

**CORPORATE INFORMATION****Board of Directors**

Mr. J. P. Agarwal	Chairman & Managing Director
Mr. Kapil Agarwal	Executive Director
Mr. Sagar M. Agarwal	Non-executive Independent Director
Mr. Jayanti Oza	Non-executive Independent Director
Mr. Sumeet Agarwal	Non-executive Director
Mr. Mangi Lal Dangi	Non-executive Independent Director
Mrs. Geeta Devi Agarwal	Non-executive Director
Mr. Vinod Choudhary	Non Executive Independent Director

**Board Committees**

<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>Risk Management Committee</b>
Mr. S. M. Agarwal	Mr. S. M. Agarwal	Mr. J.P. Agarwal
Mr. Jayanti Oza	Mr. Jayanti Oza	Mr. Vinod Choudhary
Mr. Sumeet Agarwal	Mr. Sumeet Agarwal	Mr. Sumeet Agarwal

<b>Stakeholder Relationship Committee</b>	<b>Corporate Social Responsibility Committee</b>
Mr. S. M. Agarwal	Mrs. Geeta Devi Agarwal
Mr. Jayanti Oza	Mr. Vinod Choudhary
Mr. Sumeet Agarwal	Mr. Sumeet Agarwal

<b>Statutory Auditors</b>	<b>Registrar &amp; Share Transfer Agent</b>
M/s A. Bafna & Co. Chartered Accountants K-2, Raj Apartment, Keshav Path, C-Scheme Jaipur – 302 001 (Rajasthan).	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400078. Tel. :022-25963838 Fax :022-25946969 E-mail : <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>

<b>Bankers</b>
HDFC BANK HDFC House, Senapati Bapat Marg, Lower Parel W, Mumbai, Maharashtra - 400013, India

<b>Regd. Office</b>
Village : Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural) Bangalore - 562123 (Karnataka). E-mail: <a href="mailto:pilnorth@pacificgranites.com">pilnorth@pacificgranites.com</a> <a href="http://www.pacificindustriesltd.com">URL : www.pacificindustriesltd.com</a>

<b>Stock Exchange where Company's Securities are listed</b>	<b>Secretarial Auditors</b>
BSE Limited Calcutta Stock Exchange Limited	M/s S. Hirawat & Associates, Company Secretaries, A-6, 401-A, Kamal Apartment-2, Banipark, Jaipur-302006

<b>Company Secretary</b>	Ms. Khushbu Sethi
<b>Website</b>	<a href="http://www.pacificindustriesltd.com">www.pacificindustriesltd.com</a>
<b>Investor Relations Email ID</b>	<a href="mailto:pacificinvestor@rediffmail.com">pacificinvestor@rediffmail.com</a>

<b>Plant Locations</b>	
<b>Unit I :</b> Village: Bedla, Udaipur – 313004 (Rajasthan) Tel. No. 0294-2440933 Fax No. 0294-2440780.	<b>Unit II :</b> Village : Survey No. 13, Kempalingahalli Nelamangala Taluk (Rural) Bangalore - 562123 (Karnataka) Tel. No. 080-27723004 Fax No. 080-27723005.

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**NOTICE**

**NOTICE** is hereby given that the **Twenty Sixth** Annual General Meeting of the Members of **PACIFIC INDUSTRIES LIMITED** will be held on **Wednesday**, September 30, 2015 at **10.00 A.M.** at Registered office of the company situated at Survey No. 13, N.H. 48, Kempalingahalli, Nelamangala Taluk, Bangalore Karnataka-562123 to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kapil Agarwal (DIN: 00386298) who retires by rotation, and being eligible offers himself for re-appointment.
3. 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 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A. Bafna & Co., Chartered Accountants (Firm Registration No. 003660C) be are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the Year 2017 on such remuneration as may be determined by the Board of Directors."

**SPECIAL BUSINESS:**

4. **Approval for Borrowings Limits Under section 180(1)(C) :**

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

**"RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to borrow from time to time, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), for the purpose of the Company's business on such terms and conditions as may deem fit and considered suitable by the Board, which may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount of such borrowings shall not at any time exceed in aggregate Rs. 200 Crores (Rupees Two hundred crores only)."

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.”

5. **Appointment of Shri Sagarmal Agarwal as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013(the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act, Shri Sagarmal Agarwal (DIN : 01560532), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Directors with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018, and not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and CFO be and are hereby Severally/Jointly authorized to giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard.”

6. **Appointment of Shri Jayanti Hiralal Oza as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013(the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act, Shri Jayanti Hiralal Oza (DIN : 00923740), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Directors with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018, and not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and CFO be and are hereby Severally/Jointly authorized to Giving Effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard.”

7. **Appointment of Shri. Mangi Lal Dangi as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013(the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the said Act, Shri Mangi Lal Dangi (DIN : 01988948, in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Directors with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018, and not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and CFO be and are hereby Severally/Jointly authorized to Giving Effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard.”

Place: Bedla, Udaipur  
Date : 14.08.2015

**By Order of the Board of Directors**

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

**Sd/-**  
**J. P. Agarwal**  
**Chairman & Managing Director**  
**DIN: 00386183**

**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 statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the 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 a proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to 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 on their behalf at the Meeting.
9. Members seeking any information with regard 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.
10. 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](mailto:pacificinvestor@rediffmail.com)
11. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail 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 e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.
13. Members 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 advised to make a nomination through their Depository Participants.
14. 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 respectively will be available for inspection by the members at AGM.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Equity Listing Agreement, 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.
16. Mr. Brij Kishore 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 a fair and transparent manner.

17. 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.
18. 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.
19. **The instructions for shareholders for remote e-voting are as under:**  
The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its shareholders.

The voting period begins on September 26, 2015 at 10.00 A.M. and ends on September 29, 2015 by 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com) The results shall simultaneously be communicated to the Stock Exchanges.
22. Any Member(s) who require any special assistance of any kind at the venue of the Twenty Sixth AGM are requested to send details of their special needs in writing to the Company email Id- [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com) at least three days before the date of the AGM.
23. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting under Item No. 2, 5,6 & 7 (in pursuance of Clause 49 of the Listing Agreement)

<b>Name of the Director</b>	<b>Mr. Kapil Agarwal</b>	<b>Mr. Sagarmal Agarwal</b>	<b>Mr. Jayanti Hirala Oza</b>	<b>Mr. Mangi Lal Dangi</b>
Director Identification Number (DIN)	00386298	01560532	00923740	01988948
Date of Birth	18/06/1983	03/01/1941	25/05/1943	28/07/1978
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	23/07/2005	13/07/1989	25/08/1991	05/10/2007
Qualification	MBA	MBA	MBA	B.com
Shareholding in the Company	135635	2750	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Nil	Nil	Nil
Memberships / Chairmanships of Audit and Stakeholders’ Relationship Committees across Public Companies	Nil	Nil	Nil	Nil

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013****Item No.4**

As per the provisions of section 180 (1) (c) of The Companies Act, 2013, Board of Directors of a company shall not borrow money, where the money to be borrowed, together with money already borrowed, will exceed aggregate of its paid up capital and free reserves without getting approval of shareholders by special resolution. Keeping in view the future fund requirement and prospects Board of Directors are of the opinion that the approval of Members be taken for borrowing amount upto Rs. 100 Crores excluding temporary loans from banks.

The company is constantly reviewing opportunities for new and expansion of its business operations and would, therefore required to borrow in order to achieve greater financial flexibility and therefore proposed that the board of directors of the company be authorized to borrow from time to time such sum of money even though the money so borrowed together with money already borrowed exceed in the aggregate of the paid up share capital and free reserves of the company provided however that the total borrowing ( apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of business) shall not exceed as specified in proposed resolution.

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. 1 of the Notice.

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

**Item No. 5**

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with the deposit of requisite amount proposing the candidature of Shri Sagarmal Agarwal as an independent Director of the Company. A brief profile of Shri Sagarmal Agarwal, including nature of his expertise, is provided at this Annual Report. The company has received a declaration of independence from Shri Sagarmal Agarwal to the effect that he meets the criteria of Independence as provided in 149(6) of the Companies Act, 2013 and clause 49(II) (B) (1) of the Listing Agreement. The terms and conditions of appointment for Independent Directors, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company. He will not be liable to retire by rotation.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Shri Sagarmal Agarwal and his relatives, to the extent of their shareholding interest, if any, may be concerned or interested, financially or otherwise, in the resolution.

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

**Item No. 6**

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with the deposit of requisite amount proposing the candidature of Shri Jayanti Hiralal Oza as an independent Director of the Company. A brief profile of Shri Jayanti Hiralal Oza, including nature of his expertise, is provided at this Annual Report. The company has received a declaration of independence from Shri Jayanti Hiralal Oza to the effect that he meets the criteria of Independence as provided in 149(6) of the Companies Act, 2013 and clause 49(II) (B) (1) of the Listing Agreement. The terms and conditions of appointment for Independent Directors, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company. He will not be liable to retire by rotation.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Shri Jayanti Hiralal Oza and his relatives, to the extent of their shareholding interest, if any, may be concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**Item No. 7**

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with the deposit of requisite amount proposing the candidature of Shri Mangi Lal Dangi as an independent Director of the Company. A brief profile of Shri Mangi Lal Dangi, including nature of his expertise, is provided at this Annual Report. The company has received a declaration of independence from Shri Mangi Lal Dangi to the effect that he meets the criteria of Independence as provided in 149(6) of the Companies Act, 2013 and clause 49(II) (B) (1) of the Listing Agreement. The terms and conditions of appointment for Independent Directors, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company. He will not be liable to retire by rotation.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Shri Mangi Lal Dangi and his relatives, to the extent of their shareholding interest, if any, may be concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**By Order of the Board of Directors**

Place : Bedla, Udaipur  
Date: 14.08.2015

**Sd/-  
J. P. Agarwal  
Chairman & Managing Director  
DIN: 00386183**

**BOARDS' REPORT**

To,

The Members of Pacific Industries Limited,

Your Directors have pleasure in presenting their 26<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

**1. Financial summary or highlights/Performance**

The standalone financial Results of the company for the year ended 31<sup>st</sup> March, 2015 are as Follows:

(Rs. In Lacs)

Particulars	2014-2015	2013-14
Revenue from Operations and Other Income	6929.93	8332.18
Less: Operating Cost	5615.97	6970.64
<b>Operating Profit/PBDIT</b>	<b>1313.96</b>	<b>1361.54</b>
Less: Interest & Finance Charges	225.70	65.56
Less: Depreciation & Amortization Expenses	692.76	352.57
<b>Profit Before Tax and Exceptional Items</b>	<b>395.50</b>	<b>943.40</b>
Add: Exceptional items	-	-
<b>Profit Before Tax</b>	<b>395.50</b>	<b>943.40</b>
Less: Provision for Tax	80.96	196.64
<b>Profit After Tax</b>	<b>314.54</b>	<b>746.76</b>
Transfer to General Reserve	-	-
<b>Surplus carried to Balance Sheet</b>	<b>314.54</b>	<b>746.76</b>

**2. Performance and Financial Position of Company**

The Company was under expansion and made capital investment of Rs. 2749.04 Lacs to increase the production capacity. The Company had also taken Term Loan from HDFC Bank Limited to meet the fund requirement.

The Profit after tax in FY 2014-15 was Rs. 314.54 Lacs in comparison to previous FY 2013-14 Rs. 746.76 Lacs. The profit of the Financial Year 2014-15 was declined due to Finance Charges of Term Loan and Depreciation on new Capital Investment.

**3. Dividend and transfer to Reserve**

Your Directors have not recommended any dividend for the year 2014-2015 and no amount has been transferred to Reserves during the period under review. The entire surplus is proposed to be retained to give financial leverage to the Company.

**4. Share Capital**

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

**5. Credit Rating**

Your Company's credit rating has been strengthened for Long term facilities from ICRA BBB (Triple B). The outlook on the long term rating is stable and for short term facilities from ICRA A3+ (A three Plus) rating to non fund based facilities of captioned LOC.

**6. Directors and Key Managerial Personnel**

The Constitution of the Board of Directors and KMP of the Company during the Year 2014-15 was as under:-

S. No.	Name	Designation	Date of change in designation	Date of original appointment	Date and Mode of Cessation
1.	Mr. J P Agarwal	Chairman & Managing Director	13/07/1989	13/07/1989	----
2.	Mr. Kapil Agarwal	Executive Director	23/07/2005	23/07/2005	----
3.	Mr. S M Agarwal	Non-executive Independent Director	13/07/1989	13/07/1989	----
4.	Mr. Jayanti Oza	Non-executive Independent Director	25/08/1991	25/08/1991	----
5.	Mr. Sumeet Agarwal	Non-executive Director	29/08/2002	29/08/2002	----
6.	Mr. Mangi Lal Dangi	Non-executive Independent Director	05/10/2007	05/10/2007	----
7.	Mr. Vinod Choudhary	Non-executive Independent Director	30/09/2014	14/08/2014	----
8.	Mrs. Geeta Devi Agarwal	Non-executive Director	30/09/2014	14/08/2014	----
9.	Mr. Amit Agarwal	Non-executive Director	29/08/2002	29/08/2002	14/08/2014 Resignation
10.	Mr. Kapil Agarwal	CFO	30/09/2014	30/09/2014	----
11.	Mr. Ineet Singh Arora	Company Secretary	20/11/2014	20/11/2014	

In terms of requirements of Section 203 of the Companies Act, 2013, the Board of Directors designated the following persons as Key Managerial Personnel (KMP) of the Company:-

- i) Mr. Jagdish Prasad Agrawal - Chairman & Managing Director
- ii) Mr. Kapil Agarwal –CFO
- iii) Mr. Ineet Singh Arora – Company Secretary

Mrs. Geeta Devi Agarwal was appointed as Director of the Company in terms of Section 149 (1) of the Companies Act, 2013 for Woman Director.

During the year, Mr. Amit Agarwal, Independent Director resigned w.e.f 14th August, 2014.

Mr. Sagarmal Agarwal, Mr. Jayanti Lal Oza and Mr. Mangi Lal Dangi are to be appointed as Independent Directors of the Company by the Shareholders in General Meeting as per requirement of Section 152 (2) of the Companies Act, 2013 for a period commencing from 30th September, 2015 to 31st March, 2018, and not liable to retire by rotation.

Mr. Vinod Choudhary was appointed as Additional Director & Independent Director on 14/08/2014 and regularised in Annual General Meeting dated 30.09.2014 for a period commencing from 14th August, 2014 to 31st March, 2019 and not liable to retire by rotation.

The Independent Directors have given Declaration to the effect that they meet the criteria of independence as mentioned in Section 149(6) of the Companies Act and Clause 49 of the Listing Agreement.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and articles of Association of the Company, Mr. Kapil Agarwal, Director of the Company retire by rotation at ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

#### **7. Particulars of Employees**

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with rules made there under, as amended from time to time, has been given in the Annexure 1.

#### **8. Meetings of the Board of Directors**

During the year 6 Board Meetings and 4 Audit Committee Meetings were held. The details of which are given in the Corporate Governance Report.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### **9. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, that of its committees and individually directors. The evaluation process has been explained in the Corporate Governance Report.

