



PACT INDUSTRIES LIMITED

PACT INDUSTRIES LIMITED
(CIN:L18101PB1993PLC013193)

Registered Office: 303 Hotel The Taksonz, Opp. Railway Station, Ludhiana-141008
Email : pactindustries1993@gmail.com **Website:** www.pactindustries.com
Phone:0161-2731851/852

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of M/S PACT INDUSTRIES LIMITED will be held on Tuesday, 27th March, 2018 at 11:00 AM at its Registered Office i.e. at 303 Hotel The Taksonz, Opp. Railway Station, Ludhiana-141008, to transact the following Special business:

SPECIAL BUSINESS:

Item No. 1: Issue of equity shares on preferential basis to the promoters and the others:

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

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited (“BSE”) and Metropolitan Stock Exchange of India Ltd (“MCX”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 75,00,000 (Seventy Five Lakhs only) number of equity shares of the Company of the face value of `1 (Rupees One) each (“Equity Shares”) on preferential allotment basis, at a price of 4.40 (Rupees Four and forty paise) being offer price (Minimum Price is 4.36) to the following promoters and Non Promoters.

S. No	Details Of Subscribers		Number of Equity shares	Consideration
1	Mr. Harpreet Singh	Promoter& Promoters Group	15,00,000	66,00,000
2	Tanupreet Kaur	Promoter& Promoters Group)	15,00,000	66,00,000
3	Avtar Singh	Promoter& Promoters Group	15,00,000	66,00,000
4	Mohinder Singh	Non Promoter	15,00,000	66,00,000
5	Harpreet Singh	Non Promoter	15,00,000	66,00,000
	Total		75,00,000	3,30,00,000

“RESOLVED FURTHER THAT the equity shares to be issued shall rank pari-passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Promoter/ Non Promoters on BSE and MCX Stock Exchange and that with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), and for the credit of such equity shares to the demat account of the the Promoter/ Non Promoters.”

“RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be February 23, 2018, being the date falling 30 (thirty) days (24.02.2018 & 25.02.2018 consider as weekend days)prior to the date of this Extraordinary General Meeting being held on March 27, 2018 to approve this issue of equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, or incidental thereto, proper or desirable, or to settle any question, difficulty or doubt that may arise in regard to the issue of the aforesaid shares and to finalise or execute all documents and writings as may be necessary, desirable or expedient.”

Item No. 2: Increase in Authorized Share Capital

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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 1/- and 10,00,000 (Ten Lakhs) Preference shares of Rs 10/- each to Rs. 7,00,00,000 (Rupees Seven crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 1/- each and 10,00,000 (Ten Lakhs) Preference shares of Rs 10/- each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Item No. 3: Alteration 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 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.”

V. The Authorised Share Capital of the Company is –

“The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) consisting of 6,00,00,000 (Six Crores) equity shares of Rs. 1/- each and 10,00,000 (Ten lakh) Preference Shares of Rs. 10/- (Rupees Ten) each .

BY THE ORDER OF THE BOARD

For Pact Industries Limited

Sd/-

(DIVYA KHANNA)

(Company Secretary)

Date:28.02.2018

Place: Ludhiana

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made there under, relating to the Special business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
2. **A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the EGM is enclosed. A person can act as a proxy on behalf of the members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder.**
3. **During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.**
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip herewith to attend the meeting.

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
7. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off-date decided for the purpose, being 23rd February, 2018 may attend and vote at the "EGM" meeting as provided under the provisions of the Companies Act.
8. Electronic copy of the Notice of the aforesaid "EGM" is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid "EGM" are being sent by the permitted mode.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
10. Members may also note that the Notice of the said "EGM" will also be available on the Company's website www.pactindustries.com and on the website of CDSL at www.evotingindia.com for download. The physical copy of the notice will also be available at the **Company's Registered Office at 303 Hotel The Taksonz, Opp. Railway Station, Ludhiana- 141008** for inspection during normal business hours on working days.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Head Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the EGM of the Company.

12. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and any amendment there to, the Company is pleased to provide members, a facility to exercise their right to vote at the Extraordinary General Meeting (EGM) on the item of business given in this notice by electronic means (remote- e-voting) and the business may be transacted through remote e-voting Services provided by Central Depository (Services) India Limited (CDSL).

Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

Steps for remote e-voting

- (i) **The remote e-voting period** begins on 24th March, 2018 at **9.00 a.m. and will end on 26th March, 2018 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. 22nd March, 2018, may cast their vote electronically. The remote e-voting modules shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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 last 8 digits of the sequence number (sequence number is mentioned on the address sticker) in the PAN Field. • 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.
Dividend Bank Details OR 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"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for PACT INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m- voting available for mobiles. The m- voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22 March, 2018, may follow the same instructions as mentioned above for remote e- voting. The Voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on the cut off date i.e 22 March, 2018. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
 - In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Further Mr. Wenceslaus Furtado Deputy Manager having address i.e. Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street Fort, Mumbai – 400001, email id: helpdesk.evoting@cdslindia.com and contact number 18002005533 is responsible to address the grievances connected with facility for voting by electronic means.
 - The Board of Directors has appointed Mrs. Pooja M Kohli, Practicing Company Secretary (Membership No. 7255 and C.P.No. 14836) of M/S Pooja M Kohli & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for same purpose.

- The Scrutinizer shall, immediately after the conclusion of voting at the meeting , first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- Chairman or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pactindustries.com and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE) and Metropolitan Stock exchange of India Ltd, where the shares of the Company are listed.
- Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of EGM i.e 27 March, 2018.

Date:28.02.2018
Place: Ludhiana

BY THE ORDER OF THE BOARD
For Pact Industries Limited
Sd/-
(DIVYA KHANNA)
(Company Secretary)

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 1 - Issue of Equity Shares to the Subscribers on a Preferential Allotment

The Company proposes to make a preferential allotment of equity shares at offer price of Rs 4.40/- to the following:

S. No	Details Of Allottees	Category	Number of Equity shares	Consideration
1	Mr. Harpreet Singh 90- B BRS Nagar Near DAV School Ludhiana 141012 Punjab	Promoter& Promoters Group	15,00,000	66,00,000
2	Tanupreet Kaur 90- B Near DAV School BRS Nagar Rajguru Nagar Ludhiana 141012 Punjab	Promoter& Promoters Group)	15,00,000	66,00,000
3	Avtar Singh 95 –B BHAI RANDHIR SINGH NAGAR LUDHIANA 141012 PB	Promoter& Promoters Group	15,00,000	66,00,000
4	Mohinder Singh 205 Guru Teg Bahadur Nagar Jalandhar144001 Punjab	Non Promoter	15,00,000	66,00,000
5	Harpreet Singh 205 Guru Teg Bahadur Nagar Jalandhar144001 Punjab	Non Promoter	15,00,000	66,00,000
	Total		75,00,000	3,30,00,000

on a Preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on 28.02.2018.

The disclosures relating to the preferential allotment as prescribed under Regulation 73 of the ICDR Regulations to be made to the shareholders in the Explanatory Statement annexed to the Shareholders' Notice are as under:

S. No.	Particulars	Details
1	Objects of the Preferential Issue	To meet general business requirements addressing Working Capital needs as well as payment of security for land acquired for the company. Therefore, the Company has proposed the Issue of

