

Date: 07th September, 2019

**Bombay Stock Exchange Limited,
Listing department,
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai-400001**

Sub: Intimation of 30th Annual General Meeting ,Book Closure, Cut off date and period of Remote e-voting of the Company.

Ref: 1. Security Code: 523483

2. As per Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015- Intimation of Book Closure.

Dear Sir/Madam,

With reference to the above captioned subject, we would like to inform you that:

1. 30th Annual General Meeting of the Company is proposed to be held on Monday, 30th September, 2019 at the Registered office of the Company situated at Village: Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural) Bangalore- 562123 (Karnataka)
2. Book Closure of the Company will be from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of 30th AGM of the Company to be held on 30th September, 2019.
3. The company has fixed 23rd September 2019 as the cut-off Date for the purpose of remote E-voting for ascertaining the name of shareholder, holding share either in the physical form or in dematerialized form who will be entitled to cast their votes electronically during the 26th September 2019 (09.00 A.M) to 29th September 2019 (05.00 P.M) in respect of the Business to be transacted at the 30th Annual General Meeting of the Company.

This is for your information and records.

Thanking you

Yours Faithfully

For Pacific Industries Limited

Sachin Shah

Company Secretary & Compliance Officer

Enclosed: Notice of 30th Annual General Meeting of the Company

CIN: L14101KA1989PLC062041

REGISTERED OFFICE:

Survey No. 13, N.H. 48, Kempalinganahalli Village, Nelamangala Taluk, Bangalore (R) 562123 Karnataka, INDIA

Visit us at : www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com, pilsouth@pacificgranites.com

Udaipur Phone: +91-294-2440933 / 2440934 / 2440388 / 2440196, Fax No. : +91-294-2440780

Bangalore Phone : +91-80-27723004, +91-80-27725976, Fax : +91-80-27723005

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of **PACIFIC INDUSTRIES LIMITED** will be held on Monday the 30th September, 2019 at 10.00 A.M. at Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka Bangalore- 562123, Karnataka, the registered office of the Company to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the Financial Year ended on 31st March 2019, and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **TO RE-APPOINT SHRI VINOD CHOUDHARY AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Vinod Choudhary (DIN: 03390324), who was appointed as an Independent Director at the 25th Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from 14th August, 2019 to 13th August, 2024”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **TO APPOINT SHRI PRADEEP KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder

(including any statutory modification or re-enactment thereof for the time being in force), Mr. Pradeep Kumar Jain (DIN:08303628) who was appointed as an Additional Director, w.e.f. 17th December, 2018 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Pradeep Kumar Jain (DIN: 08303628), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of five years commencing from 17th December, 2018 to 16th December, 2023".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. TO APPOINT SHRI VIKAS MISRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Pradeep Kumar Jain (DIN:08303628) who was appointed as an Additional Director, w.e.f. 17th December, 2018 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Vikas Misra (DIN: 08304606), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of five years commencing from 17th December, 2018 to 16th December, 2023".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO RE-APPOINT SHRI JAGDISH PRASAD AGARWAL (DIN : 00386183) AS A DIRECTOR DESIGNATED AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association ,and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Shri J. P. Agarwal (DIN : 00386183) as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from September 30, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as may be acceptable to Shri J. P. Agarwal (DIN : 00386183), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO RE-APPOINT SHRI KAPIL AGARWAL (DIN: 00386298) AS A DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association ,and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Shri Kapil Agarwal (DIN : 00386298) as a Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from September 30, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, , with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as may be acceptable to Shri Kapil

Agarwal (DIN : 00386298), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. CREATION OF CHARGE ON THE ASSETS PURSUANT TO SECTION 180(1)(a) OF COMPANIES ACT, 2013

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

“RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crores (Rupees Two hundred crores only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

**By Order of the Board
Pacific industries Limited**

Sd/-

JAGDISH PRASAD AGARWAL
(Chairman & Managing Director)
(DIN- 00386183)

Place: Udaipur

Date: 12th August, 2019

Registered Office:

Village: Survey No. 13, Kempalingahalli
Nelamangala Taluk (Rural)
Bangalore-562123(Karnataka)

