



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

NOTICE

Notice is hereby given that the an Extra Ordinary General Meeting of the Members of the **Panafic Industrials Limited** will be held on **Tuesday, 10th day of March, 2015 at 11:30 A.M** at the Registered office of the Company at 23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110026 to transact the following businesses:

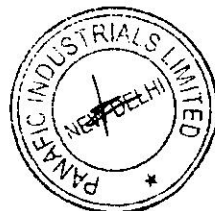
SPECIAL BUSINESS:

1. Adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and are hereby accorded to the Company to amend the existing Articles of Association of the Company by substituting the new set of Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



2. Sub-division of each equity share of Rs. 10/- each into Ten equity shares of Re. 1/- each

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of Association adopted by the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s), if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company, consent of the members of the Company, be and is hereby, accorded to sub-divide each Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One only) each fully paid up and consequently the Authorized Share Capital of the Company of Rs. 10,00,00,000/- (Rupees Ten Crores only) would comprise of 10,00,00,000 (Ten Crore) Equity Shares of Re. 1/- (Rupee One only) each with effect from the “Record Date” to be determined by the Board (in consultation with the Bombay Stock Exchange) for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each Issued, Subscribed and Paid-Up Equity Shares of the Face value of Rs. 10/- (Rupees Ten only) each as existing on the Record Date shall stand sub-divided into 10 (Ten) Equity shares of the Face value of Re. 1/- (Rupee One only) each fully paid-up, with effect from the said date.

FURTHER RESOLVED THAT upon sub-division, 10 (Ten) Equity Shares of the Face value of Re. 1/- (Rupee One only) each be issued in lieu of 01 (One) Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association adopted by the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect with effect from the Record Date of sub-division. The Company may, without

requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company to its members in lieu of such existing share certificate(s) within the prescribed period and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

FURTHER RESOLVED THAT the Board be and is hereby authorized to fix a Record Date in consultation with the Bombay Stock Exchange and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings as may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

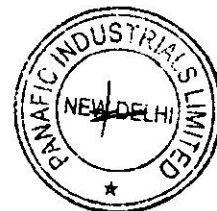
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard.”

3. Amendment to Clause V of the Memorandum of Association 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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

V. The Authorized Shares Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of 1/- (Rupee One only) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association adopted by the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into



several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to comply with all the requirements in this regard or for any matters connected herewith or incidental hereto.”

Date: 03rd February, 2015

By Order of the Board of Directors

Place: New Delhi

For Panafic Industrials Limited




Rajeev Kumar Gupta
Managing Director
DIN: 01735427

**Address: 23, IInd Floor, North West Avenue,
Club Road, West Punjabi Bagh, New Delhi- 110026**

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 23, II FLOOR, NORTH WEST AVENUE, CLUB ROAD, WEST PUNJABI BAGH, DELHI- 110026 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, stating all material facts relating to the special business to be transacted

at the meeting is annexed hereto.

3. Specimen copy of the Memorandum and new set of Articles of Association of the Company, as referred to in the proposed resolution and the accompanying Explanatory Statement are available for inspection at the registered office of the Company on all working days except National holidays, Saturdays and Sundays up to the date of the Extraordinary General Meeting during the office hours of the Company.
4. Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on Friday, 6th February, 2015.
5. Electronic Copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Members/ Proxies should bring the attendance slip duly filled in, for attending the Meeting. The attendance slip is sent with this Notice. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recoding attendance at the forthcoming Extra Ordinary General Meeting.
7. Members, holding shares in physical form, are requested to notify change in address, if any, to the Registrar and Share Transfer Agent quoting their Folio Numbers or alternatively can inform the Company about the same. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

9. Mr. Yogesh Pahuja from M/s Grover Ahuja and Associates, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process as well as the voting through in a fair and transparent manner.

10. VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed the e-voting services as provided by Central Depository Services (India) Limited (CDSL).

The Company has appointed Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Instructions for E- Voting:

- (i) The voting period will begin on **04th March, 2015** (Wednesday) at 10:00 a.m. and ends on **05th March, 2015** (Thursday) at 6:00 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. 06th February, 2015, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

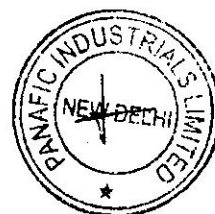
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.

(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** 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:

For Members holding shares in Demat Form and Physical Form	
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 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 De-mat account or in the company records for the said De-mat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the</p>

	<p>details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank details field as mentioned in instruction (v).</p>
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- (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 D-mat 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 De-mat 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 the 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 De-mat 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) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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** under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) A member who has cast his/her vote through e-voting or duly appointed proxy/proxies of such a member shall be entitled to attend the Extra Ordinary General Meeting (EOGM) of the Company. However, he/she cannot vote at the EOGM.
- (xxi) **Mr. Yogesh Pahuja, Practicing Company Secretary from M/s Grover Ahuja and Associates** has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The results of the e-voting along with the Scrutinizer's Report shall be placed on the Company's Website www.panaficindustrialsltd.com and the website of CDSL within three working days of passing of the resolutions at the Extra Ordinary General Meeting of the Company to be held on **10th March, 2015**. The results will also be communicated to the Bombay Stock Exchange and Delhi Stock Exchange where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Articles of Association (AOA) of the Company, as currently in force, was originally adopted when the Company was incorporated under the Companies Act, 1956. In view of the recent notification of Companies Act, 2013 and rules made there under, it is necessary to adopt new set of Articles of Association to align it with the provisions and rules framed under the new Companies Act.