#### **10. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, senior management and their remuneration. The Remuneration Policy is given in the Corporate Governance Report.

#### **11. Committees Of The Board**

There are currently four Committee of the Board which are as follows :

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Corporate Social Responsibility (CSR) Committee
- d) Stakeholders' Relationship Committee
- e) Risk Management Committee

Details of all the Committees along with their composition, charters and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

**12. Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that :

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. Such accounting policies as mentioned in note 1 to the financial statements have been selected and applied them consistently and made judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the 31st March, 2015 and profit and loss of the Company for that period;
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. Proper internal financial controls have been laid down which are adequate and were operating effectively.
- f. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. Related Party Transactions**

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013 in the form AOC 2 is annexed herewith as Annexure 2.

**14. Vigil Mechanism / Whistle Blower Policy**

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or policy. The policy is also available on the Company's website.

**15. Internal Control Systems and their Adequacy**

The Company has well defined mechanisms in place to establish and maintain adequate internal controls over all operational and financial functions considering the nature, size and complexity of its business.

The Company maintains adequate internal control systems that provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company assets. Mr. Ravi Sharma, Chartered Accountants was appointed as an Internal Auditors of the Company. The Internal Auditors independently evaluate adequacy of internal controls and audit the majority of the transactions undertaken by the Company. Post audit reviews are carried out to ensure that audit recommendations have been implemented. The Audit Committee of the Board of Directors which comprises of majority of Independent Directors, inter alia, reviews the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

#### **16. Deposits**

The Company has not accepted any deposits during the year 2014-15 and, as such, no amount of principle or interest was outstanding as of the Balance Sheet date.

#### **17. Extract of Annual Return**

The extract of the Annual Return as required by Section 134(3)(a) of the Companies Act, 2013 in Form MGT 9 is annexed herewith as Annexure 3.

#### **18. Corporate Social Responsibility (CSR)**

As required under Section 135 of the Companies Act, 2013, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee to formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on the activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The composition of CSR Committee has been given in Annual Report on CSR activities.

Your Company has contributed a sum of Rs 13.70 Lacs to various social institutions in the field mid-day, education, health and scholarship. The Annual Report on CSR activities is annexed herewith as Annexure 4.

#### **19. Auditors and Auditors' Report**

##### **A. Statutory Auditors**

M/s A. Bafna & Co. , Chartered Accountants, Jaipur Statutory Auditors of the Company will hold office till the conclusion of this Annual General Meeting and are eligible for re-appointment. The Company received a certificate from M/s A. Bafna & Co., Chartered Accountants, Jaipur Statutory Auditors to the effect that their re-appointment, if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013. As per the provisions of Companies Act, 2013, they are being re-appointed till the conclusion of the Annual General Meeting to be held in year 2017.

There is no reservation, qualification or adverse remark contained in the Statutory Auditors' Report attached to Balance Sheet as at 31st March, 2015. Information referred in Auditors' Report are self-explanatory and don't call for any further comments.



**B. Secretarial Auditor**

As per the provisions of Section 204 of Companies Act 2013 and rules made thereunder, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in practice.

The Secretarial Audit Report for the financial year 2014-15 is attached herewith as Annexure 5. There is no reservation, qualification or adverse remark contained in the Secretarial Auditor Report. Information referred in Secretarial Auditor Report are self-explanatory and don't call for any further comments.

**20. Prevention of Insider Trading**

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information on 14<sup>th</sup> May, 2015 to preserve the confidentiality of price sensitive information, prevent misuse thereof and regulate the trading by Insiders. The code of practice and procedures for fair disclosure of unpublished price sensitive information is also available on the Company's website i.e. **www.pacificindustriesltd.com**.

**21. Risk Management**

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

**22. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report of the financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement forming part of this Annual Report.

**23. Corporate Governance**

The Company has complied with the corporate governance requirements as stipulated under the Listing Agreement with the stock exchanges. A separate section on corporate governance, along with certificate from the auditors confirming the compliance is annexed and forms part of the annual report. The Chairman & Managing Director has confirmed and declared that all the members of the board and the senior management have affirmed compliance with the code of conduct.

**24. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as per section 134(3)(m) of the Companies Act,2013 read with rule 8(3) of the Companies (Accounts) Rules,2014 is appended as Annexure 6 and forms part of the Report.

**25. Acknowledgements**

Your Directors wish to place on record their sincere appreciation for the continued support and co-operation of Financial Institutions, Banks, Government Authorities and other stakeholders. Your Directors also acknowledge sincere appreciation on the commitment and hard work put in by the management and all the employees of the company.

Place : Bedla, Udaipur  
Date : 29.05.2015

**For and on behalf the Board of Directors**

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

**Sd/-**  
**J. P. Agarwal**  
Chairman & Managing Director  
(DIN:00386183)

**Annexure - 1****Particulars of Employees**

(a) Informations as per Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

**A. Remuneration paid to Whole Time Director**

Name of Director	Remuneration in FY 2014-15	Remuneration in FY 2013-14	% Inc./ (Dec) in Remuneration	Ratio of Remuneration to MRE
Mr. J. P. Agarwal	Rs. 24.00 Lacs	Rs. 24.00 Lacs	0.00	
Mr. Kapil Agarwal	Rs. 24.00 Lacs	Rs. 24.00 Lacs	0.00	

**B. Remuneration paid to KMPs**

Name of Director	Remuneration in FY 2014-15	Remuneration in FY 2013-14	% Inc./ (Dec) in Remuneration	Ratio of Remuneration to MRE
Mr. Ineet Singh Arora -Company Secretar	2.40 Lacs	NA	0.00	

**\*based on annualized salary, MRE - Median Remuneration of Employees**

- C. The median remuneration of employees was 1,36,740 in financial year 2014-15 and 1,19,982 in financial year 2013-14. There was increase in MRE in financial year 2014-15 of 13.65% as compared to financial year 2013-14.
- D. Number of permanent employees on the rolls of Company was 258 employees as on 31.03.2015.
- E. The total revenue of the Company during the financial year 2014-15 was 69.29 lacs as compared to financial year 2013-14 was 83.32 lacs and the net profit declined by 57.88%.
- F. The aggregate remuneration of the employees was increased by 13.73% over the previous financial year.
- G. There was no increase in the salary of Whole Time Director. The increase in remuneration of other than KMP's was 15.37%. The increase in total remuneration of KMPs including whole time director was 1.42% over the previous financial year.
- H. Increase in the total remuneration of the employees (13.73%) and all KMPs (1.42%) as against the revenue of the Company Decline by (15.70%)
- I. Our market capitalization increase by 36.76% to 19.38 Crores as on 31st March, 2015 from 14.18 Crores as on 31st March, 2014. The price earning ratio is 6.16 as on 31st March, 2015 which was increase 225.92% as compared to 31st March, 2014. The closing price of the Company's Equity Share was at BSE as on 31st March, 2015 was 143.40. The Company has not made any Public issue or Right issue of securities in the last year, so comparison have not been made of current share price with public offer price.
- J. Average Salary increase of non-managerial employees was 15.56% and that of managerial employees 13.65% in financial year 2014-15. There are no exceptional circumstances in increase in managerial remuneration.
- K. No Director received any variable component of remuneration in the financial year 2014-15.
- L. The Whole Time Director is the highest paid Director. The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year was NIL
- M. Remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy of the Company.

**Annexure - 2****FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

## 1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-Not Applicable -
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

## 2. Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of related party & nature of relationship	Nature of contracts/ Arrangements /transaction	Duration of contracts/ arrangements /transaction	Salient terms of the contracts/arrangement s or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
Rahul Marbles Pvt. Ltd.	Purchase	Ongoing	Purchase for the business of the Company Rs. 30,45,125	N.A.	N.A.
Krishna Marbles	Purchase	One time	Purchase for the business of the Company Rs. 1,56,64,845	N.A.	N.A.
Ojaswi Marbles & Granites Pvt. Ltd.	Sales	One Time	Sales for the business of the Company Rs. 8,77,134	N.A.	N.A.

**For and on behalf the Board of Directors**

**Sd/-**

**J. P. Agarwal**

Chairman & Managing Director  
(DIN:00386183)

Date: 29.05.2015

Place: Udaipur

**Annexure - 3****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2015***[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]***I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L14101KA1989PLC062041
2.	Registration Date	13/07/1989
3.	Name of the Company	Pacific Industries Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka, Bangalore, Karnataka-562123. Tel. No.: 91-080-27723004 Fax No.: 91-080-27723004 Email : <a href="mailto:pilnorth@pacificgranites.com">pilnorth@pacificgranites.com</a> Website: <a href="http://www.pacificindustriesltd.com">www.pacificindustriesltd.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400078. Tel. :022-25963838 Fax :022-25946969

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
	N.A.		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

SN	Name and Address of the Company	CIN/GLN/	Holding/Subsidiary /Associate	% of Shares	Applicable Section
NA					

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	490280	0	490280	36.27	507789	0	507789	37.57	3.55
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	74610	0	74610	5.52	74610	0	74610	5.52	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>564890</b>	<b>0</b>	<b>564890</b>	<b>41.80</b>	<b>582399</b>	<b>0</b>	<b>582399</b>	<b>43.09</b>	<b>3.09</b>
<b>B. Public Shareholding</b>									
1. <b>Institutions</b>									
a) Mutual Funds	0	6380	6380	0.47	0	6380	6380	0.47	0
b) Banks / FI	20	40	60	-	20	40	60	-	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	10	10	-	0	10	10	-	0
g) FIIs	0	10	10	-	0	10	10	-	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>20</b>	<b>60</b>	<b>6460</b>	<b>0.48</b>	<b>20</b>	<b>60</b>	<b>6460</b>	<b>0.48</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	75007	14947	89954	6.66	73241	14947	88188	6.53	(1.95)
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	262967	303024	565991	41.87	287173	297205	584378	43.23	3.26
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	108213	0	108213	8.01	77410	0	77410	5.73	(28.46)
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	7658	4420	12078	0.89	5378	4420	9798	0.72	(19.10)
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals									
Clearing Members	3914	0	3914	0.29	2867	0	2867	0.21	(27.58)
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	457759	377269	780150	57.72	47089	316572	762641	56.42	(2.24)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	457779	328831	786610	58.20	47109	323012	769101	56.90	(2.24)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	1022669	328831	1351500	100	1028488	323012	1351500	100	100

## B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	<b>Individuals</b>							
1	Geeta Devi Agarwal	190421	14.09	-	190421	14.09	-	0
2	Kapil Agarwal	135635	10.04	-	135635	10.04	-	0
3	Jagdish Prasad Agarwal	42336	3.13	-	42336	3.13	-	0

4	Piyush Maroo	11750	0.87	-	11750	0.87	-	0
5	Ankur Agarwal	20000	1.48	-	20000	1.48	-	0
6	Gaurav Agarwal	10000	0.74	-	10000	0.74	-	0
7	Narayan Agarwal	10330	0.76	-	10330	0.76	-	0
8	Sudha Agarwal	12808	0.95	-	12808	0.95	-	0
9	Dwarka Prasad Agarwal	10000	0.74	-	10000	0.74	-	0
10	Shanti Lal Maroo	8750	0.65	-	8750	0.65	-	0
11	Ankit Agarwal	4750	0.35	-	18259	1.35	-	284.4
12	Jitendra Kumar Taylia	5000	0.37	-	5000	0.37	-	0
13	Kanika Agarwal	16250	1.20	-	18250	1.35	-	0.12
14	Shruti Agarwal	12250	0.91	-	14250	1.05	-	16.32
	<b>Sub Total</b>	<b>490280</b>	<b>36.28</b>		<b>507789</b>	<b>37.57</b>	-	3.55
	<b>Body Corporates</b>							
15	Rahul Marbles Pvt Ltd	60000	4.44	-	60000	4.44	-	0
16	Pacific Leasing And Research Ltd.	14610	1.08	-	14610	1.08	-	0
	<b>Sub Total</b>	<b>74610</b>	<b>5.52</b>		<b>74610</b>	<b>5.52</b>	-	0
	<b>TOTAL:</b>	<b>564890</b>	<b>41.80</b>		<b>582399</b>	<b>43.09</b>	-	3.08

### C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Geeta Devi Agarwal				
	At the beginning of the year	190421	14.09	190421	14.09
	Increase/Decrease	No Change			
	At the end of the year	190421	14.09	190421	14.09
2.	Kapil Agarwal				
	At the beginning of the year	135635	10.04	135635	10.04
	Increase/Decrease	No Change			
	At the end of the year	135635	10.04	135635	10.04
3.	Jagdish Prasad Agarwal				
	At the beginning of the year	42336	3.13	42336	3.13
	Increase/Decrease	No Change			
	At the end of the year	42336	3.13	42336	3.13
4.	PiyushMaroo				
	At the beginning of the year	11750	0.87	11750	0.87
	Increase/Decrease	No Change			
	At the end of the year	11750	0.87	11750	0.87
5.	Ankur Agarwal				
	At the beginning of the year	20000	1.48	20000	1.48
	Increase/Decrease	No Change			



	At the end of the year	20000	1.48	20000	1.48
6.	Gaurav Agarwal				
	At the beginning of the year	10000	0.74	10000	0.74
	Increase/Decrease	No Change			
	At the end of the year	10000	0.74	10000	0.74
7.	Narayan Prasad Agarwal				
	At the beginning of the year	10330	0.76	10330	0.76
	Increase/Decrease	No Change			
	At the end of the year	10330	0.76	10330	0.76
8.	Sudha Agarwal				
	At the beginning of the year	12808	0.95	12808	0.95
	Increase/Decrease	No Change			
	At the end of the year	12808	0.95	12808	0.95
9.	Dwarka Prasad Agarwal				
	At the beginning of the year	10000	0.74	10000	0.74
	Increase/Decrease	No Change			
	At the end of the year	10000	0.74	10000	0.74
10.	Shanti Lal Maroo				
	At the beginning of the year	8750	0.65	8750	0.65
	Increase/Decrease	No Change			
	At the end of the year	8750	0.65	8750	0.65
11.	Ankit Agarwal				
	At the beginning of the year	4750	0.35	4750	0.35
	31.10.2014 (Market Purchase)	203	0.02	4953	0.37
	11.11.2014 (Market Purchase)	800	0.06	5753	0.42
	26.11.2014 (Market Purchase)	2000	0.15	7753	0.57
	28.11.2014 (Market Purchase)	2000	0.15	9753	0.72
	12.12.2014 (Market Purchase)	2000	0.15	11753	0.88
	17.12.2014 (Market Purchase)	1000	0.07	12753	0.94
	06.01.2015 (Market Purchase)	1000	0.07	13753	1.02
	16.01.2015 (Market Purchase)	6	0.00	13759	1.02
	28.01.2015 (Market Purchase)	2000	0.15	15759	1.17
	11.03.2015 (Market Purchase)	2000	0.15	17759	1.31
	13.03.2015 (Market Purchase)	500	0.04	18259	1.35
	At the end of the year			18259	1.35
12.	Jitendra Kumar Taylia				
	At the beginning of the year	5000	0.37	5000	0.37
	Increase/Decrease	No Change			
	At the end of the year	5000	0.37	5000	0.37
13.	Kanika Agarwal				
	At the beginning of the year	16250	1.20	16250	1.20
	22.01.2015 (Market Purchase)	500	0.04	16750	1.24
	22.01.2015 (Market Purchase)	1000	0.07	17750	1.31
	13.03.2015 (Market Purchase)	500	0.04	18250	1.35
	At the end of the year			18250	1.35
14.	Shruti Agarwal				
	At the beginning of the year	12250	0.91	12250	0.91

