

***26TH
ANNUAL REPORT
2009 - 2010***

***PAN INDIA CORPORATION
LIMITED
(Formerly SRG Infotec Limited)***

Registered Office:

4/18, 2nd Floor, Asaf Ali Road, New Delhi – 110 002

<p><i>BOARD OF DIRECTORS</i></p> <p>Ankit Rathi - Managing Director Ashok Agarwal - Director Vijay Pal Shukla - Director Ram Kumar Yadav - Director Kapil Kumar - Director</p>	
	<p><i>TWENTY SIXTH ANNUAL GENERAL MEETING</i></p> <p>Thursday, 30th September, 2010 At 9.30 A.M. at 4/18, II Floor, Asaf Ali Road, New Delhi-02</p>
<p><i>REGISTERED OFFICE</i></p> <p>4/18, II Floor, Asaf Ali Road, New Delhi-02</p>	<p><i>AUDITORS</i></p> <p>M/s J. kumar & Associates, Chartered Accountants, FF-79, Ansal Fortune Arcade, Sector-18, Noida (U.P)</p>

<p>REGISTRAR & SHARE TRANSFER AGENTS</p> <p>Abhipra Capital Limited A-387, Abhipra Complex, Dilkhush Industrial Area, G. T. Karnal Road, Azadpur, Delhi-110033 Phone: 011-42390704/5/6 Fax: 011-42390830 E-Mail ID: rta@abhipra.com Contact Person: Mr. Jeewat Rai Vice President</p>	<p>BANKERS</p> <p>Deutsche Bank ECE House, Connaught Place, New Delhi-110001.</p> <p>Standard Chartered Bank Barakhamba Road, Connaught Place, New Delhi-110001.</p>
	<p>CONTENTS:</p> <ol style="list-style-type: none">1. Notice2. Directors' Report3. Management Discussion & Analysis4. Corporate Governance Report5. Auditor's Certificate6. Auditor's Report7. Balance Sheet & Schedule annexed to Balance Sheet & Notes to Accounts8. Proxy Form & Attendance Slip

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of **Pan India Corporation Limited** will be held on Thursday, the 30th day of September 2010, at the Registered Office of the Company i.e. 4/18, 2nd Floor, Asaf Ali Road, New Delhi – 110002 at 9.30 A.M to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2010 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri. Vijay Pal Shukla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s J. Kumar & Associates, Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. Payment of Remuneration to Shri. Ankit Rathi, Managing Director

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

“**RESOLVED THAT** in accordance with provisions of Sections 198 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force, and Articles of Association of the Company, the consent of shareholders be and is hereby accorded to pay remuneration to Mr. Ankit Rathi, who was appointed as Managing Director of the Company w.e.f. 15.09.2007 as per details given below:

- (a) Salary (Including Perks):-Rs. 15000 - 2000 - 25000 P.M.
- (b) Tenure w.e.f. 01.07.2010 till the end of tenure i.e. 14.09.2012
- (c) Payment of Gratuity, Leave encashment and Provident Fund shall not be included in the salary

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 30/08/2010
Place: New Delhi**

Sd/-
**Ankit Rathi
(Managing Director)**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. A BLANK PROXY FORM IS ATTACHED.**
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act 1956 in respect of the Special Business under item no.4 is annexed hereto.
3. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11: 00 a.m. to 1: 00 p.m., upto the date of this Annual General Meeting.
4. Members / Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting.
5. The Register of Members and Share Transfer Books shall remain closed on 29th September, 2010 and 30th September, 2010 (Both days inclusive).
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at the earliest to keep the information ready.
7. Shareholders are requested to bring their copy of Annual Report to the Annual General Meeting.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members may kindly note that no gift/gift coupons will be distributed at Annual General Meeting.
10. **Information to Shareholders in pursuance of Clause 49(IV) (G) of Listing Agreement with reference to Appointment/ Re-appointment of Directors.**

1.	Mr. Vijay Pal Shukla	
	Date of Birth	15 th July ,1968
	Qualification	Under Graduate
	Expertise in Specific Functional area	Has a vast experience in share trading, administration and field work.

