

Date: 10th September ,2016

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

**Sub: Notice of 27th Annual General Meeting
Ref: Security Code: 523483**

Dear Sir/Madam,



In Compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Please find enclosed a copy of Notice dated 13th August, 2016 convening the 27th Annual General Meeting of the Company on 30th September, 2016 at the Registered office of the Company.

This is for your information and records.

Thanking you

Yours Faithfully

For Pacific Industries Limited

Khushbu Sethi

Company Secretary & Compliance Officer



PACIFIC INDUSTRIES LIMITED

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

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

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

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

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

CIN: L14101KA1989PLC062041

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of **PACIFIC INDUSTRIES LIMITED** will be held on Friday the 30th September, 2016 at 10.00 A.M. at Survey No.13, N.H.48, Kempalinganahalli, Nelamangala Taluka Bangalore- 562123, Karnataka, the registered office of the Company to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2016, and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sumeet Agarwal (DIN: 02484015) who retires by rotation, and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

“**RESOLVED THAT** pursuant to Section 139, 142 and any other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the company ratifies the appointment of M/s A. Bafna & Co., Chartered Accountants (Firm Registration No. 003660C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) of the Company, at such remuneration as may be decided by the Board of Directors of the Company.”

By Order of the Board

Sd/-

J. P. AGARWAL

Chairman & Managing Director
(DIN-00386183)

Place: Bedla Udaipur
Date: 13th August, 2016

Registered Office:

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

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.
2. The instrument appointing a proxy, duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying Notice as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. In pursuance of Section 105 of the Companies Act, 2013 and the applicable rules there on, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the Total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. The member of the Company or proxy holders should bring attendance slips duly completed and signed mentioning therein details of the DP ID and client ID/ Folio No.
6. In case of Joint Holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Company's Registered Office all working days of the Company, during business hours upto the date of the Meeting.
8. Corporate members intending to send their authorized representative to attend the meeting, pursuant to the Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Relevant Board

Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote at the meeting on their behalf.

9. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
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
11. The Notice of AGM along with the Annual Report 2015-16 is being sent to all Members whose name appear in the Register of Members/ List of Beneficial Owners received from NSDL and CDSL as on 26th August, 2016 (cut-off date) by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company' and Registrar and Transfer Agent.
13. The Members who holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advise to make a nomination through their Depository Participants.
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 will be available for inspection by the members at AGM.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
16. Mr. B. K. Sharma, Practicing Company Secretaries (Membership No. FCS 6206), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in fair and transparent manner.
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 Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.pacificindustriesltd.com and also on the website of respective Stock Exchanges.
20. The instructions for shareholders for remote e-voting are as under:-

The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its Members.

- (i) Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the remote e-voting process:
 - a. Open email and open the PDF file titled "Pacific Industries Limited-Postal Ballot.pdf" using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL :<https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E Voting Event Number) of Pacific Industries Limited.
 - h. Now you are ready for remote e-voting as the Cast Vote page opens.
 - i. Cast your vote for each item of agenda by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to bksharma162@gmail.com with a copy marked to evoting@nsdl.co.in.

- (ii) For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the AGM Notice in Physical Form, the following instructions may be noted:
- The user id and initial password for Remote E-voting is provided at the bottom of the Attendance slip attached with the notice.
 - Please follow the instructions from a. to l. as mentioned in step 1 to cast your vote
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
- (iv) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- (v) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- (vi) The remote e-voting period commences on Monday, 26th September, 2016 from 09:00 A.M. to Thursday, 29th September, 2016 till 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
- (vii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 23rd September, 2016.
21. The Scrutiniser, after scrutinising the votes cast at the meeting and through remote e-voting, will make a consolidated scrutinizer's report not later than two days of the conclusion of the Meeting and submit the same to the Chairman or Authorised person. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company www.pacificindustriesltd.com
22. Dispatch of Documents through electronic mode/ Registration of E-Mail Addresses: In pursuance of the provisions of the Companies Act, 2013 and the rules made thereunder, the Company proposes to send documents like notice of general meeting, annual reports, etc. to the shareholders through electronic mode. In case you have not registered your email address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or our share transfer agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.
23. The route map showing direction to reach the venue of the 27th AGM is annexed at the end of the Report.
24. Any Member(s) who require any special assistance of any kind at the venue of the Twenty Seventh AGM are requested to send details of their special needs in writing to the Company email Id- pacificinvestor@rediffmail.com at least three days before the date of AGM.
25. Details of Directors seeking re appointment at the forthcoming AGM under Item No. 2:

| Name of the Director | Mr. Sumeet Agarwal |
|--|---------------------------|
| Director Identification Number (DIN) | 02484015 |
| Date of Birth | 03/02/1975 |
| Nationality | Indian |
| Date of Appointment in Board | 29/08/2002 |
| Qualification | B.Com |
| Shareholding in the Company | NIL |
| List of Directorships held in other Companies (excluding foreign , private and Section 8 Companies) | NIL |
| Memberships/ Chairmanship of Audit and Stakeholders Relationship Committees across Public Companies | NIL |



PACIFIC INDUSTRIES LIMITED

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

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

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CIN: L14101KA1989PLC062041

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]

