



## Panafic Industrials Ltd.

Regd.Off : 23, 11nd Floor, North West Avenue, Club Road  
West Punjabi Bagh , New Delhi-110026,  
Ph : 011-25223461, 25221200  
E-mail : [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com)  
Website : [www.panaficindustrialsltd.in](http://www.panaficindustrialsltd.in)  
CIN : L45202DL1985PLC019746

31<sup>st</sup> August, 2024

To  
The General Manager,  
Department of Corporate Services,  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Scrip Code – 538860 ISIN – INE655P01029

Sub.: - Notice of 39<sup>th</sup> Annual General Meeting (AGM) of the Company and submission of Annual Report for the F.Y. 2023-24

Ref. - Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We hereby inform that the 39<sup>th</sup> Annual General Meeting of the members of the Company is scheduled to be held physically on Thursday, the 26<sup>th</sup> day of September, 2024 at 9:00 A.M. at Community Hall, D-Block, Pushpanjali Enclave, Pitampura, Delhi- 110034.

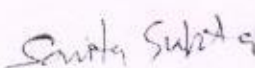
Pursuant to the Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2023-2024 along with the Notice of the 39<sup>th</sup> AGM.

In compliance with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 read with MCA's (Ministry of Corporate Affairs) General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, MCA has extended the relaxation from sending physical copies of financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders, for the AGMs conducted till 30<sup>th</sup> September, 2024. Pursuant to this the Annual Report of the Company for F.Y.2023-24 and Notice convening the AGM has been dispatched electronically to all the Members whose e-mail addresses are registered with the Company / Skyline Financial Services Private Limited, Registrar & Transfer Agent of the Company.

The Annual Report for the F.Y. 2023-24 along with Notice of the 39<sup>th</sup> AGM is also available on the website of the Company at [www.panaficindustrialsltd.in](http://www.panaficindustrialsltd.in)

You are requested to take the above information on your records.

Thanking You,  
Yours faithfully,  
For **PANAFIC INDUSTRIALS LIMITED**

  
Sarita Gupta  
Director  
DIN:00113099  
R/o.: D-158, Pushpanjali Enclave,  
Pitampura, Saraswati Vihar,  
Delhi-110034



Encl.: as above



**39<sup>TH</sup> ANNUAL REPORT FOR THE  
FINANCIAL YEAR 2023-24**

**OF**

**PANAFIC INDUSTRIALS LIMITED  
(CIN: L45202DL1985PLC019746)**

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**COMPANY INFORMATION**

<b>CIN</b>	L45202DL1985PLC019746
<b>BOARD OF DIRECTORS</b>	<p>Ms. Sarita Gupta DIN: 00113099 Director)</p> <p>Ms. Renu DIN: 03572788 (Non-Executive Director)</p> <p>Mr. Basuvaiah Duraiswamy DIN: 09258691 Additional Non-Executive Independent Director</p> <p>Mr. R. S. Chandan DIN: 08849851 Additional Non-Executive Independent Director</p>
<b>CHIEF FINANCIAL OFFICER</b>	Ms. Aarushi Gupta
<b>SHARE TRANSFER AGENTS</b>	<p>Skyline Financial Services Private Limited</p> <p>D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020</p>
<b>STATUTORY AUDITOR</b>	<p>M/s. Sudhir Agarwal &amp; Associates (FRN: 509930C) Chartered Accountants (formerly known as SRDP &amp; Co.)</p> <p>508, Arunachal Building, 19, Barakhamba Road, New Delhi – 110001</p>
<b>REGISTERED OFFICE ADDRESS</b>	23, II Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi- 110026
<b>SECRETARIAL AUDITOR</b>	JVP & Associates Company Secretaries

	LLP
<b>STOCK EXCHANGE WHERE COMPANY IS LISTED</b>	Bombay Stock Exchange
<b>ISIN</b>	INE655P01029
<b>EMAIL</b>	<a href="mailto:panafic.industrials@gmail.com">panafic.industrials@gmail.com</a>
<b>WEBSITE</b>	<a href="http://www.panaficindustrialsltd.in">www.panaficindustrialsltd.in</a>

**NOTICE**

Notice is hereby given that the Thirty-Ninth (39<sup>th</sup>) Annual General Meeting of the Members of Panafic Industrials Limited will be held on Thursday, the 26<sup>th</sup> day of September, 2024 at 9:00 A.M. at Community Hall, D-Block, Pushpanjali Enclave, Pitampura, Delhi-110034 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation, and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **TO APPOINT MS. SARITA GUPTA (DIN: 00113099) AS A MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other applicable rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and applicable SEBI/RBI regulations, if any, and in accordance with relevant provisions of the Articles of Association of the Company, upon recommendation of Nomination & Remuneration Committee, subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of the members of the Company be and is hereby accorded for appointment of Ms. Sarita Gupta (DIN:00113099) as a Managing Director of the Company for a period

of five (5) years with effect from 28<sup>th</sup> August, 2024 to 27<sup>th</sup> August, 2029 not liable to retire by rotation on such terms and conditions as mutually agreed.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board be and is hereby authorized to enter into the necessary agreement containing the terms and conditions with Ms. Sarita Gupta and to sign and file necessary returns/papers/forms with the Registrar of Companies, NCT of Delhi concerning the appointment as aforesaid and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. **TO ALTER MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules made there under and Schedule I to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association pursuant to the Act primarily based on the Form of Table A under the Act, in substitution of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company be altered in the following manner:

1. The heading of the Memorandum that “The Companies Act, 1956 be replaced with “The Companies Act, 2013.
2. Add word “Table A of Schedule I” of the Companies Act, 2013 below the above heading.
3. The name clause of Memorandum of Association be renumbered as “1<sup>st</sup>” in place of “I”.
4. The Registered Office clause of the Memorandum of Association be renumbered as “2<sup>nd</sup>” in place of “II”.
5. The object clause of Memorandum of Association be renumbered as “3<sup>rd</sup>” in place of “III”.
6. The main object clause of Memorandum of Association be renumbered as “3<sup>rd</sup> (a)” in place of “III A”.
7. Clause No. “III B” be renumbered as “3<sup>rd</sup> (b)”.
8. The title of the clause 3<sup>rd</sup> (b) (old III (B)) the “Object incidental or ancillary to the attainment of the main object” of Memorandum of Association be renamed as “Matters which are necessary for furtherance of the objects specified in clause 3(a).
9. The clause III C (other object clause) be deleted.
10. The Liability Clause of Memorandum of Association be renumbered as “4<sup>th</sup>” in place of “IV”.



11. The Capital Clause of Memorandum of Association be renumbered as “5<sup>th</sup>” in place of “V”.

12. The Subscription clause be numbered as “6<sup>th</sup>”.

**5. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and 64 of the Companies Act, 2013, (the Act) read with the rules made thereunder and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from the existing Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 100000000 (Ten Crore) equity shares of Re. 1/- (Rupee One) each to Rs. 500,000,000/- (Rupees Fifty Crore) divided into 500000000 (Fifty Crore) equity shares of Re. 1/- (Rupee One) each ranking pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** existing clause 5. of the Memorandum of Association of the Company be deleted and the same be substituted with the following new clause:

**5. The Authorized Share Capital of the Company is Rs. 500,000,000/- (Rupees Fifty Crore) divided into 500000000 (Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each ranking paripassu in all respects with the existing equity shares of the Company.**

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file necessary papers, forms/returns with Registrar of Companies, Delhi and to do all the acts, deeds and things as may be considered necessary and/or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. REGULARIZATION OF APPOINTMENT OF MR. R. S. CHANDAN(DIN: 08849851) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149(4), 150, 152 read with schedule IV, Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of company and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable SEBI/RBI Regulations, on the recommendation of Nomination and Remuneration Committee, Mr. R. S. Chandan (DIN: 08849851), who was appointed as an Additional Director of the Company in the capacity of Non-Executive and Independent Director by the Board of Directors with effect from 29<sup>th</sup> July, 2024 in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director to hold office for a term of five consecutive years from the original date of appointment i.e. 29<sup>th</sup> July, 2024 up to 28<sup>th</sup> July, 2029.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**7. REGULARIZATION OF APPOINTMENT OF MR. BASUVAIAH DURAI SWAMY (DIN: 09258691) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149(4), 150, 152 read with schedule IV, Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of company and

other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable SEBI/RBI Regulations, on the recommendation of Nomination and Remuneration Committee, Mr. Basuvaiah Duraiswamy (DIN: 09258691) who was appointed as an Additional Director of the Company in the capacity of Non-Executive and Independent Director by the Board of Directors with effect from 29<sup>th</sup> July, 2024 in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director to hold office for a term of five consecutive years from the original date of appointment i.e. 29<sup>th</sup> July, 2024 upto 28<sup>th</sup> July, 2029.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

**By Order of the Board  
For Panafic Industrials Limited**

**Sd/-**

**Sarita Gupta**

**Director**

**DIN: 00113099**

**Add: D-158, Pushpanjali**

**Enclave, Pitampura, Saraswati Vihar, Delhi-  
110034**

**Date: 28<sup>th</sup> August, 2024**

**Place: Delhi**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50(FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The Instrument of Proxy, duly executed and properly stamped, should reach the Company at its registered office not less than 48 hours before the time of the meeting. The Proxy Form (Form MGT-11) is enclosed herewith.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at this Annual General Meeting (“AGM”) is annexed.
4. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at this AGM, pursuant to Section 113 of the Act.
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) for which purpose the Board of Directors of the Company (“the Board”) have engaged the services of the Central Depository Securities Limited (“CDSL”). The Board has also appointed M/s. JVP & Associates Company Secretaries LLP, as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for e-voting and also for attending the AGM are annexed.
6. The Scrutinizer will make a consolidated Scrutinizers Report of the total votes cast in favor or against and invalid votes if any, to the Chairperson or in his absence to any other Director authorized by the Board, who shall countersign

the same, based on the Scrutinizer's Report. The result will be declared by the Chairperson or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company. The same shall be submitted to the stock exchange within two working days of conclusion of its Annual General Meeting.

7. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and Company's website i.e. <https://www.panaficindustrialsltd.in>
8. The result shall also be submitted with the Stock Exchanges, where the Company's shares are listed.
9. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. 26<sup>th</sup> September, 2024.
10. The facility for voting, via ballot or polling paper shall also be made available at the meeting and members attending the meeting shall be able to exercise their right at the meeting.
11. Remote e-voting will commence at 9:00 a.m. on Monday, 23<sup>rd</sup> September, 2024 and will end at 5.00 p.m. on Wednesday, 25<sup>th</sup> September, 2024, when remote e-voting will be blocked by CDSL.
12. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Thursday, 19<sup>th</sup> September, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

In conformity with the regulatory requirements, the Notice of this AGM along with Director's Report and Audited Financials for the financial year ended 31<sup>st</sup> March, 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the

Depositories. Members desirous of obtaining physical copies of the said Notice of this AGM along with Director's Report and Audited Financials for the financial year ended 31<sup>st</sup> March, 2024, are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com) or by post to to the RTA of the company through post at the given address: Skyline Financial Services(P)Limited, D-153A, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020

13. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Notice of this AGM along with Director's Report and Audited Financials for the financial year ended 31<sup>st</sup> March, 2024, or attend the AGM, or cast their votes through remote e-voting, are required to register their e-mail addresses with the Company at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com). Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID/ folio number, by post to Panafic Industrials Limited, 23, II Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110026.
14. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Chairperson/Company Secretary at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com). from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10:30 a.m. on Thursday, 15<sup>th</sup> September, 2024 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.
15. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid time period.
16. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for

inspection at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting of the Company.

17. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Chairperson/Company Secretary at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com).
18. In case of joint holders attending the meeting, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Attendance Slip is enclosed herewith.  
  
Members including corporate members are requested to intimate immediately any change in their address including e-mail address to the Company, if any at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com) or to the RTA of the company through post at the given address: Skyline Financial Services (P) Limited, D-153A, Ist Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020
20. Profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed to this notice.
21. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> September, 2024 to Saturday, 26<sup>th</sup> September, 2024 (both days inclusive) in connection with AGM.
22. Route map of the venue of meeting is enclosed to this notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Ms. Sarita Gupta is a Promoter Director of the Company since 17<sup>th</sup> July, 2014. She is a Commerce Graduate. She has been highly successful with over 21 years of experience in various areas of administration. Considering her background and experience, the board is of the opinion that appointment and presence of Ms. Sarita Gupta on the Board as the Managing Director will be desirable, beneficial and in the best interest of Company.

In terms of the provisions of the Companies Act, 2013, the approval of members of the Company is required for appointment of Ms. Sarita Gupta as the Managing Director of the Company.

As such, the Board recommends the resolution set out in item no. 3 of the accompanying notice for approval and adoption by the members.

Further, none of the Directors/Key Managerial Personnel/their relatives except Mr. Anil Gupta, Ms. Aarushi Gupta & Ms. Sarita Gupta herself, is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in the Notice

The Board recommends the Ordinary Resolution for approval by the Shareholders.

**ITEM NO.4**

The existing Memorandum of Association (MOA) of the Company is based on the Erstwhile Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the notification of the Companies Act, 2013, several regulations of the existing MOA of the Company require alteration or deletion. It is therefore, proposed to replace the existing MOA with the new set of MOA in conformity with Table A of Schedule I of the Companies Act, 2013. The revised set of MOA shall be placed at



the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days.

Pursuant to the provisions of Section 13 of Companies Act, 2013, consent of the Shareholders by way of Special Resolution is required in this regard to give effect to the proposed alteration.

None of the Directors/Key Managerial Personnel/their relatives is in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set forth in aforesaid item of the notice for approval of the shareholders.

#### **ITEM NO. 5**

The present Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore) divided into 100000000 (Ten Crore ) equity shares of Re. 1/- (Rupee One) each. The Company wishes to increase its existing Authorized Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 100000000 (Ten Crore ) equity shares of Re. 1/- (Rupee One) each to Rs. 500,000,000/- (Rupees Fifty Crore) divided into 500000000 (Fifty Crore) equity shares of Re. 1/- (Rupee One) each.

As per section 61 of the Companies Act, 2013, the proposed increase in Authorised Share Capital requires the approval of Members in General Meeting.

Further, none of the Directors/Key Managerial Personnel/their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in the Notice.

The Board recommends the Ordinary Resolution for approval by the Shareholders.

#### **ITEM NO.6**

The Board of Directors had appointed Mr. R. S. Chandan (DIN: 08849851) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company and in compliance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with

effect from 29<sup>th</sup> July, 2024. He will hold office as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. July 29, 2024 till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term of 5 consecutive years from the date of original appointment i.e. 29<sup>th</sup> July, 2024 upto 28<sup>th</sup> July, 2029.

In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. R. S. Chandan being eligible and offering his appointment, is proposed to be appointed as an Independent Director for a period up to 28<sup>th</sup> July, 2029 not liable to retire by rotation. The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. R. S. Chandan for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Further, the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also, Mr. R. S. Chandan fulfills the conditions specified for his appointment as Independent Director of the Company as per the Companies Act, 2013, and rules made thereunder, moreover Mr. R. S. Chandan is also independent to the management of the Company.

In terms of the Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required due to the following provision of Section 160 of the Companies Act, 2013;

“Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a Company not required to constitute Nomination and Remuneration Committee.”

Hence the proposal by the member in the name of Mr. R. S. Chandan for his appointment, is made without deposit of any amount. Mr. R. S. Chandan has experience in drug development, Clinical research, Clinical data management, Pharma covigilance and also has an extensive experience with California Software Company Limited. He holds degree in M. Pharmacy &PhD.

Based on the aforesaid, the Board and Nomination and Remuneration Committee finds him suitable as he fulfills the conditions specified in the Law to be appointed as an Independent Director of the Company.

Also, a copy of the draft letter for his appointment as an independent director setting out the terms and conditions is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to his qualifications, knowledge and experience his appointment as an independent director will be in the interest of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/ or their relatives, except Mr. R. S. Chandan is, in any way, concerned or interested in the said resolution.

#### **ITEM NO.7**

The Board of Directors had appointed Mr. Basuvaiah Duraiswamy (DIN: 09258691) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company and in compliance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 29<sup>th</sup> July, 2024. He will hold office as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. July 29, 2024 till the conclusion of the ensuing Annual General Meeting and subject to the

approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term of 5 consecutive years from the date of original appointment i.e. 29<sup>th</sup> July, 2024 upto 28<sup>th</sup> July, 2029.

In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Basuvaiah Duraiswamy being eligible and offering his appointment, is proposed to be appointed as an Independent Director for a period up to 28<sup>th</sup> July, 2029 not liable to retire by rotation. The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. Basuvaiah Duraiswamy for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Further, the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also, Mr. Basuvaiah Duraiswamy fulfills the conditions specified for his appointment as independent director of the Company as per the Companies Act, 2013, and rules made thereunder, moreover Mr. Basuvaiah Duraiswamy is also independent to the management of the Company.

In terms of the Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required due to the following provision of Section 160 of the Companies Act, 2013;

“Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a Company not required to constitute Nomination and Remuneration Committee.”

Hence the proposal by the member in the name of Mr. Basuvaiah Duraiswamy for his appointment is made without deposit of any amount. Mr. Basuvaiah Duraiswamy has more than 30 years of experience in Research and Development and has guided more than 10 research projects. He also has a teaching experience

with post graduate students at Dr. MGR Medical University and JSS University. He holds a post graduate degree and PhD.

Based on the aforesaid, the Board and Nomination and Remuneration Committee finds him suitable as he fulfills the conditions specified in the Law to be appointed as an Independent Director of the Company.

Also, a copy of the draft letter for his appointment as an independent director setting out the terms and conditions is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to his qualifications, knowledge and experience his appointment as an independent director will be in the interest of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/ or their relatives, except Mr. Basuvaiah Duraiswamy is, in any way, concerned or interested in the said resolution.

**By Order of the Board  
For Panafic Industrials Limited**

Sd/-

**Date: 28<sup>th</sup> August, 2024  
Place: Delhi**

**Sarita Gupta  
Director  
DIN: 00113099  
Add: D-158, Pushpanjali  
Enclave, Pitampura, Saraswati  
Vihar, Delhi-110034**

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

1. In accordance with, the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
2. Members may also note that the Notice of the Annual General Meeting and the Annual Report for FY 2023-24 will also be available on the Company's website [www.panaficindustrials.in](http://www.panaficindustrials.in) and on the website of Stock Exchange i.e. Bombay Stock Exchange Limited for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's mail id: [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com).
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com) along with the copy of the signed request letter mentioning the Folio Number, name and address of the Member, scan copy of share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com)

**VOTING THROUGH ELECTRONIC MEANS:**

4. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meeting and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Ltd. (CDSL).
5. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
6. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on record date (cut-off date) i.e. 19<sup>th</sup> September, 2024 are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
7. The remote e-voting period commences on 23<sup>rd</sup> September, 2024 (9:00 a.m.) and ends on 25<sup>th</sup> September, 2024 (5.00 p.m.). The remote e-voting module shall be disabled by CDSL for voting. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. M/s.JVP & Associates Company Secretaries LLP, have been appointed as the Scrutiniser to scrutinise the e-voting process and voting through physical ballot at the venue of the AGM in a fair and transparent manner.
9. The results of voting shall be declared within 2 working days of the conclusion of the 39<sup>th</sup> Annual General Meeting. The results of voting sodeclared along with the Scrutinizer's Report shall be placed on the Company's Website ([www.panaficindustrials.in](http://www.panaficindustrials.in)), CDSL Website and shall also be communicated to the Stock Exchange, where the shares of the Company are listed.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on 23<sup>rd</sup> September, 2024 at 9:00 AM and ends on 25<sup>th</sup> September, 2024 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 19<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register



again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-</p>

	<p>Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by</p>

	<p>typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
<p>Dividend Bank Details</p> <p><b>OR</b> Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 in the “Corporates” module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.** [panafic.industrials@gmail.com](mailto:panafic.industrials@gmail.com)
2. For Demat shareholders -,Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no.1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.



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**ATTENDANCE SLIP**

**Venue of the Meeting:** Community Hall, D-Block, Pushpanjali Enclave, Pitampura,  
Delhi-110034

**Date and Time:** 26<sup>th</sup> September, 2024 at 9:00 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 Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 26<sup>th</sup> day of September, 2024 at 9:00 A.M. at Community Hall, D-Block, Pushpanjali Enclave, Pitampura, Delhi-110034.

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

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

**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: Community Hall, D-Block, Pushpanjali Enclave, Pitampura, Delhi-110034.

