



**PANAFIC INDUSTRIALS
LIMITED**

CIN: L45202DL1985PLC019746

30TH ANNUAL REPORT
For Financial Year 2014-15



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajeev Kumar Gupta: Managing Director
Mrs. Sarita Gupta: Additional Director
Ms. Renu: Additional Director
Mr. Sanjeev Kumar : Independent Director
Mr. Ankur Sharma : Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Ronika Bharara

STATUTORY AUDITORS

Rohit Suri and Associates,
Chartered Accountants
7-Sharda Niketan
Pitampura, New Delhi-110034
Contact Person: Mr. Rohit Suri

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, First Floor, Near-Courtesy Honda City
Showroom, Okhla Industrial Area, Phase-I,
New Delhi-110020

ANNUAL GENERAL MEETING

Date : 29th September, 2015
Time : 11.00 A.M.
Day : Tuesday
Venue :Hotel Aura Grand, 445, Jagriti Enclave
New Delhi-110092

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

The Delhi Stock Exchange Limited
BSE Limited

REGISTERED OFFICE

23, II Floor, North West Avenue,
Club Road, West Punjabi Bagh,
New Delhi-110026



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**NOTICE**

Notice is hereby given that the **30th Annual General Meeting** of the Members of the Company will be held on **Tuesday, the 29th day of September, 2015 at 11.00 A.M.**, at Hotel Aura Grand, 445, Jagriti Enclave, New Delhi- 110092 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet for the Financial Year ended 31st March, 2015, the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2015
3. To re-appoint **M/s Rohit Suri and Associates** as the Statutory Auditors and to fix their remuneration in terms of Section 139, 141 and Section 142 of the Companies Act, 2013 and for that purpose pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Audit committee of the Company under section 177(4)(i) of the Act, M/s Rohit Suri and Associates, Chartered Accountants, New Delhi, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting, considering this Annual General Meeting as 1st Annual General Meeting of the Company, subject to the ratification by the Members at every AGM held after this AGM and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors."

SPECIAL BUSINESSES:

4. **Re-appointment of Mrs. Sarita Gupta as a Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, if any, **Mrs. Sarita Gupta (DIN: 00113099)**, who was appointed as a Director of the Company liable to retire by rotation" in the previous Annual General Meeting be and is hereby re-appointed as a Director of the Company liable to retire by rotation".

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

**Sd/-
Sarita Gupta
Chairperson
DIN: 00113099**

**Place: Delhi
Date: 05th September, 2015**

**D-158, Pushpanjli Enclave,
Pitam Pura, Delhi- 110034**

**NOTES:**

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT HOTEL AURA GRAND, 445, JAGRITI ENCLAVE, NEW DELHI- 110092 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.***
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
4. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
5. Members who have not registered their e-mail addresses with the Company are requested to register the same for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 24/09/2015 to 29/09/2015 (both days inclusive) in connection with AGM.
7. **Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide the Members, facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the company.

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on 26th September, 2015 at 9:00 A.M. and ends on 28th September, 2015 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID which is:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Panafic Industries Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.4****Re-appointment of Mrs. Sarita Gupta as a Director**

Mrs. Sarita Gupta was appointed as a Director of the Company liable to retire by rotation in the previous Annual General Meeting. The Company has received a notice in writing from her proposing her candidature for the office of Director.

Information about the appointee:

Mrs. Sarita Gupta is 43 years old. She is a graduate in commerce and is having good experience spanning over 10 years in the field of administration. She plays a key role in implementation of the business plans as well as conceptualization of all the new projects formulated by Board of Directors.

| | |
|---------------|--|
| Name | Mrs. Sarita Gupta |
| Age | 43 |
| Address | D- 158, Pushpanjali Enclave, Pitampura, New Delhi-110035 |
| Qualification | B.Com |
| Experience | 10 years in the field of administration. |

Mrs. Sarita Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board of Directors of the Company believes that her knowledge and experience will prove beneficial to the Company in realizing its long term goals.

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

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

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

**Sd/-
Sarita Gupta
Chairperson
DIN: 00113099**

**Place: Delhi
Date: 05th September, 2015**

**D-158, Pushpanjali Enclave,
Pitam Pura, Delhi- 110034**

**DIRECTORS' REPORT**

To
The Members
Panafic Industrials Limited

Your Directors are pleased to present the 30th Annual Report on the business operations and financial performance of the company for the financial year ended on 31st March 2015.

| Particulars | For The Year Ended | |
|--|--------------------|-----------------|
| | 31st March 2015 | 31st March 2014 |
| Sales/ Operating Income | 134.18 | 71.96 |
| Other Income | 0.01 | 0.10 |
| Total Revenue | 134.19 | 72.06 |
| Expenses:- | | |
| Purchase of Stock in trade | - | - |
| Changes in Inventory of Stock -in-Trade | 23.05 | 27.94 |
| Employee Benefit Expenses | 29.36 | 25.99 |
| Depreciation and Amortisation Expenses | - | - |
| Administrative & Other expenses | 54.21 | 14.24 |
| Contingent Provision For Standard Assets | 1.31 | (2.63) |
| Total Expenses | 107.93 | 65.54 |
| Profit Before Tax | 26.27 | 6.52 |
| Less: Current Tax | 8.68 | 3.10 |
| Deferred Tax | (0.40) | (0.53) |
| Prior Period Tax Adjustment | 0.01 | 1.59 |
| Profit/(Loss) After Tax | 17.98 | 2.36 |

BUSINESS REVIEW

Financial year 2014-15 concluded with a Net Profit of Rs. 17,98,318/- for the company which is Rs. 15,62,511/- more than the previous financial year 2013-14. The declining profitability could be attributed to change in the business trends and economic environment. However, your directors are continuously endeavouring to improve the performance of the Company in future. In the current financial year 2015-16, the Company seeks to explore new avenues of business opportunities and thereby striving to improve its profitability. Sincere efforts are being made at all levels of the organization to cut costs and also to keep the expenses in check despite the inflationary tendencies of the market. Barring unforeseen circumstances, we expect better performance in the current year.

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

In order to ensure compliance with Section 45-IC of the Reserve Bank of India Act, 1934, the Company has, for the financial year ended 31st March, 2015, transferred Rs.3,59,664/- in respect of current year's profit to Statutory Reserve Fund from General Reserve. The total amount accumulated in Statutory Reserve Fund is Rs. 6,24,868/- on 31st March, 2015.

DIVIDEND

The Company is having distributable profits in terms of provisions of Section 123 of Companies Act, 2013 for the Financial Year 2014-15. The Board of Directors, subject to the approval of shareholders in the ensuing Annual General Meeting, has recommended a dividend @ 2%.

COMPANY SECRETARY & COMPLIANCE OFFICER

The Companies Act, 2013 has mandated the appointment of Company Secretary in all listed Companies. Therefore, Ms. Ronika Bharara, a member of the Institute of Company Secretaries of India, was appointed as the Company Secretary &



Compliance Officer of the Company w.e.f. 10th June, 2015 upon recommendation and approval by the Remuneration Committee and the Board.

