

15th March 2024

Bombay Stock Exchange Limited,
Listing Department,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Ref: Security Code: 523483

Subject: Submission of the Postal Ballot Notice

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

1. Pursuant to Regulation 30 of SEBI Listing Regulations read with Schedule-III of the said Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot dated March 15, 2024, seeking approval of the Members of the Company through Postal Ballot (remote e-voting only) for the Special Business(es) set out in the Notice.
2. In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the said Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, March 08, 2024 ("cut-off date") and who have registered their email addresses with Depository Participant(s) or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company. In light of the MCA Circulars, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope are not being sent to the Members.
3. In compliance with the provisions of sections 108 and 110 of the companies Act, 2013 read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the company is pleased to provide remote e-voting facilities to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL").
4. The remote e-voting period will commence from 09:00 a.m. (IST) on Sunday, March 17, 2024 and ends on 5:00 p.m. (IST) on Monday, April 15, 2024, both day inclusive. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, Friday, March 08, 2024.

Kindly take the above information on your records.

Thanking You
Yours faithfully,

For PACIFIC INDUSTRIES LIMITED

(Sachin Shah)
Company Secretary

CIN: L14101KA1989PLC062041
REGISTERED OFFICE:

Survey No. 13, N.H. 48, Kempalinganahalli Village, Nelamangala Taluk, Bangalore (R) 562123 Karnataka, INDIA
Visit us at : www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com, pilsouth@pacificgranites.com
Udaipur Phone: +91-294-2440933 / 2440934 / 2440388 / 2440196, Fax No. : +91-294-2440780
Bangalore Phone : +91-80-27723004, +91-80-27725976, Fax : +91-80-27723005



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

NOTICE is hereby given to the Members of Pacific Industries Limited ("the Company") pursuant to the provisions of Sections 110, 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (Collectively referred to as "MCA Circulars") in view of COVID-19 pandemic, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following Special businesses set out below proposed to be passed by the Members of Pacific Industries Limited, through Postal Ballot by electronic means (remote e-voting) only.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice.

Registered Office: Survey No. 13, National Highway 48, Kempalinganahalli Village, Nelamangala Taluk, Bangalore (R) 562123 Karnataka
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Website: www.pacificindustriesltd.com



PACIFIC INDUSTRIES LIMITED

For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating voting through electronic means (remote e-voting), as the authorised agency. Members are requested to go through the detailed "INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING" and other Notes appended to this Postal Ballot Notice. The Notice is also available on the website of the Company www.pacificindustriesltd.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Monday, April 15, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for registering the same.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MRS. NEHAL MEHTA (DIN: 10491136) AS AN INDEPENDENT DIRECTOR 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 provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nehal Mehta (DIN: 10491136) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board resolution dated 08th February 2024, on the recommendation of nomination and remuneration committee and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013, be and

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is hereby appointed as a Non-Executive Independent Director of the Company to hold the office for the first term of 5 (Five) consecutive years commencing from 08th February 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Sachin Shah, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 2: APPOINTMENT OF MS. REKHA KUMARI SUTHAR (DIN: 10491135) AS AN INDEPENDENT DIRECTOR 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 provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Rekha Kumari Suthar (DIN: 10491135) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board resolution dated 08th February 2024, on the recommendation of nomination and remuneration committee and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold the office for the first term of 5 (Five) consecutive years commencing from 08th February 2024 and shall not be liable to retire by rotation.



PACIFIC INDUSTRIES LIMITED

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Sachin Shah, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board
Pacific industries Limited**

Place: Udaipur
Date: 15.03.2024

**Sd/-
Sachin Shah
(Company Secretary)**

Registered Office:

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

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NOTES:-

1. The Explanatory Statements and reasons for the proposed Special Business pursuant to Section 102(1) read with Section 110 of the Act, setting out material facts are appended herein below. Further, brief resume of the Directors seeking appointment, in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2, is attached in this notice.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 08, 2024, the cut-off date and who have registered their e-mail addresses with the Company or with the depository(ies)/depository participants. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 08, 2024, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through the remote e-voting system.
3. The Board of Directors has appointed Shri Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary, Company Secretaries, as the Scrutinizer for conducting the postal ballot only through electronic means (remote e-voting) process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means ("remote e-voting") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