Date and Time: 26<sup>th</sup> September, 2024 at 9:00 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 39<sup>th</sup> Annual General Meeting of the Company to be held on 26<sup>th</sup> September, 2024 at 9:00 A.M. at Community Hall, D-Block, Pushpanjali Enclave, Pitampura, Delhi-110034 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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation, and being eligible, offers herself for re-appointment.			
<b>SPECIAL BUSINESS:</b>				
3.	To appoint Ms. Sarita Gupta (DIN: 00113099) as a Managing Director of the Company.			
4.	To alter Memorandum of Association of the Company thereby adopting new set of Memorandum of Association of the Company in accordance with the provisions of Companies Act, 2013.			
5.	To increase Authorized Share Capital of the Company.			
6.	Regularization of appointment of Mr. R. S. Chandan (DIN: 08849851) as Non-Executive and Independent Director of the Company.			
7.	Regularization of appointment of Mr. Basuvaiah Duraiswamy (DIN: 09258691) as Non-Executive and Independent Director of the Company.			

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Signature of shareholder .....

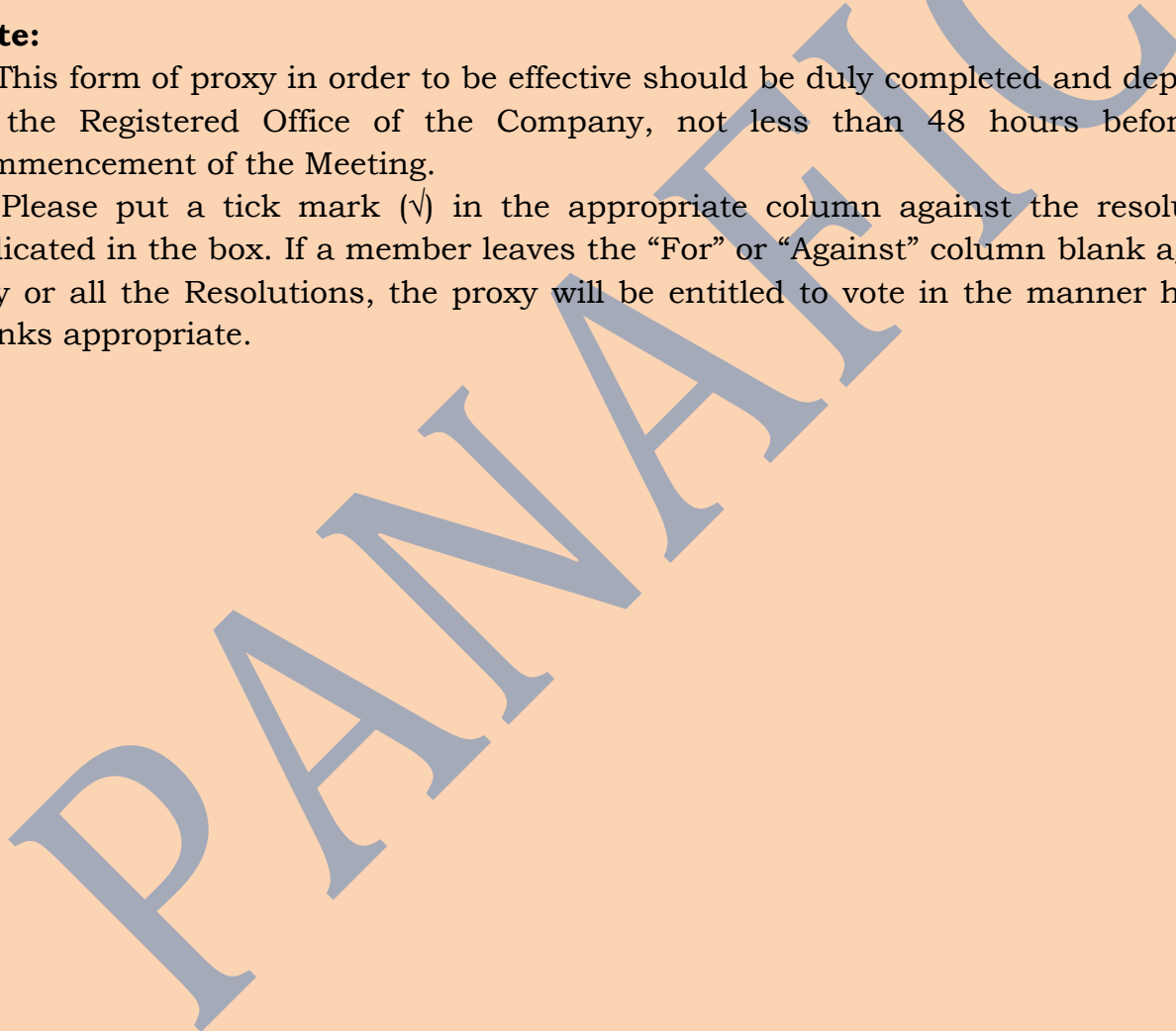
Signature of Proxy holder(s) .....

Signed this ..... Day of ..... 2024

Affix One Rupee Revenue Stamp
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**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.



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**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**

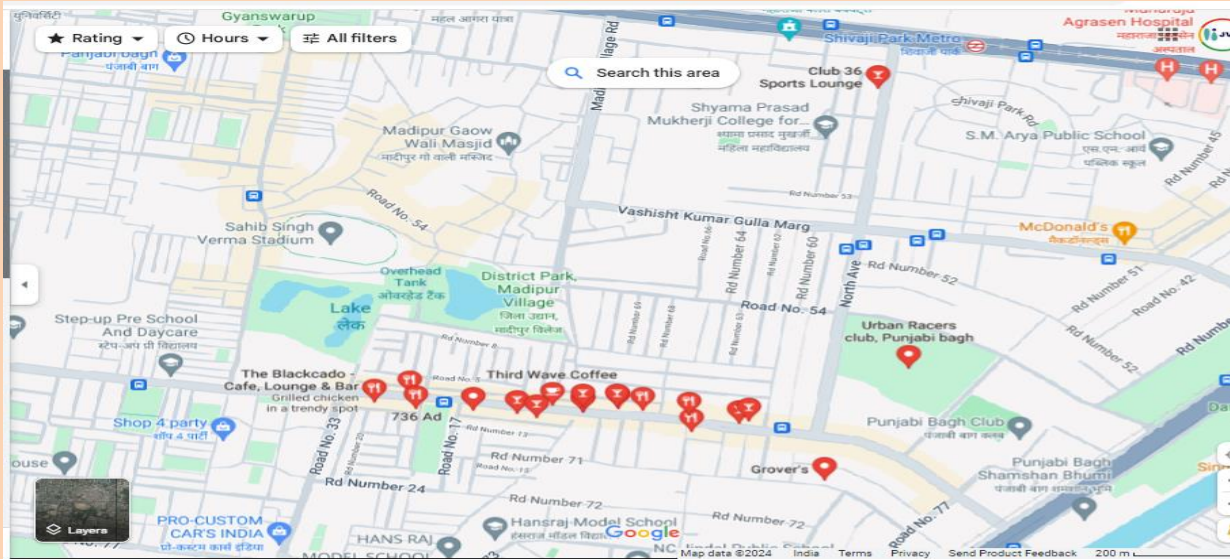
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Ms. Renu (DIN: 03572788), who retires by rotation, and			

	being eligible, offers herself for re-appointment.			
3.	To appoint Ms. Sarita Gupta (DIN: 00113099) as a Managing Director of the Company.			
4.	To alter Memorandum of Association of the Company thereby adopting new set of Memorandum of Association of the Company in accordance with the provisions of Companies Act, 2013.			
5.	To increase Authorized Share Capital of the Company.			
6.	Regularization of appointment of Mr. R. S. Chandan (DIN: 08849851) as Non-Executive and Independent Director of the Company.			
7.	Regularization of appointment of Mr. Basuvaiah Duraiswamy (DIN: 09258691) as Non-Executive and Independent Director of the Company.			

**ROUTE MAP TO THE VENUE OF 39<sup>th</sup>AGM**



If undelivered please return to:

**Panafic Industrials Limited**  
**Regd. Off: 23, II Floor, North West Avenue,**  
**Club Road, West Punjabi Bagh, New Delhi-110026**

**NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARDS-2:**

Name of Director	Mr. R. S. Chandan	Mr. Basuvaiah Duraiswamy	Ms. Sarita Gupta
DIN	08849851	09258691	00113099
Brief Resume and Nature of his expertise in specific functional areas	He has experience in drug development, Clinical research, Clinical data management, Pharmacovigilance and also has an extensive experience with California Software Company Limited.	He has more than 30 years of experience in Research and Development and has guided more than 10 research projects. He also has a teaching experience with post graduate students at Dr. MGR Medical University and JSS University. He holds a post graduate degree and PhD.	She has 21 years of experience in various areas of administration.
Date of Birth	22 <sup>nd</sup> August, 1973	5 <sup>th</sup> February, 1961	24 <sup>th</sup> April, 1972
Qualification	M. Pharmacy & PhD.	Post Graduate Degree and PhD	B.Com.
Terms and conditions of Appointment/Reappointment	As per the Appointment Letter (Appointment Letters are placed on the website of the Company)	As per the Appointment Letter (Appointment Letters are placed on the website of the Company)	As per the Appointment Letter (Appointment Letters are placed on the website of the Company)
Details of Remuneration and remuneration last drawn	N.A. (No Remuneration, but Sitting Fee is paid)	N.A. (No Remuneration, but Sitting Fee is paid)	No Remuneration.
Date of first appointment in the Board	29/07/2024	29/07/2024	28/08/2024
Shareholding in the Company	NIL	NIL	1.50%
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	No Relation, Independent	No Relation, Independent	Wife of Promoter, Mr. Anil Gupta and Mother of CFO, Ms. Aarushi Gupta



Number of Meetings of the Board attended during the year	N.A.	N.A.	6
Details of other Directorships in other Companies	California Software Company Limited	California Software Company Limited	<ol style="list-style-type: none"> <li>1. Ethnic India Exim Private Limited</li> <li>2. North Pole Agrotech Private Limited</li> <li>3. PuriasFinlease India Limited</li> <li>4. Jobs 2 Gain India Private Limited</li> <li>5. AK Designers Studio Private Limited</li> </ol>
Details of Membership/Chairmanship of Committees of the Boards in other Companies	N.A.	N.A.	N.A.

<b>Name of Director</b>	Ms. Renu
DIN	03572788
Brief Resume and Nature of his expertise in specific functional areas	Rich experience in Marketing Sector
Date of Birth	1 <sup>st</sup> March 1981
Qualification	M.B.A
Terms and conditions of Appointment/Reappointment	As per the agreed terms and conditions.
Details of Remuneration and remuneration last drawn	As per the agreed terms and conditions.
Date of first appointment in the Board	30/09/2014
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	None
Number of Meetings of the Board attended during the year	6
Details of other Directorships in other Companies	1(One)Iris Computers Limited
Details of Membership/Chairmanship of Committees of the Boards in other Companies	N.A.