	22.01.2015 (Market Purchase)	500	0.04	12750	0.94
	22.01.2015 (Market Purchase)	1000	0.07	13750	1.02
	13.03.2015 (Market Purchase)	500	0.04	14250	1.05
	At the end of the year			14250	1.05
15.	Rahul Marbles Pvt. Ltd.				
	At the beginning of the year	60000	4.44	60000	4.44
	Increase/Decrease	No Change			
	At the end of the year	60000	4.44	60000	4.44
16.	Pacific Leasing And Research Ltd.				
	At the beginning of the year	14610	1.08	14610	1.08
	Increase/Decrease	No Change			
	At the end of the year	14610	1.08	14610	1.08

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

Sr. No.	Shareholding For Each of the Top 10 Shareholders of the Company	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>MENTOR CAPITAL LIMITED</b>				
	<b>At the beginning of the year</b>	62,991	4.66	62,991	4.66
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			62,991	4.66
2.	<b>LALITA DEVI MODI</b>				
	<b>At the beginning of the year</b>	73,884	5.4668	73,884	5.4668
	Purchase/ (Sale) from 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015	(18,000)	(1.3318)		
	<b>At the end of the year</b>			55,884	4.1349
3.	Sarita Agarwal				
	<b>At the beginning of the year</b>	20,083	1.4860	20,083	1.4860
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			20,083	1.4860
4.	Babita Mansaka				
	<b>At the beginning of the year</b>	14,246	1.0541	14,246	1.0541
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>				
5.	Chirag maroo				
	<b>At the beginning of the year</b>	10,960	0.8110	10,960	0.8110
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			10,960	0.8110
6.	Pradeep kumar Mittal				
	<b>At the beginning of the year</b>	9,298	0.688	9,298	0.688
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			9,298	0.688
7.	Bharat Jayantilal Patel				

	<b>At the beginning of the year</b>	8,040	0.59	8,040	0.59
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			8,040	0.59
8.	Anita Devi Mittal				
	<b>At the beginning of the year</b>	7,598	0.56	7,598	0.56
	There is no change during the financial year 2014-2015				
	<b>At the end of the year</b>			7,598	0.56
9.	Devendra Kumar Maliwal				
	<b>At the beginning of the year</b>	6,739	0.4986	6,739	0.4986
	Purchase/ (Sale) from 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015	3261	0.2412		
	<b>At the end of the year</b>			10,000	0.73
10.	Dinesh Agarwal				
	<b>At the beginning of the year</b>	6,974	0.516	6,974	0.516
	Purchase/ (Sale) from 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015	3,847	0.2846		
	<b>At the end of the year</b>			10,821	0.8007

#### E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Geeta Devi Agarwal, Director				
	At the beginning of the year	190421	14.09	190421	14.09
	Increase / Decrease	No Change			
	At the end of the year	190421	14.09	190421	14.09
2.	Kapil Agarwal, CFO				
	At the beginning of the year	135635	10.04	135635	10.04
	Increase / Decrease	No Change			
	At the end of the year	135635	10.04	135635	10.04
3.	Jagdish Prasad Agarwal, Chairman & Managing Director				
	At the beginning of the year	42336	3.13	42336	3.13
	Increase / Decrease	No Change			
	At the end of the year	42336	3.13	42336	3.13
4.	Sagarmal Agarwal, Director				
	At the beginning of the year	2750	0.20	2750	0.20
	Increase / Decrease	No Change			
	At the end of the year	2750	0.20	2750	0.20

Note: The Following director did not held any shares during the financial year 2014-15

- |                    |                    |
|--------------------|--------------------|
| 1. Sumeet Agarwal  | 3. Vinod Choudhary |
| 2. Jayanti Lal Oza | 4. Mangi Lal Dangi |

**V. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	123,907,334	411,77,277	0	165,084,611
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>123,907,334</b>	<b>411,77,277</b>	<b>0</b>	<b>165,084,611</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	260,616,756	331,091,949	0	591,708,704
* Reduction	185,068,760	228,413,936	0	413,482,696
<b>Net Change</b>	<b>75,547,995</b>	<b>102,678,013</b>	<b>0</b>	<b>178,226,008</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	199,455,329	143,855,290	0	343,310,619
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>199,455,329</b>	<b>143,855,290</b>	<b>0</b>	<b>343,310,619</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (in Lacs)**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. J. P. Agarwal Chairman & MD	Mr. Kapil Agarwal Executive Director	
1	<b>Gross salary</b>	2400000	2400000	4800000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--
2	<b>Stock Option</b>	--	--	--
3	<b>Sweat Equity</b>	--	--	--
4	<b>Commission</b> - as % of profit - others, specify...	--	--	--
5	<b>Others, please specify</b>	--	--	--
	<b>Total (A) Ceiling as per the Act</b>	<b>2400000</b>	<b>2400000</b>	<b>4800000</b>

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	<b>Independent Directors</b>	<b>N/A</b>				
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	<b>Total (1)</b>					
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	<b>Total (2)</b>					
	<b>Total (B)=(1+2)</b>					
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act</b>					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mr. Ineet Singh Arora Company Secretary	Mr. Kapil Agarwal CFO	Total
1	Gross salary	--	100000	--	100000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	<b>Total</b>	--	100000	--	100000

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					

**Annexure - 4****Annual Report on Corporate Social Responsibility (CSR) Activities 2014-15**

(1) A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes. Website: [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

(2) **Composition of the Corporate Social Responsibility Committee.**

Sr.No.	Name of Director	Category	Position
1	Mrs. Geeta Devi Agarwal	Non – Executive Director	Chairperson
2	Mr. Vinod Choudhary	Non – Executive Independent Director	Member
3	Mr. Sumeet Agarwal	Non – Executive Director	Member

(3) **Average net profit of the company for last three financial years:** Average Net Profit/ (Loss): Rs. 861.46 Lacs

(4) **Prescribed CSR Expenditure (2% of the amount as in item 3 above):** Rs. 17.23 Lacs

(5) **Details of CSR spent during the financial year:**

(a) Total amount spent for the financial year: Rs. 13.70 Lacs

(b) Amount unspent, if any: Rs. 3.53 Lacs

(c) Manner in which the amount spent during the financial year is detailed below:

(Rs. In lacs)

Sr. No	CSR Project or Activity identified	Sector in which the project is covered	Project or Programms :	Amount Outlay Project or Programs	Amount Spent on Projects	Cumulative Expenditure up to the reporting period	Amount Spent Direct or Through implementing agency
1.	Providing food to BPL Patient	Providing mid-day meal through Patient CAMP	Udaipur, Rajasthan	8.43	8.43	8.43	Through implementing agency (Geetanjali medical college & hospital)
2.	Eradicating hunger, poverty and malnutrition	Providing mid-day meal through Patient CAMP	Rajasthan	2.39	2.16	10.82	-do-
3.	Promoting facility through recognized trust or society	Providing Tour Facility for CAMP	Rajasthan	2.88	2.88	13.70	-do-
<b>Grand Total</b>				<b>13.70</b>	<b>13.70</b>		

(6) In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: While the CSR spend at Rs. 13.70 Lacs is lower than the recommended minimum 2%. The Company identified several new projects which are in different phases of implementation and the outgo will substantially increase in the coming years.

(7) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Sd/-  
J P Agarwal  
(Chairman & Managing Director)  
DIN: 00386183  
Place: Udaipur  
Date: 29.05.2015

Sd/-  
Geeta Devi Agarwal  
(Chairman CSR Committee)  
DIN: 00386331

**Annexure - 5**

**Form- MR 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015**

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

To,  
**The Members,**  
**Pacific Industries Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pacific Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Pacific Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Pacific Industries Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.

**There is no such event occurred during the period under review.**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **There is no issue of securities during the period under review.**
  - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. **Not applicable to the company during the period under review.**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not applicable to the company during the period under review.**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **The Company made application for Delisting of Securities to The Calcutta Stock Exchange**



**Association Limited, Jaipur Stock Exchange Limited, U P Stock Exchange Association Limited and Delhi Stock Exchange Limited in year 2013-14. SEBI has derecognized Jaipur Stock Exchange Limited and U P Stock Exchange Association Limited vide its Orders during the period under review as such the company has been considered as delisted in these Exchanges.**

- (h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 1998. **Not applicable to the company during the period under review.**
- (vi) and other applicable Laws like Factories Act, 1948; The Payment of Gratuity Act, 1972; Industrial Disputes Act, 1947; The Payment of wages Act, 1936; Employees State Insurance Act, 1948; The Employees' Provident Fund and Misc. Provisions Act, 1952; The Payment of Bonus Act, 1985; The Contract Labour (Regulation & Abolition) Act, 1970.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company being not notified during the period under review.)**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and other Exchanges.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except certain Forms required to be filed with ROC but not filed till date of Report.

We further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least Seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms as an integral part of this report.

For **S Hirawat & Associates**  
**Company Secretaries**  
Sd/-  
**[SAROJ HIRAWAT]**  
Proprietor  
M. No. : FCS - 4248  
COP No.: 2438

Place: Jaipur  
Date : 29.05.2015

**To,  
The Members,  
Pacific Industries Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944 and Service Tax.
5. Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
6. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination is limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **S Hirawat & Associates**  
**Company Secretaries**

**Sd/-**  
**[SAROJ HIRAWAT]**  
**Proprietor**  
**M. No. : FCS – 4248**  
**COP No.: 2438**

Place: Jaipur  
Date : 29.05.2015

**Annexure – 6****Conservation of energy, technology absorption and foreign exchange earnings and outgo****1. CONSERVATION OF ENERGY**

Your Company has taken various steps wherever possible to conserve energy. Various studies, discussions and analysis being undertaken regularly for further improvements. These include improvement in manufacturing processes, better control over electricity consumption and using more cost effective information as per prescribed in Form "A" is given here under:

<b>A</b>	<b>Power and Fuel Consumption</b>	<b>Current Year</b>	<b>Previous Year</b>
	1. Electricity		
	<b>(a) Purchased Units (Kwh)</b>	6951585	7661985
	Total Amount (Rs.)	44951762	46746010
	Rate per unit (Rs.)	6.47	6.10
	<b>(b) Own Generation</b>		
	Through Diesel Generators		
	Units (Kwh)	337705	540928
	Units per litre of Diesel Generators	2.91	2.85
	Cost per unit (Rs.)	19.99	18.98
	2. Coal	N/A	N/A
	3. Furnace Oil	N/A	N/A
	4. Other Internal Generation	N/A	N/A
<b>B</b>	<b>Consumption per unit of Production</b>		
	<b>Unit</b>	Slabs/Tiles	Slabs/Tiles
	Production	247034	326664
	Electricity/Sq. Mtr (Kwh)	29.51	25.11

**2. TECHNOLOGY ABSORPTION**

Your Company is fully equipped to cater the needs of overseas buyers. Company's technical team has already absorbed the state-of-art technology in manufacture of polished granite slabs/Tiles and has already done a lot of successful work in adopting and improving the technology brought in by Company's collaborators and visiting technical experts. The main thrust areas have been to improve productivity and technical efficiencies through continuously monitored programmes of cost effectiveness and value engineering techniques. This has helped the Company to better the quality of its products and achieve economy in production costs.

**3. FOREIGN EXCHANGE EARNINGS & OUTGO**

<b>Particulars</b>	<b>Current Year 2014-2015</b>	<b>Previous Year 2013-2014</b>
F.O.B. Value of Export of Finished Goods	5247.89	7289.27
C.I.F. Value of Imports		
(a) Raw Materials (Consumables)	1380.00	1435.06
(b) Capital Goods	458.18	997.56
Expenses in Foreign Currency	9.22	21.19

**For and on behalf the Board of Directors**

**Sd/-**

**J. P. Agarwal**

Chairman & Managing Director  
(DIN:00386183)

Date: 29.05.2015

Place: Udaipur

## Corporate Governance Report

### 1 Company Philosophy:

PIL's philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions. The objective is to meet stakeholders' aspirations and societal expectations. PIL has been practicing the principles of good corporate governance over the years. The Company has adopted best practices for corporate governance, disclosures standards and enhanced shareholder value while protecting the interest of all other stakeholders including clients, suppliers and its employees.

The Company's Code of Conduct, its Risk Management Policy and well-structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's Stakeholders. Your Company has complied with the requirements as laid down under clause 49 of the Listing Agreement with the Stock Exchanges.

### 2 Board of Directors:

#### **Composition**

The Board of Directors has an optimum combination of Executive and Independent Directors. The Composition of the board and category of Directors as on 31<sup>st</sup> March,2015 are as follows:

Category	No. of Directors	Name of Directors	Promoter /Promoter Group
Executive Director	2	Mr. J.P.Agarwal <sup>1</sup>	Yes
		Mr. Kapil Agarwal <sup>2</sup>	Yes
Non- Executive Non-Independent Director	2	Mrs. Geeta Devi Agarwal	Yes
		Mr. Sumeet Agarwal	No
Non-Executive Independent Director	5	Mr. Vinod Choudhary <sup>3</sup>	No
		Mr. Amit Agarwal <sup>4</sup>	No
		Mr. Jayanti Lal Oza	No
		Mr. Sagarmal Agarwal	No
		Mr. Mangi Lal Dangi	No
Total	9		

1. Mr. J. P. Agarwal is the Chairman and Managing Director of the Company.
2. Mr. Kapil Agarwal is the Whole Time Director of the Company and designated as CFO.
3. Mr. Vinod Choudhary was appointment as Additional Director and Non-Executive Independent Director w.e.f. 14<sup>th</sup> August, 2014 regularised in AGM dated 30.09.2014.
4. Mr. Amit Agarwal ceased to be Non- Executive Independent Director w.e.f. 14<sup>th</sup> August, 2014 due to Resignation.

There is no inter-se relationship between our Board members except Mrs. Geeta Devi Agarwal and Mr. Kapil Agarwal, who are spouse and son respectively of Mr. J. P. Agarwal, Chairman and Managing Director. Prior to the Commencement of the Companies Act, 2013, Mrs. Geeta Devi Agarwal had been acting as a woman director which was noted by the Board at its meeting held on 14th August, 2014 in compliance with Section 149(1) of the Companies Act, 2013 and Clause 49(II)(A)(1) of the Listing Agreement.

**Conduct of Board Proceedings:**

The day to day matters concerning the business is conducted by the Executives of the Company under the direction of Executive Directors with the ultimate supervision of the Board. The Board holds its meetings at regular intervals to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

**Attendance of Directors at Board Meetings and Annual General Meeting (AGM)**

The Board meets once in every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under Clause 49 of the Listing Agreement.