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Directorship in other Company	<ol style="list-style-type: none"> 1. SRG Human Resources Development Ltd 2. Chirau Finance Investment & Leasing Company Ltd 3. Neat Developers Ltd 4. Tactfull Investments Ltd 5. Shree Khemi Shakti Leasing & Properties Private Limited 6. Romano Investment Private Limited 7. Ujjwal Limited 8. Dreamland Entertainment Networks Limited 9. Yeomans Printpack Private Limited
Date of Appointment	13.05.2008
Shareholding in the Company	Nil
2. Mr. Ankit Rathi	
Date of Birth	3rd April, 1977
Qualification	Graduate from Agra University
Expertise in Specific Functional area	Has an experience of about eleven years in share trading and administration.
Directorship in other Company	<ol style="list-style-type: none"> 1. Ujjwal Limited 2. Little Kingdom World Limited 3. AJD Leasing & Finance Ltd. 4. Ravico (India) Ltd. 5. First India Capital Services Ltd. 6. Edu Media Solutions Ltd. 7. Fit & Fine Biotech Ltd. 8. Tactfull Investments Limited 9. Infopark (India) Ltd. 10. Dreamland Entertainment Networks Ltd. 11. P.S.P. Capital Services Private Limited 12. Shalani Dhoop Private Limited 13. Aggarwal Fincap Private Limited 14. Duggal Contractors & Traders Pvt. Ltd. 15. Vsoft Services Pvt. Ltd. 16. S.L. Buildcon Pvt. Ltd. 17. Saurabh Furnishings Private Limited
Date of Appointment	28/09/2006
Shareholding in the Company	Nil

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 30/08/2010
Place: New Delhi**

Sd/-
Ankit Rathi
(Managing Director)

ANNEXTURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4

Mr. Ankit Rathi was appointed as Managing Director of the company on 15.09.2007 for the period of 5 years without any remuneration. The Board has now decided to pay him a Salary (including Perks) of: - Rs.15000-2000-25000 w.e.f. 01.07.2010 till the end of his tenure i.e. 14.09.2012. The said remuneration is pursuant to the provisions of Sections 198 & 309 read with Schedule- XIII of the Companies Act, 1956, and has been approved by the remuneration committee of the Company at its meeting held on 25.06.2010.

As per the provision of Schedule- XIII the said payment of remuneration is subject to the approval of the shareholders, Hence the resolution. The resolution set out in item no. 5 may be considered accordingly. Your Directors recommend the same for your approval.

None of the directors except Mr. Ankit Rathi is deemed to be interested or concerned in the said resolution.

The resolution as set out in item No. 4 of the accompanying notice together with Explanatory Statement should be taken as an abstract required to be given under section 302 of the Companies Act, 1956.

**By Order of the Board
For PAN INDIA CORPORATION LIMITED**

**Dated: 30/08/2010
Place: New Delhi**

**Sd/-
Ankit Rathi
(Managing Director)**

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2010.

FINANCIAL HIGHLIGHTS

(Rs. In Lac)

Particulars	Year Ended 31st March 2010	Year Ended 31st March 2009
Income from Operations	1052.19	255.16
Other Income	8.73	1.81
Total Income	1060.92	256.97
Total Expenditure	1100.67	326.89
Profit/(Loss) before depreciation & interest	(39.75)	(69.92)
Depreciation	13.35	13.35
Profit/ (Loss) before tax	(53.10)	(83.27)
Provision for Deferred Tax Liability written back	2.86	3.29
Net Profit/(Loss) after Tax	(50.24)	(79.98)
Paid up Equity Share Capital	21425.65	21425.65
Reserves Excluding revaluation reserve (including prior period adjustments)	7000.00	7000.00

REVIEW OF OPERATIONS

During the year, your Company has achieved the turnover of Rs. 1052.19 Lac against Rs. 255.15 lac attained in the last year.

DIVIDEND

As the Company has suffered losses during the year, the Board of Directors do not recommend any dividend for the financial year ended on 31st March 2010.

DIRECTORS

Mr. Vijay Pal Shukla retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment.

Mr. Prabhat Kumar Singh & Ranjit Gayan ceased to be the Directors of the Company w.e.f. 02.01.2010.

AUDITORS

M/s. J.KUMAR & ASSOCIATES, Chartered Accountants, Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for re - appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the limits prescribed u/s 224(1B) of the Companies Act, 1956, and they are not disqualified for such an appointment, within the meaning of Sub- section (3) and (4) of Section 226 of the Companies Act, 1956. Accordingly, M/s. J.KUMAR & ASSOCIATES, Chartered Accountants, are required to be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Audit Committee and your Board recommend their reappointment as statutory auditors of the Company.