**BOARD'S REPORT**

To The Shareholders,  
Panafic Industrials Limited

The Directors of your company take pleasure in presenting the 39<sup>th</sup> Annual Report on the business and operations of the Company for the financial year ended 31<sup>st</sup> March, 2024.

**FINANCIAL RESULTS**

The Company's financial performance for the year ended 31<sup>st</sup> March, 2024 is summarized below:

**(inRs.)**

<b>Particulars</b>	<b>For the Year Ended</b>	
	<b>31<sup>st</sup> March, 2024</b>	<b>31<sup>st</sup> March, 2023</b>
Total Revenue	67,89,258	71,75,815
Total Expenses	64,92,161	54,65,252
Depreciation/Provisions	66,376	1,01,692
Profit/(Loss) Before Tax	2,97,097	17,10,563
Exceptional and extraordinary items	0	0
Provision for Taxation	81,766	6,43,375
<b>Profit/(Loss) After Tax</b>	<b>2,15,330</b>	<b>10,67,188</b>
<b>Paid up Equity Capital</b>	<b>82,125,000</b>	<b>82,125,000</b>

**PERFORMANCE OF THE COMPANY**

During the year under review, Company has earned revenue from operations of Rs. 67,89,258/- in comparison to last year revenue of Rs. 71,75,815/-. This year Company has earned a Profit after tax of Rs. 2,15,330 in comparison to last year Profit of Rs. 10,67,188/- showing downward trend.

**CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of the business of the Company during the financial year ended 31<sup>st</sup> March, 2024.

**DIVIDEND**

With a view to plough back the profits of the company, the Board of Directors of the Company did not recommend any dividend for the Financial Year ended 31<sup>st</sup> March, 2024.

**TRANSFER TO RESERVE**

The Company transferred an amount of Rs.1,61,498/-to the General Reserve for the Financial Year ended 31<sup>st</sup>March, 2024.

**DEPOSITS**

During the year under review, your Company has not invited or accepted any deposits. There are no unpaid or unclaimed deposits as on the date with the Company.

**CAPITAL STRUCTURE & CHANGES THEREIN**

There is no change in the Authorized and Paid-up Share Capital of the company during the financial year ended 31<sup>st</sup> March, 2024.

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 100000000 (Ten Crore) Equity Shares of Rupee 1/- (Rupee One Only) each.

The present Paid up Share Capital and Subscribed Capital of the Company is Rs. 8,21,25,000 /- (Rupees Eight Crore Twenty One Lakh Twenty Five Thousand Only) divided into 82125000 (Eight Crore Twenty One Lakh Twenty Five Thousand Only ) Equity Shares of INR 1/- ( Rupee One Only) each.

During the year under review the Company has neither issued shares with differential voting rights, sweat equity shares nor granted stock options or otherwise.

**MATERIAL CHANGES AND COMMITMENTS – IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:**

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report, except one i.e. the Board of Directors considered and approved, the terms and conditions and other related matters in connection with the proposed fund-raising options by way of rights issue in view of the capital requirement of the company in the board meeting held on 29<sup>th</sup> July, 2024.

**HOLDING COMPANIES, SUBSIDIARY COMPANIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

1. Names of Companies which have become its Subsidiaries, joint ventures or associate companies during the year: N.A.
2. Names of Companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year: N.A.

Since the Company does not have any Subsidiaries, Associates or Joint Venture Companies, the disclosure of particulars with respect to information related to performance and financial position of the Subsidiaries, Joint Ventures or Associate Companies subject to Rule 8(1) of Companies (Accounts) Rules, 2014 is not applicable on the Company.

**EXTRACT OF ANNUAL RETURN**

In terms of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company as per MCA Notification dated 25<sup>th</sup> August, 2020 is available on the website of the Company i.e. **[www.panaficindustrialsltd.in](http://www.panaficindustrialsltd.in)**

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The Directors have devised proper systems to ensure compliance of all the secretarial standards that have been notified and made effective till the date of this report, till the extent applicable on this Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Board of 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 Board Report.

During the period under review, following KMP's got appointed & resigned:

1. Mr. Mohit Kaushik resigned from the position of the Company Secretary w.e.f. 20<sup>th</sup> June, 2023.
2. Ms. Reena Bhaskar was appointed as the Company Secretary w.e.f. 1<sup>st</sup> November, 2023.
3. Ms. Reena Bhaskar resigned from the position of the Company Secretary w.e.f. 15<sup>th</sup> February, 2024

***As on 31<sup>st</sup> March, 2024, the Board consisted of the following Directors/KMP:***

<b>S. No.</b>	<b>Name of the Director</b>	<b>DIN/PAN</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Ms. Sarita Gupta	00113099	Executive Managing Director	17/07/2014
2.	Ms. Renu	03572788	Non-Executive Director	30/09/2014
3.	Mr. Sanjeev Kumar	06625416	Non-Executive Independent Director	09/07/2013
4.	Mr. Shri Kishan Gupta	08430379	Non-Executive Independent Director	24/04/2019
5.	Ms. Sarita Gupta	AAIPG1432A	Chief Financial Officer	06/09/2014

However, the Board by way of passing resolutions at various occasions, has accepted, approved and taken note of following significant changes in the Board Composition and KMP during the current financial year.

1. Mr. Basuvaiah Duraiswamy was appointed as an Additional Director-Non-Executive and Independent on the Board of Company w.e.f. 29<sup>th</sup> July, 2024.
2. Mr. R. S. Chandan was appointed as an Additional Director-Non-Executive and Independent on the Board of Company w.e.f. 29<sup>th</sup> July, 2024.
3. Ms. Sarita Gupta, stepped down from the position of Managing Director, resulting into change of designation from Managing Director to Director w.e.f. 1<sup>st</sup> August, 2024.
4. Ms. Sarita Gupta resigned from the position of Chief Financial Officer w.e.f. 1<sup>st</sup> August, 2024.
5. Ms. Aarushi Gupta was appointed as a Chief Financial Officer of the Company w.e.f. 1<sup>st</sup> August, 2024.
6. Mr. Sanjeev Kumar & Mr. Shri Kishan Gupta resigned from the position of Independent Director w.e.f. 1<sup>st</sup> August, 2024.

***B. As on date of this report, the Board consists of following Directors/KMP :***

S. No.	Name of the Director	DIN	Designation	Date of Appointment
1.	Ms. Sarita Gupta	00113099	Executive Director	01/08/2024
2.	Ms. Renu	03572788	Non-Executive Director	30/09/2014
3.	Mr. Basuvaiah Duraiswamy	09258691	Non-Executive Independent Director	29/07/2024
4.	Mr. R. S. Chandan	08849851	Non-Executive Independent Director	29/07/2024
5.	Ms. Aarushi Gupta	BKAPG58 87L	Chief Financial Officer	01/08/2024

**C. Re-appointment of Directors liable to Retire by Rotation-**

In accordance with the provisions of Section 152 of the Act and Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Ms. Renu (DIN: 03572788) is liable to retire by rotation at the ensuing Annual

General Meeting and being eligible, offer herself for reappointment. The Board recommends her re-appointment as Director.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

As on the date of signing of this report, the Company has 02 (Two) Independent Directors namely **Mr. Basuvaiah Duraiswamy (DIN: 09258691) & Mr. R. S. Chandan (DIN: 08849851)**. They are professionally qualified and possess appropriate balance of skills, expertise and knowledge and are qualified for appointment as an Independent Director.

The Company has received declaration from the Independent Directors, as stipulated under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

#### **BOARD AND COMMITTEE MEETINGS**

##### **NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2023-24**

Proper Notices along with Agenda and notes to agenda of the Board Meetings were circulated well in advance to the respective Directors and the proceedings of the said meetings were also properly recorded. During the year under review, 6 (**Six**) Board Meetings were convened and held.

The intervening gap between the said meetings was within the time period prescribed under the Companies Act, 2013 i.e., the maximum interval between the two Board Meetings did not exceed 120 days.

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board Meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses.



**COMMITTEE MEETINGS****A) Audit Committee**

The Company has formed audit committee in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Audit Committee Meeting is generally held once in a quarter for the purpose of recommending the quarterly/half yearly/yearly financial results and the gap between two meetings did not exceed 120 days. Audit Committee met 4 **times, viz, 30<sup>th</sup> May, 2023, 14<sup>th</sup> August, 2023, 14<sup>th</sup> November, 2023 & 13<sup>th</sup> February, 2024.**

The composition of the Committee and the details of meetings attended by its members are given below:-

S. No.	Name of the Director	Designation	Number of Meetings held during the Financial Year 2023-24	
			Held	Attended
1.	Mr. Sanjeev Kumar	Chairman	4	4
2.	Mr. Shri Kishan Gupta	Member	4	4
3.	Ms. Sarita Gupta	Member	4	4

**B) Nomination and Remuneration Committee**

The Company has formed Nomination and Remuneration Committee in line with the provisions Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations. Nomination and Remuneration Committee Meetings are generally held for identifying the person qualified to become Director or to be appointed to the position of senior management and recommending their appointment and removal. During the year under review, committee met once i.e. **14<sup>th</sup> November, 2024.**

The composition of the Committee and the details of meetings attended by its members are given below:-

S. No.	Name of the Director	Designation	Number of Meetings held during the Financial Year 2023-24
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			Held	Attended
1.	Mr. Sanjeev Kumar	Chairman	1	1
2.	Mr. Shri Kishan Gupta	Member	1	1
3.	Ms. Sarita Gupta	Member	1	1

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

The Company has constituted Stakeholder's/Investor Grievance Committee mainly to focus on the Redressal of Shareholders'/Investors' Grievances, if any, like Transfer/ Transmission/ Demat of Shares, Loss of Share Certificates, Non-receipt of Annual Report, Dividend Warrants, etc. During the year under review, Stakeholder's Grievance & Relationship Committee met four times **30<sup>th</sup> May, 2023, 14<sup>th</sup> August, 2023, 14<sup>th</sup> November, 2023 & 13<sup>th</sup> February 2024.**

The composition of the Committee and the details of meetings attended by its members are given below:-

S. No.	Name of the Director	Designation	Number of Meetings held during the Financial Year 2023-24	
			Held	Attended
1.	Mr. Sanjeev Kumar	Chairman	4	4
2.	Ms. Sarita Gupta	Member	4	4
3.	Mr. Shri Kishan Gupta	Member	4	4

**EXTRAORDINARY GENERAL MEETING (S)**

No Extra Ordinary General Meeting was held during the year 2023-24.