Name of Director	Attendance at the Board Meetings held on						Attend ance at the AGM held 30.09. 14
	30.05.14	14.08.14	15.09.14	14.11.14	03.01.15	13.02.15	
Jagdish Prasad Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	No
Kapil Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Geeta Devi Agarwal	Not Appointed	Yes	Yes	Yes	Yes	Yes	No
Jayanti Hiralal Oza	Yes	Yes	Yes	Yes	Yes	Yes	No
Sagarmal Mangilal Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mangi Lal Dangi	Yes	No	Yes	No	No	No	Yes
Sumeet Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Vinod Choudhary	Not Appointed	Yes	Yes	Yes	Yes	Yes	Yes
Amit Agarwal	No	-	-	-	-	-	-

**BOARD COMMITTEES**

The Board has five Committees namely Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee and Stakeholders Relationship Committee.

**(a) Audit Committee**

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by Companies Act, 2013 and Clause 49 of the Listing Agreement. The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, by Internal Auditors and Statutory Auditors and notes the processes and safeguards employed by each of them. In particular, these include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation of appointment, remuneration and terms of appointment of the auditors and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company wherever it is necessary
11. Evaluation of internal financial controls and risk management systems.
12. Review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the Whistle Blower mechanism.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.
22. The auditors of a Company and the Key Managerial Personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report.

#### Composition, name of the Chairperson and Members

Name of Director	Category of the Directors	Position held in the Committee
Mr. S.M. Agarwal	Non-Executive Independent Director	Chairman
Mr. Jayanti Oza	Non-Executive Independent Director	Member
Mr. Sumeet Agarwal	Non-Executive Independent Director	Member

#### Attendance of Directors at Audit Committee's Meetings

Name of Director	Attendance of Directors at Audit Committee Meetings held on			
	30.05.2014	14.08.2014	14.11.2014	13.02.2015
Mr. S.M. Agarwal	Yes	Yes	Yes	Yes
Mr. Jayanti Oza	Yes	Yes	Yes	Yes
Mr. Sumeet Agarwal	Yes	Yes	Yes	Yes

### (B) Nomination and Remuneration Committee

#### (a) Terms of Reference

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

**(b) Remuneration to Managerial Person, KMP and Senior Management:**

## 1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

## 2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

## 3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non-Executive / Independent Director:**

## 1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

## 2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

## 3. Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

## 4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

Name of Director	Remuneration	Share held as on 31 <sup>st</sup> march, 15
Mr. J. P. Agarwal	24,00,000	42336
Mr. Kapil Agarwal	24,00,000	135635
Mrs. Geeta Devi Agarwal	NIL	190421
Mr. Jayanti Oza	NIL	NIL
Mr. Sumit Agarwal	NIL	NIL
Mr. Mangi Lal Dangi	NIL	NIL
Mr. S. M. Agarwal	NIL	2750
Mr. Vinod Choudhary	NIL	NIL



**Composition of Committee, name of the Chairperson and Members**

Name of Director	Category of Directors	Position held in the Committee
Mr. S.M. Agarwal	Non-Executive Independent Director	Chairman
Mr. Jayanti Oza	Non-Executive Independent Director	Member
Mr. Sumeet Agarwal	Non-Executive Director	Member

**Attendance at the meetings of Nomination and Remuneration Committee**

Name of Director	14 <sup>th</sup> August, 2014	3 <sup>rd</sup> January, 2015
Mr. S.M. Agarwal	Yes	Yes
Mr. Jayanti Oza	Yes	Yes
Mr. Sumeet Agarwal	Yes	Yes

**(C) Stakeholders Relationship Committee**

The Committee's constitution and terms of reference are in compliance with provisions of the Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement which are given below :

**Terms of reference :**

1. The Stakeholders Relationship Committee shall consider and resolve the grievances of all stakeholders and security holders of the Company.
2. The Chairperson of the said Committee or, in his absence, any other member of the Committee authorized by him in this behalf shall attend the general meetings of the Company.
3. Review all Shareholder's grievances like non receipt of annual reports, non-receipt of dividend etc.
4. Issue of Duplicate Share Certificates, Transfer of Shares in Physical form & Share Transfer Work.
5. Any other work and policy related and incidental to the objectives of the Committee as per provisions of the Act and rules made there under.

**Composition, name of the Chairperson and Members**

Name of Director	Category of Directors	Position held in the Committee
Mr. S.M. Agarwal	Non-Executive Independent Director	Chairman
Mr. Jayanti Oza	Non-Executive Independent Director	Member
Mr. Sumeet Agarwal	Non-Executive Director	Member

**Attendance of Directors at Stakeholders Relationship Committee's meeting**

Name of Director	30.05.2014	14.08.2014	14.11.2014	13.02.2015
Mr. S.M. Agarwal	Yes	Yes	Yes	Yes
Mr. Jayanti Oza	Yes	Yes	Yes	Yes
Mr. Sumeet Agarwal	Yes	Yes	Yes	Yes

**Details of Complaints Received and Resolved**

Particulars	No. of Complaints
Complaints pending as on 1st April, 2014	NIL
Complaints received during the period 1st April, 2014 to 31st March, 2015	63
Complaints disposed off during the period 1st April, 2014 to 31st March, 2015	63
Complaints outstanding as on 31st March, 2015	NIL

**(D) Corporate Social Responsibility (CSR) Committee**

The Committee's constitution and terms of reference are in compliance with provisions of the Section 135 of the Companies Act, 2013 which are given below:

**Terms of reference:**

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in terms of Schedule VII of the Companies Act, 2013 or any amendment thereof.
- Recommend the amount of expenditure to be incurred on CSR activities and
- Monitor the CSR policy from time to time.

**Composition, name of the Chairperson and Members**

Name of Director	Category of Directors	Position held in the Committee
Mrs. Geeta Devi Agarwal	Women Director	Chairperson
Mr. Vinod Choudhary	Non-Executive Independent Director	Member
Mr. Sumeet Agarwal	Non-Executive Director	Member

**Attendance of Directors at Corporate Social Responsibility (CSR) Committee**

Name of Director	03 <sup>rd</sup> December, 2014
Mrs. Geeta Devi Agarwal	Yes
Mr. Vinod Choudhary	Yes
Mr. Sumeet Agarwal	Yes

**(E) Independent Directors' Meeting**

As per the requirement of Clause 49 of the Listing Agreement, the Independent Directors of the Company met on 13th February, 2015, inter alia to discuss:

- Review the performance of non - Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non – Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Attendance of Directors at Independent Directors Meeting**

Name of Directors	13 <sup>th</sup> February, 2015
Mr. Sagarmal Agarwal	Yes
Mr. Vinod Choudhary	Yes
Mr. Jayanti Oza	Yes

**3. General Body Meetings****Particulars of last three Annual general meetings**

AG M	Year ended 31st March,	Venue	Date	Time	No. of Special Resolutions Passed
23 <sup>rd</sup>	2012	SurveyNo.13, N.H.48, Kempalinganhalli,	29/09/2012	10.00 a.m.	One
24 <sup>th</sup>	2013	Nelamangala Taluka, Bangalore,	30/09/2013	10.00 a.m.	One
25 <sup>th</sup>	2014	Karnataka- 562123	30/09/2014	10.00 a.m.	One

#### 4. Disclosures

- (i) The details of related party transactions are given in Annexure- 2 of Board's Report in Form AOC-2. None of the transaction with any of the related party was in conflict with the interest of the Company.
- (ii) There were no non-compliance, penalty imposed on the Company by Stock Exchange (s) or SEBI or any statutory authority on any matters related to capital market during the last three years.
- (iii) Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees. The policy has been hosted on the website of the Company at [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com).
- (iv) The Company has fully complied with all the mandatory requirements prescribed under clause 49 of the Listing Agreement.

#### 5. Means of Communication

- i. Annual report containing Audited Financial Statements, Board's Report, Management Discussion & Analysis (MD&A) Report, Auditor's Report and other information is circulated to members and others who are entitled to it.
- ii. Financial Results are published in leading Local & National newspapers
- iii. All important information relating to Company and its performance including the financial results and shareholding pattern are displayed on the Company's website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com).
- iv. The Company puts all the price sensitive information's into public domain by way of intimating the same to Stock Exchange i.e. BSE Ltd.

#### 6. General Shareholder Information

##### (i) Annual General Meeting :

**Date and Time** – 30th September, 2015 at 10.00 a.m.

**Venue** – Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka, Bangalore, Karnataka- 562123

**(ii) Financial Year** : 1st April, 2014 to 31st March, 2015

**(iii) Date of Book Closure**: 24<sup>th</sup> September, 2015 to 30th September, 2015 (both days inclusive)

**(iv) Dividend Date** : NA

##### (v) Stock Exchanges where Equity Shares are listed and Scrip code:

###### **Bombay Stock Exchange Limited (BSE)**

Add: Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Scrip Code: 523483

###### **Calcutta Stock Exchange of India Limited (CSE)**

Add: 7-Lyons Range,  
Kolkata-700 001.  
Scrip Code: 26020

###### **Delhi Stock Exchange Limited (DSE)**

3/1, Asaf Ali Road, New Delhi-110002.

**(vi) Listing Fees to the Stock Exchanges**

The Company has paid listing fees in respect of financial year 2015-2016 to BSE Limited.

**(vii) Custodian Fees to the Depository**

Annual custodian fees for the financial year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

**(viii) Registrar & Share Transfer Agent:**

LINK INTIME INDIA PVT LTD.  
C-13 Pannalal Silk Mills Compound,  
L B S Marg, Bhandup(West)  
Mumbai-400078  
Ph. 022-25963838

**(ix) Share Transfer System**

Registrar and Transfer Agents (the 'RTA'), on receipt of transfer deed with respective share certificates, scrutinizes the same and verify signatures of transferors on the transfer deed with specimen signatures registered with the Company. A list of such transfers is prepared and checked thoroughly and a transfer register is prepared. The transfer register is placed before the Stakeholders Relationship Committee for approval. Share transfers are registered and share certificates are returned within the prescribed time provided the documents submitted are valid and complete in all respects.

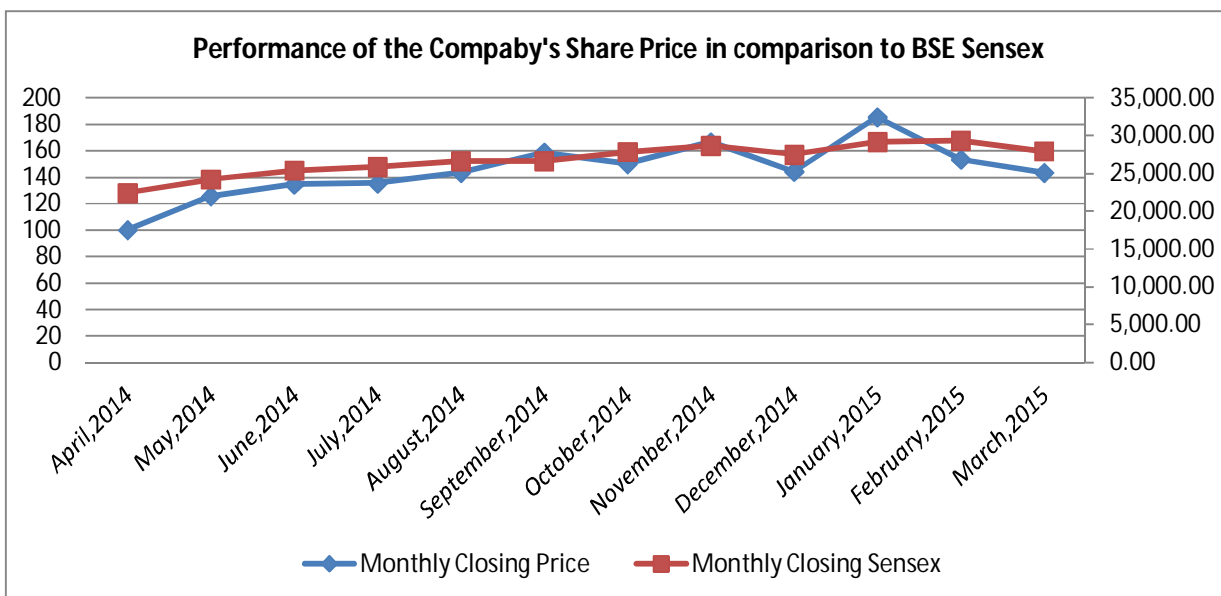
**(x) Dematerialization of Shares**

The Company has set up requisite facilities for dematerialization of its Equity Shares in accordance with the provisions of Depository Act, 1996 with National Securities Depository Limited and Central Depository Services (India) Limited. The Company has entered into agreements with both of the Depositories. The Status as on 31st March, 2015 is as under:

Particulars	No. of Shares	% (Percentage)
Physical Segment	323012	23.90
<b>Demat Segment</b>		
NSDL	832046	61.56
CDSL	196442	14.54
Total	<b>1351500</b>	<b>100 %</b>

**(xi) Market Price Data**

Month	Share Price (In Rs.)		
	High	Low	Close
April,2014	112.35	95	100.15
May,2014	154.9	82.25	125.8
June,2014	163.2	109.9	134.6
July,2014	164.9	126.1	135.4
August,2014	204.75	135.1	143.4
September,2014	185	130	158.8
October,2014	163.85	143	150
November,2014	242.4	142.3	166.55
December,2014	170.2	139.65	144.3
January,2015	191	140.15	185.4
February,2015	269	151.2	153.5
March,2015	167.7	137.5	143.4

**(xii) Distribution of Shareholding****i. Distribution of Shareholding as on March 31, 2015**

Sr. No	No. of Equity Shares	No. of Shares	% of Shareholding	No. of Shareholders
1.	<b>1-5000</b>	416119	30.7894	17948
2.	<b>5001-10000</b>	43714	3.2345	61
3.	<b>10001-20000</b>	35575	2.6323	24
4.	<b>20001 -30000</b>	25554	1.8908	10
5.	<b>30001-40000</b>	26545	1.9641	8
6.	<b>40001-50000</b>	14073	1.0413	3
7.	<b>50001-100000</b>	107539	7.9570	13
8.	<b>100001 and above</b>	682381	50.4906	16
	<b>Total</b>	<b>1351500</b>	<b>100.00</b>	<b>18083</b>

**ii. Category of Shareholders as on March 31, 2015**

Particulars	No. of shares held	%
India Promoters	5,85,149	43.30
FLLs including Foreign Portfolio Investor	10	0.00
Corporate Bodies	88,188	6.53
Individuals	6,59,038	48.77
NRIs	9,798	0.72
Mutual Funds	6,380	0.47
Financial Institution/Banks	70	0.00
Others	0	0.00
Clearing Members	2,867	0.21
<b>Total</b>	<b>13,51,500</b>	<b>100.00</b>

**(xiv) Plant Locations**

The Company's plants are located at the following addresses:

- Unit 1- Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka, Bangalore, Karnataka- 562123
- Unit 2- Village Bedla, Udaipur-313001
- Mining –Village Tikhi ki badiya, bheam , Bhilwara (Rajasthan)

**(xvi) Address for Correspondence**

The Company Secretary  
Pacific Industries Limited  
Village Bedla, Udaipur  
Email: [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com)

**7. Risk Management**

The Company follows well - established risk assessment and minimization procedures which are periodically reviewed by the Board.

