing Managing Director and this position should be filled within 6 months from the date of such vacancy as per Section 203(4) of Companies Act, 2013.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

All the Directors have complied with the requirements of disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other Companies and interests in other entities. The Changes in composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The minutes of the meetings were duly recorded and signed by the Chairman, the majority decisions were carried through while dissenting members views have been captured and recorded as part of minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Ajay Kumar & Associates  
Company Secretaries**

**Sd/-  
Ajay Kumar Bansal  
Prop.  
Mem. No. FCS 6473;  
CP No: 7047**

**Place : Delhi  
Date: 6<sup>th</sup> September, 2017**

## ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	PAN	USER ID	NO. OF SHARES

-----Tear Here-----

## ATTENDANCE SLIP

**Venue of the Meeting: 23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110026**

**Date and Time: 29<sup>th</sup> September, 2017 at 9:30 A.M.**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name</b>	
<b>Address</b>	
<b>DP-ID/CLIENT-ID*</b>	
<b>Regd. Folio No.</b>	
<b>No. of shares held</b>	
<b>Whether the member is attending the meeting in person or by proxy or by authorized representative.</b>	
<b>Name of the proxy (to be filed in if proxy attends instead of the member).</b>	

*\*Applicable for investors holding shares in Electronic form.*

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, the 29<sup>th</sup> day of September, 2017 at 9.30 am at 23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110026.

**Signature of the Member/Proxy**  
**(To be signed at the time of handing over the slip)**

**Form No. MGT-11  
Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: **L45202DL1985PLC019746**

Name of the Company: **Panafic Industrials Limited**

Venue of the Meeting: **Hotel Aura Grand, 445, Jagriti Enclave, New Delhi-110092**

Date and Time: **30<sup>th</sup> September, 2016 at 10:00 A.M.**

I/We, being the member(s) of .....shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2016 at 10.00 A.M. at Hotel Aura Grand, 445, Jagriti Enclave, New Delhi-110092 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1	To consider and adopt the audited Balance Sheet for the Financial Year ended 31st March, 2016, the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.			
2	To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment			

3	To ratify the appointment of <b>M/s Rohit Suri and Associates</b> as the Statutory Auditors of the Company and to fix their remuneration in terms of Section 139, and Section 142 of the Companies Act, 2013			
<b>SPECIAL BUSINESS:</b>				
4	Approval of Borrowing Limits of the Company			
5	Approval of Creation of Charge/Mortgage on the assets of the Company			

Signature of shareholder .....

Signature of Proxy holder(s) .....

Signed this ..... Day of ..... 2016

Affix One  
Rupee  
Revenue  
Stamp

**Note:**

- a. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.



**Form No. MGT-12  
Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Panafic Industrials Limited  
Registered Office: 23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, Delhi-110026  
CIN: L45202DL1985PLC019746

**BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the audited Balance Sheet for the Financial Year ended 31st March, 2017, the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.			
2.	To re-appoint M/s Rohit Suri and Associates as the Statutory Auditors and to fix their remuneration in terms of Section 139, 141 and Section 142 of the Companies Act, 2013.			
4.	To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment			
5.	Approval of Borrowing Limits of the Company			
6.	Approval of Creation of Charge/Mortgage on the assets of the Company			

**Place:**

**Date:**

**Signature of the Shareholder**