INTERNAL AUDITOR

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

PUBLIC DEPOSITS

Pursuant to the provisions of Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998, as amended time to time, the Board of Directors of the Company have re-confirmed in the Board Meeting held on 21st May, 2015, that the Company had neither accepted any public deposits in the past nor it was holding any public deposits on the date of that Board Meeting and that the Company will not accept any public deposits in future without prior written permission of Reserve Bank of India

STATUTORY AUDITORS

M/s Rohit Suri & Associates, Chartered Accountants, Statutory Auditors of the Company, 7, Sharda Niketan, Pitampura, New Delhi-110034 retire at the conclusion of ensuing Annual General Meeting. The Company has received a letter from them to the effect that their reappointment, if made, will be in accordance with the provisions of section 139 & 141 of the Act, and are eligible for re-appointment, holding peer review certificate. Audit Committee and the Board recommend their re-appointment.

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

AUDITORS' OBSERVATION

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

DIRECTORS

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

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

| S. No. | Name of the Director | DIN | Designation | Date of Appointment | Date of Cessation |
|--------|------------------------|----------|---------------------|---------------------|-------------------|
| 1. | Mr. Ankur Sharma | 06625403 | Director | 09/07/2013 | - |
| 2. | Mr. Sanjeev Kumar | 06625416 | Director | 09/07/2013 | - |
| 3. | Mr. Rajeev Kumar Gupta | 01735427 | Additional Director | 17/07/2014 | - |
| 4. | Mrs. Sarita Gupta | 00113099 | Additional Director | 17/07/2014 | - |
| 5. | Ms. Renu | 03572788 | Additional Director | 30/09/2014 | - |

MEETINGS OF THE BOARD

Eighteen Board Meetings were held during the year 2014-2015 and the gap between two meetings did not exceed four months.

The details of which are as follows:



| Serial No. | Date of Board Meeting |
|------------|-----------------------|
| 1. | April 07, 2014 |
| 2. | April 24, 2014 |
| 3. | May 02, 2014 |
| 4. | May 13, 2014 |
| 5. | May 30, 2014 |
| 6. | June 16, 2014 |
| 7. | July 17, 2014 |
| 8. | August 13, 2014 |
| 9. | August 26, 2014 |
| 10. | September 06, 2014 |
| 11. | September 18, 2014 |
| 12. | November 07, 2014 |
| 13. | November 14, 2014 |
| 14. | January 02, 2015 |
| 15. | February 03, 2015 |
| 16. | February 10, 2015 |
| 17. | March 13, 2015 |
| 18. | March 31, 2015 |

DIRECTORS ATTENDANCE RECORD AND DETAILS OF DIRECTORSHIPS HELD

| Name of the Directors | No. of Board Meetings attended during Financial Year 2014 - 2015 | Whether Previous AGM attended or not | No. of other Directorship in other Public Companies* |
|------------------------|--|--------------------------------------|--|
| Mr. Rajeev Kumar Gupta | 11 | Yes | Nil |
| Mrs. Sarita Gupta | 11 | Yes | 1 |
| Mr. Ankur Sharma | 18 | Yes | Nil |
| Mr. Sanjeev Kumar | 18 | Yes | Nil |
| Ms. Renu | 9 | Yes | Nil |

COMMITTEES

The Board of Directors has constituted three Committees of the Board - the Audit Committee, the Investor's/Shareholder's Grievance Committee & Remuneration Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Signed minutes of the Board Committee meetings are placed in the Board Meetings for information of the board. The composition of these Committees is as follows:

Audit Committee

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

Meetings and Attendance during the year

Four Audit Committee Meetings were held during the year 2014-2015. The dates on which the said meetings were held are as follows:

| S.No. | Date of Meeting | Committee Strength | No. of Members Present |
|-------|-------------------|--------------------|------------------------|
| 1. | May 30, 2014 | 3 | 3 |
| 2. | August 13, 2014 | 3 | 3 |
| 3. | November 14, 2014 | 3 | 3 |
| 4. | February 10, 2015 | 3 | 3 |

**Remuneration Committee**

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

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

Meetings and Attendance during the year

Three Nomination and Remuneration Committee Meetings were held during the year 2014-2015. The dates on which the said meetings were held are as follows:

| S. No. | Date of Meeting | Committee Strength | No. of Members Present |
|--------|--------------------|--------------------|------------------------|
| 1. | July 17, 2014 | 2 | 2 |
| 2. | September 06, 2014 | 2 | 2 |
| 3. | January 02, 2015 | 3 | 3 |

Shareholder's/ Investor Grievance Committee

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

Meetings and Attendance during the year

Three Nomination and Remuneration Committee Meetings were held during the year 2014-2015. The dates on which the said meetings were held are as follows:

| S. No. | Date of Meeting | Committee Strength | No. of Members Present |
|--------|--------------------|--------------------|------------------------|
| 1. | April 03, 2014 | 2 | 2 |
| 2. | April 05, 2014 | 2 | 2 |
| 3. | April 06, 2014 | 2 | 2 |
| 4. | April 07, 2014 | 2 | 2 |
| 5. | April 09, 2014 | 2 | 2 |
| 6. | April 10, 2014 | 2 | 2 |
| 7. | April 12, 2014 | 2 | 2 |
| 8. | April 15, 2014 | 2 | 2 |
| 9. | April 16, 2014 | 2 | 2 |
| 10. | April 17, 2014 | 2 | 2 |
| 11. | April 19, 2014 | 2 | 2 |
| 12. | April 21, 2014 | 2 | 2 |
| 13. | April 24, 2014 | 2 | 2 |
| 14. | May 10, 2014 | 2 | 2 |
| 15. | May 23, 2014 | 2 | 2 |
| 16. | May 29, 2014 | 2 | 2 |
| 17. | June 06, 2014 | 2 | 2 |
| 18. | July 01, 2014 | 2 | 2 |
| 19. | July 17, 2014 | 2 | 2 |
| 20. | August 19, 2014 | 3 | 3 |
| 21. | September 25, 2014 | 3 | 3 |
| 22. | November 01, 2014 | 3 | 3 |
| 23. | February 23, 2015 | 3 | 3 |
| 24. | March 31, 2015 | 3 | 3 |

**EXTRAORDINARY GENERAL MEETING**

Two Extra Ordinary General Meeting were held during the year 2014-2015. The details of which are as follows

| Serial No | Date of Extra Ordinary General Meeting |
|-----------|--|
| 1. | May 03, 2014 |
| 2. | March 10, 2015 |

LISTING AGREEMENT COMPLIANCES

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

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in form MGT-9 is annexed herewith as "Annexure-I"

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms and accepts the responsibility for the following in respect of the Audited Annual Accounts for the financial year ended March 31, 2015:

- i. That in the preparation of the annual accounts for the financial year ending 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts of Company on a 'going concern' basis.
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LOANS, GUARANTEES AND INVESTMENTS

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

TRANSFER TO RESERVES

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

RELATED PARTY TRANSACTIONS

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



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

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

SECRETARIAL AUDIT REPORT

As per the requirement of Section 204 read with Section 134(3) of the Companies Act 2013 and Rule 9 of Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 the Company has obtained a certificate from M/s Grover Ahuja and Associates, Company Secretaries, for the financial year ended March 31st, 2015, that the Company has complied with all provision of Companies Act, 1956 and Companies Act, 2013. The clauses referred to in compliance certificate are self-explanatory and, therefore do not call for any further comments. The extract of Secretarial Audit Report in form MR-3 is annexed herewith as "Annexure-II"

PARTICULARS OF EMPLOYEES

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

HUMAN RESOURCE DEVELOPMENT

The Company believes that its people are the key differentiators, especially in the current knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements is an ongoing process. The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in realizing the targeted projects of the Company. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders.