AUDITORS' REPORT

There is no adverse qualification in the Auditor's Report

LISTING OF SECURITIES

The Company's Equity Shares are listed on following stock exchanges:

- i. The Delhi Stock Exchange Limited
- ii. National Stock Exchange of India Limited
- iii. The Bombay Stock Exchange Limited
- iv. Madras Stock Exchange Limited
- v. The Stock Exchange, Ahmedabad
- vi. The Calcutta Stock Exchange Association Limited

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (particulars of Employees) Rules, 1975 as amended, no employee of the Company is in receipt of remuneration in excess of the limits prescribed there under.

DEPOSITS FROM PUBLIC

During the year under review, the Company has not accepted any public deposit within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended up to date.

Energy Conservation, Technology Absorption and Research & Development and Foreign Exchange Earnings and Outgo

Energy Conservation:-

The particulars in respect of Energy Conservation are not applicable to your Company in terms of Section 217(1) (e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

Technology Absorption and Research & Development

As required under Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the particulars relating to Technology Absorption and Research and Development are not applicable to your Company

Foreign Exchange Earnings and Outgo

As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Company.

DIRECTORS' RESPONSIBILITY REPORT

Pursuant to the requirement under Section 217(2AA) of the Companies Act 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts for the period ended 31.03.2010, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments & estimates that were reasonable & prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year and of the Loss of the company for the financial year under review;
- The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 1956 for safeguarding the assets of the Company; and for prevention and detection of fraud and other irregularities;
- The Annual Accounts for the year ended 31st March, 2010 have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company has implemented all the stipulations of the Corporate Governance Practices set out by the Securities and Exchange Board of India and as provided in Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A separate section on

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Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, form part of the Annual Report.

INDUSTRIAL RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

SUBSIDIARY COMPANIES

Following non listed non material companies are the wholly owned subsidiaries of the Company:

- a) Neat Developers Limited
- b) Aggarwal Fincap Private Limited

Following non-listed material Company is the wholly owned subsidiary of the Company and the compliance status is as under:

- a) Shalani Dhoop Private Limited

As per Section 212 of the Companies Act, 1956, the statement of accounts of the above said subsidiary companies are attached with the balance sheet of the Company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation for the shareholders, bankers and other business associates for their forbearance, understanding and support to the Company. They also wish to place on record their great appreciation of the commitment, sense of involvement and dedication exhibited by each staff member in the overall development, growth and prosperity of the company.

**For and on behalf of the Board
Pan India Corporation Limited**

Dated: 30.08.2010
Place: New Delhi

Sd/-
(Ankit Rathi)
Managing Director

Sd/-
(Vijay Pal Shukla)
Director

Annexure – A to the Directors’ Report for the year ended 31st March 2010

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The financial statements are prepared in compliance with the requirements of the Companies Act, 1956. There are no material departures from the prescribed accounting standards in the adoption of the accounting standards. The management of **PAN INDIA CORPORATION LIMITED** accepts responsibility for the integrity and objectivity of these financial statements.

The Company has suffered losses during the year. To reduce the operational costs and losses, the Company has adopted certain cost cutting measures as outsourcing of jobs and assignments to consultants which in turn will entail saving of employee cost and other administrative expenses.

A. REVIEW OF OPERATIONS:

The overall performance during the year 2009-10 has not been satisfactory. However, the Company is endeavoring its best for:

- A. Exploring new areas for growth
- B. Cost reduction measures involving increased focus on operational efficiencies, energy savings and control over administration costs.
- C. Better working capital management.
- D. Professional Management

B. HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company believes that the employees are the backbone of the Company. It is providing an opportunity to all the employees to utilise their full potential and grow in the Organization. There was no strike or labour unrest during the last financial year. As on 31.03.2010 the total numbers of employees were two.

C. INTERNAL CONTROL SYSTEMS:

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services.

D. RISK MANAGEMENT

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

E. CAUTIONARY STATEMENT:

Statements in the “Management Discussion and Analysis” describing the Company’s objectives, expectations or predictions may be forward looking within the meaning of applicable laws or regulations. These Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation.