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

The Company's policy relating to appointment of Directors and KMP, 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.

#### **DECLARATION OF INDEPENDENT DIRECTORS AND FAMILIARIZATION PROGRAMME:**

The Company has received necessary declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Act.

The Company conducts a familiarization programme in which various amendments in the Companies Act, 2013 and amendments in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are discussed.

#### **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

A formal evaluation of the performance of the Board, its Committees and the individual Directors was carried out for the year 2023-24. The evaluation was done using individual questionnaires covering amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc. As part of the evaluation process the performance evaluation of all the Directors has been done by all the other Directors (except himself & herself) and the Directors have also evaluated the performance of the Board and its Committees as a whole. The Directors expressed satisfaction with the evaluation process.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

Pursuant to section 186 (11) of the Companies Act, 2013 ('Act'), the provisions of section 186(4) of the Act requiring disclosure in the financial statement of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report.

Disclosure of investment is also exempt for investment made, in respect of investment or lending activities, by a non-banking financial company registered under Chapter III-B of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities under section 186(11).

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013.**

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 disclosures as required under Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, is not required in Form AOC- 2 as specified under the Companies Act, 2013.

All Related Party Transactions are placed before the Audit and Risk Management Committee for approval as required under SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to such omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit and Risk Management Committee on a quarterly basis.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has maintained a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The Board is of the opinion that the Company

has sound Internal Financial Controls which commensurate with the size, scale and complexity of its business operations.

The Audit Committee reviews at regular interval the Internal Financial Control and Risk Management system and also the Statutory Auditors confirm that the Company's Internal Financial control is adequate. The report on the Internal Financial Control issued by M/s. Sudhir Agarwal & Associates, Chartered Accountants (formerly known as SRDP & Co.), Statutory Auditors of the Company in compliance with the provisions under the Companies Act, 2013 is forming part as **Annexure B** of the Auditor's Report for the F.Y.2023-24.

### **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

### **AUDITORS**

#### **Statutory Auditors**

M/s. Sudhir Agarwal & Associates (FRN:509930C) Chartered Accountants (formerly known as SRDP & Co.), has consented to act as statutory auditors of the Company for a period of 5 (Five) years from the conclusion of 37<sup>th</sup>AGM till the conclusion of the 42<sup>nd</sup>AGM and given a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

There is no qualification, reservation, or adverse remark made by the Statutory Auditor in its report. The said report also forms a part of this Annual Report.

#### **Secretarial Auditor**

The Board has appointed M/s. JVP & Associates Company Secretaries LLP, to conduct Secretarial Audit for the F.Y 2023-24. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2024 is attached to this report as "**Annexure A**".

**EXPLANATION/COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY SECRETARIAL AUDITOR**

The details of the qualifications made by the Secretarial Auditors of the Company in their report together with the management's explanation against the same is as follows:

1. *There were delayed submissions of LODR/SEBI compliance to the Bombay Stock Exchange during the period under review, resulting into penalties imposed by the exchange. However, the said penalties have been paid by the company.*

**Reply:** Our Company is regular in complying with the filings to be done with exchange pursuant to various applicable SEBI regulations. The delayed filings during the period under review were inadvertent and unintentional. Also, the lack of professional guidance and non-availability of Company Secretary has led to such delayed filings.

2. *The company did not inform the Bombay Stock Exchange about the Closure of Trading Window for the quarter ended 30<sup>th</sup> June, 2023 & 31<sup>st</sup> December, 2023 under Clause 4 (2) of Schedule B read with Regulation 9 of PIT Regulations.*

**Reply:** The non-submission was entirely inadvertent. The company assures to comply with the same in near future.

3. *The certificates/compliance required to be submitted by the listed company pursuant to the applicable SEBI regulations, were issued by a non-peer reviewed auditor.*

**Reply:** The Company was not aware of the requirement of obtaining certificates under various SEBI Regulations by a listed company, from a Peer Reviewed Professional/Firm. The moment it came to its knowledge, the company took the corrective measures and appointed Peer Reviewed professional to issue any such certificates/reports in near future. Hence, the non-compliance was completely inadvertent.

4. *The financials for the period under review are signed by the non-peer reviewed auditor.*

**Reply:** The Company has appointed M/s. Sudhir Agarwal & Associates (FRN: 509930C) Chartered Accountants (formerly known as SRDP & Co.), Peer Reviewed chartered accountant firm as a statutory auditor of the Company whose certificate got expired and was pending for renewal on the date of signing of financials for the period under review. As on date of this report M/s. Sudhir Agarwal & Associates (FRN: 509930C) Chartered Accountants (formerly known as SRDP & Co.) holds a valid Peer Review Certificate dated 25-07-2024 with effective date of 02-07-2024 and valid up to 31-07-2027.

5. *The Board Composition of the company was not properly constituted during the period under review as Ms. Sarita Gupta was not reappointed as Managing Director after the expiry of her term in the year 2021-22*

**Reply:** Ms. Sarita Gupta has stepped down from the position of Managing Director w.e.f. 1<sup>st</sup> August, 2024. She will be appointed afresh as a Managing Director in compliance with the applicable provisions of the Companies Act, 2013

6. *Independent Directors name not registered in the data bank of MCA.*

**Reply:** Mr. Sanjeev Kumar & Mr. Shri Kishan Gupta has resigned from the position of Independent Director w.e.f. 1<sup>st</sup> August, 2024 and Mr. Basuvaiah Duraiswamy & Mr. R. S. Chandan were duly appointed as an Independent Director w.e.f. 29<sup>th</sup> July, 2024 in compliance with section 149 of the Companies Act, 2024

7. *Ms. Sarita Gupta, has held two whole time designations at same time i.e. She has been appointed as Managing Director & CFO both at a same time, which is violation of section 203 of the Companies Act, 2013.*

**Reply:** As a corrective measure, Ms. Sarita Gupta has stepped down from the position of Managing Director and has resigned from the position of Chief Financial Officer w.e.f. 1<sup>st</sup> August, 2024.

8. *The Company has not filled RBI returns during period under review.*

**Reply:** The RBI has launched a new portal i.e. CIMS portal for uploading various returns i.e. DNBS-2/DNBS-10/DNBS-13 etc. The company has been in continuous communication with RBI to issue login credentials to access the new portal. The non-filing of returns was not intentional but due to the technical issue faced by the company to access the new portal and align itself with the frequent changes made by RBI in this respect.

9. *The Company has not appointed Company Secretary since the resignation of Ms. Reena Bhaskar from the position of Company Secretary.*

**Reply:** The Company had made all possible efforts to fill the vacancy but till date the company has not been able to find any suitable candidate for the position. The company is still looking for the eligible candidate and will appoint as soon as same is identified & shortlisted.

10. *The Company has partially complied with the provisions related to Structural Digital Database (SDD) compliances, prescribed under Regulation 3 and other applicable provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*

**Reply:** The Company is in process of getting familiarised with the functionalities of the software and the applicable provisions w.r.t. *Structural Digital Database (SDD)* and will expedite the complete compliance under Regulation 3 and other applicable provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

11. *The Company needs to rectify its email address and website address on the letterhead.*

**Reply:** It is a typographical error and same has been rectified.



12. Following ROC forms were not filed during period under review:

- MGT-15-Proceedings of AGM
- ADT-1 Appointment of Statutory Auditor
- MGT-14 for the approval of Financials for the f/y 2022-23
- MGT-14 for the approval of Board Report for the f/y 2022-23
- MGT-14 for the appointment of Internal Auditor
- MGT-14 for the appointment of Secretarial Auditor
- DIR-12 for the appointment of Company Secretaries.

**Reply:** The non-filing of aforesaid forms is completely inadvertent and filing of the same with late fee is in process.

### **Internal Auditor**

The Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Company has appointed M/s. Girraj Gupta & Associates, Company Secretary, having ICSI Membership No. FCS8814 as an Internal Auditor of the Company w.e.f. 01-11-2023

### **Cost Record and Cost Audit**

The company is a Non-Banking Financial Company, hence maintenance of cost records and requirement of cost audit as prescribed under the provision of Section 148(1) of the Companies Act 2013 are not applicable for the business activities carried out by the Company.

### **HUMAN RESOURCE**

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.

### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE**

The provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder are not applicable to the Company.

### **RISK MANAGEMENT**

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyses risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate strong risk management culture in the Company.

### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

In order to ensure that the activities of the Company are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a vigil mechanism policy, there is direct access to approach the Chairperson of the Audit Committee. The said policy is available on the Company's website and can be viewed at the given link:

[www.panaficindustrialsltd.in](http://www.panaficindustrialsltd.in)

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the company as it is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, a Management Discussion and Analysis Report has been prepared and the same is forming part of this Report.

**CORPORATE GOVERNANCE**

Since the paid up capital of the Company is less than Rs.10 Crore and the net worth of the Company is less than Rs.25 Crore, the provisions of Regulations 17,18,19,20,21,22,23,24,25,26,27, and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, are not applicable to the Company, hence Corporate Governance report has not been enclosed to Directors Report.

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

Your Company being eligible has claimed exemption under Regulation 15(2) of SEBI (LODR), Regulations, 2015 to BSE for submitting Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2024.

**PARTICULARS OF EMPLOYEES AND REMUNERATION**

None of the Employees of the Company were in receipt of remuneration, which was more than the limits as prescribed under the 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.

**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 review.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant or material orders which were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's Operations in future. Although, Bombay Stock Exchange has levied certain penalties on the Company on various occasions for delayed filings and same has been duly paid by the Company. Also, adjudication order against company was issued on 28<sup>th</sup> November, 2023 and same has been settled as on the date of signing this report.

#### **DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) AND THEIR STATUS**

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review along with their status as at the end of the financial year is not applicable to the Company.

#### **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOANS FROM THE BANKS OR FINANCIAL INSTITUTION ALONGWITH THE REASONS THEREOF**

There are no such events occurred during the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024, thus no valuation is carried out for one-time settlement with the Banks or Financial Institutions.