NOTES:-

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.
3. The instrument appointing a proxy, duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 1, Item No. 2, Item No. 3, Item No. 4, Item 5, Item No.6, Item No.7 and Item No. 8 of the accompanying Notice as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. In pursuance of Section 105 of the Companies Act, 2013 and the applicable rules there on, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate, not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the Total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form in form MGT-11 for the AGM is enclosed herewith.
6. The member of the Company or proxy holders should bring attendance slips duly completed and signed mentioning therein details of the DP ID and client ID/ Folio No.
7. In case of Joint Holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Company's Registered Office all working days of the Company, during business hours up to the date of the Meeting.
9. Corporate members intending to send their authorized representative to attend the meeting, pursuant to the Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote at the meeting on their behalf.
10. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. Members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the pacificinvestor@rediffmail.com
12. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the

Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.

13. The Notice of AGM along with the Annual Report 2018-19 is being sent to all Members whose name appear in the Register of Members/ List of Beneficial Owners received from NSDL and CDSL as on 30th August, 2019 (cut-off date) by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company' and Registrar and Transfer Agent.
15. The Members who holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advise to make a nomination through their Depository Participants.
16. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
18. Mr. B. K. Sharma, Practicing Company Secretaries (Membership No. FCS 6206), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in fair and transparent manner.
19. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
20. The Members who have cast their vote by remote e voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
21. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.pacificindustriestd.com and on the website of respective Stock Exchanges.
22. The Register of Members and Share Transfer Books of the Company will remain Closed from Tuesday 24th September, 2019 to Monday 30th September, 2019 (both day inclusive)
23. The instructions for shareholders for remote e-voting are as under:-

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) and Annual Report of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<https://pacificindustriesltd.com>).

The e-voting period commences on Thursday 26th September, 2019 (9:00 am) and ends on Sunday 29th September, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September 2019. Any Person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (company/ RTA email id).

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Pacific Industries Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (**bksharma162@gmail.com**) to with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- 24.** The Scrutiniser, after scrutinising the votes cast at the meeting and through remote e-voting, will make a consolidated scrutinizer’s report not later than two days of the conclusion of the Meeting and submit the same to the Chairman or Authorised person. The results declared along with the consolidated Scrutiniser’s Report shall be placed on the website of the Company www.pacificindustriesltd.com

25. Dispatch of Documents through electronic mode/ Registration of E-Mail Addresses: In pursuance of the provisions of the Companies Act, 2013 and the rules made thereunder, the Company proposes to send documents like notice of general meeting, annual reports, etc. to the shareholders through electronic mode. In case you have not registered your email address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or our share transfer agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.
26. The route map showing direction to reach the venue of the 30th AGM is annexed at the end of the Report.
27. The Ministry of Corporate Affairs has taken a “Green Initiatives in Corporate Governance” in 2011 by allowing paperless compliances by the Companies and had issued circulars stating that service of notice/documents including Annual Report can be sent to the Shareholders in Electronic Mode. To support this green initiatives of the Government in full measure, the members who have not registered their e-mail addresses so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or our share transfer agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.
28. Any Member(s) who require any special assistance of any kind at the venue of the 30th AGM are requested to send details of their special needs in writing to the Company email Id- pacificinvestor@rediffmail.com at least three days before the date of AGM.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No.3

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Vinod Choudhary (DIN: 03390324), as Independent Director, for a second term of five years from 14th August, 2019 to 13th August, 2024 not liable to retire by rotation. Shri Vinod Choudhary (DIN: 03390324), was appointed as Independent Director on 14th August, 2019 by the Board of Directors, which was approved from Members at the 25th Annual General Meeting (“AGM”) of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Vinod Choudhary (DIN: 03390324), would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could

impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Vinod Choudhary (DIN: 03390324), as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 3 of this Notice for approval of the Members.

Except Shri Vinod Choudhary (DIN: 03390324), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice. We hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri. Pradeep Kumar Jain as an Additional Director of the Company with effect from December 17, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri. Pradeep Kumar Jain would hold office up to the date of the ensuing Annual General Meeting.

Shri. Pradeep Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri. Pradeep Kumar Jain that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations. Shri. Pradeep Kumar Jain possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Shri. Pradeep Kumar Jain fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri. Pradeep Kumar Jain is independent of the management.

Brief resume of Shri. Pradeep Kumar Jain, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri. Pradeep Kumar Jain is appointed as an Independent Director

Copy of the draft letter for appointment of Shri. Pradeep Kumar Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI Listing Regulations with the Stock Exchanges. Save and except Shri. Pradeep Kumar Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri. Vikas Misra as an Additional Director of the Company with effect from December 17, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri. Vikas Misra would hold office up to the date of the ensuing Annual General Meeting.

Shri. Vikas Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri. Vikas Misra that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations. Shri. Pradeep Kumar Jain possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Shri. Vikas Misra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri. Pradeep Kumar Jain is independent of the management.

Brief resume of Shri. Vikas Misra , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri. Vikas Misra is appointed as an Independent Director

Copy of the draft letter for appointment of Shri. Vikas Misra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI Listing Regulations with the Stock Exchanges. Save and except Shri. Vikas Misra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No.: 6

The Board of Directors of the Company in their meeting held on 12th August, 2019 had resolved to re-appoint Mr. J. P. Agarwal as Chairman & Managing Director of the Company afresh w. e. f. 30th September, 2019 for a period of 5 (Five) Years at a remuneration given in this Explanatory Statement as per Schedule V of the Companies Act, 2013 and subject to such approval as may be required.

Mr. J. P. Agarwal, aged 61 years is a Promoter Director of the Company. He is a Commerce Graduate and C. A. (Inter) also and posses vast experience of running the Granite / Marble Industry. Before joining the Company he was engaged in his own trading business.

Without any doubt, about the marvelous entrepreneurial skills of Mr. J. P. Agarwal and his rich experience in the field of Polished Granite Slabs and Tiles of various types, the Board thinks it appropriate to reappoint him as Chairman & Managing Director of the Company for a further period of 5 years to achieve greater heights and complete his unfinished agenda.

Your Board is of firm opinion that the rich and valuable experience of Mr. J. P. Agarwal will definitely result into all round growth and development of the Company.

Remuneration paid to Mr. J. P. Agarwal during last two years:

2017-2018	Rs. 24,00,000/-
2018-2019	Rs. 24,00,000/-

Pecuniary Relationship with the Company and other Managerial Person in the Company: Mr. J. P. Agarwal, is related with Mr. Kapil Agarwal, Executive Director of the Company and Smt. Geeta Devi Agarwal, Non-Executive Director of the company except that he doesn't have any pecuniary relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Chairman & Managing Director.

Proposed remuneration of Mr. J. P. Agarwal is as follows:

- (I) Basic Salary: Rs. 2,00,000/- p. m.
(II) Perquisites:

In addition to salary the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman & Managing Director:

CATEGORY (A):

- (i) Free use of Company's car with driver for use on Company's business and telephone at residence will not be considered as perquisite.
- (ii) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Chairman & Managing Director.
- (iii) Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

CATEGORY (B)

The following perquisites shall also be allowed and they will not be included in the computation of ceiling on perquisites mentioned above as permissible under existing laws:

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

- (ii) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with the Companies Act, 2013 including Schedule, V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the company has no profits or its profits are inadequate, the total remuneration payable to Mr. J. P. Agarwal, Chairman & Managing Director by way of salary, perquisites and allowance, as specified above, as minimum remuneration under Schedule V to the Companies Act, 2013.

III Other Terms & Conditions:

Mr. J. P. Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

The agreement may be terminated by either party giving the other party one month's prior notice in writing to that effect.

If at any time Mr. J. P. Agarwal ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman & Managing Director.

The said appointment of Mr. J. P. Agarwal on the terms & conditions as set out above including his remuneration as referred above is subject to the approval of Bankers, FIs, approval of the Company in General Meeting and such other approvals, if any, as may be required.”

Your Directors recommend the resolution for your approval.

None of the Directors except Mr. J. P. Agarwal himself, Mr. Kapil Agarwal and Smt. Geeta Devi Agarwal being relative of J. P. Agarwal are interested in the resolution.

Item No. 7

The Board of Directors of the Company in their meeting held on 12th August, 2019 had resolved to reappoint Mr. Kapil Agarwal as Executive Director w. e. f. 30/09/2019 for a period of 5 (Five) Years at a remuneration given in this Explanatory Statement and subject to such approval(s) as may be required. The proposed re-appointment and remuneration payable has already been approved by the Remuneration Committee in it's meeting held on 12th August, 2019.

The Appointee

Mr. Kapil Agarwal, was appointed as Executive Director of the Company w.e.f. 23rd July, 2005. He has completed his studies in Business Administration from Western Michigan University, Kalamazoo, USA and possesses experience of export marketing.

Without any doubt, about the marvelous entrepreneurial skills of Mr. Kapil Agarwal and his rich experience in the field of Polished Granite Slabs and Tiles, the Board thinks appropriate to reappoint him as Executive Director of the Company for further 5 Years to achieve greater heights and his unfinished agenda.

Your Board is of firm opinion that the rich and valuable experience of Mr. Kapil Agarwal will definitely result into all round growth and development of the Company.

Remuneration paid to Mr. Kapil Agarwal during last two years:

2017-2018	Rs. 24,00,000/-
2018-2019	Rs. 24,00,000/-

Job Profile:

Mr. Kapil Agarwal, Executive Director will look after entire business of the Company and export business. His experience in the field will be advantageous to the Company.

Pecuniary Relationship with the Company and other Managerial Person in the Company: Mr. Kapil Agarwal, Executive Director is related with Mr. J. P. Agarwal, and Smt. Geeta Devi Agarwal except that he doesn't have any pecuniary relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Executive Director.

Proposed remuneration of Mr. Kapil Agarwal is as follows:

<i>(I) Basic Salary:</i>	<i>Rs. 2,00,000/- p.m.</i>
(II) Perquisites:	

In addition to salary the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

CATEGORY (A):

- (i) Free use of Company's car with driver for use on Company's business and telephone at residence will not be considered as perquisite.
- (ii) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Executive Director.
- (iii) Reimbursement of entertainment, traveling and all other expenses,

actually and properly incurred for the business of the Company.

- (iv) No sitting fees shall be payable to the Executive Director for attending the Meetings of the Board of Directors or Committee thereof.

CATEGORY (B):

The following perquisites shall also be allowed and they will not be included in the computation of ceiling on perquisites mentioned above as permissible under existing laws:

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with the Companies Act, 2013 including Schedule- V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the company has no profits or its profits are inadequate, the total remuneration payable to Mr. Kapil Agarwal, Executive Director by way of salary, perquisites and allowance, as specified above, as minimum remuneration under Schedule V to the Companies Act, 2013

Other Terms & Conditions:

Mr. Kapil Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

The agreement may be terminated by either party giving the other party one month's prior notice in writing to that effect.

If at any time Mr. Kapil Agarwal ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Executive Director.

The said appointment of Mr. Kapil Agarwal on the terms & conditions as set out above including his remuneration as referred above is subject to the approval of

Bankers, FIs, approval of the Company in General Meeting and such other approvals, if any, as may be required.”

Your Directors recommend the resolution for your approval.

None of the Directors except Mr. Kapil Agarwal himself, Mr. J. P. Agarwal and Smt. Geeta Devi Agarwal being relative of Mr. Kapil Agarwal are interested in the resolution.

Item No.8

Keeping in view the Company’s existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution

**By Order of the Board
Pacific industries Limited**

Sd/-

JAGDISH PRASAD AGARWAL
(Chairman & Managing Director)
(DIN- 00386183)

Place: Udaipur
Date: 12th August, 2019

Registered Office:

Village: Survey No. 13, Kempalingahalli
Nelamangala Taluk (Rural)
Bangalore-562123(Karnataka)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 26(4) AND 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Particulars	Shri Vikas Misra	Shri Pradeep Kumar Jain	Shri Kapil Agarwal
Director Identification Number	08304606	08303628	00386298
Date of Birth (Age)	11/09/1972	17/06/1957	18.06.1983
Nationality	Indian	Indian	Indian
Qualification	He has done Ph.D. (Mechanical Engineering) from Integral University, Lucknow and M.Tech (Mechanical Engineering) with Specialization in industrial system Engineering from K.N.I.T, Sultanpur	He was done Ph.D (International Marketing) from university of Rajasthan in the year 1982.	MBA
Expertise	Dr. Vikas Misra has vide experience of more than 22 year in the field of Mechanical engineering and served various known organization at the position of director	Dr. Pradeep Kumar Jain, has vide experience of more than 40 years in the field of Business administration and Management Studies	Experienced in Marketing and Business Management
Date of Appointment on the Board	17/12/2018	17/12/2018	23/07/2005
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Son of Mr. J.P. Agarwal and of Mrs. Geeta Devi Agarwal
No. of shares held in the Company	NIL	NIL	135635
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2018	BISWAS SOLAR INSTRUMENT PRIVATE LIMITED	1. SAHA COLOURED & FLAVOUR SPIRIT MANUFACTURER PRIVATE LIMITED	1. GALAXY REALVENTURE PRIVATE LIMITED 2. REYANSH MINES AND MINERALS PRIVATE LIMITED 3. GITANJALI METASTEEL PRIVATE LIMITED 4. GEETANJALI BUILDTECH PRIVATE LIMITED 5. RAVI BUILDMART PRIVATE LIMITED 6. SURYA BUILDSQUARE PRIVATE LIMITED 7. BHASKAR BUILDMART PRIVATE LIMITED 8. PROCLAIM CONSTRUCTIONS PRIVATE LIMITED 9. GEETANJALI INVESTECH HOLDINGS INDIA PRIVATE LIMITED 10. SEA HORSE CONSTRUCTIONS PRIVATE LIMITED