**8. Management Discussion and Analysis**

A management discussion and analysis report forms part of the Annual Report and includes discussion on various matters.

**9. Reconciliation of Share Capital Audit**

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with Depositories and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

**10. CEO / CFO Certification**

The CEO and CFO certification on the financial statements for the financial year ended 31st March, 2015 is enclosed at the end of this report.

**11. Auditors' Report on Corporate Governance**

As required by Clause 49 of the Listing Agreement, the Auditors' certificate is enclosed at the end of this report.

**12. Familiarization programme for Independent Director**

The Company conducts the familiarization programme for Independent Director as required under Clause 49 of the Listing Agreement and details are available at Company's website i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

**13. Code for the Board of Directors and Senior Management Personnel**

The Company has laid down a code of conduct for the members of the board and senior management personnel of the Company. The code of conduct has been posted on the Company's website i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com). The code of conduct has been circulated to all the members of the Board and Senior Management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended 31st March, 2015. A declaration to this effect signed by Mr. Jagdish Prasad Agarwal, Chairman and Managing Director of the Company is appended at the end of this report.

**14. Code for the Independent Directors**

The Company has laid down a code of conduct for the Independent Directors of the Company and the same is available on the Company's website i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

## CEO/CFO Certification

To,  
The Board of Directors,  
Pacific Industries Ltd.  
Village, Bedla

- (A) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-2015 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee that :
- (i) There are no significant changes in internal control over financial reporting during the year;
  - (ii) There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
KAPIL AGARWAL  
Chief Financial Officer  
Date: 29.05.2015  
Place: Udaipur

Sd/-  
J P AGARWAL  
Chairman & Managing Director  
(DIN: 00386183)

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### Declaration for Compliance with Code of Conduct

I hereby confirm and declare that all the Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year 2014-15

Date: 29.05.2015  
Place: Udaipur

Sd/-  
J P AGARWAL  
Chairman & Managing Director  
(DIN: 00386183)

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of Pacific Industries Limited

We have examined the compliance of conditions of Corporate Governance by Pacific Industries Ltd. for the financial year ended on March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A. Bafna & CO.**

Chartered Accountants  
(Registration No.0036660C)

**Sd/-**

CA Vivek Gupta  
Partner  
Membership No. 400543

Date: 29.05.2015

Place: Jaipur



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **❖ Industry Overview Of Indian Economy And Company Outlook**

India continues to witness a very challenging economic environment. The global economy began its modest recovery in FY 2014-15. While the trend is expected to accelerate in the current year, the positive outlook is subdued by the potential consequences of 'tapering' of some of the US Federal Reserve's Quantitative Easing (QE) policies which were undertaken in the aftermath of global financial crises. Emerging markets like India faced multiple challenges: capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth.

Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped stabilize financial market conditions, but the domestic macro-economic environment still remains challenging. With increasing global integration, the Indian economy was impacted by global uncertainties, while at the same time faced significant domestic challenges of persistent and high inflation, tight monetary conditions, low investment and delays in policy making.

### **❖ Forward-Looking Statements**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### **❖ Business Overview**

The Sales during the year 2014-15 are 5,799 Lacs as compared to 8,002 Lacs in the previous year on account of economic recession resulting in award of lesser number of contracts.

### **❖ Opportunities**

Your Company is engaged in the manufacturing of High Quality Polished Granite Slabs and Tiles. Your Company makes sustainable efforts to provide beautiful and durable varieties of Granite to the whole world and in the process nurtures long-term relations with customers. All this taken together heralds a bright future for your Company.

Your company has also invested in plant and machinery and mining equipments to increase its production capacity for extraction of natural stone blocks and planned for making investment to increase the production capacity of finished granite slabs and tiles to grab the opportunity in the emerging global markets.

### **❖ Threats**

Indian Granite industries are being forced to invest not only in (increasingly expensive) modern equipment, but also in extraction for access to the raw materials and moreover, also in expensive commercial investments such as opening their own warehouses etc. This strategy has its own risks. It places huge demands on management skills in an industry where, presently, all decisions were made by the owners at the top of the hierarchy. In other words, the granite industry is evolving into a highly capital intensive and complicated industry.

The market share of China in the international trade in granite has been steadily increasing in recent years. If that ever happens the threat to the survival of the elaboration of this industry in other countries will be real.

This is the age of technology. Resist it and you are dead. Invest in it and there is still no guarantee of success. Your Company has developed a strong and persistent work culture to operate successfully in diverse business environments by adapting to new technologies and complexities in different spheres of work. Adjustability and adaptability thus have become a part of day-to-day work. Cost effectiveness is directly and ultimately linked up with our Economies of Scale and total Integration. This is what keeps your Company moving forward with agility and dynamism.

#### ❖ **Internal Control**

An effective system of internal control is necessary for building, maintaining and improving shareholder confidence as well as enhances the overall quality of the enterprises. The Company has well-defined mechanisms in place to establish and maintain adequate internal controls over all operational and financial functions considering the nature, size and complexity of its business. The Company intends to undertake further measures as necessary in line with its intent to adhere to procedures, guidelines and regulations as applicable in a transparent manner.

The Company maintains adequate internal control systems that provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company assets. Mr. Ravi Kumar Sharma, Chartered Accountants, acts as Internal Auditors of the Company. The Internal Auditors independently evaluate adequacy of internal controls and audit the majority of the transactions undertaken by the Company.. The Audit Committee of the Board of Directors which comprises a majority of Independent Directors, inter alia, reviews the adequacy and effectiveness of the internal controls and monitors implementation of internal audit observations.

#### ❖ **Segment Wise Reporting**

The company manufactures and deals in Marble and Granites and allied products. There is no reportable segment in the company.

#### ❖ **Outlook**

The company is alert and in touch with the ground realities of the changing business environment and is confident of increasing the Indian share in the world market with its vast area of granite deposits spreading over more than 15 states and with wide variety of colours and skilled work force. The overall business outlook for the company is promising with improvement in overall economic environment.

The company continues to examine the possibilities of expansion and shall make the necessary investments when attractive opportunities arise.

#### ❖ **MATERIAL DEVELOPMENTS ON HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company aims to develop the potential of every individual associated with the Company as part of its business goals. The human resources strategy has enabled the Company attract, integrate, develop and retain the best talent to deliver business growth. We strengthened our talent pool by providing employees with growth and career enhancement opportunities.

In line with the Human Resource Strategy, the Company has implemented numerous initiatives that will enable it to sustain competitiveness in the global marketplace. The focus is to attract and retain the best talent.

Some of these initiatives are:

- i) Performance-based incentive plan
- ii) Suggestion-based reward program

- iii) Succession planning through identification of second level of managers of all units, locations and functions
- iv) Identifying potential talent and offering growth opportunities within the organization
- v) Reward program for employees who have obtained qualification while working in the Company

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

Due to the challenges of the environment and the strategic drive to integrate and transform, the organization financial performance was become weak as compared to previous year.

During the year turnover of the Company declined to Rs. 6929.93 lakh as against Rs. 8332.18 lakh in the immediate preceding year.

The Company was under expansion and made capital investment of Rs. 2749.04 Lacs to increase the production capacity. The Company had also taken Term Loan from HDFC Bank Limited to meet the fund requirement.

The Profit after tax in FY 2014-15 was Rs. 314.54 Lacs in comparison to previous FY 2013-14 Rs. 746.76 Lacs. The profit of the Financial Year 2014-15 was declined due to Finance Charges of Term Loan and Depreciation on new Capital Investment.

❖ **RISKS AND CONCERNS**

The current economic environment, in combination with significant growth ambitions of the Company, carries with it an evolving set of risks. Your Company recognizes that these risks need to be managed to protect customers, employees, shareholders and other stakeholders to achieve our business objectives. In line with this, your Company has put

in place a detailed Risk Management Policy which identifies the various types of risks at all levels of the Company. Early risk identification along with appropriate measures has enabled the Company to mitigate all threats which may arise from time to time. Also, the possibility of occurrence of the risk event and the magnitude of their consequences on the organization is determined and used to prioritize risk management.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

**For and on behalf of the Board of Directors**

Date: 29.05.2015

Place: Udaipur

Sd/-

**J. P AGARWAL**

Chairman & Managing Director

DIN: 00386183

## Independent Auditor's Report

To  
The Members of  
PACIFIC INDUSTRIES LIMITED,

### Report on the Financial Statements

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

### Management's Responsibility for the standalone Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

**Basis for Qualified Opinion**

- A) Refer Note no. 11 in Notes on Financial Statements regarding Accounting for Taxes.
- B) Refer Note no. 37 in Notes on Financial Statements regarding confirmation and reconciliation of various Debit and Credit balances appearing under various heads & non provision of exchange fluctuation w.r.t. certain old balances. Final reconciliations/confirmation of the same may effects our disclosure.

**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March,2015, and its profit/loss and its cash flows for the year ended on that date.

**Report on Other Legal & Regulatory Requirement**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 38 to the financial statements;
    - ii. The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For A.Bafna & Company**

**Chartered Accountants**

**FRN: 003660C**

Sd/-

**(Vivek Gupta)**

**Partner**

**M.No. 400543**

Place: Udaipur

Date: 29<sup>th</sup> May 2015

### **Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets, No material discrepancies were noticed on such verification.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
- (iii) (a) The Company has not granted any loans, secured or unsecured, to, companies, firms or other parties covered in the Register maintained under Section 189 of the companies Act, 2013. Hence the sub clause (b) and (c) of Clause iii of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls,
- (v) The Company has not accepted any deposits from the Public
- (vi) According to the information & explanation given to us the company has maintained cost accounts & records as prescribed by the Central Government under Section 148(1) of the Companies Act, 2013. However we have not made a detailed examination of such accounts & records with a view to determine whether they are adequate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues to the extent applicable have been regularly deposited during the year by the Company with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable
- (b) According to the information and explanation given to us, there are no pending dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess which are not deposited on account of dispute except.

Particulars	Year	Amount of demand	Amount deposited against demand	Amount of demand to the extent not deposited (Rs.)	Forum where appeal is pending
Entry Tax demand paid under Protest, Bangalore	2010-11	840669	420335	420334	C.T.D Bangalore
Entry Tax demand paid under Protest, Bangalore	2011-12	679839	339920	339919	C.T.D Bangalore
Sales Tax demand paid under Protest, Bangalore	2010-11	2615214	1307606	1307608	C.T.D Bangalore
Sales Tax demand paid under Protest, Bangalore	2011-12	1773845	886923	886922	C.T.D Bangalore
Excise Demand, Udaipur	Norms 2007-08, 2010-11, 2011-12	11196664	5595984	5600680	Comm. Appeal, Jaipur
Excise Demand, Udaipur	2013-14	3610658	270799	3339859	Ass. Comm. CED, Udaipur
Excise Demand, Udaipur	2013-14	2255032	169128	2085904	C.T.D Bangalore

(c) According to the information and explanations given to us, there were no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules thereunder.

(viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(ix) The Company have not defaulted in repayment of dues to a financial institutions, banks or debenture holders during the year.

(x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) To the best of knowledge and belief and according to the information & explanation given to us, term loan availed by the Company were prime facie applied by the company during the year for the purpose for which the loan were obtained.

(xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For A.Bafna & Co.**  
**Chartered Accountants**  
**FRN: 003660C**  
**Sd/-**  
**(Vivek Gupta)**  
**Partner**  
**M.No. 400543**  
Place: Udaipur  
Date: 29<sup>th</sup> May 2015

**A. Balance Sheet as at 31st March, 2015**

<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	1	13,515,000	13,515,000
Reserves & Surplus	2	593,153,121	562,004,531
		<b>606,668,121</b>	<b>575,519,531</b>
<b>NON CURRENT LIABILITIES</b>			
Long-Term Borrowings	3	210,118,278	95,964,995
Long Term Provision	4	15,422,418	10,949,044
		<b>225,540,696</b>	<b>106,914,039</b>
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	5	110,225,377	56,255,462
Trade Payable	6	143,762,332	203,110,157
Other Current Liabilities	7	85,115,741	157,563,610
Short Term Provision	8	14,343,526	23,158,580
		<b>353,446,976</b>	<b>440,087,809</b>
	<b>TOTAL</b>	<b>1,185,655,793</b>	<b>1,122,521,379</b>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
Fixed Assets	9		
Tangible Assets		267,120,863	285,990,646
Intangible Assets		11,307	20,499
Capital WIP		87,988,584	23,333,399
Non-Current Investments	10	263,882	309,390
Deferred Tax Assets (Net)	11	-	-
Long-Term loans and advances	12	14,976,337	7,458,598
Other Non Current Assets	13	13,386,459	16,409,788
		<b>383,747,432</b>	<b>333,522,320</b>
<b>CURRENT ASSETS</b>			
Inventories	14	537,338,513	419,866,206
Trade Receivable	15	162,740,795	188,744,308
Cash and Bank Balances	16	21,356,573	16,927,730
Short-term loans & advances	17	79,677,784	162,652,948
Other current assets	18	794,696	807,867
		<b>801,908,361</b>	<b>788,999,059</b>
	<b>TOTAL</b>	<b>1,185,655,793</b>	<b>1,122,521,379</b>
Contingent Liabilities & Commitments	[38]		
Significant Accounting Policies and Notes on Financial Statements	[1-41]		

**AS PER AUDIT REPORT OF OUR EVEN DATE**

For A. Bafna & Co.  
Chartered Accountants  
Firm Reg. No. 003660C

Sd/-  
(Vivek Gupta)  
Partner  
M.No. 400543  
Place: Udaipur  
Date: 29.05.2015

For and on behalf of the Board  
Pacific Industries Ltd.