APPRECIATION

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

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

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

**Place: Delhi
Date: 05th September, 2015**

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



Independent Auditors' Report

To the Members of Panafic Industrials Limited

Report on the financial statements

We have audited the accompanying financial statements of Panafic Industrials Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

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

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015; and
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
- 2 As required by Section 143(3) of the Act, we report that:
 - (i) 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;
 - (ii) in our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - (iii) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (v) on the basis of written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - (vi) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 does not have any long-term contracts including derivatives 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.

For ROHIT SURI & ASSOCIATES
Firm Registration No.: 012259N
Chartered Accountants

Place : New Delhi
Date : 30th May, 2015

Sd/-
ROHIT SURI
Proprietor
M. No.91064

**Annexure to the Auditors' Report**

(Referred to in our report of even date)

1. There are no Fixed Assets in the company. Accordingly clause (i) (a) and (b) of the order are not applicable.
2. (a) As informed to us, the inventory has been physically verified by the management during the year, either by actual inspection or on the basis of statement received from depository participants in respect of shares held as inventory. In our opinion, the frequency of such verification is reasonable.

(b) In our opinion and according to the information and explanation given to us the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of inventories. As explained to us, no material discrepancies have been noticed on reconciliation of stock with the custodian and depository participants as compared to the book stock.
3. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly clauses iii (a) and (b) of the order are not applicable
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal controls.
5. In our opinion, and according to the information and explanations given to us, the company has not accepted any deposits from public to which the directives issued by Reserve Bank of India and provisions of sections 73 to 76 of the Companies Act, 2013, including rules framed there under, appli. Further, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Tribunal.
6. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records by the company under sub section (1) of section 148 of the Companies Act, 2013 for the services rendered by the company.
7. (a) According to the information and explanations given to us and according to the books and records produced before us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, with the appropriate authority, as applicable to it.

(b) According to the information and explanations given to us, there are no dues of income-tax or sales-tax or wealth-tax or service-tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.

(c) According to the information and explanations provided to us, the company is not required to transfer to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The Company does not have any accumulated losses.
9. According to the books of accounts and records of the company, there has been no default in repayment of dues to any financial institutions or banks during the year.
10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.



11. According to the information and explanations given to us, the company has not availed any term loan during the year under audit.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For ROHIT SURI & ASSOCIATES
Firm Registration No.: 012259N
Chartered Accountants

Place: New Delhi
Date: 30th May, 2015

Sd/-
ROHIT SURI
Proprietor
M. No.91064

**BALANCE SHEET AS AT 31 MARCH, 2015**

(All amounts are in Indian rupees)

| Particulars | Note No. | As at 31 March 2015 | As at 31 March 2014 |
|-------------------------------|----------|---------------------|---------------------|
| Equity and liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 2.1 | 82,125,000 | 82,125,000 |
| Reserves and surplus | 2.2 | 6,091,526 | 4,293,208 |
| Current liabilities | | | |
| Trade payables | 2.3 | 60,199 | 30,922 |
| Other current liabilities | 2.4 | 66,880,396 | 16,907,700 |
| Short-term provisions | 2.5 | 459,266 | 171,953 |
| | | 155,616,388 | 103,528,783 |
| Assets | | | |
| Non-current investments | 2.6 | 17,310,000 | 22,310,000 |
| Deferred tax assets (net) | 2.7 | 93,506 | 53,134 |
| Long-term loans and advances | 2.8 | - | 1,422 |
| Current assets | | | |
| Inventories | 2.9 | - | 2,305,129 |
| Trade receivables | 2.10 | 1,825,000 | - |
| Cash and bank balances | 2.11 | 8,544,173 | 10,077,836 |
| Short-term loans and advances | 2.12 | 127,843,709 | 68,781,262 |
| | | 155,616,388 | 103,528,783 |

Significant accounting policies and notes to the financial statements

1, 2

The accompanying notes are an integral part of the financial statements
As per our report of even date attached

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

Sd/-
Rohit Suri
Proprietor
Membership No.: 091064

Place: New Delhi
Date: 30.05.2015

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

Sd/-
Rajeev Kumar Gupta
Managing Director
DIN: 01735427

Sd/-
Sarita Gupta
Chief Financial Officer
DIN: 00113099

Sd/-
Sanjeev Kumar
Director
DIN: 06625416

Sd/-
Arti Verma
Company Secretary &
Compliance Officer
Membership No.: 38825



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2015

(All amounts are in Indian rupees)

| Particulars | Note | For the year ended 31 March 2015 | For the year ended 31 March 2014 |
|--|------|-------------------------------------|-------------------------------------|
| Revenue | | | |
| Revenue from Operations | 2.13 | 13,418,310 | 7,195,981 |
| Other income | 2.14 | 1,338 | 10,730 |
| Total revenue | | 13,419,648 | 7,206,711 |
| Expenses | | | |
| Change in inventories | 2.15 | 2,305,129 | 2,793,879 |
| Employee benefits expense | 2.16 | 2,935,695 | 2,599,500 |
| Finance Cost | 2.17 | 3,248,630 | 3,767 |
| Other expenses | 2.18 | 2,303,223 | 1,157,285 |
| Total expenses | | 10,792,677 | 6,554,431 |
| Profit before tax | | 2,626,971 | 652,280 |
| Tax expense | | | |
| Current income-tax | | 867,687 | 310,000 |
| Deferred tax charge/ (credit) | | (40,372) | (53,134) |
| Prior year tax adjustment | | 1,338 | 159,607 |
| Profit after tax for the year | | 1,798,318 | 235,807 |
| Earnings per equity share (par value Rs. 1/- per share) | | | |
| Basic and diluted earnings per share (Rs.) | | | |
| Basic | 2.23 | 0.19 | 0.13 |
| Diluted | 2.23 | 0.19 | 0.13 |
| Significant accounting policies and notes to the financial statements | 1, 2 | | |

The accompanying notes are an integral
part of the financial statements

As per our report of even date attached

For Rohit Suri & Associates

Chartered Accountants

Firm Registration No.: 012259N

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

Sd/-

Rohit Suri

Proprietor

Membership No.: 091064

Sd/-

Rajeev Kumar Gupta

Managing Director

DIN: 01735427

Sd/-

Sanjeev Kumar

Director

DIN: 06625416

Sd/-

Sarita Gupta

Chief Financial Officer

DIN: 00113099

Sd/-

Arti Verma

Company Secretary &

Compliance Officer

Membership No.: 38825

Place: New Delhi

Date: 30.05.2015



Significant accounting policies and notes to the financial statements for the year ended 31 March 2015
(All amounts are in Indian Rupees)

1(a). Company Overview

M/s Panafic Industrials Limited is a Non-Banking Financial Company incorporated under the provisions of Companies Act, 1956 on 1st January, 1985 having its registered office in Delhi, with the objective of carrying on the business of financing industrial enterprises by way of making loans and advances, purchase or otherwise acquire, erect, maintain, sell, give on lease or hire all kinds of movable or immovable properties, assets, equipments, articles, plants, machineries, factories, furniture, fixtures, buildings, goods or things of any description that the Company may deem fit.