			<p>11. PACIFIC IRON MANUFACTURING LIMITED</p> <p>12. PEARL REALHOME DEVELOPERS PRIVATE LIMITED</p> <p>13. MOUNT SAROLI INFRASTRUCTURES LIMITED</p> <p>14. STEADFAST BUILDERS PRIVATE LIMITED</p> <p>15. PACIFIC LEASING AND RESEARCH LTD</p>
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2018	NIL	NIL	NIL
Memberships/ Chairmanships of the Committee of the Board of Directors of the Company	<p>Member:</p> <p>1. Audit Committee</p> <p>2. Stakeholder Relationship Committee</p> <p>3. Nomination & Remuneration Committee</p>	<p>Chairman:</p> <p>1. Audit Committee</p> <p>2. Stakeholder Relationship Committee</p> <p>3. Nomination & Remuneration Committee</p>	NIL

Particulars	Shri Vinod Choudhary	Mrs. Geeta Devi Agarwal	Shri Jagdish Prasad Agarwal
Director Identification Number	03390324	00386331	00386183
Date of Birth (Age)	24.04.1961	25-03-1960	06.10.1957
Nationality	Indian	Indian	Indian
Qualification	Commerce Graduate	B.Com	graduated in commerce faculty in 1978 from University of Rajasthan and passed C.A. (Inter) in 1982
Expertise	Experienced in Finance and Business Management	Experienced in Business Management	He is a Chairman & Managing Director of the Company looking after overall affairs of the Company. He surveyed market potential in 1988-89 in various countries like Singapore, Hong Kong, Italy, UAE, France, Germany, China and Switzerland. He also attended International Trade Fair at Carara in Italy and studied various granite processing units at Italy and China during his visits. He observed huge export potential of the Granite and idea of setting up the unit crystallized
Date of Appointment on the Board	14.08.2014	14/08/2014	13/07/1989
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	wife of Mr. J.P. Agarwal and mother of Mr. Kapil Agarwal	Kapil Agarwal: Son Mrs. Geeta Devi Agarwal: Wife
No. of shares held in the Company	NIL	190421	42336

<p>Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2018</p>	<ol style="list-style-type: none"> 1. BHOLA MOTOR FINANCE PRIVATE LIMITED 2. GEETANJALI INFOSYSTEMS PRIVATE LIMITED 3. REYANSH INFRASTRUCTURE PRIVATE LIMITED 4. JAI GOVIND DEVJI AGRO FARMING DEVELOPERS PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. YASH PROCESSORS PRIVATE LIMITED 2. RAHUL MARBLES PRIVATE LIMITED 3. RAHUL AVAS YOJNA PRIVATE LIMITED 4. PACIFIC LEASING AND RESEARCH LTD 5. RAJAT HOTELS AND RESORTS PRIVATE LIMITED 6. LAKECITY HOUSING DEVELOPMENT AND FINANCE PRIVATE LIMITED 7. GRAND PHOENIX BUILDMART PRIVATE LIMITED 8. MOUNT SAROLI INFRASTRUCTURES LIMITED 	<ol style="list-style-type: none"> 1. YASH PROCESSORS PRIVATE LIMITED 2. RAHUL AVAS YOJNA PRIVATE LIMITED 3. PACIFIC IRON MANUFACTURING LIMITED 4. RAVI REALMART PRIVATE LIMITED 5. OJASWI MEDICAL & HEALTH CARE PRIVATE LIMITED 6. GAZE FASHIONTRADE LIMITED 7. GIST MINERALS TECHNOLOGIES LIMITED
<p>Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2018</p>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>
<p>Memberships/ Chairmanships of the Committee of the Board of Directors of the Company</p>	<p>NIL</p>	<p>Member: 1.Audit Committee 2.Stakeholder Relationship Committee 3.Nomination & Remuneration Committee</p>	<p>NIL</p>