Sd/-  
J.P. Agarwal  
Managing Director  
00386183

Sd/-  
Kapil Agarwal  
Director  
00386298



**B. Statement of Profit & Loss For The Period Ended On 31.03.2015**

<b>PARTICULARS</b>	<b>NOTES</b>	<b><u>31.03.2015</u></b>	<b><u>31.03.2014</u></b>
<b><u>Income</u></b>			
Revenue from operations (gross)	19	587,736,929	801,814,474
LESS: Excise Duty		7,092,556	3,150,607
Revenue from operations (Net)		580,644,373	798,663,867
Other Income	20	112,348,669	34,553,893
<b>TOTAL REVENUE (i)</b>		<b>692,993,042</b>	<b>833,217,760</b>
<b><u>Expenses</u></b>			
Cost of materials consumed	21	283,733,204	301,987,651
Purchase of Stock in trade	22	24,370,258	39,968,834
(Increase)/Decrease in inventories	23	(128,265,223)	(68,078,861)
Manufacturing expenses	24	237,089,166	256,097,901
Employee Benefit expenses	25	71,167,541	53,689,036
Finance Cost	26	22,569,789	6,556,105
Other expenses	27	73,502,360	113,399,570
<b>TOTAL EXPENSES (ii)</b>		<b>584,167,095</b>	<b>703,620,236</b>
<b>Earnings before Tax and Depreciation</b>		<b>108,825,947</b>	<b>129,597,524</b>
Depreciation/Amortisation expenses	9	63,901,751	31,102,754
Prior period expenses		963,235	260,852
Pre operative expenses written off		4,411,043	3,893,747
<b>Earning Before Tax</b>		<b>39,549,918</b>	<b>94,340,171</b>
<b><u>Tax expenses of continuing operations</u></b>			
Current Tax		8,096,363	19,352,203
MAT Credit Recognized		-	-
Payment of earlier year tax demand		-	311,627
Profit / (loss) for the period from continuing operations		31,453,555	74,676,341
<b>Profit / (loss) for the period (Profit After Tax)</b>		<b>31,453,555</b>	<b>74,676,341</b>
<b>Basic &amp; Diluted Earning Per Share</b>	<b>[33]</b>	<b>23.27</b>	<b>55.25</b>
Significant Accounting Policies and Notes on Financial Statements	[1-41]		

**AS PER OUR AUDIT REPORT OF EVEN DATE****For A. Bafna & Co.****Chartered Accountants****Firm Reg. No. 003660C****Sd/-****(Vivek Gupta)****Partner****M.No. 400543****Place: Udaipur****Date: 29.05.2015****For and on behalf of the Board****Pacific Industries Ltd.****Sd/-****J.P. Agarwal****Managing Director****00386183****Sd/-****Kapil Agarwal****Director****00386298**

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015

Figures are rounded off to the nearest rupees.		
	31.03.2015	31.03.2014
<b>NOTE 1 - SHARE CAPITAL</b>		
<b>AUTHORISED SHARE CAPITAL</b>		
25000000 Equity Shares @ Rs. 10 each	250,000,000	250,000,000
<b>ISSUED ,SUBSCRIBED &amp; PAID UP CAPITAL</b>		
1351500 Equity Shares of Rs. 10 each	13,515,000	13,515,000
	13,515,000	13,515,000

**A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period.**

Equity Shares	31.03.2015	31.03.2014
At the beginning of the Period	1,351,500	1,351,500
Add:- Issued during the Period	-	-
Outstanding at the end of the period	1,351,500	1,351,500

**B. The Company has only one Class of Equity Shares having a par value of 10 per shares. Each holder of equity shares is entitled to one vote per share.**

**C. SHARES HELD BY EACH SHAREHOLDERS HOLDING MORE THAN 5% SHARES AS ON 31.03.2015**

S.No	Name of Shareholder	31.03.2015		31.03.2014	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
1	GEETA DEVI AGARWAL	190,421	14.09%	190,421	14.09%
2	KAPIL AGARWAL	135,635	10.04%	135,635	10.04%
3	LALITA DEVI MODI	-	-	73,884	5.47%
<b>NOTE 2 - RESERVE AND SURPLUS</b>					
<b>SURPLUS/PROFIT &amp; LOSS ACCOUNT</b>					
<b>Balance as per last financial statements</b>			<b>562,004,531</b>	<b>487,328,190</b>	
Add: Profit for the year			31,453,556	74,676,341	
Less: Adjustment for depreciation as per Schedule II of Companies Act,2013			304,966	-	
Net Surplus in the statement of Profit & Loss			593,153,121	562,004,531	
<b>Total Reserve and Surplus</b>			<b>593,153,121</b>	<b>562,004,531</b>	

<b>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015</b>				
			<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 3 - LONG TERM BORROWINGS</b>				
<b>A) SECURED LOANS</b>				
Vehicle Loan				
HDFC Bank			6,877,596	1,925,669
Term Loan				
HDFC Bank			59,385,392	52,862,049
<b>Net Amount</b>			<b>66,262,988</b>	<b>54,787,718</b>
Amount Disclosed under the head "Other Current Liabilities				
			22,966,964	12,864,154
<b>Note 3.1</b>				
(a) Loans from HDFC Bank for Vehicles carries interest @ 10%. The loans are repayable in 36 monthly installments. --- The above Loans are secured by way of Hypothecation of respective assets.				
(b) Term loan from HDFC bank carries Interest @ Base Rate+2.2% (Current Base rate is 9.85 %) is secured by mortgage on property situated at village Bedla, District Udaipur and with respective Plant & Machinery. The Loan is repayable in 66 monthly installments. Further loan is also secured by personal guarantee of directors of the company.				
<b>B) LOAN AND ADVANCES FROM SHARE HOLDERS,</b>				
<b>DIRECTORS, ASSOCIATES AND OTHER CORPORATE BORROWINGS</b>				
<b>LOANS-UNSECURED</b>				
(i) From Related Parties				
(a) Companies			0.00	26,249,690
(b) Directors			61,592,757	-
(ii) From Other than Related Parties				
(a) Companies			80,034,946	12,700,000
(b) Other than Companies			-	
Securities Deposits from Customers			2,227,587	2,227,587
<b>TOTAL LONG TERM BORROWINGS</b>				
			<b>210,118,278</b>	<b>95,964,995</b>
<b>NOTE 4 - Long Term Provisions</b>				
Provision for employee benefits				
Provision for Gratuity			15,422,418	10,949,044
<b>Net Amount</b>			<b>15,422,418</b>	<b>10,949,044</b>

<b>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015</b>			
<b>NOTE 5 - SHORT TERM BORROWINGS</b>		<b>31.03.2015</b>	<b>31.03.2014</b>
Working Capital Loan			
Pre-Shipment Credit in Foreign Currency from HDFC Bank		110,225,377	56,255,462
		<b>110,225,377</b>	<b>56,255,462</b>
<p><b>Note 5.1</b> The above loan from HDFC Bank which carries Interest @ LIBOR+350 bps is secured by way of Hypothecation of Inventory i.e. Raw Materials, Stock in Process, Finished Goods, Stores &amp; Spares and Book Debts, bill whether documentary or clean, outstanding invoices, receivables, both present and future, the facility is subject to annual renewal. Further loan is also secured by mortgage of property situated at Village bedla, District -Udaipur and also by way of Personal Guarantee of directors of the company.</p>			
<b>NOTE 6 - TRADE PAYABLES</b>		<b>31.03.2015</b>	<b>31.03.2014</b>
<b>Sundry Creditors</b>			
For Material		105,572,731	97,123,841
For Expenses		18,016,154	40,462,568
For Others		20,173,447	65,523,748
<b>TOTAL TRADE PAYABLES</b>		<b>143,762,332</b>	<b>203,110,157</b>
<p><b>Note 6.1</b> The Government of India has promulgated "The Micro, Small &amp; Medium Enterprises Development Act" 2006 which came into force w.e.f. October 2, 2006. The Company is required to identify the Micro &amp; Small Enterprises &amp; pay them interest on overdue beyond the specified period irrespective of the terms agreed with the enterprises. The Company has initiated the process of identification of such suppliers. In view of no. of suppliers &amp; no receipt of critical inputs &amp; response from several such potential parties, the liability of interest cannot be reliable estimated nor can required disclosure be made. Accounting in this regard will be carried out after process is complete and reliable estimate can be made in this regard. Since the Company is regular in making payments to all suppliers, the management does not anticipate any significant interest liability.</p>			
<p><b>Note 6.2</b> Sundry creditors for material includes Rs. 6486984/- (Previous year Rs 9179588/-) from related parties and Sundry Creditors for others includes Rs.17362801/- (Previous year Rs. 57398806/-) from related parties.</p>			
<b>NOTE 7 - OTHER CURRENT LIABILITIES</b>			
Current maturities of long term borrowings & Hire Purchase Loans		22,966,964	12,864,154
Interest accrued but not due on borrowings		931,460	641,566
Payable for Capital Assets		6,274,752	28,602,031
Other liabilities		3,676,724	5,367,782
Security Deposits		71,542	126,596
Statutory Dues		2,596,774	4,662,674
Advances from Customers		39,737,050	97,494,613
Outstanding Liabilities		8,860,475	7,804,194
		<b>85,115,741</b>	<b>157,563,610</b>
<b>NOTE 8 - SHORT TERM PROVISIONS</b>			
<b>Provision for employee benefits</b>			
Bonus & Ex-gratia		3,401,998	1,559,512
Leave Encashment		2,556,738	2,246,865
Provision for Income Tax		8,384,790	19,352,203
		<b>14,343,526</b>	<b>23,158,580</b>

## PACIFIC INDUSTRIES LTD

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015

**NOTE 9 - Fixed Assets**

<b>A. Tangible Assets</b>											
Particulars	Gross Block				Depreciation					Net Block	
	As at 01.04.2014	Addition	Deduction	As At 31.03.2015	Upto 01.04.2014	For the period	Adjustment For Retained Earning	Adjustment for Depreciation Reserve on Sale/discard of Fixed Assets	Upto 31.03.2015	As At 31.03.2015	As At 01.04.2014
Land											
Leasehold Land	125,130	-	-	125,130	-	-	-	-	-	125,130	125,130
Freehold Land	32,856,741	-	-	32,856,741	-	-	-	-	-	32,856,741	32,856,741
Building	92,789,287	23,505,956	1,197,160	115,098,083	49,005,472	3,560,604	-	335,485	52,230,591	62,867,492	43,783,815
Plant & Machinery	664,285,454	6,441,215	1,122,000	669,604,669	493,998,692	46,146,934	58,631	511,200	539,693,057	129,911,612	170,286,762
Furniture & Fixture	5,950,446	195,000	-	6,145,446	3,690,655	1,054,169	208,231	-	4,953,055	1,192,391	2,259,791
Computer	4,127,129	1,099,958	17,600	5,209,487	3,364,629	598,767	21,920	13,185	3,972,131	1,237,356	762,500
Vehicle	42,397,152	15,920,067	-	58,317,219	24,595,203	907,595	16,184	-	33,687,344	24,629,875	17,801,949
Mining Equipment	120,454,355	49,950	-	120,504,305	102,340,397	3,863,642	-	-	106,204,039	14,300,266	18,113,958
<b>Total- A</b>	<b>962,985,694</b>	<b>47,212,146</b>	<b>2,336,760</b>	<b>1,007,861,080</b>	<b>676,995,048</b>	<b>64,300,073</b>	<b>304,966</b>	<b>859,870</b>	<b>740,740,217</b>	<b>267,120,863</b>	<b>285,990,646</b>
<b>B. Intangible Assets</b>											
Intangible Assets	37,950	-	-	37,950	17,451	9,192	-	-	26,643	11,307	20,499
<b>Total- B</b>	<b>37,950</b>	<b>-</b>	<b>-</b>	<b>37,950</b>	<b>17,451</b>	<b>9,192</b>	<b>-</b>	<b>-</b>	<b>26,643</b>	<b>11,307</b>	<b>20,499</b>
<b>C. Capital Work In Progress</b>											
CWIP	23,333,399	94,682,325	30,027,140	87,988,584	-	-	-	-	-	87,988,584	23,333,399
<b>Total - C</b>	<b>23,333,399</b>	<b>94,682,325</b>	<b>30,027,140</b>	<b>87,988,584</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>87,988,584</b>	<b>23,333,399</b>
<b>Grand Total (A+B+C)</b>	<b>986,357,043</b>	<b>141,894,471</b>	<b>32,363,900</b>	<b>1,095,887,614</b>	<b>677,012,499</b>	<b>64,309,265</b>	<b>304,966</b>	<b>859,870</b>	<b>740,766,860</b>	<b>355,120,754</b>	<b>309,344,544</b>

Note 9.1- From the total amount of depreciation an amount of Rs. 407514 has been transferred to Pre operative expenses and balance Rs. 63901751 has been charged to statement of P & L

Particulars	Amount
Total amount of depreciation	64309265
Less: Transferred to Pre operative Exp	407514
<b>Amount to be charged from P &amp; L</b>	<b>63901751</b>

Note 9.2 :- Pursuant the enactment of companies act 2013, the company has applied the estimated useful lives as specified in schedule II, except in respect of certain assets as disclosed in accounting policy on Depreciated, Amortisation and Depletion. Accordingly the unmortised carrying value is being depreciated/amortised over the revised/ remainin useful lives. The written down value of fixed assets whose lives have expired aas at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account Amounting to Rs. 3,04,956/-

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015**

Particulars	31.03.2015	31.03.2014
<b>NOTE 10- NON CURRENT INVESTMENTS</b>		
<b>Non trade</b>		
<b>Investment in Corporate Bodies</b>		
100 Equity Shares of Narmada Chematur Petro Ltd. of Rs. 10/- each Fully Paid-up	2,000	2,000
Less:Provision for Dimuniton in value of investment	(1,051)	-
	<b>949</b>	<b>2,000</b>
6100 Equity shares of Sattelite Engg. Ltd. of Rs. 10/- each Fully Paid-up	122,000	122,000
Less:Provision for Dimuniton in value of investment	(96,319)	(64,660)
	<b>25,681</b>	<b>57,340</b>
500 Equity Shares of Jaicrop Limited of Rs. 10/- each Fully Paid-up	55,000	55,000
Less:Provision for Dimuniton in value of investment	(26,950)	-
	<b>28,050</b>	<b>55,000</b>
12200 Equity Shares of Uni Royal Textile Limited of Rs. 10/- each Fully Paid-up	122,000	122,000
Less:Provision for Dimuniton in value of investment	(62,098)	(76,250)
	<b>59,902</b>	<b>45,750</b>
400 Equity Shares of Federal Bank Ltd. (Rs. 10/- each Fully Paid-up)	36,000	36,000
100 Equity Shares of Liberty Shoes Ltd. (Rs. 10/- each Fully Paid-up)	9,900	9,900
2400 Equity Shares of Bharat Immunological Biological Corporation Limited (Rs. 10/- each Fully Paid-up)	24,000	24,000
120 Equity Shares of Bajaj Finance Ltd. (Rs. 10/- each Fully Paid-up)	39,000	39,000
<b>Total Quoted Cost (A)</b>	<b>223,482</b>	<b>268,990</b>
<b>MARKET VALUE OF QUOTED INVESTMENTS</b>	<b>1,246,252</b>	<b>771,530</b>
National Saving Certificate (Pledge with the Govt.) Face Value	40,400	40,400
<b>Total Unquoted Cost (B)</b>	<b>40,400</b>	<b>40,400</b>
Aggregate Amount of Total Investment (A+B)	263,882	309,390
Total Provision For Dimuniton In Value of Investments	<b>(186,418)</b>	<b>(140,910)</b>