For and on behalf of the Board

Dated: 30.08.2010
Place: New Delhi

Sd/-
(Ankit Rathi)
Managing Director

Sd/-
(Vijay Pal Shukla)
Director

Annexure - B to Directors' Report

CORPORATE GOVERNANCE REPORT

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The basis of Corporate Governance envisages optimal utilization of resources for enhancing the values of the enterprise by effectively monitoring executive performance and supporting the entrepreneurship spirit and to ensure ethical behaviour of the enterprise in honoring and protecting the rights of all stakeholders, including discharge of social responsibility, through highest level of transparency and accountability in all facets of its operations. The core values of the Company are:

- Caring for people
- Integrity including intellectual honesty, openness, fairness & trust.
- Commitment to excellence and customer satisfaction.

The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment in interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre. The Company strives to set and achieve high standards of Corporate Governance. The very essential characteristics of the Company are transparent functioning, social responsiveness and accountability towards shareholders.

This year's annual report has made substantial disclosures on the Board of Directors, financial performance, which are as follows:

1. Board of Directors:

The Board of Directors of the Company comprises of a fair number of independent executive and non-executive directors. Out of the five directors, the Company has 1 executive and 4 non-executive directors.

Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended	No. of Memberships In Boards of Other Companies **	Attendance of each Director At last AGM
Mr. Ashok Agarwal	Non-Executive Independent Director	Director	17	17	26	Yes

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Mr. Ankit Rathi	Executive Director (Independent director)	Chairman & Managing Director	17	17	17	Yes
Mr. Ram Kumar Yadav	Non-Executive Independent Director	Director	17	11	11	Yes
Mr. Kapil Kumar	Non-Executive Independent Director	Director	17	11	20	Yes
Mr. Vijay Pal Shukla	Non-Executive Independent Director	Director	17	17	09	Yes
Mr. Prabhat Kumar Singh*	Non-Executive Independent Director	Director	17	09	-	No
Mr. Ranjit Gayan*	Non-Executive Independent Director	Director	17	09	-	No

*Mr. Prabhat Kumar Singh and Mr. Ranjit Gayan ceased to be the directors of the Companies Act, 1956 w.e.f. 02/01/2010.

** Other directorships include directorships of Private Limited Companies. However, none of the director holds more than 15 directorships in Public limited companies.

Details of Board Meetings

Seventeen Board Meetings were held during the year on 29/06/2009, 30/06/2009, 15/07/2009, 25/07/2009, 31/07/2009, 18/08/2009, 30/09/2009, 13/10/2009, 31/10/2009, 15/11/2009, 16/11/2009, 14/12/2009, 02/01/2010, 19/01/2010, 29/01/2010, 19/02/2010 & 31/03/2010. The Company has held at least one Board Meeting in every three months and maximum gap between any such two meetings was not more than three months.

2. Audit Committee

The Audit Committee was re-constituted during the year by the Board of Directors in their meeting held on 30/09/2009, by appointing Mr. Vijay Pal Shukla as the chairman of the Committee in place of Mr. Ranjit Gayan and Mr. Ashok Agarwal as the member of the Committee in place of Mr. Prabhat Kumar Singh.

The Audit Committee consists of three Directors, during the year, which are as follows:

i) Mr. Vijay Pal Shukla	Chairman	Non-Executive Director
ii) Mr. Kapil Kumar	Member	Non-Executive Director
iii) Mr. Ashok Agarwal	Member	Non Executive Director

All the members of audit committee are financially literate.

Member's attendances at the meeting were as follows:

Date of Meeting	No. of Members present
29 th June, 2009	3
31 st July, 2009	3
31 th October, 2009	3
29 th January, 2010	3

3. Subsidiary Companies

Following non listed non material companies are the wholly owned subsidiaries of the Company:

- c) Neat Developers Limited
- d) Aggarwal Fincap Private Limited

Following non-listed material Company is the wholly owned subsidiary of the Company and the compliance status is as under:

- b) Shalani Dhoop Private Limited
 - (i) Mr. Ankit Rathi, Independent Director of the Company is one of the Board of Directors of Shalani Dhoop Private which is material non listed Indian Subsidiary Company.
 - (ii) The Audit Committee has received the financial statements, in particular, the investments made by all the subsidiary companies.
 - (iii) The minutes of the Board meetings of all these subsidiary companies has been placed at the Board meeting of the Company. The management has periodically brought to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by all the subsidiary companies.

4. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee was re-constituted by the Board of Directors in their meeting held on 30/09/2009 by appointing Mr. Vijay Pal Shukla as the chairman of the Committee in place of Mr. Kuldeep Bansal and Mr. Ashok Agarwal as the member of the Committee in place of Mr. Prabhat Kumar Singh. The Committee has been reconstituted to exercise powers and discharge functions as stipulated in the Clause 49 of the Listing agreement.

The Shareholders/Investors Grievance Committee consists of three Directors, during the year, which are as follows:

i)	Mr. Vijay Pal Shukla	Chairman	Non Executive Director
ii)	Mr. Kapil Kumar	Member	Non-Executive Director
iii)	Mr. Ashok Agarwal	Member	Non-Executive Director

Date of Meeting	No. of Members present
29 th June, 2009	3
31 st July, 2009	3
31 th October, 2009	3
29 th January, 2010	3

The Committee redresses complaints of the shareholders in respect of matters pertaining to transfer of shares, non-receipt of Annual Report, dematerialization of shares, non-receipt of declared dividend etc. The share transfers are handled by the registrar and transfer agent i.e. Abhipra Capital Limited.

5. Remuneration Committee

The Remuneration Committee of the company evaluates and finalizes among other things, compensation and benefits of the executive directors. The committee recommends / approves the remuneration package of executive directors to the Board after taking into consideration the financial position of the Company, the executive director's performance, qualifications and experience, comparable industry compensation packages, trend in the industry, past remuneration drawn with a view to provide a package which is appropriate for the responsibilities involved. The committee comprises of Three Non Executive Directors.

The Remuneration Committee was constituted on 25.06.2010. As there was no requirement, no remuneration committee was there in the Financial Year 2009-10.

The Composition of Remuneration Committee is as follows:

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i)	Mr. Vijay Pal Shukla	Chairman	Non-Executive Director
ii)	Mr. Kapil Kumar	Member	Non-Executive Director
iii)	Mr. Ashok Agarwal	Member	Non Executive Director

Powers of Remuneration Committee:-

Deciding and approving the remuneration payable to the Managing Director/ Whole Time Director.

Deciding and approving the remuneration policy covering policies on remuneration payable to the Senior Executive of the company.

To ensure that reward, benefit and increment system is performance based and motivational to employees;

Such other functions as required or recommended by the board or under the provisions of the Listing Agreement.

Remuneration Policy:-

The remuneration paid to Executive Directors is recommended by the Remuneration Committee and approved by the Board of Directors, in the Board meeting, subject to the subsequent approval by the shareholders at the general meeting and such other authorities, as the case may be.

At the Board meeting, only the Non-Executive and Independent Directors participate in approving the remuneration paid to the Executive Directors. The remuneration is fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the corporate world and the financial position of the Company. The remuneration structure comprises of Basic Salary, Commission, Perquisites and allowances, Contribution to provident fund and other funds. The Non-Executive Directors do not draw any remuneration from the Company.

Remuneration to the Directors:

The Remuneration to the Directors is decided by the board of directors as per recommendation by the Remuneration Committee and in accordance with the Remuneration Policy of the Company within the ceiling fixed by the shareholders of the company.

The remuneration as recommended by remuneration committee to be paid to Mr. Ankit Rathi, Managing Director of the Company is as follow:

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- (a) Salary (Including Perks):- Rs. 15000-2000-25000 P.M.
(b) Tenure: w.e.f. 01.07.2010 till the end of tenure i.e. 14.09.2012
(c) Payment of Gratuity, Leave encashment and Provident Fund shall not be included in the salary

6. General Body Meetings.

Details about Annual General Meetings held in last three years

For the Year	Venue	Day, Date & Time	Special Resolution *
2006-07	Registered Office	Friday, 24 th August, 2007, 10.00 A.M.	No Special Resolution passed
2007-08	Registered Office	Tuesday, 30 th September, 2008, 9.00 A.M.	No Special Resolution passed
2008-09	Registered Office	Wednesday, 30 th September, 2009, 9.00 A.M.	Commencement of New Business

Details about Extra Ordinary General Meetings held in last three years

For the Year	Venue	Day & Date	Special Resolution
2009-10	Registered Office	Monday, 15 th February, 2010	No Special Resolution passed

No resolution was passed through Postal Ballot during the period under review.

* Special Resolution was passed through show of hands.