1(b). Significant accounting policies

(i) Basis of preparation

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

(ii) Current-non-current classification

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

(iii) Use of estimates

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

(iv) Revenue recognition

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

(v) Impairment

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

**(vi) Investments**

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

(vii) Inventories

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

(viii) Employee benefits

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

Short-term employee benefits

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the Statement of Profit and Loss in the period/ year in which the employee renders the related service.

Employee entitlements to annual leave are recognized when they accrue to the eligible employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by the eligible employees up to the Balance Sheet date.

(ix) Current and deferred tax

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

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

(x) Leases

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

(xi) Provision, contingent liabilities and contingent assets

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

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

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

**(xii) Earnings per share**

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

(xiii) Cash and cash equivalents

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

As per our report of even date attached

For Rohit Suri & Associates

Chartered Accountants

Firm Registration No.: 012259N

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

Sd/-
Rohit Suri
Proprietor
Membership No.: 091064

Sd/-
Rajeev Kumar Gupta
Managing Director
DIN: 01735427

Sd/-
Sanjeev Kumar
Director
DIN: 06625416

Place: New Delhi
Date: 30.05.2015

Sd/-
Sarita Gupta
Chief Financial Officer
DIN: 00113099

Sd/-
Arti Verma
Company Secretary &
Compliance Officer
Membership No.: 38825



**Significant accounting policies and notes to the financial statements for the year ended 31 March, 2015
(All amounts are in Indian Rupees)**

2. Notes to the Financial Statements

| Particulars | As at 31 March 2015 | As at 31 March 2014 |
|---|------------------------|------------------------|
| 2.1(a): Share Capital | | |
| Authorized | | |
| 100,000,000 equity shares of face value of Re. 1/- each (previous year 10,000,000 equity shares of Rs. 10/- each) | 100,000,000 | 100,000,000 |
| Issued, subscribed and fully paid-up: | | |
| 8,212,500 equity shares of face value of Re. 1/- each (previous year 8,212,500 equity shares of Rs. 10/- each, fully paid - up) | 82,125,000 | 82,125,000 |
| | 82,125,000 | 82,125,000 |

Rights, Preferences and restrictions attached to shares

The Company has only one class of shares referred to as equity shares having face value of Re. 1. Each holder of one equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of shares shall be entitled to receive remaining assets, if any, of the Company after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

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

| | As at 31 March 2015 | | | As at 31 March 2014 | | |
|---|------------------------|-------------------------------|--|------------------------|-------------------------------|-------------------|
| | Number | Face Amount Value (in Rs.) | | Number | Face Amount Value (in Rs.) | |
| At the beginning of the year Equity Shares of Face value of Rs. 10/- each | 10 | 82,125,000 | | 742,500 | 7,425,000 | |
| Additions on account of sub-division of Equity Shares Of face value Rs. 10/- each into face value of Re.1/- each* | 73,912,500 | 1 73,912,500 | | - | - | - |
| Issued during the period | - | - | | 7,470,000 | 10 | 74,700,000 |
| Outstanding at the end of the year | 82,125,000 | 1 82,125,000 | | 8,212,500 | 10 | 82,125,000 |
| Equity shares of face value of Re. 1/- each* {Previous Year: rs. 10/- each} | | | | | | |

***Sub-Division of Equity Shares:**

Pursuant to the recommendation of the Board of Directors of the company in its meeting held on 03 February, 2015 and followed by the approval of the members in the Extra Ordinary General Meeting held on 10th March, 2015, each equity share of Rs 10/- fully paid up was divided into 10 Equity Shares of Re. 1/- each fully paid up w.e.f the Record date fixed for the purpose of Sub-Division i.e 26th March, 2015. In accordance with the Accounting Standard 20 pertaining to Earning Per Share, the Company has given effect to the above mentioned sub-division of shares in computing the Earning Per Share for the applicable previous year.

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

The Company has one class of equity shares having a par value of Re. 1 per share. Each holder of equity share is entitled to one vote per share. The paid-up equity shares of the Company shall rank pari-passu in all respects including dividend. 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. The Company has neither issued any bonus issue of shares nor any buy back of shares since incorporation and in the current year.

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

| Name of the shareholder | Number of shares as at 31 March 2015 | Number of shares as at 31 March 2014 |
|--------------------------------|---|---|
| Pannalal H.Gulecha | 5,000,000 | 500,000 |
| Amit kumar P.Gulecha | 5,000,000 | 500,000 |
| Vimalchand Karamchand Ranka | 7,500,000 | 750,000 |
| Lalit Mohanalal Jain | 10,000,000 | 1,000,000 |

| | As at 31 March 2015 | As at 31 March 2014 |
|--|--------------------------------|--------------------------------|
| 2.2: Reserves and surplus | | |
| General reserve | | |
| Opening balance | 3,159,029 | 3,207,980 |
| Add: Addition during the year | - | - |
| | <u>3,159,029</u> | <u>3,207,980</u> |
| Less : Appropriation | | |
| Transfer to Statutory Reserve Fund pertaining to earlier years | - | 48,951 |
| | <u>3,159,029</u> | <u>3,159,029</u> |
| Statutory reserve fund | | |
| Opening balance | 265,204 | 169,092 |
| Add: Addition during the year | 359,664 | 96,112 |
| Closing balance | <u>624,868</u> | <u>265,204</u> |
| Surplus | | |
| Opening balance | 868,975 | 680,329 |
| Add: Transfer from Statement of Profit and Loss | 1,798,318 | 235,807 |
| | <u>2,667,293</u> | <u>916,136</u> |
| Appropriation | | |
| Transfer to Statutory Reserve Fund | 359,664 | 47,161 |
| | <u>2,307,629</u> | <u>868,975</u> |
| | <u><u>6,091,526</u></u> | <u><u>4,293,208</u></u> |

**Significant accounting policies and notes to the financial statements for the year ended 31 March 2015
(All amounts are in Indian Rupees)**

| Particulars | As at 31 March 2015 | As at 31 March 2014 |
|--|--------------------------------|--------------------------------|
| 2.3: Trade Payables | | |
| Payables against goods and services | | |
| - due to micro and small enterprises * | - | - |
| - others | 60,199 | 30,922 |
| | <u>60,199</u> | <u>30,922</u> |



* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March, 2015 and 31 March 2014.

2.4 : Other current liabilities

| | | |
|---|-------------------|-------------------|
| Salary, bonus and other employee payables | 189,890 | 202,700 |
| Withholding and other Tax payable | 324,251 | - |
| Other liabilities | 66,366,255 | 16,705,000 |
| | 16,907,700 | 16,907,700 |

2.5: Short-term provisions

| | | |
|--|----------------|----------------|
| Provision for income tax (Net of Tax deducted at source: Rs. 7,11,030: previous year Nil) | 156,657 | - |
| Provision for standard assets | 302,609 | 171,953 |
| | 459,266 | 171,953 |

refer to Note 2.20

2.7: Non-Current Investments (non-trade, at cost)

Investment in equity instruments

Unquoted

Fully paid up of face value Rs. 10 each/-

| | | |
|--|-------------------|-------------------|
| 1,231,000 shares of Rs. 10/- each (Previous year :1,231,000) Shares of Croitre Industries Limited | 12,310,000 | 12,310,000 |
| 250,000 shares of Rs. 10/- each (Previous year :250,000) Shares of Fortune | 2,500,000 | 2,500,000 |
| 250,000 shares of Rs. 10/- each(Previous year : 250,000) Shares of Tushar Commodities Private Limited | 2,500,000 | - |
| Nil shares of Rs. 10/- each (Previous year :500,000) Shares of Priority Vanijya Private Limited | - | 5,000,000 |
| | 17,310,000 | 22,310,000 |

2.7: Deferred tax assets

| | | |
|-----------------------------------|---------------|---------------|
| -On Provision for standard assets | 93,506 | 53,134 |
| | 93,506 | 53,134 |

2.8: Long-term loans and advances (unsecured, considered good, unless otherwise stated)

| | | |
|--|---|---|
| Income-taxes recoverable (net of provisions, current year Nil: previous year Rs.3,10,000) | - | - |
| | - | - |

**2.9: Inventories**

(at lower of cost and net realizable value)

| | | |
|--------------------------|---|------------------|
| Stock-in-trade of shares | - | 2,305,129 |
| | - | 2,305,129 |

2.10: Trade receivables**Unsecured**

a) Outstanding for more than six months from due date

| | | |
|-----------------------|-----------|---|
| - Considered good | 1,825,000 | - |
| - Considered doubtful | - | - |

b) Other trade receivables

| | | |
|-----------------------|---|---|
| - Considered good | - | - |
| - Considered doubtful | - | - |

| | | |
|--|------------------|---|
| | 1,825,000 | - |
|--|------------------|---|

**Significant accounting policies and notes to the financial statements for the year ended 31 March 2015
(All amounts are in Indian Rupees)**

| | | |
|--|--------------------------------|--------------------------------|
| | As at 31 March 2015 | As at 31 March 2014 |
|--|--------------------------------|--------------------------------|

2.11: Cash and Bank Balances**Cash and cash equivalents**

| | | |
|-----------------------|------------------|-------------------|
| Cash in hand | 170,105 | 2,050,743 |
| Balances with banks: | | |
| - in current accounts | 8,374,068 | 8,027,093 |
| | 8,544,173 | 10,077,836 |

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

| | | |
|--|--------------------|-------------------|
| Standard assets - unsecured, considered good | 126,043,709 | 68,781,262 |
| Other advances | 1,800,000 | - |
| | 127,843,709 | 68,781,262 |

**Significant accounting policies and notes to the financial statements for the year ended 31 March, 2015
(All amounts are in Indian Rupees)**

| | | |
|--------------------|---|---|
| Particulars | For the year ended 31 March 2015 | For the year ended 31 March 2014 |
|--------------------|---|---|

2.13: Revenue from Operations

| | | |
|----------------------------------|-------------------|------------------|
| Income from Financing activities | 11,593,310 | 4,402,102 |
| Sale of Securities | 1,825,000 | 2,793,879 |
| | 13,418,310 | 7,195,981 |

2.14: Other Income

| | | |
|-------------------------------|--------------|---------------|
| Interest on income-tax refund | - | 10,730 |
| Other Income | 1,338 | - |
| | 1,338 | 10,730 |

**2.15: Change in Inventories**

| | | |
|------------------------|------------------|------------------|
| Opening Stock in Trade | 2,305,129 | 5,099,008 |
| Closing Stock in Trade | - | 2,305,129 |
| | 2,305,129 | 2,793,879 |

2.16: Employee Benefits expense

| | | |
|--------------------|------------------|------------------|
| Salaries and wages | 2,773,970 | 2,432,400 |
| Staff welfare | 161,725 | 167,100 |
| | 2,935,695 | 2,599,500 |

2.17: Finance Cost

| | | |
|------------------|------------------|--------------|
| Bank charges | 6,137 | 3,767 |
| Interest on Loan | 3,242,493 | - |
| | 3,248,630 | 3,767 |

2.18: Other Expenses

| | | |
|--|------------------|------------------|
| ISIN Connectivity Fees | - | 44,946 |
| Travelling and conveyance | 334,479 | 187,257 |
| Printing and stationery | 240,045 | 191,671 |
| Accountancy charges | 20,000 | - |
| Advertisement | 45,891 | 8,624 |
| Audit fees * | 15,000 | 15,000 |
| Listing Fees | 766,857 | 41,573 |
| Fees & Subscription | 143,713 | - |
| Festival Celebration Expenses | 50,680 | - |
| Rent (Refer Note 1) | 168,000 | 168,000 |
| Rates and taxes | 16,200 | 648,175 |
| Provision for standard assets (Refer Note 2) | 130,656 | (263,342) |
| Power & Fuel | 54,450 | - |
| Repair & Maintenance | 117,055 | - |
| Meeting expenses | 64,540 | 49,643 |
| Website Expenses | 15,000 | - |
| Demat expenses | - | 2,300 |
| Legal and professional | 29,213 | 30,000 |
| Miscellaneous | 91,444 | 33,438 |
| | 2,303,223 | 1,157,285 |

Note 1: Rent represents rental expense incurred in respect of office space leased by the Company under operating lease arrangements. These leases are cancellable arrangements that extend for a maximum period of 3 years from their respective dates of inception.

Note 2: The Company has created Provision on Standard Assets @ 0.25% on Total Standard Assets of Rs. 12,78,43,709/- making it Rs. 3,02,609/- approx. Provision made during the Year is Rs. 1,30,656/- (i.e. Rs. 3,02,609 - 1,71,953)

* Audit fees includes (excluding service tax):

| | | |
|---------------------------|---------------|---------------|
| As auditor | 15,000 | 15,000 |
| For Tax Audit | - | - |
| For other matters | - | - |
| Reimbursement of expenses | - | - |
| | 15,000 | 15,000 |



Sub Schedules to Notes to Account

| Sub-schedule to note 2.3 - Trade Payables | | (Amt. in Rs.) | |
|--|------------------------|----------------------|--|
| Particulars | As at March 31, | | |
| | 2015 | 2014 | |
| Tarun Advertising | | | |
| Rohit Suri & Associates | 9,493 | | |
| Grover Ahuja & Associates Mastermind | 30,000 | 15,000 | |
| Advertising Pvt Ltd | 20,706 | 3,700 | |
| | | 12,222 | |
| Total | 60,199 | 30,922 | |
| Sub-schedule to note 2.4 - Other Current Liabilities | | (Amt in Re.) | |
| Particulars | As at March 31, | | |
| | 2015 | 2014 | |
| All Time Softech Pvt Ltd | 531,875 | | |
| Ample Hotels & Resorts Pvt Ltd | 14,172,192 | | |
| Baba Lease and Investment Pvt. Ltd | 5,172,192 | - | |
| Amici Electronics Pvt Ltd | - | 4,205,000 | |
| BG Freight Shoppe India Pvt Ltd | 537,500 | - | |
| Dhikana Brick Fabrication | 2,194,006 | | |
| ICVL Chemicals Limited | 1,506,250 | | |
| Marathon Finlease Limited | 1,000,000 | | |
| MSAS Engineering Pvt Ltd | 6,433,323 | | |
| Rudra Rolling Mills Pvt Ltd | 2,170,424 | | |
| Tarini Enterprises Pvt Ltd | 11,405,000 | | |
| Ultimate IT Solutions Pvt Ltd | 7,743,493 | | |
| Noess Education Services Pvt Ltd | 12,500,000 | 12,500,000 | |
| VV Traders Pvt Ltd | 1,000,000 | | |
| Total | 66,366,255 | 16,705,000 | |
| Sub-schedule to note 2.11 - Trade Receivables | | (Amt. in Rs.) | |
| Particulars | As at March 31, | | |
| | 2015 | 2014 | |
| -Asian Share Brokers Pvt Ltd | 1,825,000 | - | |
| Total | 1,825,000 | | |
| Subschedule to note 2.12. - Short - Term Loans & Advances | | (Amt. in Rs.) | |
| Particulars | As at March 31, | | |
| | 2015 | 2014 | |
| Interest Booked | | | |
| Mahatma Gandhi University of Medical Science & Technology | - | 2,057,698 | |
| Capital Tradelink Limited | 1,400,000 | 269,542 | |
| SVC Associates | 7,520,312 | 7,520,312 | |
| Durgesh Merchants Limited | 19,777 | - | |
| GDR Finance And | 23,000,000 | - | |