<b>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 11- Deferred Tax Assets (Net)</b>	NIL	NIL
<b>Note 11.1</b>		
The company has substantial amount of brought forward unrecognized MAT credit of Rs. 556.00 Lacs and hence the company is liable to pay Minimum Alternate Tax (MAT) in accordance with the provisions of the Income tax Act, 1961. The same has been debited to P&L account of the company. MAT credit and Deferred Tax Assets is not recognized as a measure of prudence.		
<b>NOTE12 - LONG TERM LOAN AND ADVANCES</b>		
<b>Unsecured, considered Good</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
A) Security Deposits - Unsecured considered good	14,976,337	7,458,598
	<b>14,976,337</b>	<b>7,458,598</b>
<b>NOTE 13 - OTHER NON-CURRENT ASSET</b>		
Pre- operative expenses	13,386,459	16,409,788
	<b>13,386,459</b>	<b>16,409,788</b>
<b>NOTE 14 - INVENTORIES</b>		
(As taken ,valued & certified by the management)		
A) Raw Material	153,457,205	164,241,324
B) Work In Process	28,398,724	26,360,605
C) Finished Goods	308,709,218	182,730,628
E) Consumables, Stores & Spares	37,752,314	37,761,112
F) Scrap	9,021,052	8,772,537
	<b>537,338,513</b>	<b>419,866,206</b>
<b>NOTE 14.1 - PARTICULARS OF INVENTORY</b>		
<b>Particulars</b>	<b>Closing Inventory</b>	<b>OpeningInventory</b>
<b>Manufactured Goods</b>		
Granite Slabs		
Polished	303,476,190	180,407,580
Cut To Size	1,329,070	1,329,070
Blocks	3,699,308	789,329
Marble Slabs		
Natural Sandstone		
Polished	204,650	204,650
<b>Total</b>	<b>308,709,218</b>	<b>182,730,629</b>
<b>WIP</b>		
<b>Closing WIP</b>	<b>Opening WIP</b>	
Granite Slabs	28,398,724	26,360,605
<b>Total</b>	<b>28,398,724</b>	<b>26,360,605</b>

<b>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015</b>		
<b>NOTE 15 - TRADE RECEIVABLES</b>		
<i>Unsecured, Considered Good</i>		
A) Trade Receivables Outstanding for more than six months	89,193,292.00	61,460,636
B) Trade Receivables (Others)	73,547,503.00	127,283,672
	<b>162,740,795</b>	<b>188,744,308</b>
<b>Note 15.1</b> All Trade Receivables are likely to be realized within twelve months from the date of Balance Sheet.		
<b>Note 15.2</b> Trade Receivables of Rs. NIL/- (previous year Rs. 1101607/-) are to be realized from related parties which have been included in Trade Receivables (Others)		
<b>NOTE 16 - Cash &amp; Bank Balances</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>A) Cash &amp; Cash Equivalents</b>		
Cash On Hand	1,978,551	2,512,095
Balances with Banks		
-Current Account	8,199,672	11,960,106
<b>Sub Total (A)</b>	<b>10,178,223</b>	<b>14,472,201</b>
<b>B) Other Bank Balances (More Than 3 Months)</b>		
FDRs with Bank	11,178,350	2,455,529
<b>Sub Total (B)</b>	<b>11,178,350</b>	<b>2,455,529</b>
<b>Total</b>	<b>21,356,573</b>	<b>16,927,730</b>
<b>Note : 16.1</b> FDR's includes Deposits which are pledged against BG/LC Rs. 1530610/- (Previous Year Rs. 14,12,529/-)		
<b>Note : 16.2</b> FDR's includes Deposits which are pledged against BG/LC Rs. 9647740/- (Previous Year Rs. 10,43,000/-)		
<b>NOTE 17 - SHORT TERM LOAN AND ADVANCES</b>		
<b>UNSECURED, CONSIDERED GOOD</b>		
Advances Recoverable in Cash or Kind		
Cenvat & Input Tax Credit	18,161,374	33,601,975
Advances To Vendors	22,431,234	32,908,271
Advances To Others	12,456,491	51,073,828
Capital Advances	7,841,918	9,430,736
TDS Receivable	808,191	1,115,808
Advance Income Tax	8,000,000	17,377,000
Service Tax Receivable	2,631,555	3,805,314
Security Deposits, consider good (Current Portion)	7,347,021	13,340,016
	<b>79,677,784</b>	<b>162,652,948</b>
<b>Note : 17.1</b> Advances To Others includes Rs. 34,45,501- (Previous Year Rs. 3,23,72,367/- ) with Related Parties.		
<b>NOTE 18- OTHER CURRENT ASSETS</b>		
Prepaid expenses	462,281	411,453
Accrued Interest	332,415	396,414
	<b>794,696</b>	<b>807,867</b>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015**

	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 19 - REVENUE FROM OPERATIONS</b>		
<b>Sale of Product</b>		
Granite	579,966,586	784,926,349
Marble	-	11,325,455
Natural Stone	-	3,950,892
<b>Other operating revenue</b>	-	
Scrape Sale	-	994,136
Sales of FMS License	7,476,309	-
Export Incentives (Duty Drawback)	294,034	617,642
<b>Revenue from operations (gross)</b>	<b>587,736,929</b>	<b>801,814,474</b>
LESS: Excise Duty	7,092,556	3,150,607
<b>Revenue from operations (Net)</b>	<b>580,644,373</b>	<b>798,663,867</b>
<b>NOTE 20 - OTHER INCOME</b>		
Interest Income	2,262,377	8,802,962
Profit on Sales of Assets	104,285	530,599
Exchange Rate Fluctuation	10,707,266	19,504,159
Other Non-Operating Income (Net of Expenses)		
CST Refund	394,287	678,416
Dividend Received	-	466
Insurance Claim Received	88,993	1,083,522
Misc. Income	73,451	363,247
Misc. Balances Written-Off	97,780,227	3,590,522
Canteen Fees	342,873	-
Compensation/Discount Received	353,167	-
Duty Drawback Income (DEPB Income)	241,743	-
	<b>112,348,669</b>	<b>34,553,893</b>
<b>Note 20.1</b> Rebates, claims and discount etc on sales are accounted for and being provided for as and when settled with the parties as per consistent policy adopted by the Company every year.		
<b>NOTE 21 - COST OF RAW MATERIALS CONSUMED</b>		
Opening Stock	164,241,324	132,889,199
Add: Purchases Less Returns	272,949,085	333,568,076
Less: Closing Stock	153,457,205	164,469,624
	<b>283,733,204</b>	<b>301,987,651</b>
<b>NOTE 21.1 - PARTICULARS OF RAW MATERIALS CONSUMED</b>		
Granite Block	283,733,204	299,388,750
Marble Block	-	228,300
Natural Stone	-	2,370,601
<b>Total</b>	<b>283,733,204</b>	<b>301,987,651</b>
<b>NOTE 22 - PURCHASE OF STOCK IN TRADE</b>		
Slabs Trading Purchase	24,360,378	39,516,235
Block Trading Purchase	-	312,385
Finishing and Block Dressing Expense	9,880	140,214
	<b>24,370,258</b>	<b>39,968,834</b>
<b>NOTE 22.1 - PARTICULARS OF TRADING PURCHASES</b>		
Granite	24,370,258	32,369,799
Marble	-	7,599,035
<b>Total</b>	<b>24,370,258</b>	<b>39,968,834</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015**

	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 23 - CHANGES IN INVENTORIES OF FINISHED GOODS , WIP</b>		
<b>Opening Stock</b>		
Work in Process	26,360,605	18,904,411
Finished Goods	182,730,629	121,756,370
Scraps	8,772,537	9,124,129
	<b>217,863,771</b>	<b>149,784,910</b>
<b>Less : Closing Stock</b>		
Work in Process	28,398,724	26,360,605
Finished Goods	308,709,218	182,730,629
Scraps	9,021,052	8,772,537
	<b>346,128,994</b>	<b>217,863,771</b>
<b>(Increase)/Decrease</b>	<b>(128,265,223)</b>	<b>(68,078,861)</b>
<b>NOTE 24 - MANUFACTURING EXPENSES</b>		
Consumption of Stores, Spares & Consumables	183,846,678	199,679,419
Blade Brazing Expenses	31,300	309,344
Power & Fuel Expenses	44,951,762	46,746,010
Entry Tax	1,096,268	877,970
Factory Expenses	2,570,295	2,259,701
Freight Charges	311,536	217,558
Royalty Expenses	134,325	102,675
Slurry & Trans. Expenses	3,094,996	4,230,741
<u>Repairs &amp; Maintenance</u>	-	-
- Plant & Machinerics	1,050,646	1,674,484
- Building	1,360	-
	<b>237,089,166</b>	<b>256,097,901</b>
<b>NOTE 25 - EMPLOYEE BENEFITS EXPENSES</b>		
Factory Wages & Allowances	22,265,455	18,133,599
Salary & Allowances	26,781,489	21,381,920
Director's Remuneration	4,800,000	4,800,000
Staff & Labour Welfare Expenses	5,341,363	3,803,914
Contribution to PF, ESI, Gratuity Fund etc.	11,979,234	5,569,603
	<b>71,167,541</b>	<b>53,689,036</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015**

	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 26 - FINANCE COSTS</b>		
Interest On Vehicle loan	1,287,499	1,535,719
Interest On Machinery Loan	8,612,844	1,076,347
Interest On Unsecured Loan	8,482,097	21,245
Interest On Income Tax	121,131	571,961
Interest On PCFC	1,912,532	680,204
Interest On TDS	167,809	33,618
Bank Charges	1,985,877	2,637,011
	<b>22,569,789</b>	<b>6,556,105</b>
<b>NOTE 27 - OTHER EXPENSES</b>		
<b>A) ADMINISTRATIVE EXPENSES</b>		
Auditor's Remuneration	280,900	280,900
Auditor's Expenses & Reimbursement	274,180	275,921
Boarding & Lodging Exp	456,058	587,647
Books & Periodicals	15,647	12,205
Business & Guest Expenses	1,474,675	771,524
Computer Exp.	156,070	155,906
CSR Expense	1,372,508	-
Conveyance Expense	671,244	642,228
Custody Charges	25,519	35,193
Dead Rent (Mines)	-	100,196
Deduction on CST Refund	779,489	-
Deduction on VAT Refund	40,539	-
Demand & Penalty	1,058,751	91,517
Director's Travelling Expenses	5,014,805	6,260,840
Diwali Expenses	287,487	148,106
Donation	241,803	26,502
Foreign Exchange Fluctuation	2,267,383	1,917,205
Fees, Subscription & Membership	750,592	810,777
Festival & Pooja Expenses	339,305	319,990
Loss on sale of assets	543,532	-
Garden Maintenance	56,589	95,890
Guest House Expenses	20,000	491,961
Insurance Expenses	749,845	607,131
Internet Expenses	67,381	87,248
Legal Expenses	60,053	218,360

Listing Fees	117,610	48,861
Light & Water	4,536	13,462
Medical Expenses	62,852	94,167
Miscellaneous Articles W/off	856,248	486,949
Miscellaneous Exp	78,017	206,988
Office Expenses	614,599	822,951
Postage & Courier	1,137,234	1,291,196
Professional Charges	938,709	2,259,940
Provision for Diminution of Investment	45,508	140,910
Printing & Stationery	789,019	758,778
Rates & Taxes	38,520	2,132,239
Recruitment & Training	24,082	27,375
Service tax expenses	140,636	295,724
Sponser Expenses	100,000	-
Telephone Expenses	1,706,284	1,769,652
Travelling Expenses	2,442,096	3,654,552
Typing & Photocopy Expenses	30,747	48,234
Vehicle Exp - Repairs & Maintenance	3,688,721	4,548,261
Repair & Maintenance Others	76,230	143,023
Share Transfer Expense	20,935	11,236
Security Service Charges	2,773,802	2,928,897
Xerox M/C Hiring Charges	55,203	58,946
	<b>32,745,943</b>	<b>35,679,588</b>
<b>B) SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement Expenses	418,350	106,827
Commission & Brokerage	584,720	1,515,207
Discount on Sales	1,729,405	4,794,395
Exhibition Expenses	1,388,540	4,634,300
Freight & Forwarding on Sales	30,771,014	61,077,213
Freight & Forwarding - TR	4,754,549	3,814,296
Incentive On Block Marketing	178,076	227,212
Insurance - Marine	595,675	802,528
Analysis and testing expense	15,066	34,462
Loading Expenses	18,510	10,000
Packing - Trading	29,000	193,000
Sales Promotion Expenses	59,608	24,402
Shifting expenses	213,904	-
Royalty Expenses on Sales	-	486,140
	<b>40,756,417</b>	<b>77,719,982</b>
<b>TOTAL</b>	<b>73,502,360</b>	<b>113,399,570</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015**

<b>NOTE 28 - Value of Imported &amp; Indigenous Material</b>				
	<b>31.03.2015</b>		<b>31.03.2014</b>	
	<b>Amount</b>	<b>% of Consumption</b>	<b>Amount</b>	<b>% of Consumption</b>
Raw Materials				
Imported	53,793,339	18.96	17,923,810	5.94
Indigenous	229,939,865	81.04	284,063,842	94.06
<b>Total</b>	<b>283,733,204</b>	<b>100.00</b>	<b>301,987,651</b>	<b>100.00</b>
Stores, Spares & Consumables				
Imported	114,078,216	62.05	113,027,694	56.60
Indigenous	69,768,462	37.95	86,651,725	43.40
<b>Total</b>	<b>183,846,678</b>	<b>100.00</b>	<b>199,679,419</b>	<b>100.00</b>
			<b>31.03.2015</b>	<b>31.03.2014</b>
<b>NOTE 29 - Value of Imports on CIF Basis in Respect of :</b>				
(A) Raw Materials			32,828,337	30,923,625
(B) Stores, Spares & Consumables				
Steel Blade			22,616,444	34,059,594
Steel Grit			35,917,251	53,557,747
Polishing Stone			3,320,846	12,715,382
Imported Store & Spares			3,941,749	5,262,103
Others			39,377,060	6,987,102
(C) Capital Goods			45,818,282	99,755,962
<b>Total</b>			<b>183,819,969</b>	<b>243,261,515</b>
<b>NOTE 30 - Particulars of Payment To Auditors</b>				
Audit Fee ( Including Service Tax)			230,338	230,338
Limited review			50,562	50,562
Reimbursement of Expenses			274,180	275,921
<b>Total</b>			<b>555,080</b>	<b>556,821</b>
<b>NOTE 31 - Expenditure in Foreign Currency</b>				
Foreign Travelling			-	80,150
Exhibition expenses			922,572	2,038,531
Commission			-	-
<b>Total</b>			<b>922,572</b>	<b>2,118,681</b>
<b>NOTE 32 - Earnings in Foreign Exchange</b>				
FOB Value of Exports			524,789,885	728,926,803
<b>Total</b>			<b>524,789,885</b>	<b>728,926,803</b>
No. of Equity Shares (Weighted Average)			1,351,500	1,351,500
Profit After Tax			31,453,555	74,676,341
Earnings Per Share (Basic & Dilutive)			<b>23.27</b>	<b>55.25</b>
Note- The Company has only one Class of Equity Shares having a par value of 10 per shares. Each holder of equity shares is entitled to one vote per share.				
<b>Note 34</b>				
In line with the notification dated 31st March, 2009 issued by The Ministry of Corporate Affairs, amending Accounting Standard AS11 –‘Effects of Changes in Foreign Exchange Rates’, the Company has chosen to exercise the option under paragraph 46 inserted in the standard by the notification. Accordingly, the company has adjusted the foreign currency exchange differences on amounts outstanding for acquisition of fixed assets, to the carrying cost of fixed assets.				
<b>Note 35</b> There are no reportable segments as per AS-17.				