7. Disclosures

The related party transactions are detailed in para 2.7 B of the Significant Accounting Policies and Notes on the Balance Sheet and Profit & Loss Account i.e. Schedule Q. There is no potential conflict of interest in any transaction.

10. Means of Communication

Asian Age (English Daily) and
Hari Bhumi (Hindi Daily)

For Quarter ended 30.06.2009
& Quarter ended 30.09.2009

Financial Express (English Daily) and
Hamara Mahanagar (Hindi Daily)

For Quarter ended 31.12.2009
& Quarter ended 31.03.2010

9. SHAREHOLDERS' GENERAL INFORMATION

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Annual General Meeting

Day, Date and Time: Thursday, 30th September, 2010, At 09.30 A.M.

Venue: 4/18, 2nd Floor, Asaf Ali Road, New Delhi – 110 002

Financial Calendar (Tentative) for the Financial Year 2010-2011

Financial Reporting for the quarter ending June 30, 2010: Second week of August, 2010

Financial Reporting for the quarter ending Sep 30, 2010: Second week of November, 2010

Financial Reporting for the quarter ending Dec 31, 2010: Second week of February, 2011

Financial Reporting for the quarter ending March, 2011 : Last week of May, 2011

10. Book Closure

The Register of Members and Share Transfer Register will remain closed on 29.09.2010 and 30.09.2010 on account of Annual General Meeting.

11. Dividend Payment Date

No dividend has been recommended for the year ended 31st March, 2010.

12. Listing at Stock Exchanges

ISIN – INE376A01032

Sr. No.	Name of Stock Exchange	Stock Code
1	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	SRGINFOTEC
2	The Bombay Stock Exchange Limited Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai	511525
3	The Delhi Stock Exchange Ltd. 3/1, Asaf Ali Road, New Delhi – 110002	N.A.
4	Madras Stock Exchange Exchange Building, Post Box No. 183, 11, Second Line Beach, Chennai-600001	N.A.
5	The Stock Exchange Ahmedabad, Kamdheni Complex, Opp. Sahajanand college,	N.A.

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	Panjarapole, Ahmedabad-380 015.	
6	The Calcutta Stock Exchange Asso. Ltd. 7, Lyons Range Calcutta-700 001	N.A.

13. Market Price Data: High Low for the period April 2009 to March 2010

Month	High (Rs.)	Low (Rs.)
April 2009	0.88	0.63
May 2009	0.93	0.66
June 2009	1.21	0.83
July 2009	1.26	0.82
August 2009	0.93	0.76
September 2009	1.00	0.75
October 2009	1.10	0.81
November 2009	0.99	0.71
December 2009	0.98	0.70
January 2010	1.33	0.81
February 2010	0.96	0.77
March 2010	0.89	0.70

Source: BSE Portal as at 25.08.2010

14. Registrar & Share Transfer agents:

Abhipra Capital Limited
A-387-Abhipra Complex,
Dilkhush Industrial Area,
G.T. Karnal Road,
Azadpur, New Delhi – 110 033
Phone: 011-42390704/5/6
Fax: 011-42390830
E-Mail ID: rta@abhipra.com
Contact Person: Mr. Jeewat Rai
Vice President

15. Share transfer system:

Transfers of Equity Shares are handled by Abhipra Capital Limited. The transferee is required to furnish transfer deed duly completed in all respects together with share certificate to Abhipra Capital Limited at the above address in order to enable the Registrar and transfer agent to process the transfer.

The share transfer committee normally attends to share transfer formalities once in a fortnight. Demat requests are normally confirmed within 21 days from the date of receipt of

request.

16. Shareholding Pattern as on 31st March, 2010

<i>Category</i>	<i>No. of Shares held</i>	<i>% of Shareholding</i>
A. PROMOTERS		
Promoter and Promoter Group	31,202,000	14.563
B. PUBLIC		
Bodies Corporate	11,850,053	5.531
Individuals holding nominal share capital upto 1 lac	92,995,459	43.404
Individuals holding nominal share capital in excess of 1 lac	12,394,003	5.785
Financial Institutions/Banks	20,200	0.009
NRIs/OCBs	274,143	0.128
Clearing Members	1,818,342	0.848
Trust	2,000	0.001
Wholly owned subsidiaries	63,700,300	29.731
Total	214,256,500	100

Distribution Schedule (As At 31.03.2010)