27th Annual General Meeting – 30th September 2016

| |
|------------------------|
| 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 27th Annual General Meeting of the company, to be held on Friday the 30th September, 2016 at 10.00 a.m. at Village: Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural), Bangalore - 562123 (Karnataka) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolutions | Vote | |
|---------|---|------|---------|
| | | For | Against |
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2015, together with the Reports of the Board of Directors and Auditors thereon | | |
| 2. | To appoint a Director in place of Mr. Sumeet Agarwal (DIN: <u>02484015</u>) who retires by rotation, and being eligible offers himself for re-appointment | | |
| 3. | Ratification of Appointment of Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting & fixing their remuneration | | |

Signed this _____ day of _____ 2016

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



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E-COMMUNICATION REGISTRATION FROM

Folio No. (For Physical Shares) : _____

Name of 1st Registered Holder : _____

Name(s) of Joint holder(s) : _____

Registered Address : _____

E-Mail ID (to be registered) : _____

Phone No./ Mobile no. : _____

I / We, Shareholder(s) of Pacific Industries Limited agrees to receive communication from the company in electronic mode.

Please register my/Our above e-mail in your records for sending communication through e-mail.

Signature of Shareholder(s)

1. _____

2. _____

3. _____

(as appearing in the Company's records)

Date:

Notes:

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



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CIN : L14101KA1989PLC062041

27th ANNUAL GENERAL MEETING ATTENDANCE SLIP

Name & Registered Address of the Member

Ledger Folio No./DP ID/ Client ID :

No. of Share (s) :

I/ we hereby record my / our presence at the 27th Annual General Meeting of the company, to be held on Friday the 30th September, 2016 at 10.00 a.m. at Survey No. 13, N.H. 48 Kempalingahalli, Village, Nelamangala Taluk (Rural), Bangalore – 562123 (Karnataka)

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

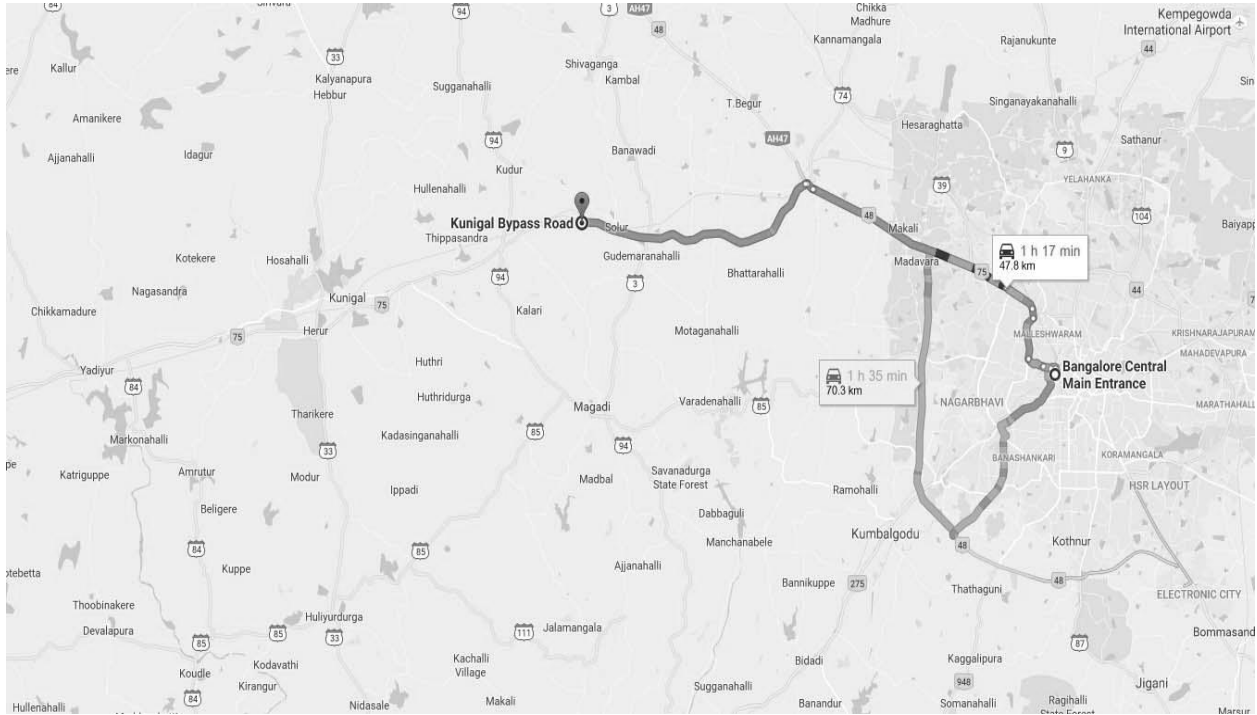
Signature

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

ELECTRONIC VOTING PARTICULARS

| EVEN (E-voting Eevent Number) | USER ID | PASSWORD |
|-------------------------------|---------|----------|
| | | |

PACIFIC INDUSTRIES LIMITED (PIL)
Route Map for Venue of 27th Annual General Meeting (AGM)



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