**NOTE 36 - Related parties information as per AS-18 is as under****Related Parties With whom transactions have been taken place during the year**

(a) Key Management Personnel	J.P. Agrwal Kapil Agarwal Amit Agarwal Geeta Devi Agarwal					
(b) Relatives	Ankit Agarwal Kanika Agarwal Shruti Agarwal					
(c) Entities in which key management personnel and their relatives are interested and with whom transaction have taken place during the year under review	Divya Finlease Private Limited Geetanjali Buildtech Private Limited Geetanjali Institute Of Technical Studies Geetanjali Investech Holdings India Pvt Ltd. Geetanjali Marble Geetanjali University and GU Trust Grand Phoenix Buildmart Private Limited J P Marble J P Agarwal HUF Krishna Marble Ojaswi Marbles & Granites Private Limited Pacific Export Pacific Leasing And Research Limited Pearl Exports Rahul Marbles Private Limited Rajat Hotels & Resorts Private Limited Shephali Hotel & Resorts Private Limited Stead Fast Builders Private Limited Radha Granites					
Particulars	Referred in (a)		Referred in (b)		Referred in (c)	
	Above (Rs. in Lacks)		Above (Rs. in Lacks)		Above (Rs. in Lacks)	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Purchases	0.00	0.00	0.00	0.00	184.17	280.96
Purchase of Fixed Assets	0.00	0.00	0.00	0.00	4.07	115.36
Sales	0.00	0.00	0.00	0.00	19.17	4.01
Salary	48.00	48.00	0.00	1.00	0.00	0.00
Payables/(Advance)	-75.74	-11.11	-1.75	-48.29	-349.35	-438.64
Loan Taken	1143.46	0.00	0.00	0.00	0.10	289.60
Loan Repaid	529.80	0.00	0.00	0.00	287.62	257.61
Loan Outstanding as on 31 - 03-2015 (Liabilities)	615.93	0.00	0.00	0.00	0.00	262.50

<b>NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2015</b>	
<b>Note 37</b>	
Debit & Credit Balances appearing under Sundry Debtors, Advance Receivables in Cash or in Kind unsecured Loans, Sundry Creditors are subject to confirmation & reconciliation. Adjustment, if any, in these accounts will be made as & when finally reconciled & confirmed. Trade Receivables & Trade Payables have been taken at their Book Value after making necessary adjustment on account of foreign exchange fluctuation except in cases of some old balances lying in account. Further during the year under review, the Management has reconciled certain balances for which necessary affect on such reconciliations has been made.	
<b>NOTE 38 - Contingent Liabilities &amp; Commitments</b>	
<b>Contingent Liabilities</b>	
<b>(A)</b>	Claims against the company not acknowledge as debt.
	<u>A.1</u> Demand of Rs 8.66 lacs against which the company has deposited Rs 8.66 lacs under Central Excise act against which the company has filed an appeal.
	<u>A.2</u> Service Tax refund claim rejection of Rs 11.02 lacs against which the company is perusing the matter with concerned department.
	<u>A.3</u> The company has a total demand of Rs. 15.21 lacs for Entry Tax out of which the company has deposited Rs. 7.60 Lacs under protest. For rest of the amount of Rs 7.61 Lacs the company is perusing the matter with concerned department.
	<u>A.4</u> The company has a total demand of Rs. 43.89 lacs from Sales Tax Department against which the company has deposited Rs. 21.95 Lacs under protest. For rest of the amount of Rs 21.95 Lacs the company is perusing the matter with concerned department.
	<u>A.5</u> Demand Raised by the Central Excise Commissionerate of Rs 1.11 Crores/- against which Rs 55.96 Lacs is deposited by the company. The Said Matter has been taken to the High Court and the petition is still pending.
	<u>A.6</u> Demand Raised by the Central Excise Commissionerate of Rs 58.66 Lacs/- against which Rs 4.40 Lacs is deposited by the company against which the company has filed an appeal.
<b>(B)</b>	<u>Guarantees</u> NIL
<b>(C)</b>	<u>Other Contingent Liabilities</u>
	<u>C.1</u> Show cause notice received from excise authorities of Rs 1.02 crore in respect of excise duty imposed on ground of availing wrong benefit of exemption notification on imported marble blocks, however no demand has been received from the excise authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.
	<u>C.2</u> Show Cause notice received from excise authorities of Rs 4.94 crore in respect of custom duty under the provision of Custom Act 1962 imposed on ground of availing wrong benefit of exemption notification on imported marble blocks. However no demand has been received from the Custom authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.
	<b>Commitments</b> NIL
<b>NOTE 39</b> - The Provision of Section 135 of the Companies Act, 2013 are applicable to the Company. Accordingly, the Company has incurred Rs. 13.72 Lacs during the year on account of expenditure towards Corporate Social Responsibility. Company has paid amount to Geetanjali University for the Free fooding and medical treatment to the people.	
<b>NOTE 40</b> - Previous years figures have been regrouped and rearranged wherever considered necessary.	
<b>AS PER AUDIT REPORT OF OUR EVEN DATE</b>	
<b>For A. Bafna &amp; Co.</b>	<b>For and on behalf of the Board</b>
<b>Chartered Accountants</b>	<b>Pacific Industries Ltd.</b>
<b>Firm Reg. No. 003660C</b>	
<b>(Vivek Gupta)</b>	<b>J.P. Agarwal      Kapil Agarwal</b>
<b>Partner</b>	<b>Managing Director      Director</b>
<b>M.No. 400543</b>	
<b>Place: Udaipur</b>	
<b>Date: 29.05.2015</b>	

<b>PACIFIC INDUSTRIES LIMITED</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015</b>			
<b>PARTICULARS</b>	<b><u>31.03.2015</u></b>	<b><u>31.03.2014</u></b>	
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>			
<b>Net Profit before extraordinary items &amp; tax as per Profit and Loss Account</b>	39,549,918		94,340,171
Adjusted for:			
Profit on Sale / Discard of Assets (net)	439,247		(530,599)
Depreciation and Amortization Expense	63,901,751		31,102,754
Increase in Provision for Gratuity	4,473,374		(2,035,720)
Provision for Diminution of Investments	45,508		140,910
Interest Income	(2,262,377)		(8,802,962)
Interest Paid	20,583,912		3,919,094
Other Financial Expenses	1,985,877		2,637,011
Pre operative expenses written off	4,411,043		3,893,747
Pre-Operative Depreciation	407,514	93,985,849	-
<b>Operating Profit before Working Capital Changes</b>	<b>133,535,767</b>		<b>124,664,406</b>
Adjusted for:			
Trade and Other Receivables	26,003,513		12,134,258
Inventories	(117,472,307)		(101,437,593)
Current Assets	81,600,621		22,451,673
Current Liabilities	(75,673,420)	<b>(85,541,593)</b>	62,544,307
<b>Cash Generated from Operations</b>	<b>47,994,174</b>		<b>120,357,051</b>
Taxes Paid	(19,063,776)		(22,047,576)
Earlier Year Tax Demand	-		(311,627)
Net Cash from Operating Activities	<b>28,930,399</b>		<b>97,997,848</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of Fixed Assets	(111,867,331)		(165,663,268)
Sale of Fixed Assets	1,037,643		1,874,635
Interest Income	2,262,377		8,802,962
Increase in FDR ( More Than 3 Months )	(8,722,821)		33,850,743
Loans and Advances	(7,517,739)		(2,145,378)
Net Cash (used in) Investing Activities	<b>(124,807,871)</b>		<b>(123,280,306)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Receipt/Repayment of Borrowings	114,153,283		8,090,525
Dividends Paid (including dividend distribution tax)			
Interest Paid	(20,583,912)		(3,919,094)
Other Financial Expenses	(1,985,877)		(2,637,015)
Net Cash (used in) / from Financing Activities	<b>91,583,494</b>		<b>1,534,416</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>(4,293,978)</b>		<b>(23,748,042)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>14,472,201</b>		<b>38,220,243</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>10,178,223</b>		<b>14,472,201</b>

AS PER OUR AUDIT REPORT OF EVEN DATE

For A. Bafna &amp; Co.

Chartered Accountants

Firm Reg. No. 003660C

Sd/-

(Vivek Gupta)

Partner

M.No. 400543

Place: Udaipur

Date: 29th May, 2015

For and on behalf of the Board

Pacific Industries Ltd.

Sd/-

J.P. Agarwal

Managing Director

00386183

Sd/-

Kapil Agarwal

Director

00386298



**PACIFIC INDUSTRIES LIMITED****Corporate information**

“Pacific Industries Limited” is a public Limited Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company is engaged in manufacturing of Granites & Marble Slabs.

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:****(1) General / Basis of Preparation :**

The company follows mercantile basis of accounting and recognizes income and expenses on accrual basis except otherwise mentioned. The accounts are prepared on historical cost basis on the principles of going concern. Accounting policies not specifically referred are consistent and in consonance with generally accepted accounting principles.

**(2) Use of Estimates :**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statement and the reportable amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the year in which the results known/materialized.

**(3) Revenue Recognition:**

- (i) Revenue in respect of sales of goods is recognized at the point of dispatch/ passage of title of goods to the customer. Sales are net of excise duty and sales tax.
- (ii) Insurance and other claims being unascertained are accounted on receipt basis.

**(4) Fixed Assets:**

Fixed Assets are stated at cost of acquisition or construction or at revalued amounts wherever such assets have been revalued less accumulated depreciation.

**(5) Depreciation :**

Depreciation on fixed assets has been calculated on the basis of useful life of assets prescribed as per schedule II of the Companies Act, 2013. Further the depreciation on addition made during the year has been provided on a pro-rata basis.

**(6) Impairment of Assets :**

The carrying amounts of tangible fixed assets are reviewed for impairment, if events or changes in circumstances indicate that the carrying value of an asset may not be recoverable.

If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Whenever the carrying value of an asset exceeds its recoverable amount, impairment is charged to profit and loss account. Recoverable amounts are estimated for individual assets where feasible, otherwise to the relevant cash generating unit.

**(7) Investment:**

- (i) Investments are classified into current and long term investment.
- (ii) Long term investments are carried at cost. Provision for diminution is made in the value of investment to recognize a decline if any, other than temporary.
- (iii) Current investments are stated at lower of cost and net realizable value.

**(8) Export Incentive:**

Export incentives on trading export such as import entitlement, advance license are accounted for on the realization/ sale thereof.

**(9) Employee Benefits:**

- (i) Gratuity payable to employees, who are eligible are accounted for on the basis of actuarial valuation received from Life Insurance Corporation of India and leave encashment payable to employees, who are eligible are accounted for on the basis as it becomes due for payment on the last date of accounting year.
- (ii) Provident fund paid/ payable during the year is charged to Profit & Loss Account.

**(10) Inventories**

- (i) Raw materials, stores & spares, consumables are valued at actual cost on FIFO basis.
- (ii) Stock-in-process is valued at weighted average cost which includes cost of raw material, stores & spares and other consumable consumed and manufacturing expenses, production overheads and depreciation.
- (iii) Finished goods are valued at cost or at estimated realizable value whichever is lower. Cost for this purpose includes raw materials, wages, manufacturing expenses, production overheads and depreciation.
- (iv) Scrap is valued at estimated realizable value.
- (v) Crazy/ wastage arising out of production is valued at net realizable value.

**(11) Foreign Currency Transactions:**

- (i) Foreign Currency transactions are accounted for at the exchange rate prevailing on the date of such transaction, where such transactions are not covered by forward contracts. Gains/ Losses arising out of the fluctuation in the exchange rate are accounted at the year end or on realization.
- (ii) Current assets & liabilities are translated at year-end rate. Exchange fluctuation, if any, are adjusted in profit and loss account (except related to fixed assets) during the year and the related current assets and liabilities accordingly restated in the balance sheet.
- (iii) In respect of foreign currency taken for acquisition of fixed assets, any fluctuation arising due to such transactions are adjusted in the cost of the respective fixed assets.

**(12) Taxation**

- a) Current tax is the provision made for Income Tax liability, if any on profits in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences, being the difference resulting from the recognition of items in the financial statements and in examining the current income tax.
- c) Deferred tax assets are recognized on unabsorbed depreciation/ business losses to the extent that there is virtual certainty supported by convincing evidences that sufficient future taxable income will be available against which such deferred tax assets can be realized and on expenses incurred but to be allowed on payment basis as per provision of the Income Tax Act, 1961
- d) Deferred tax assets and liabilities are measured using the tax rate and tax law that have been enacted on the Balance Sheet date.

**(13) Contingent Liabilities:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**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]***

**26<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September 2015**

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 26<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday the 30<sup>th</sup> September, 2015 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	
	Ordinary Business:	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2015, together with the Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Kapil Agarwal (DIN : 00386298) who retires by rotation, and being eligible offers himself for re-appointment		
3.	Appointment of Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Annual General Meeting to be held in the Year 2017 & fixing their remuneration		
	<b>Special Business :</b>		
4.	Approval for Borrowings Limits [Under section 180(1)(C)] .		
5.	Appointment of Sagarmal Agarwal as an Independent Director.		
6.	Appointment of Jayanti Lal Oza as an Independent Director.		
7.	Appointment of Mangi Lal Dangi as an Independent Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder

Affix Revenue Stamps
----------------------------

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

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, Kempalingahalli, Nelamangala  
Taluk Bangalore - 562123 Karnataka, Tel. No. : 080-27723004 Fax No. : 080-27723005

**E-mail:** [pilnorth@pacificgranites.com](mailto:pilnorth@pacificgranites.com) **URL:** [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

**CIN:** L14101KA1989PLC062041

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

DP ID		Regd. Folio No.	
Client ID		No. of Shares Held	

I/ we hereby record my / our presence at the 26<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday the 30<sup>th</sup> September, 2015 at 10.00 a.m. at Village: Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural), Bangalore – 562123.

\_\_\_\_\_  
Name of the Shareholders (In block Letters)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of the proxy (In block Letters)

\_\_\_\_\_  
Signature

**NOTE:** PLEASE COMPLETE THIS ATTANDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

**PACIFIC INDUSTRIES LIMITED**

**Registered Office:** Survey No. 13, N.H. 48, Kempalingahalli, Nelamangala  
Taluk Bangalore - 562123 Karnataka, Tel. No. : 080-27723004 Fax No. : 080-27723005

**E-mail:** [pilnorth@pacificgranites.com](mailto:pilnorth@pacificgranites.com) **URL:** [www.pacificindustriesltd.com](http://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 14<sup>th</sup> August, 2015 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)
	<b>Ordinary Business</b>				
1	Adoption of financial statements for the year ended March 31, 2015.	Ordinary			
2	Appointment of a Director in place of Mr. Kapil Agarwal (DIN : 00386298) who retires by rotation, and being eligible offers himself for re-appointment	Ordinary			
3	Appointment of M/s A. bafna & Co. Statutory Auditors of the Company	Ordinary			
	<b>Special Business</b>				
4	Approval for Borrowings Limits [Under section 180(1)(C)].	Special			
5	Appointment of Sagarmal Agarwal as an Independent Director.	Ordinary			
6	Appointment of Jayanti Lal Oza as an Independent Director.	Ordinary			
7	Appointment of Mangi Lal Dangi as an Independent Director.	Ordinary			

Date :

Place :

Signature of Member