



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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014,]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or reenactment thereof for the time being in force), that the resolutions appended below be passed by the members through postal ballot/ electronic voting (remote e-voting):

Members' consent is sought for the proposals contained in the Resolutions given in this Notice. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Board of Directors of the company has appointed Mr. B K Sharma of M/s. B K Sharma & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot/ remote e-voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 10th October, 2016 at 05:00 P.M. Members may choose to vote using the remote e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Managing Director or any other Director so authorized by the Board in this regard after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 11th day, October, 2016 at 05:00 P.M. onwards at the Corporate office of the Company at Village Bedla, Udaipur – 313004 through the website of the Company i.e., www.pacificindustriesltd.com and by way of intimation to the Stock Exchange on which the Company is listed, Registrar and the Depository. The results along with the Scrutinizer's Report shall also be displayed on the Notice Board at the Company's Registered Office at Bangalore and the Corporate Office at Udaipur.

Resolutions

1. Alteration of Object Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory modification or reenactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act., and subject to the necessary approvals, if required, the consent of the Members of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Object Clause of the Memorandum of Association of the Company as follows:-

1. Part A of the Object Clause of the Memorandum of Association of the Company be titled as **“A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”**
2. Part B of the Object Clause of the Memorandum of Association of the Company be titled as **“B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS IN CLAUSE III(A) ARE:”**

RESOLVED FURTHER THAT the Part A of the Object Clause of the Memorandum of Association of the Company be and is hereby altered by adding new sub clause 4 after existing sub clause 3 in **Clause III (A)** as under:

4. To carry on the business of procuring, purchasing, taking on lease, sub-leasing, contracting, converting agriculture land or any other kind of land in to mining/minerals land or otherwise acquire and deal with any minerals, mines, mining rights and concessions and prospecting or development rights at any place and to acquire by purchase, sub-lease, contract or otherwise land containing minerals of all descriptions including, cornelian, mica, bronze, soda, bell-metal, emery, coal, charcoal, chalk, sulphur, ochre, flint, silver, zinc, copper,

steel, mercury, brass, tin, bitumen, arseric, fullers earth, natron, white lead, cinnabar, vermilion, lead, anlimory, iron, ironore, marble, granite, quartz, lignite, base metals, precious, semi-precious, stones, limestone, decorative stones, and Geological Instruments Import, sales purchase, Mining Consultancy, Act as mediator for sales purchase of Mines of all minerals in India or out of India., Act as mediator for purchase of land for the mines on account of other companies., Masonry Stone Trading, rocks and minerals of economic/industrial importance in any part of world and any interest thereon and to explore, work, develop and turn to account the same.

RESOLVED FURTHER THAT the Object Clause of the Memorandum of Association of the Company be and is hereby altered, wherever required, to replace the reference to the various sections of the Companies Act, 1956 with the reference to the corresponding sections of the Companies Act, 2013 in Part B of the Object Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the **Other Objects Clause III (C)** of the Memorandum of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally/jointly authorized to give effect of the Resolution and do all such acts, deeds, things, as may be necessary, expedient and desirable in this regard.”

2. Amendment of the Liability Clause of Memorandum of Association:

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

“**RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

IV. The liability of members is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally/jointly authorized to give effect of the Resolution and do all such acts, deeds, things, as may be necessary, expedient and desirable in this regard.”

By order of the Board of Directors
For **Pacific Industries Limited**

J. P. AGARWAL
(Chairman & Managing Director)
(DIN-00386183)

Place: Bedla Udaipur

Date: 13th August, 2016

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 26th August, 2016 (cut-off date).
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 10th day of October, 2016 at 05:00 P.M., to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The remote e-voting module shall also be disabled by NSDL for voting thereafter.
4. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with related rules, the Company has also extended **remote e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
5. The proposed Memorandum and Association of the Company will be available on the website of the company and Member may inspect the same at the Corporate Office of the Company.
6. **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 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 physical Postal Ballot Forms, the following instructions may be noted:
- a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. 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 11th day of September, 2016 from 09:00 A.M. to 10th day October, 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. 26th August, 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. 26th August, 2016.
7. Members can cast their vote online from 11th day of September, 2016 from 09:00 A.M. to 10th day October, 2016 till 05:00 P.M.
 8. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400078 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.
 9. The Scrutinizer, after completion of the scrutiny, will submit his report to the Managing Director or any other Director so authorized by the Board in this regard. The result of the Postal Ballot will be declared on 11th day, October, 2016 at 05:00 P.M onwards at the Corporate office of the Company. The result will be intimated to the Stock Exchanges where shares of the Company are listed, Registrar and the Depository and will also be displayed on the Company's website www.pacificindustriestd.com. Subsequently, the result of the Postal Ballot will be published in newspapers in Bangalore. The last date for the receipt of duly completed Postal Ballot Forms or remote e- voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
 10. Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Postal Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both physical Postal Ballot and e-Voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-Voting will be treated as invalid.
 11. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
 12. The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
 13. A Member cannot exercise his vote by proxy on postal ballot.
 14. The resolutions would be deemed to have been passed on Monday, 10th October, 2016, if passed by requisite majority.
 15. In case of any grievances connected with postal ballot including e-voting, members may write to the Company Secretary at the e-mail ID: pacificinvestor@rediffmail.com or to the Registrar of the Company at mumbai@linkintime.co.in

EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO.1

With the various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company. Section 13, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, stipulates that the object clause of the Memorandum of Association of the Company can be altered by way of Special resolution passed by the members of the Company, the Consent of the members of the company be obtained by means of postal ballot. Accordingly, it is proposed to seek members' approval by way of postal ballot for alteration to the Main Object Clause of the Memorandum of Association by inserting new sub-clause 4 after existing sub-clause 3 in Clause III.A.

None of the Directors, key Managerial Personnel and their relatives are anyway concerned or interested in the aforesaid special resolution.

The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

Item No. 2

In order to comply with the provisions of section 4(1)(d)(i), section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. The consent of shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for approval by the members as Special Resolution.

By order of the Board of Directors
For **Pacific Industries Limited**

J. P. AGARWAL
(Chairman & Managing Director)
(DIN-00386183)

Place: Bedla Udaipur
Date: 13th Aug, 2016



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POSTAL BALLOT FORM

Serial No. _____

1. Name and Registered Address of sole / first Joint Shareholder	
2. Name(s) of the Joint Shareholder holder(s) if any	
3. Registered Folio No./DP ID No./Client ID No.* (*applicable to shareholders holding shares in dematerialized form)	
4. Number of Shares held	

I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 13th August, 2016, by sending my/our assent or dissent to the said Resolutions by placing the tick (P) mark at the appropriate boxes below:

Sl. No.	Resolutions	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of Alteration of Object Clause of Memorandum of Association of the Company			
2.	Approval of Amendment of the Liability Clause of Memorandum of Association			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD