

Date: 04<sup>th</sup> September 2021

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

**Sub: Intimation of 32<sup>nd</sup> 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:


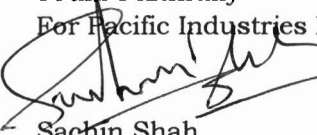
1. 32<sup>nd</sup> Annual General Meeting of the members of M/s Pacific Industries Limited will be held on, Tuesday 28<sup>th</sup> September, 2021 at SURVEY No.13, N.H.48, KEMPALINGANHALLI, NELAMANGALA TALUKA BANGALORE KA 562123 at 12.30 P.M. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")
2. Book Closure of the Company will be from 22<sup>nd</sup> September, 2021 to 28<sup>th</sup> September, 2021 (both day inclusive) for the purpose of 32<sup>nd</sup> AGM of the Company to be held on 28<sup>th</sup> September, 2021
3. The company has fixed 21<sup>st</sup> September 2021 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 entitled to cast their votes electronically during the 24<sup>th</sup> September 2021 (09.00 A.M) to 27<sup>th</sup> September 2021 (05.00 P.M) in respect of the Business to be transacted at the 32<sup>nd</sup> 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 32<sup>nd</sup> 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

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Bangalore Phone : +91-80 27723004, 8027725976, Fax : +91-80 27723005

## **NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of M/s Pacific Industries Limited will be held on, Tuesday 28<sup>th</sup> September, 2021 at SURVEY No.13, N.H.48, KEMPALINGANHALLI, NELAMANGALA TALUKA BANGALORE KA 562123 at 12.30 P.M. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") 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 2021, 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 herself for reappointment.

### **SPECIAL BUSINESS**

#### **3. Approval for Related Party Transactions**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Pacific Iron Manufacturing Ltd a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of iron ore and related items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of upto Rs. 200 Crore for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **4. Approval for Related Party Transactions**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Chaitanya International Minerals LLP a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase/Sales of Quartz, Grit and Powder and related items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Upto Rs. 100 Crore for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **5. Approval for Related Party Transactions**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Geetanjali Industrial Minerals Private Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Quartz, Grit and Powder and related items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Upto Rs. 50 Crore for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## **6. Approval for Related Party Transactions**

### **To pass the following resolution as an Ordinary Resolution:**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with TAANJ QUARTZ INC a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of Quartz Slab and related items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Upto Rs. 100 Crore for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## **7. Approval for Related Party Transactions**

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or reenactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board for entering into any contracts and / or arrangements/ Transactions with the following Parties for an amount not exceeding the limits as detailed below:”

S.No.	Name of the Related Party	Nature of Relationship	Transaction Amount	Nature of Transaction
1	Gist Minerals Technologies Limited	Wholly Owned Subsidiary Company	Upto Rs. 50 Crore Payable at demand	Availing / Intercompany Lending/Borrowing
2	Radhika Vyaapar Pvt Ltd. (Merged with Gaze Fashiontrade Limited, approval from Regional Director, South Eastern Region, Hyderabad has been received on 07th January 2021 but final approval from MCA is yet to be received.	Step Down Wholly Owned Subsidiary Company	Upto Rs. 50 Crore Payable at demand	Availing / Intercompany Lending/Borrowing
3	Biswas Solar Instruments Pvt Ltd. (Merged with Gaze Fashiontrade Limited approval from Regional Director, South Eastern Region, Hyderabad has been received on 07th January 2021 but final approval from MCA is yet to be received.	Step Down Wholly Owned Subsidiary Company	Upto Rs. 50 Crore Payable at demand	Availing / Intercompany Lending/Borrowing
4	Blood Hound Security Company Pvt Ltd. (Merged with Gaze Fashiontrade Limited approval from Regional Director, South Eastern Region, Hyderabad has been received on 07th January 2021 but final approval from MCA is yet to be received.	Step Down Wholly Owned Subsidiary Company	Upto Rs. 50 Crore Payable at demand	Availing / Intercompany Lending/Borrowing

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that

may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**8. To approve increase in remuneration of Mr. Jagdish Prasad Agarwal, Chairman & Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 20) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Jagdish Prasad Agarwal, (DIN: 00386183 ) , Managing Director & Chairman of the Company on following terms & conditions effective from August 31<sup>st</sup> 2021\_ for a period of 3(Three) years:

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

- |                   |                      |
|-------------------|----------------------|
| (I) Basic Salary: | Rs. 5,00,000/- 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.

“FURTHER RESOLVED THAT where in any Financial Year during the tenure of the said Managing Director & Chairman, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

**9. To approve increase in remuneration of Mr. Kapil Agarwal, Executive Director of the Company:**

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 20) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Kapil Agarwal, (DIN:00386298), Executive Director of the Company on following terms & conditions effective from August 31<sup>st</sup> 2021 for a period of 3(Three) years:

**Proposed remuneration of Mr. Kapil Agarwal is as follows:**

- |                          |                            |
|--------------------------|----------------------------|
| <b>(I) Basic Salary:</b> | <b>Rs. 5,00,000/- p.m.</b> |
| <b>(II) Perquisites:</b> |                            |

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."

"FURTHER RESOLVED THAT where in any Financial Year during the tenure of the said Executive, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

"FURTHER RESOLVED THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard."

**Place:** Udaipur  
**Date:** 31.08.2021

**Sd/-**  
**Sachin Shah**  
(Company Secretary)

**Registered Office:**

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

**NOTES:-**

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, circular no. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") also permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the Annual General Meeting of the members of the Company is being held through VC / OAVM (hereinafter referred to as "AGM" or "e-AGM"). The registered office of the Company shall be deemed to be the venue for the e-AGM.

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 32<sup>nd</sup> AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
2. Corporate Members intending to send their authorized representative(s) to attend the meeting through VC /OAVM are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature(s) of the representative ( s ) authorizing under the said Board resolution to attend and vote on their behalf at the meeting.
3. The Members can join the AGM held through VC /OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all members on a first come first served basis. This will not include large Shareholders (i.e Shareholders holding 2% or more shareholding),

Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
5. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act,
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with Company at [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com). Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.
8. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM along with the Annual Report 2020-21 will also be available on the Company's website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com), websites of the Stock Exchanges, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com) website of NSDL (agency for providing the Remote e- Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Notice of AGM along with the Annual Report 2020-21 is being sent to all members whose name appear in the Register of Member/list of beneficial owner received from NSDL and CDSL as on 27.08.2021 (cut off date) by electronic mode to those member whose email addresses are registered with the company/ depository, 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 on request by the Members.

- 10.** The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2021 to 28.09.2021 (both days inclusive).
- 11.** Members, who have not registered their email id's so far, are requested to register their email id's for receiving all communications including any notices, circular etc from the Company electronically. Even after registering for e-communication, the members may also send requests to the Company at E-mail id: [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com)
- 12.** In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of AGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the Annual Report cannot be sent to member due to COVID.
- 13.** Necessary documents including the Notice and the explanatory statement will be made available for inspection up to the date of AGM at the Company's Website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com).
- 14.** In case of joint holders attending the AGM, only such joint holders who are higher in order of names will be entitled to vote.
- 15.** Members holding shares individually in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com). Members who hold shares singly in Dematerialized form are advised to make a nomination through their Depository Participant.
- 16.** Non - Resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of :
  - a. Change in their residential status on return in India for permanent settlement.
  - b. Particulars of their bank account are maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 17.** Soft copy of necessary documents including the Notice will be made available for inspection in electronic form during the meeting, any member who wishes to inspect the said documents shall request for the same.
- 18.** Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM by electronic means and the business may be transacted through E-Voting Services) service provided by NSDL. E-Voting is optional. The Facility of E-voting shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

19. The instructions for shareholders for remote e-voting are as under:-

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 24.09.2021 at 09.00 A.M. and ends on 27.09.2021 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

**Details on Step 2 is given below:**

#### **How to 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 company for which you wish to cast your vote.
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 to [csronakjhuthawat@gmail.com](mailto:csronakjhuthawat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com).

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com).
  6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com). The same will be replied by the company suitably.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 20.** The voting rights of Members shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
- 21.** The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer, to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- 22.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast at the meeting and through remote e-voting and make, not later than 48 hours



of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

- 23.** The results as declared by the Chairman or a person authorized by him in writing along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com) and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.
- 24.** The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.
- 25.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

