



PACIFIC INDUSTRIES LIMITED

CIN: L14101KA1989PLC062041

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

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 (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/ 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 21st March, 2018 at 05:00 P.M. Members may choose to vote using the 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 or before 23rd March, 2018 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 made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for addition in the Part A of the Object Clause of the Memorandum of Association of the Company by adding new sub clause 5, 6 and 7 after existing sub clause 4 in Clause III (A) as under:

5. To engage and deal in all aspects of the business, consultancy, generation, transmission, sale, purchase, captive consumption, supply and distribution of power/electricity in India and abroad by establishment of Solar PV power plant or any other type of power generation plant using conventional and/or non- conventional energy sources as may be in use or which may be developed or invented in future.
6. To carry on all kinds of commission agency, auctioneers business and to act as selling agents, buying agents, clearing, carriage and forwarding agents, distributors, traders, dealers or stockists for goods, products and merchandise of all kind and to make any collaboration, franchise arrangement with any government, state, company, corporation, authority or person for the aforesaid objects in India or elsewhere in the world and to run departmental stores and chain stores.
7. To carry on the business of constructions, builders, building contractors or sub-contractor or otherwise, promoters, dealers, owners, investors, agents, brokers of land, buildings, commercial complexes, cinema halls, theatres, estates, hereditament, roads, highway docks, bridges, canals, dams, ports, reservoir, or any other structural or architectural work of any kind whatsoever, whether rural or urban, residential, commercial or industrial, and to acquire, or purchase, take on lease or in exchange, hire or by any other means, obtaining ownership of and/or options over any freehold or other

property of any tenures estate or interest in any rights, privileges or easements over or in respect of any property, land or building, or to improve, alter, furnish, construct, promote, develop, finance or subsidies the same and to maintain, dispose of or assist in sale of the same, to build townships, buildings, residential, factories, industries, warehouses, godowns, shops, sports, recreational commercial complexes, cinema halls, theatres, and to equip the same or any part thereof with all or any amenities, drainage, sanitations, facility, electricity, air conditioning, and other installations, and to deal with the same in any manner, whatsoever, and to build, take on lease, and/or rent, purchase or acquire in any manner, whatsoever, any apartment, house, flats, rooms, floors or other accommodation and to let or dispose of the same on instalment basis, hire purchase basis, deferred payment basis or by outright sale whether by private treaty or by public auction or in any mode of disposition.

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: Village Bedla, Udaipur
Date: 13th February, 2018

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement stating all 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 09th February, 2018 (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 21st day of March, 2018 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 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 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 e-voting are as under:**

The Company has engaged the services of NSDL for the purpose of providing 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 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 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>. Click on Shareholder – Login.
 - c. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - d. 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.
 - e. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - f. Select 'EVEN' (E Voting Event Number) of "Pacific Industries Limited"

- g. Now you are ready for e-voting as the Cast Vote page opens
- h. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
- i. On confirmation, the message 'Vote cast successfully' will be displayed.
- j. After you have voted on a resolution once, you will not be allowed to modify your vote.
- k. 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 k. 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 User Details/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 e-voting period commences on 20th day of February, 2018 from 09:00 A.M. to 21st day of March, 2018 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. 09th day of February, 2018, 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. 09th February, 2018.
7. Members can cast their vote online from 20th day of February, 2018 from 09:00 A.M. to 21st day of March, 2018 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, 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 or before 23rd day of March, 2018 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.pacificindustriesltd.com. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. 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 cast through e-voting shall be treated as valid and votes cast through Physical Postal Ballot 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. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the shareholders.
13. A Member cannot exercise his vote by proxy on postal ballot.
14. The last date of receipt of the Postal Ballot Forms / e-voting i.e. 21st day of March, 2018, shall be the date on which the resolutions would be deemed to have been passed, if approved by the 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 5, 6 and 7 after existing sub-clause 4 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.

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

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

Place: Bedla Udaipur

Date: 13th February, 2018



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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 February, 2018, 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			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event Number)	USER ID	PASSWORD