**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]
30th Annual General Meeting - 30th September 2019**

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No /Client ID:
DP ID:

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Monday the 30th September, 2019 at 10.00 a.m. at Village : Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural), Bangalore - 562123 (Karnataka) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Vote	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	Re- appointment of Mr. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible offers himself for re-appointment		
	Special Business		
3.	To Re-Appoint Shri Vinod Choudhary As An Independent Director Of The Company		

4.	To Appoint Shri Pradeep Kumar Jain As An Independent Director Of The Company		
5.	To Appoint Shri Vikas Misra As An Independent Director Of The Company		
6	To re-appoint Shri J. P. Agarwal as a Director designated as Chairman & Managing Director		
7	To re-appoint Shri Kapil Agarwal as a Director designated as Executive Director		
8	Creation of Charge on the Assets pursuant to Section 180(1)(a) of companies Act, 2013		

Signed this _____ day of _____ 2019

Signature of Shareholder

Affix Revenue Stamps

Signature of First Proxy holder
Proxy holder

Signature of Second Proxy holder

Signature of Third

Note:

- 1) 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.
- 2) The proxy need not be a member of the company

**PACIFIC INDUSTRIES LIMITED**

Registered Office : Survey No. 13, N.h. 48, Kempalinganahalli Village,
Nelamangala Taluk, Bangalore-Karnataka 562123

Tel No. : +91-8027723004 ; Fax : +91-8027723005

Corporate Office: Village Bedla,P.O. Box 119, Udaipur-313001,

Tel No.+91-294-2440196, 2440388 ; Fax : +91-294-2440780

Email : pacificinvestor@rediffmail.com.com ; Website : www.pacificindustriesltd.com

CIN : L14101KA1989PLC062041

**30TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER,2019
ATTENDANCE SLIP**

Name & Registered Address of the Member

Ledger Folio No./DP ID/ Client ID :

No. of Share (s) :

I/ we hereby record my / our presence at the 30th Annual General Meeting of the company, to be held on Monday the 30th September, 2019 at 10.00 a.m. at Survey No. 13, N.H. 48 Kempalingahalli, Village, Nelamangala Taluk (Rural), Bangalore – 562123 (Karnataka)

Name of the Shareholders/ Proxy's (In block Letters)

Signature

Note: Please complete the Attendance slip and hand it over at the entrance of the Meeting Hall

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Eevent Number)	USER ID	PASSWORD



PACIFIC INDUSTRIES LIMITED

Registered Office : Survey No. 13, N.h. 48, Kempalinganahalli Village,
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Tel No.+91-294-2440196, 2440388 ; Fax : +91-294-2440780

Email : pacificinvestor@rediffmail.com; Website : www.pacificindustriesltd.com

CIN : L14101KA1989PLC062041

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Pacific Industries Limited dated 12th August, 2019 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Resolution No.	Resolution	Type of resolution (Ordinary/ Special)	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
	Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, together with the Reports of the Board of Directors and Auditors thereon	Ordinary			
2.	Re- appointment of Mr. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible offers himself for re-appointment	Ordinary			
	Special Business				
3.	To Re-Appoint Shri Vinod Choudhary As An Independent Director Of The Company	Special			
4.	To Appoint Shri Pradeep Kumar Jain As An Independent Director Of The Company	Ordinary			
5.	To Appoint Shri Vikas Misra As An Independent Director Of The Company	Ordinary			
6.	To re-appoint Shri J. P. Agarwal as a Director designated as Chairman & Managing Director	Special			
7.	To re-appoint Shri Kapil Agarwal as a Director designated as Executive Director	Special			
8.	Creation of Charge on the Assets pursuant to Section 180(1)(a) of companies Act, 2013	Special			