**Place:** Udaipur  
**Date:** 31.08.2021

**Sd/-  
Sachin Shah  
(Company Secretary)**

**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]**

<b>Particulars</b>	<b>Mrs. Geeta Devi Agarwal</b>
Director Identification Number	00386331
Date of Birth (Age)	25-03-1960
Nationality	Indian
Qualification	B.Com
Expertise	Experienced in Business Management
Date of Appointment on the Board	14/08/2014
Relationship with other Directors and Key Managerial Personnel	wife of Mr. J.P. Agarwal and mother of Mr. Kapil Agarwal
No. of shares held in the Company	500574
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2021	1. RAHUL MARBLES PRIVATE LIMITED 2. YASH PROCESSORS PRIVATE LIMITED 3. GEETANJALI INDUSTRIAL MINERALS PRIVATE LIMITED 4. RAJAT HOTELS AND RESORTS PRIVATE LIMITED 5. PACIFIC LEASING AND RESEARCH LTD 6. LAKECITY HOUSING DEVELOPMENT AND FINANCE PRIVATE LIMITED 7. RAHUL AVAS YOJNA PRIVATE LIMITED 8. MOUNT SAROLI INFRASTRUCTURES LIMITED
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2021	NIL
Memberships/ Chairmanships of the Committee of the Board of Directors of the Company	Member: 1.Audit Committee 2.Stakeholder Relationship Committee 3.Nomination & Remuneration Committee 4. Corporate Social Responsibility

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

**Item No. 3**

Your Company requires to Purchase iron ore on the Basis of Demand of the market. The iron ore from Pacific Iron Manufacturing Limited are perfect for the grade and quality produces. To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Pacific Iron Manufacturing Limited. The total value of the proposed transaction(s) could be reach Upto Rs. 200 Crore during financial year 2021-22.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Pacific Iron Manufacturing Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Pacific Iron Manufacturing Limited in the financial year 2021-22

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Pacific Iron Manufacturing Limited are as follows:

**Sl. Particulars Remarks**

1 Name of the Related Party : Pacific Iron Manufacturing Limited

2 Nature of Relationship : Directors of the Company is the Director and Shareholders in the Company

3 Nature, material terms, monetary value and particulars of the contract or arrangement : Monetary value of proposed aggregate transaction(s) during financial year 2021-22

4 Any other information relevant or important for the members to take a decision on the proposed resolution : Above materials are required for Demand of the market

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution

**Item No. 4**

Your Company requires quartz, grits and Powder for Production of quartz Slab and other related item of the Company. The quartz, grits and Powder from Chaitanya International Minerals LLP are perfect for the grade and quality produces. To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Chaitanya International Minerals LLP. The total value of the proposed transaction(s) could be reach Upto Rs. 100 Crore during financial year 2021-222.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Chaitanya International Minerals LLP comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Chaitanya International Minerals LLP in the financial year 2021-22

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Chaitanya International Minerals LLP are as follows:

**Sl. Particulars Remarks**

1 Name of the Related Party : Chaitanya International Minerals LLP

2 Nature of Relationship : Directors of the Company is the Partners in the LLP

3 Nature, material terms, monetary value and particulars of the contract or arrangement : Monetary value of proposed aggregate transaction(s) during financial year 2021-22

4 Any other information relevant or important for the members to take a decision on the proposed resolution : Above materials are required for Production of quartz Slab and other related item of the Company.

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution

**Item No. 5**

Your Company requires quartz, grits and Powder for Production of quartz Slab and other related item of the Company. The quartz, grits and Powder from Geetanjali Industrial Minerals Private Limited are perfect for the grade and quality produces. To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Chaitanya International Minerals LLP. The total value of the proposed transaction(s) could be reach Upto Rs. 50 Crore during financial year 2021-22.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Geetanjali Industrial Minerals Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Geetanjali Industrial Minerals Private Limited in the financial year 2021-22

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Geetanjali Industrial Minerals Private Limited are as follows:

Sl. Particulars Remarks

1 Name of the Related Party : Geetanjali Industrial Minerals Private Limited

2 Nature of Relationship : Directors of the Company is the Directors and Shareholders in the Company

3 Nature, material terms, monetary value and particulars of the contract or arrangement : Monetary value of proposed aggregate transaction(s) during financial year 2021-22

4 Any other information relevant or important for the members to take a decision on the proposed resolution : Above materials are required for Production of quartz Slab and other related item of the Company.