Various clauses in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions and rules framed therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company is required to be approved by the shareholders of the Company by way of Special Resolution and hence the resolution is placed in the general meeting for seeking approval of shareholders.

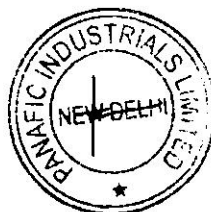
The draft AOA is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and National Holidays) during office hours up to the date of this General Meeting.

The Board of Directors accordingly commends the resolution set out at Item No. 1 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

Item No. 2 & 3

The Equity Shares of the Company are listed and traded on the Bombay Stock Exchange (BSE) and Delhi Stock Exchange (DSE). With a view to enhance the investor base of the Company by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at their meeting held on 03rd February, 2015 considered it desirable and have approved the sub-division of each equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of face value of Re. 1/- (Rupee one only) each, subject to approval of



members. The Company is seeking approval of the members for sub-division of each of the existing equity shares of the Company.

Accordingly, each paid-up equity share of nominal value of Rs. 10/- (Rupees Ten only) each of the Company existing on the Record Date shall stand subdivided into 10 (Ten) equity shares of nominal value of Re. 1/- (Rupee One only) each.

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors or Committee thereof in consultation with the Bombay Stock Exchange pursuant to Clause 23(b) of Listing Agreement once the approval of the shareholders is obtained, pursuant to this Extra-Ordinary General Meeting.

At present, the Authorized Share Capital of the Company is Rs.10, 00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is divided into 82,12,500 (Eighty Two Lakhs Twelve Thousand and Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 8,21,25,000/- (Rupees Eight Crores Twenty One Lakhs and Twenty Five Thousand only).

Attention of the shareholders is also invited to the fact that in view of the foregoing, the existing Capital Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.3.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the members and hence the Board recommends passing of the Resolutions at Items Nos. 2 and 3.

A copy of the Memorandum of Association to the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days except Saturdays, Sundays and National Holidays) during the office hours of the Company till the conclusion of the Extra-ordinary General Meeting.

The Directors, the Chief Financial Officer, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in

the resolutions at Item Nos. 2 and 3 only to the extent of shares held by them, in the Company.

Date: 3rd February, 2015

By Order of the Board of Directors

Place: New Delhi

For Panafic Industrials Limited



A handwritten signature in black ink, appearing to be 'Rajeev Kumar Gupta', written over the stamp.

**Rajeev Kumar Gupta
(Managing Director)**

DIN: 01735427

**Address: 23, IInd Floor, North West Avenue,
Club Road, West Punjabi Bagh, New Delhi- 110026**



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Panafic Industrials Limited

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ATTENDANCE SLIP

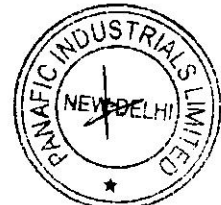
Folio/DP-ID/CLIENT-ID/	
Name and Address of the Shareholder	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

I certify that I am a registered shareholder/proxy for the registered shareholder, of the Company.

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Tuesday, the 10th Day of March, 2015 at 11:30 A.M., at the registered office of the Company 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)





Panafic Industrials Ltd.

Regd. Off.: 23, IInd Floor, North West Avenue, Club Road,
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E-mail : panafic.industrials@gmail.com
Website: www.panaficindustrialsltd.com
CIN: L45202DL1985PLC019746

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: **23, II Floor, North West Avenue, Club Road, West
Punjabi Bagh, Delhi- 110026**
Date and Time : **10th March, 2015 at 11:30 A.M.**

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

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	

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

I/We, being the member(s) of shares of the above named company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on 10th March, 2015 at 11.30 A.M. at 23, II Floor, North West Avenue, Club Road, West Punjabi Bagh, Delhi- 110026 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: _____

** I/We direct my/our Proxy to vote (on a poll) on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
SPECIAL BUSINESSES:				
1	Adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013.			
2	Sub-division of each equity shares of Rs. 10/- each into ten equity shares of Re. 1/- each.			

3	Amendment to Clause V of the Memorandum of Association of the Company.			
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** This is optional. 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. If a member wishes to abstain from voting on a particular resolution, he/she should write “abstain” across the boxes against the Resolution.

Signature of shareholder

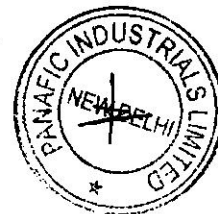
Signature of Proxy holder(s)

Signed this Day of 2015

Affix One
Rupee
Revenue
Stamp

Notes:

- 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. A Proxy need not be a member of the Company.
- c. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



BOOK POST

If undelivered please return to:

Panafic Industrials Limited

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Tel No.: 011-25223461, 25221200

E-mail: panafic.industrials@gmail.com