| | | |
|---|--------------------|-------------------|
| Hemlata | 1,000,000 | 1,041,425 |
| Intercity Finvest Private Limited | 2,575,452 | 2,575,452 |
| Kishan Kumar | - | 780,329 |
| Kishan Kumar & Sons HUF | 4,422,110 | 4,422,110 |
| Manish Sharma | 7,100,000 | - |
| Neeraj Kumar & Sons HUF | 4,990,734 | 4,990,734 |
| Nextworld Technology | 2,000,000 | - |
| Nidhi Garg | 800,000 | 832,877 |
| SS Chandra Construction Private Limited | - | 316,677 |
| Shree Parshav Minerals | 2,607,604 | 2,607,604 |
| Paras Minerals & Alloys | 18,213,993 | 15,713,993 |
| Shubh Samvid OPC Pvt. Ltd. | 10,416,218 | - |
| Vaishali Buildtech Private Limited | 6,500,000 | 6,500,000 |
| Anything Mac Private Limited | - | 9,00,000 |
| Jasbir Kaur Talwar | - | 2,000,000 |
| Satish Kumar (Noida) | - | 1,000,000 |
| Setia Overseas | 16,000,000 | - |
| Sudhir Agarwal & Sons | 100,000 | 100,000 |
| Suman Jeet Aggarwal | 2,500,000 | - |
| Manoj Paltani | 320,000 | 320,000 |
| Pramod Kumar | 1,000,000 | 1,000,000 |
| Rajeev Kumar Goel | 1,000,000 | 1,000,000 |
| Rani Sharma | 400,000 | 400,000 |
| AMS Infrastructure Private Limited | 3,400,000 | - |
| Sanjeev Gupta | - | 1,000,000 |
| Giriraj Kumar | - | 200,000 |
| Eg. Communication Private Limited | - | 6,000,000 |
| Unisys Infrabuildtech Pvt. Ltd | 400,000 | - |
| Unisys Consultancy Private Limited | 2,407,509 | 2,832,509 |
| Virender Gupta | 400,000 | - |
| MAS Advisory Services Private Limited | 2,500,000 | - |
| Ajay Kumar Bath | 2,050,000 | - |
| Rajul Bansal | - | 2,400,000 |
| | 125,843,709 | 68,781,262 |
| Interest Not Booked | | |
| Sunshine Infotech | 1,800,000 | - |
| Anu Aggarwal | 1,000,000 | - |
| | 127,843,709 | 68,781,262 |

| Subschedule to note 2.13. - Balance with Banks | (Amt. in Rs.) | |
|--|------------------|------------------|
| | As at March 31, | |
| | 2015 | 2014 |
| Particulars | | |
| -Axis Bank | 8,246,877 | 7,896,964 |
| -HDFC Bank | 13,273 | 10,513 |
| -ING Vysya | - | 119,616 |
| Total | 8,260,151 | 8,027,093 |



Related Party Transactions as per Accounting Standard 18 for the Financial year 2014-15:-
Disclosure details pertaining to related party transactions (as certified by the management of the Company) entered into during the year ending 31st March, 2015 in terms of Accounting Standards AS-18 "Related Party Disclosures" as issued by ICAI:-

1. Key management personnel

Mr. Rajeev Kumar Gupta - Managing Director (Appointed w.e.f. 17-07-2014)
Mrs. Sarita Gupta - Director and CFO (Appointed w.e.f. 17-07-2014)
Ms. Renu - Director (Appointed w.e.f. 30-09-2014)

Ashwani Kumar Salwan - Director (Resigned on 17-07-2014)
Virender Gupta - Director (Resigned on 17-07-2014)
Braj Mohan Singh - Director (Resigned on 17-07-2014)

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

3. Details of transactions under the ordinary course of business between Company and related parties during the year and the status of outstanding balances as on 31st March, 2015 is as follows:-

(Amt. in Rs.)

| Nature of Transactions | Name of the Party | Nature of Relationship | Opening balance as on 31st March, 2014 | Transactions during the year for additions | Transactions during the year for deletions | Closing Balance as on 31st March, 2015 |
|------------------------|-------------------|------------------------|--|--|--|--|
| NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | | | | | | |

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

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

Sd/-
Rohit Suri
Proprietor
Membership No.: 091064

Sd/-
Rajeev Kumar Gupta
Managing Director
DIN: 01735427

Sd/-
Sanjeev Kumar
Director
DIN: 06625416

Place: New Delhi
Date: 30.05.2015

Sd/-
Sarita Gupta
Chief Financial Officer
DIN: 00113099

Sd/-
Arti Verma
Company Secretary &
Compliance Officer
Membership No.: 38825



Significant accounting policies and notes to the financial statements for the year ended 31 March 2015
(All amounts are in Indian Rupees)

2. Notes to the financial statements

| | Current Year (Rs.) Nil | Previous Year (Rs.) Nil |
|----------------------------------|------------------------------|-------------------------------|
| 2.19 Contingent Liability | | |

2.20 Segment Reporting

Segment information for the year ended March 31, 2015

a) Primary segment information (by business segments)

| Particulars | Financing activities | Dealing in Securities | Unallocated Others | Total |
|---|-----------------------------|----------------------------|----------------------------|-----------------------------|
| i) Segment revenue | 11,593,310 (4,402,102) | 1,825,000 (2,793,879) | 1,338 (10,730) | 13,419,648 (7,206,711) |
| ii) Segment Results | 26,25,634 (643,850) | (-2,300) | 1,338 (10,730) | 2,626,972 (652,280) |
| Less : I. Interest | | | | 32,48,630 (Nil) |
| II. Unallocable expenditure / (net of unallocable income) | | | | 75,42,708 (496,990) |
| Less: Taxation | | | | 867,687 (310,000) |
| Total profit after tax | | | | 17,98,318 (235,807) |
| iii) Segment Capital Employed | 127,843,709 (68,781,262) | 17,310,000 (24,615,129) | 10,462,679 (10,132,392) | 155,616,388 (103,528.78) |
| iv) Capital expenditure | 0 0 | | | 0 0 |
| v) Depreciation | 0 0 | | | 0 0 |
| vii) Non cash expenses other than depreciation | | | | |
| -Provision for standard assets | 130,656 (171,953) | | | 130,656 (171,953) |

Note: Figures shown in brackets indicates previous year amount.

- b) The company's primary business segment is reflected based on principal business activities carried on by the company. The company's primary business comprises of financing of loans and dealing in securities.**
- c) Segment revenue, results, assets and liabilities include amounts identifiable to each segment and amounts allocated on a reasonable basis.**



| | | |
|---|-----|---------------------------------|
| (2) Break-up of (1)(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid) : | | |
| a) In the form of unsecured debentures: | Nil | Nil |
| b) In the form of partly secured debentures i.e., debentures where there is a shortfall in the value of security | Nil | Nil |
| c) Other public deposits | Nil | Nil |
| Assets Side : | | |
| | | Amount Outstanding (Rs.) |
| (3) Break-up of Loans and advances including bills receivables [other than those included in (4) below:] | | |
| a) Secured | | Nil |
| b) Unsecured (net of provisions) | | 127,843,709 |
| (4) Break-up of Leased Assets stock on hire and hypothecation loans counting towards EL / HP activities (net of provision) | | |
| i) Lease assets including lease rentals under sundry debtors | | Nil |
| a) Financial lease | | Nil |
| b) Operating lease | | Nil |
| ii) Stock on hire including hire charges under sundry debtors : | | Nil |
| a) Assets on hire | | |
| b) Repossessed assets | | |
| iii) Hypothecation loans counting towards EL / HP activities | | Nil |
| a) Loans where assets have been repossessed | | |
| b) Loans other than (a) above | | |
| (5) Break-up of Investments: | | |
| Current Investments: | | |
| 1. Quoted: | | |
| i) Shares: a) Equity | | Nil |
| b) Preference | | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | Nil |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |
| 2. Unquoted: | | |
| i) Shares: a) Equity | | Nil |
| b) Preference | | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | Nil |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |
| Long Term Investments | | |
| 1. Quoted: | | |
| i) Shares: a) Equity | | Nil |
| b) Preference | | Nil |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | Nil |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |



| | | |
|----------------------------|------------------|------------|
| 2. Unquoted: | | |
| i) Shares: | a) Equity shares | |
| | b) Preference | 17,310,000 |
| ii) Debentures and Bonds | | Nil |
| iii) Units of mutual funds | | Nil |
| iv) Government Securities | | Nil |
| v) Others (please specify) | | Nil |

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

| Category | | Amount net of provisions (Rs.) | |
|--------------------------------|---------|--------------------------------|--------------------|
| 1. Related Parties | Secured | Unsecured | Total |
| a) Subsidiaries | Nil | Nil | Nil |
| b) Companies in the same group | Nil | Nil | Nil |
| c) Other related parties | Nil | Nil | Nil |
| 2. Other than related parties | Nil | 127,843,709 | 127,843,709 |
| TOTAL | | 127,843,709 | 127,843,709 |

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

| 1. Related parties | Break-up market value (Rs.) | Book value (net of provision) (Rs.) |
|---------------------------------|-----------------------------|-------------------------------------|
| (a) Subsidiaries | Nil | Nil |
| (b) Companies in the same group | Nil | Nil |
| 2. Other than related parties | 17,310,000 | 17,310,000 |
| TOTAL | 17,310,000 | 17,310,000 |

Other Information

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

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

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



As per our report of even date attached

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

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

Sd/-
Rohit Suri
Proprietor
Membership No.: 091064

Sd/-
Rajeev Kumar Gupta
Managing Director
DIN: 01735427

Sd/-
Sanjeev Kumar
Director
DIN: 06625416

Place: New Delhi
Date: 30.05.2015

Sd/-
Sarita Gupta
Chief Financial Officer
DIN: 00113099

Sd/-
Arti Verma
Company Secretary &
Compliance Officer
Membership No.: 38825



Cash Flow Statement for the year ended 31 March, 2015
(All amounts are in Indian rupees)

| Particulars | For the year ended 31 March 2015 | For the year ended 31 March 2014 |
|---|-------------------------------------|-------------------------------------|
| Cash Flow from Operating Activities | | |
| Profit Before Tax | 2,626,971 | 652,280 |
| Add: | | |
| Provision for standard assets | - | - |
| Discount on issuance of commercial paper | - | - |
| Less: | | |
| Gain on sale of investments (net) | - | - |
| Profit on sale of Fixed assets (net) | - | - |
| Dividend income on non-current investments | - | - |
| Provision/liabilities no longer required written-back | - | - |
| Operating profit before working capital changes | 2,626,971 | 652,280 |
| Adjustments for: | | |
| (Increase)/ decrease in inventories | 2,305,129 | 2,793,879 |
| (Increase)/ decrease in trade receivables | (1,825,000) | 201,534 |
| (Increase)/ decrease in loans and advances (refer note 2 below) | (59,062,447) | 104,737,238 |
| (Increase)/ decrease in other current assets | - | - |
| (Increase)/ decrease in other bank balances (refer note 3 below) | - | - |
| Increase/ (decrease) in Short Term Borrowings | - | - |
| Increase/ (decrease) in trade Payables | 29,277 | 30,922 |
| Increase/ (decrease) in other current liabilities | 49,972,696 | (172,105,300) |
| Increase/ (decrease) in short term provisions | 287,313 | (263,343) |
| Cash generated from operations | (5,666,061) | (63,952,790) |
| Income taxes paid (gross) | (867,687) | (469,607) |
| Deferred Tax (Assets) | (40,372) | (53,134) |
| Previous Tax Adjustments | (1,338) | - |
| Income tax refund | 1,423 | - |
| Net cash from/ (used in) Operating Activities (A) | (6,574,035) | (64,475,531) |
| Cash Flow from Investing Activities | | |
| Purchase of fixed assets | - | - |
| Proceeds from sale of fixed assets | - | 10,600,000 |
| Investment in subsidiaries | - | - |
| Purchase of investments | 5,000,000 | (22,310,000) |
| Proceeds from disposal of subsidiaries | - | - |
| Proceeds from disposal of investments | - | - |
| Dividend on long term investments | - | - |
| Long - term loans and advances | - | 303,976 |
| Recovery of loans and advances | - | - |
| deferred tax asset | 40,372 | 53,134 |



| | | |
|--|--------------------|---------------------|
| Net cash from/ (used in) Investing Activities (B) | 5,040,372 | (11,352,890) |
| Cash Flow from Financing Activities | | |
| Proceeds from issue of shares | - | 74,700,000 |
| Interest paid on loans and overdrafts (refer Note 4) | - | |
| Proceeds from commercial paper | - | |
| Repayment of commercial paper | - | |
| Proceeds from/(repayment of) | - | |
| -bank overdrafts (net) | - | |
| Net cash from/ (used) in Financing Activities (C) | - | 74,700,000 |
| Net increase/ (decrease) in cash or cash equivalents (A+B+C) | (1,533,663) | (1,128,421) |
| Cash and Cash Equivalent at the beginning of the year (refer Note 2.15) | 10,077,836 | 11,206,257 |
| Cash and Cash Equivalent at the end of the year (refer Note 2.12) | 8,544,173 | 10,077,836 |

Notes:

- 1 The above Cash Flow Statement has been prepared under the indirect method setout in AS-3 on 'Cash Flow Statement' as notified under Companies (Accounting Standard) Rules, 2006.
- 2 Include both long-term and short-term assets/ liabilities.
- 3 Fixed deposits have been included in the operating activities, since it is directly attributable to the primary revenue generating operations of the Company
- 4 Previous year figures have been regrouped/ reclassified wherever necessary to conform to the current year classification.