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.5 of this Notice as an Ordinary Resolution

**Item No. 6**

During the year the company has incorporated its wholly owned subsidiary company in USA Viz. Taanj Quartz INC to cater the US Customer who are not willing to import material from India due to this duty issue and others domestic customers in USA . To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with Taanj Quartz INC. The total value of the proposed transaction(s) could be reach Upto 100 Crore during financial year 2021-22.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with Taanj Quartz INC , comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Taanj Quartz INC in the financial year 2021-22

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Taanj Quartz INC are as follows:

**Sl. Particulars Remarks**

1 Name of the Related Party : Taanj Quartz INC

2 Nature of Relationship : Wholly Owned Subsidiary Company of the Company

3 Nature, material terms, monetary value and particulars of the contract or arrangement : Monetary value of proposed aggregate transaction(s) during financial year 2021-22

4 Any other information relevant or important for the members to take a decision on the proposed resolution : NIL

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as an Ordinary Resolution

**Item No. 7**

Your Company has entered into a transaction with the companies as mentioned in the resolution which is a “Related Party” as defined under Section 2 (76) of the Companies Act, 2013. As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company.

The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR

Members may please note that based on the criteria as mentioned above in the SEBI LODR, transactions with such related parties as mentioned in Item No. 7 are “Material” and therefore requires approval of the Company by Ordinary Resolution.

## **Item No.8`**

Mr. Jagdish Prasad Agarwal, was re- appointed and designated as Managing Director & Chairman of the Company by the Board at its Meeting held on August 12,2019 for a period of 5 years i.e. from August 12,2019. The same was subsequently approved by the members at the AGM held on 30<sup>th</sup> September 2019.

Further, considering the contribution of Mr. Jagdish Prasad Agarwal and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on August 31, 2021\_ approved the revision in the remuneration of Mr. Jagdish Prasad Agarwal for a period of 3 years effective from August 31, 2021\_ on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Jagdish Prasad Agarwal as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in Sec. 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Jagdish Prasad Agarwal, Managing Director of the Company.

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

- i. Basic Salary: Rs. 5,00,000/- 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):**

- (v) Free use of Company's car with driver for use on Company's business and telephone at residence will not be considered as perquisite.
- (vi) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Chairman & Managing Director.
- (vii) Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- (viii) 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:

- (iv) 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.
- (v) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (vi) 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.

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.8 of this Notice as an Special Resolution.



## **Item No.9**

Mr. Kapil Agarwal, was re- appointed and designated as Executive Director of the Company by the Board at its Meeting held on August 12,2019 for a period of 5 years i.e. from August 12,2019. The same was subsequently approved by the members at the AGM held on 30<sup>th</sup> September 2019.

Further, considering the contribution of Mr. Kapil Agarwal and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on August 31, 2021\_ approved the revision in the remuneration of Mr. Kapil Agarwal for a period of 3 years effective from August 31, 2021\_ on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Kapil Agarwal as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in Sec. 197 of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Kapil Agarwal, Executive Director of the Company.

### **Proposed remuneration of Mr. Kapil Agarwal is as follows:**

- i. Basic Salary: Rs. 5,00,000/- 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 Executive Director:

#### **CATEGORY (A):**

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

- (iv) 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.
- (v) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (vi) 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.”

None of the Directors and Key Managerial Personnel except Directors of Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.9 of this Notice as an Special Resolution.

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

**Place:** Udaipur  
**Date:** 31.08.2021

**Sd/-  
Sachin Shah**  
(Company Secretary)

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

# **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](http://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.

**Form No. SH-13-Nomination Form**  
**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the**  
**Companies (Share Capital and Debentures) Rules 2014]**

**For Attention of Individual shareholders holding Equity shares in Physical Form**

Name of the Company: Pacific Industries Limited

Registered office of the Company: Survey No. 13, N.h. 48, Kempalinganahalli Village,  
 Nelamangala Taluk, Bangalore-Karnataka 562123

Corporate office: Village Bedla, Udaipur-313001 Rajasthan

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**1) Particulars of the Equity Shares** (in respect of which nomination is being made)

Folio No.	No. of securities	Certificate No.	Distinctive No.

**2) Particulars of Nominee/s**

Name:		Date of Birth:	
Father's/Mother's/Spouse's name:		Occupation:	
Nationality:	E-mail id:	Relationship with the security holder:	
	Phone No :		
Address:			

**3) In case Nominee is a Minor**

Date of birth:	Date of attaining majority	Name of guardian:	
Address of guardian:			
Name and Address			
Name of the Security Holder(s)	1.	2.	3.
Signature of the Security Holder(s)			
Name of witness	Address of witness		Signature of Witness with date
1.			
2.			