Date :

Place :

Signature of Member

**PACIFIC INDUSTRIES LIMITED**

Registered Office : Survey No. 13, N.h. 48, Kempalinganahalli Village,
Nelamangala Taluk, Bangalore-Karnataka 562123

Tel No. : +91-8027723004 ; Fax : +91-8027723005

Corporate Office: Village Bedla, P.O. Box 119, Udaipur-313001,

Tel No. +91-294-2440196, 2440388 ; Fax : +91-294-2440780

Email : pacificinvestor@rediffmail.com ; Website : www.pacificindustriesltd.com

CIN : L14101KA1989PLC062041

E-COMMUNICATION REGISTRATION FROM

Folio No. (For Physical Shares) : _____
Name of 1st Registered Holder : _____
Name(s) of Joint holder(s) : _____
Registered Address : _____
E-Mail ID (to be registered) : _____
Phone No./ Mobile no. : _____

I/We, Shareholder(s) of Pacific Industries Limited agrees to receive communication from the company in electronic mode. Please register my/Our above e-mail in your records for sending communication through e-mail.

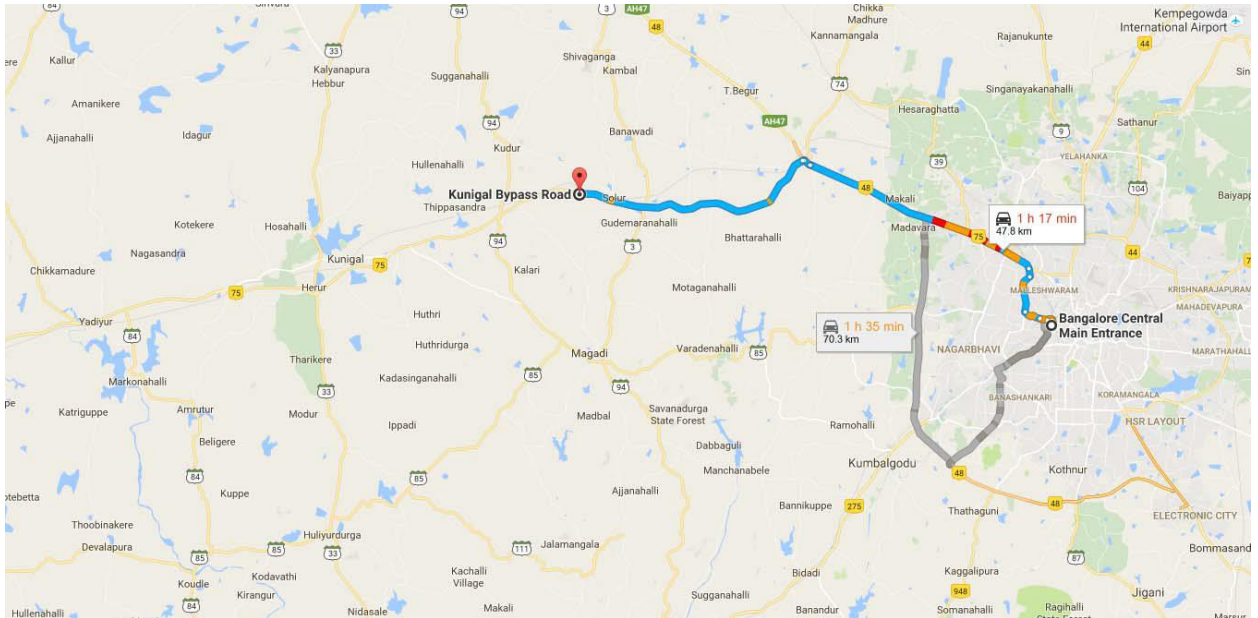
Signature of Shareholder(s) 1. _____ 2. _____ 3. _____
(as appearing in the Company's records)

Date:

Notes:

1. Shareholder(s) is/are requested to keep the Company informed as and when there is any change in the e-mail address.
2. In case, shares are held in electronic form, kindly register your email particulars with your Depository Participant.

PACIFIC INDUSTRIES LIMITED (PIL)
Route Map for Venue of 30th Annual General Meeting (AGM)



**Venue of AGM- Survey No. 13, N.h. 48, Kempalinganahalli Village,
Nelamangala Taluk, Bangalore-Karnataka 562123**