		Shares on Preferential Basis to selected person to meet its capital requirements in due course																								
2	The proposal of the Promoters, Directors or Key Managerial Personnel of the Issuer to subscribe to the offer	The proposed allottees would fall under Promoter and Public categories. The said allottees propose to subscribe for the above said equity shares. Out of the total issue of 75,00,000 equity shares, the promoters or their associates and relatives, directors of the company are subscribing to the extent of 45,00,000 Equity shares and the balance will be given to the public category. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No(1).																								
3	The shareholding pattern of the issuer before and after the Preferential issue	<p>Pre-Preferential Issue shareholding pattern is as under:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Equity Shares</th> <th>% age of Equity Share Capital</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>32266500</td> <td>65.31</td> </tr> <tr> <td>Public</td> <td>17141500</td> <td>34.69</td> </tr> <tr> <td>Total</td> <td>49408000</td> <td>100</td> </tr> </tbody> </table> <p>Post-Preferential Issue shareholding pattern is as under:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of Equity Shares</th> <th>% age of Equity Share Capital</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>36766500</td> <td>64.61</td> </tr> <tr> <td>Public</td> <td>20141500</td> <td>35.39</td> </tr> <tr> <td>Total</td> <td>56908000</td> <td>100</td> </tr> </tbody> </table>	Category	No. of Equity Shares	% age of Equity Share Capital	Promoter and Promoter Group	32266500	65.31	Public	17141500	34.69	Total	49408000	100	Category	No. of Equity Shares	% age of Equity Share Capital	Promoter and Promoter Group	36766500	64.61	Public	20141500	35.39	Total	56908000	100
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Total	56908000	100																								
4	Time within which the Preferential Issue shall be complete	The preferential allotment shall be completed within 15 days of passing of the proposed special resolution i.e. within 15 days from March 27, 2018 or within 15 days of the receipt of the approval, if any, from Government of India and / or any other Statutory/ Regulatory Authority as may be required, in respect of the preferential issue of shares, whichever is later.																								
5	The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	The shares are proposed to be allotted to the Promoter and Non Promoters of the Company. After the allotment of equity shares, the Promoters and Non Promoters will hold 64.61% and 35.39% of the paid-up equity share capital of the Company. However, pursuant to the proposed allotment, there would be no change in the control of the Company.																								
6	An undertaking that the Issuer shall re-compute the price of the specified	Not applicable as the shares of the Company are listed on the recognized Stock Exchanges for																								

	securities in terms of the provisions of these Regulations where it is required to do so	more than 26 (Twenty-Six) weeks.
7	An undertaking that if the amount payable on account of re-computation of the price is not paid within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees	Not applicable as the shares of the Company are listed on the recognized Stock Exchanges for more than 26 (Twenty-Six) weeks.
8	To place a copy of the Certificate of Statutory Auditors before the General Meeting of the shareholders, considering the proposed preferential issue certifying that the issue is being made in accordance with the requirements of these ICDR Regulations.	The Certificate of the Statutory Auditors will be placed before the General Meeting of the shareholders.
9	Consideration for the issue	The equity shares will be issued against receipt of consideration in cash through banking channel from Promoters/Non Promoters and not consideration other than cash.
10	Relevant Date and Price computed as per ICDR Regulations	The Relevant Date is February 23, 2018 (i.e. 30 days before the date of this EGM being held on March 27, 2018 and 24.02.2018 & 25.02.2018 being weekend days). The price calculated as per Regulation 76 of the ICDR Regulations is Rs 4.36 (Rupees Four and thirty six paise) whereas the offer price is 4.40(Rupees Four and forty paise)

Except Promoters, Promoter Directors none of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid.

ITEM NO 2: Increase in authorized capital

The company is in manufacturing of Iron and steel ingots and looking at the current market scenario the board of directors of the company has decided to reduce the burden of bank borrowings (which are in shape of Working Capital) and payment of security for the land acquired for the company.

To achieve the above mentioned vision of the company, the board recommended that further capital should be raised from existing shareholders of the company by way of Preferential allotment of equity shares and to achieve this authorized capital of the company be increased from Rs. 6.00 Crores to Rs. 7.00 Crores.

The Resolution to increase Authorized Share capital from 6.00 crore to 11.crore has been approved earlier also by the shareholders in the AGM held on 18.07.2017 due to Right issue but the process has been withdrawn by the company in the Board meeting held on 28.02.2018. So, the company once again taking the approval from shareholders in the EGM to be held on 27.03.2018 to increase the Authorized share capital from Rs 6.00 crores to 7.00 crores instead of Rs 6.00 crores to 11.00 crores.

The Board recommends the Resolution as set out in Item No. 2 of the accompanying Notice for the approval of Members of the Company as a Special Resolution.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the company, if any.