Shareholding of nominal value of Rs	Shareholders		Share Amount	
	Number	% to total	In Rs	% to total
Upto 5,000	55484	63.752	136941880	6.391
5,001- 10000	14738	16.934	131301200	6.128
10,001 - 20,000	7765	8.922	127132100	5.934

PAN INDIA CORPORATION LIMITED 2009-2010

20,001 – 30000	2851	3.276	75012930	3.501
30,001 - 40000	1237	1.421	45159800	2.108
40,001 – 50,000	1676	1.926	81552900	3.806
50,001 - 1,00,000	1981	2.276	154214540	7.198
1,00,001 and above	1299	1.493	1391249650	64.934
Total	87031	100	2142565000	100

Break up of shares in Physical & Demat form as on 31st March, 2010

	No. of Shares	Percentage of Shares
Physical Segment	111,009,770	51.81%
Demat Segment		
NSDL	79,708,422	37.20%
CDSL	23,538,308	10.99%
Total	214,256,500	100

17. Dematerialization of shares:

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the company has enlisted its shares with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on 31st March, 2010, 103,246,730 Equity Shares of the company forming of the share capital of the company stand dematerialized.

18. Compliance Officer

Mr. Ankit Rathi, Managing Director,
33, LGF Babar Road,
Bengali Market, New Delhi-01.

19. Address for correspondence:

Pan India Corporation Limited
4/18, 2nd Floor, Asaf Ali
Road, New Delhi – 110 002.

20. CEO Certification

A certificate from the Managing Director on the financial statements of the Company was placed before the Board.

1.Plant Location

The Company does not have any manufacturing activity.

CERTIFICATE OF COMPLAINE WITH THE CODE OF CONDUCT

I, Ankit Rathi, Managing Director of the Company, hereby declare that the Company has adopted a Code of Conduct for its Board Members and senior management and the Board members and senior management have affirmed compliance with the Code of Conduct of the Company.

**For and on behalf of the Board
Pan India Corporation Limited**

**Dated: 30.08.2010
Place: New Delhi**

**Sd/-
(Ankit Rathi)
Managing Director**

CEO CERTIFICATION

I, Ankit Rathi, Managing Director of Pan India Corporation Ltd., to the best of my knowledge and belief hereby certify that:

a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my 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 my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the company's code of conduct.

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

d) I have indicated to the Auditors and the Audit Committee;

- i) Significant changes in internal control over financial reporting during the year;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud of which I 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.

Place: New Delhi

Date: 30.08.2010

**Sd/-
(Ankit Rathi)**

Managing Director

Annexure-C to Directors' Report

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To

**The Members,
PAN INDIA CORPORATION LIMITED**

We have examined the compliance of conditions of Corporate Governance by **PAN INDIA CORPORATION LIMITED** during the year ended 31.03.10 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

On the basis of our review and according to the information and explanation given to us, the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges have been complied with in all material respect by the Company.

**For J. Kumar & Associates.
Chartered Accountants**

Sd/-
Jitendra Kumar
Proprietor
M. No. 073856

Place: New Delhi
Date: 31.05.2010

PAN INDIA CORPORATION LIMITED
Regd. Office: - 4/18, Asaf Ali Road, New Delhi – 110 002

PROXY FORM

Folio No. _____
DPID No. _____
CLIENT ID No. _____

I/We _____ of _____ in the district of _____ being a member/members of PAN INDIA CORPORATION LIMITED hereby appoint _____ vote for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on 30th September, 2010 at 4/18, Asaf Ali Road, New Delhi – 110 002 at 9:30 A.M. and at any adjournment thereof.

As witness my/our hand(s) this _____ day of _____ 2010.

Signed by the said _____

Affix
Rs.1
Revenue
Stamp

Note: This Proxy form must be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

PAN INDIA CORPORATION LIMITED
(Formerly SRG INFOTEC LIMITED)
Regd. Office: - 4/18, Asaf Ali Road, New Delhi – 110 002

Attendance Slip

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the 26th Annual General Meeting to be held on 30th September, 2010 at registered office at 4/18, Asaf Ali Road, New Delhi – 110 002 at 9:30 A.M.

Members /Proxy Name :
(In Capital Letters)
Folio no. :
DPID No. :
Client ID No. :

Signed by the said _____

BOOK – POST

If undelivered please return to:

PAN INDIA CORPORATION LIMITED

4/18, Second Floor, Asaf Ali Road, New Delhi – 110 002