**LISTING OF SECURITIES**

The Company's Securities are currently listed on Bombay Stock Exchange Limited (BSE Limited) with **INE655P01029** and scrip code **538860**. The Annual Listing fee for the Financial Year 2023-24 and 2024-25 has been paid by the Company to BSE Limited.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Financial Statements of the Company were prepared in accordance with Indian Accounting Standards (Ind AS). In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state/confirm:

- a) That in the preparation of the annual accounts for the Financial Year ended on 31st March, 2024, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) That appropriate accounting policies have been selected and applied consistently and made judgments 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 2023-24 and of the profit and loss of the Company for that period;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts for the Financial Year ended on 31st March, 2024 have been prepared on a going concern basis;
- e) That the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and

- f) 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.

### **ACKNOWLEDGEMENT**

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 to 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 Ministry of Corporate Affairs, 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  
Panafic Industrials Limited**

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

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

**Date: 28<sup>th</sup> August, 2024**

**Place: Delhi**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion Analysis ("MDA") is a report containing a review and analysis of Industry Structure and Developments, Opportunities and Threats, Performance of the Company, Internal Control Systems and their Adequacy, Key financial aspects and the Overall Risks and Concerns during the financial year and till date of this report.

### **(i) Annual overlook and outlook**

It has been a challenging year with several macro headwinds encompassing industrial, infrastructure and real estate market. Slow economic activity and liquidity challenges impacted the overall demand scenario in the industry.

Later part of the year also witnesses an unpredictable outbreak of corona virus sending global economic into tizzy affecting overall economy. Complete lockdown affect the supply chains and consumer sentiments. These disruptions impacted the overall performance of the Company for the year. We are confident to lead the recovery in a shorter period after post pandemic phase and strive to sustain profitable growth.

### **(ii) Industry Structure and Developments:**

Capital Market is dependent on various external factors beyond the control of the Management. Factors like economy, Industrial Growth, Level of Export, Political Scenario, Reform initiatives of the Government. The participants having any dealing with Capital Market are affected directly by the movement in the market.

### **(iii) Opportunities & Threats:**

The biggest opportunity for the Indian financial system today is the Indian consumer. Demographic shifts in terms of income levels and cultural shifts in terms of lifestyle aspirations are changing the profile of the Indian consumer. Your Company being an investment Company seeks opportunities in the capital market. The volatility in stock indices in the financial year under report represents both an opportunity and challenge for the Company. Further the impact of stress in the NBFC sector spills over to this year as well, it may lead to lower credit off take from NBFCs, which may dampen growth in consumption spending. The most significant threat for any lending activity is to constantly exhibit operational excellence and contain the loss and mitigate the risks.

**(iv) Future Outlook:**

NBFCs are facing liquidity crisis and that coupled with increasing stress in the corporate segment warrants caution. In fact many corporates were dragged to NCLT under Insolvency and Bankruptcy Code which clearly manifests the stress the corporates are facing. Further, improvements in the capital markets may also positively impact the finance and investment companies. However, the continued deterioration in assets quality and NPA'S are haunting the finance companies.

**(v) Risks & concerns:**

In the normal course of business, finance and investment companies are exposed to various risks, namely, Credit Risk, Market Risk and Operational Risk, besides other residual risks such as Liquidity Risk, Interest Rate Risk, Strategic Risk, etc., any company which is in the business of lending, the entire proposition of the Company (providing finance to various segments of the economy) is on the fundamentals of managing the risk rather than avoiding it. Further the risk of market fluctuations will be a major risk associated with the company.

**(vi) Internal Control:**

The company has in place adequate internal financial control system. The Company's internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and same are adequate and operating effectively. The Audit Committee reviews adequacy and effectiveness of the Company's internal control system including internal financial control. Your company has taken proper care for the maintenance of adequate accounting records as required by various statutes.

**(vii) Financial performance:**

The financial performance of the company has been covered in the Director's Report.

**(viii) Human Resources:**

The current activities of the Company may not require significant human resource, however to the extent possible requisite personnel have been engaged to take care of organization need of human resources. Accordingly, your Company attributes importance to human resource development activities.



**(ix) Cautionary Statement:**

The statements in this Management Discussion and Analysis describing the Company's objects, projections, estimates, expectations may be construed as "forward-looking" statements within the meaning of applicable securities laws and regulations and such forward looking statements involve risks and uncertainties. Actual results may differ materially from those expressed in this statement. Important factors that could influence the Company's operations include fluctuations in the capital markets, repayments by the borrowers, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations. The Company undertakes no obligation to publicly update or revise any forwardlooking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements.

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## Annexure-A

Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024  
(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, II Floor, 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.

**LIMITATION OF THE AUDITORS**

- I. Based on Company's books, papers, minutes 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 audit period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder; and
- II. Based on the management representation, confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance- mechanism in place to the extent, in manner and subject to the reporting made hereinafter.

**AUDITORS RESPONSIBILITY**

- I. Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("Guidance Note") and Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- II. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- III. Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgment, including assessment of the risk of material non-compliance whether due to error or fraud.
- IV. 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 Board processes and compliance-mechanism.

The Members are requested to read Secretarial Audit Report ("Report") along with our letter dated 27<sup>th</sup> August, 2024 as enclosed herewith to this Report as **Annexure - 1**.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulations) Act, 1956 (SCRA) and the rules made there under;
  - iii. The Depository Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the company during the period under review)**
  - v. Reserve Bank of India Act, 1934
  - vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a. Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;
    - b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the company during the period under review)**
    - c. Securities and exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the period under review)**
    - d. Securities and Exchange Board of India (issue and Listing of Non-Convertible and redeemable Preference Shares) Regulation, 2021; **(Not applicable to the company during the period under review)**

- e. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the period under review)**
  - g. Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulation, 2008 **(Not applicable to the company during the period under review)**
  - h. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the company during the period under review)**
  - i. Securities and Exchange Board of India (Buyback of Securities) Regulation, 2018 **(Not applicable to the company during the period under review)**
2. We have relied upon the representations made by the Company, its officers for systems and mechanisms framed by the Company and basis that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance of other Act, Laws and Regulations specifically applicable to the Company.
  3. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India, with respect to board and general meetings (hereinafter referred as 'Secretarial Standards'). We noted that the Company is generally regular in complying with the Secretarial Standards.
  4. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has been regular in compliance with the provisions of the Acts, Rules, Regulations and Secretarial Standards, except as mentioned in Para (6) below.
  5. We further report that compliance of applicable financial laws including direct and indirect tax laws and maintenance of financial records and books of

accounts by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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

- a) *There were delayed submissions of LODR/SEBI compliance to the Bombay Stock Exchange resulting into penalties imposed by the exchange. However, the said penalties have been paid by the company.*
- b) *The company did not inform the Bombay Stock Exchange about the Closure of Trading Window for the quarter ended 30<sup>th</sup> June, 2023 & 31<sup>st</sup> December, 2023 under Clause 4 (2) of Schedule B read with Regulation 9 of PIT Regulations.*
- c) *The certificates/compliance required to be submitted by the listed company pursuant to the applicable SEBI regulations, were issued by a non-peer reviewed auditor.*
- d) *The financials for the period under review are signed by the non-peer reviewed auditor.*
- e) *The Board Composition of the company was not properly constituted during the period under review as Ms. Sarita Gupta was not reappointed as Managing Director after the expiry of her term in the year 2021-22.*
- f) *Independent Director's name not registered in the data bank of MCA.*
- g) *Ms. Sarita Gupta, has held two whole time designations at same time i.e. She has been appointed as Managing Director & CFO both at a same time, which is violation of section 203 of the Companies Act, 2013.*

- h) *The company has not filed RBI returns during period under review.*
- i) *The Company has not appointed Company Secretary since the resignation of Ms. Reena Bhaskar from the position of Company Secretary.*
- j) *The Company needs to rectify the Mail Id and the Website Address on it's letterhead.*
- k) *The Company has partially complied with the provisions related to Structural Digital Database (SDD) compliances, prescribed under Regulation 3 and other applicable provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*
- l) *Following ROC forms were not filed during period under review:*
- a) MGT-15-Proceedings of AGM*
  - b) ADT-1 Appointment of Statutory Auditor*
  - c) MGT-14 for the approval of Financials*
  - d) MGT-14 for the approval of Board Report*
  - e) MGT-14 for the appointment of Internal Auditor*
  - f) MGT-14 for the appointment of Secretarial Auditor*
  - g) DIR-12 for the appointment of Company Secretaries.*

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 during the period under review except as mentioned aforesaid point "g".

Adequate Notice is given to all the Directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance and a system exist for seeking further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that, as per the representations made by the management, during the audit period the company has not carried on any specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

**For JVP & Associates Company Secretaries LLP**

Sd/-

**Jayanti Sharma**

**Partner**

**COP. No. 12794**

**UDIN: F010821F001052455**

**Peer Review No.: 3560/2023**

**Date: 27<sup>th</sup> August, 2024**

**Place: Kanpur**



**Annexure- 1**

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. We have not checked the compliance of general laws applicable to the Company.
5. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For JVP & Associates Company Secretaries LLP**

Sd/-

**Jayanti Sharma**

**Partner**

**COP. No. 12794**

**UDIN: F010821F001052455**

**Peer Review No.: 3560/2023**

**Date: 27<sup>th</sup> August, 2024**

**Place: Kanpur**



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF Panafic Industrials Limited**

**I. Report on the Audit of the Standalone financial Statements**

**1. Opinion**

- A. We have audited the accompanying Standalone Financial Statements of **Panafic Industrials Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. 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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**2. Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matters to be described as key audit matters.

**4. Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- B. In connection with our audit of the financial statements, our responsibility is to read the other



information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### 5. Management's Responsibility for the Standalone Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indi's and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

#### 6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we



are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books.