As per our report of even date attached

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

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

Sd/-
Rohit Suri
Proprietor
Membership No.: 091064

Sd/-
Rajeev Kumar Gupta
Managing Director
DIN: 01735427

Sd/-
Sanjeev Kumar
Director
DIN: 06625416

Place: New Delhi
Date: 30.05.2015

Sd/-
Sarita Gupta
Chief Financial Officer
DIN: 00113099

Sd/-
Arti Verma
Company Secretary &
Compliance Officer
Membership No.: 38825



Annexure I

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

**As on financial year ended on 31.03.2014
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

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

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

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

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

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2014] | | | | No. of Shares held at the end of the year [As on 31-March-2015] | | | | % Change during the year |
|---|--|--------------|--------------|-------------------|--|--------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter's | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | - | 13750 | 13750 | 0.17 | 3812500 | 50000 | 3862500 | 4.70 | 4.53 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total shareholding of Promoter (A) | - | 13750 | 13750 | 0.17 | 3812500 | 50000 | 3862500 | 4.70 | 4.53 |



| | | | | | | | | | |
|--|----------------|---------------|----------------|--------------|-----------------|----------------|-----------------|--------------|--------------|
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| g) FII's | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 0 | 0 | 0 | 0 | 7372 | - | 7372 | 0.01 | 0.01 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | 637650 | 637650 | 7.76 | 122778 | 8230 | 131008 | 0.16 | -7.6 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 7470000 | 91100 | 7561100 | 92.07 | 76053580 | 1030000 | 77083580 | 93.86 | 1.79 |
| c) Others (HUF's) | 0 | 0 | 0 | 0 | 170000 | 870540 | 1040540 | 1.27 | 1.27 |
| Non Resident Indians | | | | | | | | | |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (B)(2):- | 7470000 | 728750 | 8198750 | 99.83 | 76353730 | 1908770 | 78262500 | 95.30 | -4.53 |
| Total Public Shareholding (B)=(B)(1) + (B)(2) | 7470000 | 728750 | 8198750 | 99.83 | 76353730 | 1908770 | 78262500 | 95.30 | -4.53 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Grand Total (A+B+C) | 7470000 | 742500 | 8212500 | 100 | 80166230 | 1958770 | 82125000 | 100 | 0.00 |



B) Shareholding of Promoter:

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

**C) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| SN | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|----|-------------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Lalit Mohanlal Jain | 1000000 | 12.18 | 1000000 | 12.18 |
| 2 | Vimalchand Karamchand Ranka | 750000 | 9.13 | 750000 | 9.13 |
| 3 | Amit Pannalal Gulecha | 500000 | 6.09 | 500000 | 6.09 |
| 4 | Pannalal Hastimalji Gulecha | 500000 | 6.09 | 500000 | 6.09 |
| 5 | Bharatkumar Vimalchand Ranka | 250000 | 3.04 | 250000 | 3.04 |
| 6 | K R Annapurna | 200000 | 2.44 | 200000 | 2.44 |
| 7 | S Prashanth | 200000 | 2.44 | 200000 | 2.44 |
| 8 | P Aashik | 200000 | 2.44 | 200000 | 2.44 |
| 9 | Pramila P Jain | 200000 | 2.44 | 200000 | 2.44 |
| 10 | A Ranganathan | 200000 | 2.44 | 200000 | 2.44 |

D) Shareholding of Directors and Key Managerial Personnel:

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

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

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



Annexure II

**FORM MR-3
SECRETARIAL AUDIT REPORT****For The Financial Year Ended on 31st March, 2015**

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

To,
The Members,
Panafic Industrials Limited
23, II Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110 026.

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, 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 **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Panafic Industrials Limited** for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 1956 and the rules made under that act, to the extent applicable.
- (ii) The Companies Act, 2013 and the rules made there under.
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iv) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under.
- (v) 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 (ECB): (Not applicable to the Company during the Audit Period)
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable to the Company during the Audit Period)
 - d) 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 Audit Period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable to the Company during the Audit Period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company during the Audit Period)



- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company during the Audit Period)
- (vii) RBI Act, 1934 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with Delhi Stock Exchange Limited and I3SE Limited.

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

Based on the information provided by the management and records maintained by the Company, we further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Agreement.
- (ii) The Directors have complied with the requirements as to the disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interests in other entities.
- (iii) Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iv) All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that, during the audit period:

- a. The Company had undergone the process of "Open Offer" under Regulation (4) of SEBI SAST Regulations, 2011. Consequently, the complete management control of the Company was taken over collectively by the new promoters of the Company i.e. Mr. Rajeev Kumar Gupta and Mrs. Sarita Gupta.
- b. The Company has obtained approval of members under Section 180(1)(c) of the Companies Act, 2013 by way of special resolution for borrowing up to the limit of Rs. 2 Crores over and above the aggregate of paid up share capital and free reserves of the Company.
- c. Bombay Stock Exchange has granted the Listing and Trading approval to the Company and has admitted its equity shares for dealings at the exchange in the list of "DT" Group Securities w.e.f. 07th January, 2015
- d. The Company has sub-divided the value of its existing equity shares from every 01 equity share of Rs. 10/- (Rupees Ten) each into 10 equity shares of Re. 1/- (Rupee One) each with effect from 25th March, 2015.

**For Grover Ahuja & Associates
Company Secretaries**

**Sd/-
Jayanti Sharma
Membership No. 22180
COP No.12794**

**Date: 03rd July, 2015
Place: New Delhi**

**ATTENDANCE SLIP****Venue of the Meeting: Hotel Aura Grand, 445, Jagriti Envclave, New Delhi-110092****Date and Time: 29th September, 2015 at 11:00 A.M.****PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

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

*Applicable for investors holding shares in Electronic form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Tuesday, the 29th day of September, 2015 at 11.00 A.M., at the registered office of the company at Hotel Aura Grand, 445, Jagriti Envclave, New Delhi-110092

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

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

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

28th ANNUAL GENERAL MEETING

Tuesday, 29th September, 2015

CIN: **L45202DL1985PLC019746**

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

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

Date and Time: **29th September, 2015 at 11:00 A.M.**

I/We, being the member(s) ofshares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on 29th September, 2015 at 11.00 A.M. at Hotel Aura Grand, 445, Jagriti Envclave, New Delhi-110092 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him/her

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

| S. No. | Resolution | Number of shares held | For | Against |
|---------------------------|--|-----------------------|-----|---------|
| ORDINARY BUSINESS: | | | | |
| 1 | To consider and adopt the audited Balance Sheet for the Financial Year ended 31st March, 2015, the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon. | | | |
| 2 | To declare dividend on equity shares for the financial year ended March 31, 2015 | | | |
| 3 | To re-appoint M/s Rohit Suri and Associates as the Statutory Auditors and to fix their remuneration in terms of Section 139, 141 and Section 142 of the Companies Act, 2013 and for that purpose pass with or without modification the following resolution as an Ordinary Resolution: | | | |
| SPECIAL BUSINESS: | | | | |
| 4 | Re-appointment of Mrs. Sarita Gupta as Director | | | |



Signature of shareholder

Signature of Proxy holder(s)

Signed this Day of 2015

Affix One
Rupee
Revenue
Stamp

Note:

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



ELECTRONIC VOTING PARTICULARS

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

COURIER

If undelivered, please return to:

PANAFIC INDUSTRIALS LIMITED

Add.: 23, 11nd Floor, Note West Avenue, Club Road,
West Punjabi Bagh, New Delhi - 110026