ITEM NO 3.: Alteration Of Memorandum Of Association Of The Company

The proposed increase in authorized capital of the company requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item no. 5 of the of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed increase in authorized capital i.e. from existing Rs. 6,00,00,000 (Rupees Six Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 1/- each and 10,00,000 (Ten Lakhs) Preference shares of Rs 10/- each to Rs. 7,00,00,000 (Rupees Seven crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 1/- each and 10,00,000 (Ten Lakhs) Preference shares of Rs 10/- each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

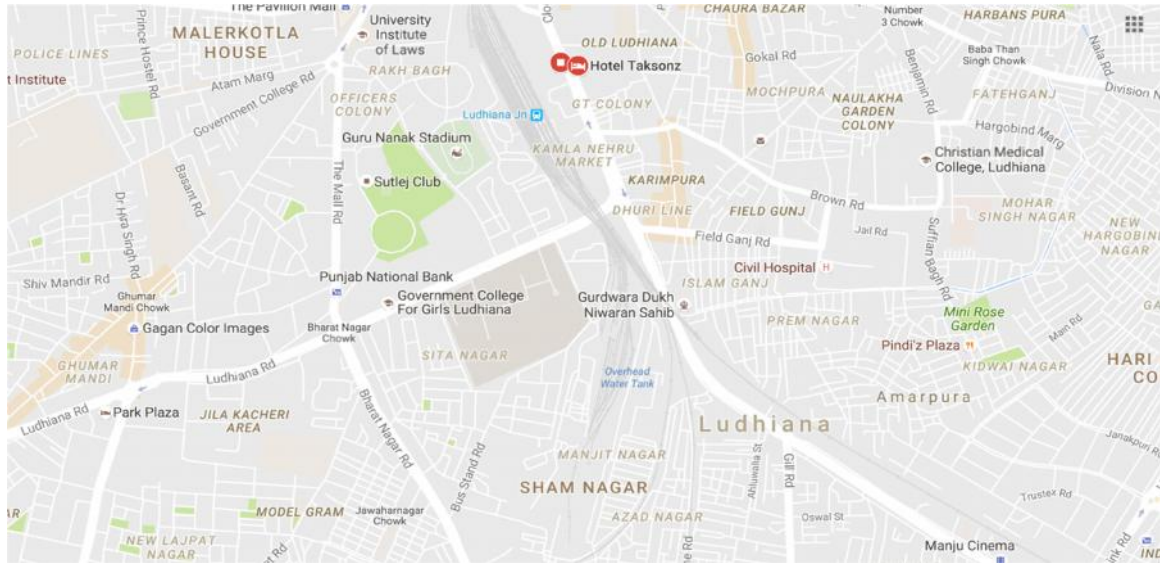
The Board of Directors of your Company has approved this item in its Meeting held on 28.02.2018 and recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval of members of the Company as a special resolution.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

BY THE ORDER OF THE BOARD
For Pact Industries Limited
Sd/-
(DIVYA KHANNA)
(Company Secretary)

Date:28.02.2018
Place: Ludhiana

Route map to the venue of the EGM of Pact Industries Ltd



Pact Industries Limited
303 Hotel The Taksonz,
Opp. Railway Station,
Ludhiana- Punjab

**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

CIN : L18101PB1993PLC013193

Name of the company: Pact Industries Limited

Registered Office: 303, Hotel TheTaksonz, Opp. Railway Station, Ludhiana- Punjab

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 Extraordinary General Meeting of the company to be held on Tuesday the 27th March, 2018 at 11:00 A.M. at 303 Hotel The Taksonz, Opp. Railway Station- Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below :

S.no.	Resolution Proposed	Vote	
		For	Against
	Special Business		
1	Issue of equity shares on preferential basis to the promoters and the others		
2	Increase in Authorized Share Capital		
3	Alteration of Memorandum of Association of the company		

Signed this.....day of.....2018.

[Affix
Revenue
Stamp]

Signature of Shareholder..... Signature of Proxy holders(s).....

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.