- C. The financial statement dealt with by this Report are in agreement with the relevant books of account
- D. In our opinion, the aforesaid standalone financial statements comply with the Indian specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- H. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

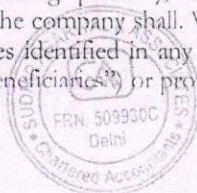
i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv)

- a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), With the understanding whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;
- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by company from any person or entity, including foreign entity ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, Whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any



guarantee, Security or the like on behalf of Ultimate Beneficiaries;

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

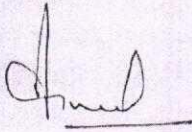
v) During the year, company has not declared or paid dividend during the year which is in compliance with section 123 of the Companies Act, 2013.

vi) Based on our examination, which includes test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended on March 31, 2024 which does not have a feature of recording audit trails (edit log) facility and the same has been operated throughout the year for all relevant transaction recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules 2014 on preservation of audit trails as per the statutory requirement for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

FOR Sudhir Agarwal & Associates  
(Formerly known as S R D P & CO.)  
CHARTERED ACCOUNTANTS  
FRN 509930C



Sudhir Kumar Agarwal  
PARTNER  
M.No 088583



Place: New Delhi

Date : 30.05.2024

UDIN: 24088583BKHI TR 4858

**"Annexure A" to the Independent Auditor's Report**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Member of Panafic Industrials Limited of even date)**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The Company has a regular programmed 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.  
(c) As informed to us, the Company does not own any immovable property, hence, clause 3(i)(c) of the order is not applicable.
- ii. As informed to us, the Company does not hold any inventory; hence clause 3(ii) of the Order is not applicable.
- iii. The Company has not granted any loans, secured or unsecured to other parties covered in the register maintained under Section 189 of the Act. Further, there are no limited liability partnerships or firms which are covered in the register maintained under Section 189 of the Act; hence clause 3(iii) of the Order is not applicable.
- iv. According to the information and explanations given to us, the Company has not given any loans and guarantees, to parties covered under section 185 and 186 of the Companies Act, 2013.
- v. In our opinion, and according to explanations given to us, the Company has not accepted any deposits from public to which directives issued by Reserve Bank of India and provisions of Section 73 to 76 of the Companies Act, 2013 including rules framed there under apply
- vi. The Company is a Non-Banking finance Company hence clause 3 (vi) of the order regarding compliance of maintenance of cost records under sub-section (1) of Section 148 of the Act is not applicable on the Company.



- 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, Goods and 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, CASs, 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, Good and Service tax and other material statutory dues were in arrears as at 31 March 2024 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, Goods and service tax, Provident Fund and Service tax which have not been deposited with the appropriate authorities on account of dispute as at 31 March 2024.

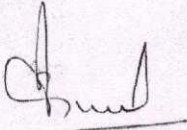
- viii. In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from any banks or financial institutions; hence clause 3(viii) of the order is not applicable.
- ix. According to the information and explanations given to us and our examination of the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3(ix) of the Order is not applicable.
- 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 year.
- xi. The Company has not paid any managerial remuneration during the year hence clause 3(xi) of the order is not applicable.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Hence, clause 3(xii) of the Order is 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 and on an examination of the records maintained by the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. Accordingly, clause 3(xiv) of the Order is not applicable.





- 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, clause 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the Company is registered under Section 45-1A of the Reserve Bank of India Act, 1934. We have obtained copy of the registration certificate of the Company.

FOR Sudhir Agarwal & Associates  
(Formerly known as S R D P & CO.)  
CHARTERED ACCOUNTANTS  
FRN 509930C



Sudhir Kumar Agarwal  
PARTNER  
M.No 088583



Place: New Delhi

Date : : 30.05.2024

UDIN: 24088583BKHI TR 4850

**"Annexure B" to the Independent Auditor's Report**

(Referred to in paragraph 3(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Member of Panafic Industrials Limited of even date)

**Report on the Internal Financial Controls under clause (i) of Sub-section 3 of section 143 of Companies Act, 2013**

We have audited the internal financial controls over financial reporting of Panafic Industrials Limited ("the Company") as of 31 March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management and Board of Directors are 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 issued by the Institute of Chartered Accountants of India. 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 Companies Act, 2013.

**Auditors' 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 on Audit of Internal Financial Controls Over Financial Reporting (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. 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 judgment, 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 internal financial controls system over financial reporting of the Company.

#### **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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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**

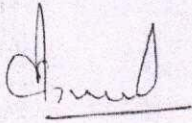
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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, to the best of our information and according to the explanations given to us, 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, 2024, based on 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 Sudhir Agarwal & Associates**  
**(Formerly known as S R D P & CO.)**  
**CHARTERED ACCOUNTANTS**  
**FRN 509930C**



**Sudhir Kumar Agarwal**  
**PARTNER**  
**M.No 088583**

Place: New Delhi

Date : : 30.05.2024

UDIN: 24088583BKHI TR4858

**Panatic Industrials Limited**  
**Statement of Profit and Loss**  
**For the year ended 31 March 2024**

(All amounts in Rs.)

Particulars	Note No	31 March 2024	31 March 2023
<b>Revenue from operations</b>			
Interest income	15	6,789,258	6,939,383
Other income	16		236,432
<b>Total Income</b>		<b>6,789,258</b>	<b>7,175,815</b>
<b>Expenses</b>			
Finance costs			
Change In Stock	17	3,631	9,015
Impairment on financial instruments			-
Employee benefits expenses	18	240,463	212,683
Depreciation and amortisation expenses	19	1,226,566	1,755,695
Other expenses	7	66,376	101,692
	20	4,955,125	3,386,167
<b>Total expenses</b>		<b>6,492,161</b>	<b>5,465,252</b>
<b>Profit before tax</b>			
Tax expense			
Current tax		297,097	1,710,563
Deferred tax (credit)/charge		65,244	629,878
<b>Total tax expense</b>		<b>16,522</b>	<b>13,497</b>
		<b>81,766</b>	<b>643,375</b>
<b>Profit after tax</b>			
		<b>215,330</b>	<b>1,067,188</b>
<b>Other comprehensive income (OCI)</b>			
Items that will not be reclassified to profit or loss:			
Change in Fair Value of Equity Instruments at FVOCI			
Gain on sale of Investment			
Tax Impact on Above Item			
Items that will be reclassified to profit or loss in subsequent periods:			
<b>Other comprehensive income for the year (net of tax)</b>			
<b>Total comprehensive income for the year</b>		<b>215,330</b>	<b>1,067,188</b>
Weighted average number of shares for calculating basic and diluted Earning per share			
<b>Earnings per share</b>			
(Nominal value Rs. 1/- per share)		82,125,000	82,125,000
		0.00	0.01
Summary of significant accounting policies			
The accompanying notes are an integral part of the financial statements			
As per our report of even date			

**For Sudhir Kumar Aggarwal & Associates**  
(Formerly S R D P & Co.)  
Chartered Accountants  
ICAI Firm Registration number : 509930C

*(Signature)*



CA Sudhir Kumar Aggarwal  
(Partner)  
Membership number: 088583  
UDIN: 24088583BKHITR4858

Date : 30.05.2024  
Place : New Delhi

On behalf of the Board of Directors

*(Signature)*

Sanjeev Kumar  
Director  
DIN: 06625416

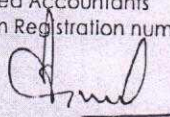
*(Signature)*

Sarita Gupta  
Director & CFO  
DIN: 0113099

**Panatic Industrials Limited**  
**Balance Sheet**  
**As at 31 March 2024**

		(All amounts in Rs.)	
Particulars	Note No	31 March 2024	31 March 2023
<b>ASSETS</b>			
<i>Financial assets</i>			
Cash and cash equivalents	3	1,166,624	12,477,383
Investments	4	-	-
Loans	5	95,704,455	84,860,492
Trade Receivable		-	199,993
		<b>96,871,079</b>	<b>97,537,868</b>
<i>Non-financial assets</i>			
Current tax assets (net)		-	5,044
Deferred tax assets (net)	6	1,362,861	1,379,384
Property, plant and equipment	7	123,494	189,870
Other non-financial assets	8	778,067	988,507
		<b>2,264,422</b>	<b>2,562,806</b>
<b>Total assets</b>		<b>99,135,501</b>	<b>100,100,674</b>
<b>LIABILITIES AND EQUITY</b>			
<i>Liabilities</i>			
<i>Financial liabilities</i>			
Trade payables	9		
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of other than micro enterprises and small enterprises		254,764	401,933
Borrowings	10	-	72,000
Other financial liabilities	11	-	460,000
		<b>254,764</b>	<b>933,933</b>
<i>Non-financial liabilities</i>			
Other non-financial liabilities	12	78,968	643,603
		<b>78,968</b>	<b>643,603</b>
<i>Equity</i>			
Equity share capital	13	82,125,000	82,125,000
Other equity	14	16,676,769	16,398,137
		<b>98,801,769</b>	<b>98,523,137</b>
<b>Total liabilities and equity</b>		<b>99,135,501</b>	<b>100,100,673</b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

As per our report of even date  
**For Sudhir Agarwal & Associates**  
 (Formerly S R D P & Co.)  
 Chartered Accountants  
 ICAI Firm Registration number : 509930C



CA Sudhir Kumar Aggarwal  
 (Partner)  
 Membership number: 088583  
 UDIN: 24088583BKHI TR4858

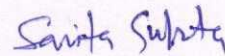
Date : 30.05.2024  
 Place : New Delhi



On behalf of the Board of Directors



Sanjeev Kumar  
 Director  
 DIN: 06625416

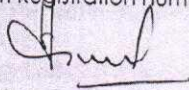


Sarita Gupta  
 Director & CFO  
 DIN: 0113099

**Panafic Industrials Limited**  
**Statement of cash flows**  
**For the year ended 31 March 2024**

		(All amounts in Rs.)	
Particulars		31 March 2024	31 March 2023
<b>A.</b>	<b>Cash flows from operating activities</b>		
	Profit before tax	297,097.	1,710,563.
	<u>Adjustments for:</u>		
	Depreciation	66,376	101,692
	Speculative loss	21,566	13,496
	Impairment on Financial Instruments		-
	Reversal of Provision		-
	Bad debt		-
	<b>Operating Profit before working capital changes</b>	<b>385,039.</b>	<b>1,825,751.</b>
	(Increase)/ Decrease in loans & advances	-10,843,963	-1,794,966
	(Increase)/ Decrease in other financial assets	199,993	769,978
	(Increase)/ Decrease in other non-financial assets	210,440.	(308,698)
	Increase/ (Decrease) in other trade payables	-147,169	333,995
	Increase/ (Decrease) in other financial liabilities	-460,000	-260,000
	Increase/ (Decrease) in other non-financial liabilities	(564,634)	643,603.
	<b>Cash flows / (cash used in) Operations</b>	<b>-11,220,295</b>	<b>1,209,663.</b>
	Income Taxes Paid		
	<b>Net Cash flows/ (cash used in) Operating Activities (A)</b>	<b>-11,220,295</b>	<b>1,209,663.</b>
<b>B.</b>	<b>Cash Flows from Investing Activities</b>		
	Investment in equity shares		9,933,569
	<b>Net Cash from Financing Activities (C)</b>		<b>9,933,569</b>
<b>C.</b>	<b>Cash flows from financing activities</b>		
	Proceeds/(Repayment) from Borrowings (other than debt securities)	(72,000)	-309,453
	Repayment of OCI	(18,464)	-5,107,871
	<b>Net Cash from Financing Activities (C)</b>	<b>(90,464)</b>	<b>-5,417,324</b>
	<b>Net Increase/(decrease) In cash and cash equivalents (A+B+C)</b>	<b>-11,310,759</b>	<b>5,725,908</b>
	Cash and cash equivalents at beginning of year	12,477,383	6,751,475
	<b>Cash and cash equivalents at end of year</b>	<b>1,166,624</b>	<b>12,477,383</b>
<b>Notes :</b>			
1 The cash flow statement has been prepared under the Indirect method as set out in Indian Accounting			
2 The significant accounting policies and notes to the financial statements form an integral part of the Cash			

As per our report of even date  
**For Sudhir Agarwal & Associates**  
**(Formerly S R D P & Co.)**  
Chartered Accountants  
ICAI Firm Registration number : 509930C



**CA Sudhir Kumar Aggarwal**  
(Partner)  
Membership number: 088583  
UDIN: 24088583BKHI TR4858

Date : 30.05.2024  
Place : New Delhi



On behalf of the Board of Directors

**Sanjeev Kumar**      **Sarita Gupta**  
Director                      Director & CFO  
DIN: 06625416          DIN: 0113099

**Panafic Industrials Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2024**

		(All amounts in Rs.)	
Particulars		31 March 2024	31 March 2023
<b>3.</b>	<b>Cash and cash equivalents</b>		
	Cash on hand	486,550	352,253
	Balance with banks in current account	680,076	12,125,130
		1,166,626	12,477,383
<b>4.</b>	<b>Investments</b>		
	Quoted		
	Steel Exchange of India (39350 Shares @238.85/-)		
	Nakoda Group of Industries Ltd(2498 Shares @214.1/-)		
<b>5.</b>	<b>Loans</b>		
<b>A</b>	<b>Loans repayable on demand</b>		
	Less: Impairment loss allowance	95,944,918	85,073,175
	<b>Total (A)</b>	(240,463)	(212,683)
		95,704,455	84,860,492
<b>B</b>	<b>Out of above</b>		
	Secured		
	Unsecured		
	Less: Impairment loss allowance	95,944,918	85,073,175
		(240,463)	(212,683)
		95,704,455	84,860,492
<b>C</b>	<b>Out of above</b>		
<b>(i)</b>	<b>Loans in India</b>		
	Public sector		
	Less: Impairment loss allowance		
<b>(ii)</b>	<b>Others</b>		
	Less: Impairment loss allowance	95,944,918	85,073,175
		(240,463)	(212,683)
<b>(iii)</b>	<b>Total (i+ii)</b>	95,704,455	84,860,492
		95,704,455	84,860,492
<b>(iv)</b>	<b>Loans outside India</b>		
	Less: Impairment loss allowance		
	<b>Total C (iii+iv)</b>	95,704,455	84,860,492
<b>D</b>	<b>Summary of loans by stage of distribution</b>		
	Standard assets		
	Less: Impairment loss allowance	95,944,918	85,073,175
		(240,463)	(212,683)
		95,704,455	84,860,492
	Sub-standard assets		
	Less: Impairment loss allowance		
	Doubtful assets		
	Less: Impairment loss allowance		
	Loss assets		
	Less: Impairment loss allowance		
	<b>Total</b>	95,704,455	84,860,492





Panatic Industrials Limited  
Notes to the financial statements  
For the year ended 31 March 2024

[All amounts in Rs.]

Particulars	31 March 2024	31 March 2023
<b>6. Deferred tax assets</b>		
Deferred tax relates to the following		
Opening balance	1,379,383	1392880
<b>Deferred tax assets</b>		
Difference between carrying costs of fixed assets as per Companies Act, 2013	-16,522	-13,497
Deffered Tax On Fair Value on Investment		
On impairment loss allowances on assets		
On losses carried forward		
	1,362,861	1,379,383
<b>7. Property, plant and equipment</b>		
<b>Vehicles</b>		
<b>A Gross Block</b>		
Opening balance	2,522,828	2,522,828
Additions		
Deductions/adjustments		
Total as at 31 March 2020	2,522,828	2,522,828
<b>B Depreciation and amortisation</b>		
Opening balance	2,332,958	2,231,266
Deductions/adjustments		
For the year	66,376	101,692
Total as at 31 March 2020	2,399,334	2,332,958
<b>C Net Block (A-B)</b>	123,494	189,870
<b>8. Other non financial assets</b>		
Prepaid insurance		
Mat Credit		252,034.00
Other advances	778,067	736,473
	778,067	679,809
<b>9. Trade payables</b>		
Payable 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	254,764	401,933
	254,764	401,933
# Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors,		
<b>10. Borrowings</b>		
<b>At amortised cost</b>		
Term loan from banks (secured)		
Intercompany borrowings (unsecured)		72,000
		72,000
Term loan from bank is secured against hypothecation of vehicle, repayable in 60 instalments of Rs. 45,972/- starting from 10 March 2017. Interest rate is 8.80% p.a.		
Intercompany deposits are repayable on demand.		
<b>11. Other financial liabilities</b>		
Salary, bonus and other employee payables		460,000
Rent payable		0
	-	460,000



**Panatic Industrials Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2024**

(All amounts in Rs.)

	Particulars	31 March 2024	31 March 2023
12.	<b>Other non-financial liabilities</b>		
	Statutory dues (1ds payable)	13,724	13,724
		13,724	13,724
13.	<b>Equity share capital</b>		
	<b>Authorised</b>		
	100,000,000 (Previous Year 100,000,000) shares of Re. 1 each	100,000,000	100,000,000
		100,000,000	100,000,000
	<b>Issued subscribed and paid up</b>		
	82,125,000 (Previous Year 82,125,000) shares of Re. 1 each	82,125,000	82,125,000
		82,125,000	82,125,000
A	<b>Reconciliation of the shares outstanding at the beginning and at the end of the year</b>		
	<b>As at 1 April 2019</b>	Nos	Amount (Rs.)
	Add : Issued during the year	82,125,000	82,125,000
	Less: Bought back during the year	-	-
	<b>As at 31 March 2020</b>	82,125,000	82,125,000
	Add : Issued during the year	-	-
	Less: Bought back during the year	-	-
	<b>As at 31 March 2021</b>	82,125,000	82,125,000
B	<b>Terms/rights/restrictions attached to equity shares</b>		
	Each holder of equity shares is entitled to one vote per share. The dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
C	<b>Details of shareholders holding more than 5% shares in the Company (Face value Re. 1 per share)</b>		



**Panafic Industrials Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2024**

(All amounts in Rs.)

		31 March 2024	31 March 2023
	<b>Particulars</b>		
14.	<b>Other equity</b>		
A	<b>Retained earnings</b>		
	Balance at the beginning of the year		-
	Profit for the year	215,330	1,067,188
		215,330	1,067,188
	Appropriations		
	1934		
	Transfer to general reserve	53,833	266,797
		161,498	800,391
	Balance at the end of the year	215,330	1,067,188
B	<b>Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934</b>		
	Balance at the beginning of the year		
	Transferred during the year	5,603,980	5,337,183
	Add Excess provision of Income Tax for last year	53,833	266,797
	Add Excess provision of Standard Assets for last year	53,302	
	Balance at the end of the year	10,000	
		5,721,114	5,603,980
C	<b>General reserve</b>		
	Balance at the beginning of the year		
	Transferred during the year	9,474,265	5,673,874
	Balance at the end of the year	161,498	800,391
		9,635,762	9,474,265
D	<b>Other comprehensive income (net of tax)</b>		
	Change in Fair Value of Equity Instruments at FVOCI		
	Gain on sale of investment	-	
	Income Tax on Above Item	-	
		1,319,892	1,319,892
	<b>Total other equity (A+B+C)</b>		
		16,676,769	16,398,137
	<b>Nature and purpose of other equity</b>		
	<b>Retained earnings</b>		
	Retained earnings represents the surplus in profit and loss account and appropriations.		
	<b>Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934</b>		
	Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.		
	<b>General reserve</b>		
	Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law		



Panatic Industrials Limited  
Notes to the financial statements  
For the year ended 31 March 2024

		(All amounts in Rs.)	
Particulars	31 March 2024	31 March 2023	
<b>15. Interest Income</b>			
On loans	6,789,258	6,939,383	
	6,789,258	6,939,383	
<b>16. Other Income</b>			
Business Gain/Loss (F& O)		28,248	
Reversal of Provision		208,184	
		208,184	
<b>17. Finance cost</b>			
Interest on borrowings	3,631	2,600	
Other borrowing costs		6,415	
	3,631	9,015	
<b>18. Impairment on financial Instruments</b>			
Loans	240,463	212,683	
	240,463	212,683	
<b>19. Employee benefits expenses</b>			
Salaries and wages	693,666	1,275,695	
Director Remuneration	532,700	480,000	
Staff welfare			
	1,226,566	1,755,695	
<b>20. Other expenses</b>			
Printing and stationery	38,860	15,500	
Accountancy charges	120,000	120,000	
Advertisement	53,970	41,647	
Audit fees *	10,000	10,000	
AGM Expenses		60,000	
Bad Debts	1,100,000	913,265	
Long Term Capital Loss			
Car running and maintenance	240,000	200,210	
Director Meeting Expenses	80,000		
Listing fees	893,141	339,013	
commission		25,000	
dp charges		234,323	
electricity	89,750	155,460	
repairs	121,083	115,956	
Fees and subscription	128,502	104,583	
Speculative Loss		286,760	
Use fees	1,039,580	488,800	
Insurance expenses		105,639	
Business Promotion	41,820		
Legal and professional	175,000	50,000	
Rent	239,146	120,000	
Miscellaneous	29,309		
Software exp	17,700		
Website Expenses	3,600		
Stamp duty			
Telephone expense	15,500		
Conveyance & Travelling	292,164		
Penalty for non compliance	226,000		
	4,955,125	3,386,166	
* Audit fees includes (excluding goods and service tax): As auditors	10,000	10,000	



PANAFIC INDUSTRIALS LIMITED

Particulars	OP. BALANCE on 1.4.2023	Addition During the		Sale/ Adjustments	Value as on 31/03/24	Rate of Dep.	Dep.	W.D.V. as on 31.3.2024
		Before 180 Days	After 180 Days					
<b>Plant &amp; Machinery</b>								
Toyota	880,122	-	-	-	880,122	15.00%	132,018	748,104
<b>Sub Total(A)</b>	880,122	-	-	-	880,122		132,018	748,104
<b>Total(A)</b>	880,122	-	-	-	880,122		132,018	748,104