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5. The remote e-voting period will commence from 09:00 a.m. (IST) on Sunday, March 17, 2024 and ends on 5:00 p.m. (IST) on Monday, April 15, 2024, both day inclusive. Further, the communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e. casting of votes electronically. Members are requested to record their ASSENT or DISSENT on the resolutions set out in this Postal Ballot Notice through remote e-voting only, not later than 5:00 p.m. (IST) on Monday, April 15, 2024, after which the remote e-voting facility shall not be allowed by NSDL. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, being Friday, March 08, 2024.
6. The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company and based on the report of the Scrutinizer, the results of remote e-voting shall be announced within two working days of conclusion of remote e-voting process, i.e., on or before Wednesday, April 17, 2024 and will be communicated to the Stock Exchanges and uploaded on the website of the Company i.e., www.Pacificindustriesltd.com and of NSDL i.e., www.evoting.nsdl.com
7. The resolutions, if passed with requisite majority, shall be deemed to be passed on the last date specified for remote e- voting i.e., Monday, April 15, 2024. The resolutions passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members of the Company.
8. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their relevant Depository Participant(s) and in respect of shares held in physical form by writing to the Company's email address pacificinvestor@rediffmail.com or email address of Link Intime India Private Limited, Registrar and share transfer agent of the Company at rnt.helpdesk@linkintime.co.in, along with the scan copy of a signed request letter mentioning your folio number, complete address, scanned copy of the share certificate (front and back), email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, Aadhar card) supporting the registered address of the Member.

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9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to pacificinvestor@rediffmail.com.
10. Remote e-voting shall not be exercised by a proxy.
11. In terms of amendment in Regulation 25(2A) of SEBI Listing Regulations effective from November 14, 2022, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub regulation (2A).
12. The Instructions for Members for remote e-voting are as under:

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INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.

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	<p>NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
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	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page

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	by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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Website: www.pacificindustriesltd.com



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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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Website: www.pacificindustriesltd.com



PACIFIC INDUSTRIES LIMITED

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

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Website: www.pacificindustriesltd.com



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on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (pacificinvestor@rediffmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (pacificinvestor@rediffmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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Website: www.pacificindustriesltd.com



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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
Pacific industries Limited

Place: Udaipur
Date: 15.03.2024

Sd/-
Sachin Shah
(Company Secretary)

Registered Office:

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

Registered Office: Survey No. 13, National Highway 48, Kempalinganahalli Village,
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Website: www.pacificindustriesltd.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013**

**ITEM NO. 1: APPOINTMENT OF MRS. NEHAL MEHTA (DIN: 10491136), AS AN
INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company dated 08th February 2024, has appointed Mrs. Nehal Mehta (DIN: 10491136), as an Additional Director (Non-Executive Independent Director) of the Company under Section 161 of the Companies Act, 2013 ("the Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company, who shall not be liable to retire by rotation to hold office for the first term of Five (5) consecutive years commencing from 08th February 2024 subject to approval of the Shareholders.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of amendment in the SEBI Listing Regulations effective from January 1, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Nehal Mehta (DIN: 10491136) would require approval of Members of the Company on or before 08th May 2024.

The Company has received a Notice under Section 160(1) of the Companies Act, 2013 from Mrs. Nehal Mehta in writing proposing her candidature for appointment as an Independent Director of the Company. Mrs. Nehal Mehta has given a declaration to the Board that She meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, She has confirmed that She is not aware of

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pilnorth@pacificgranites.com ; pacificinvestor@rediffmail.com
Website: www.pacificindustriesltd.com



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any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

In the opinion of the Board, Mrs. Nehal Mehta fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mrs. Nehal Mehta is a member of the Institute of Company Secretaries of India. She has rich Professional Experience of over 10 years which includes 6 years of CS Practice and 4 years of employment. She is having hands on experience in the areas of Corporate Laws, SEBI laws, RBI laws, Listing Regulations, Business Management, Corporate Governance etc.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mrs. Nehal Mehta would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

Copy of draft letter of appointment of Mrs. Nehal Mehta setting out the terms and conditions of appointment is available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at pacificinvestor@rediffmail.com.

Except Mrs. Nehal Mehta and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Nehal Mehta is not related to any other Director or Key Managerial Personnel of the Company.

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Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto as “Annexure-1” in this Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

By Order of the Board
Pacific industries Limited

Place: Udaipur
Date: 15.03.2024

Sd/-
Sachin Shah
(Company Secretary)

Registered Office:

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

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Website: www.pacificindustriesltd.com



Details of Directors seeking Appointment

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Annexure-1

Particulars	
Name of the Director	Mrs. Nehal Mehta
Date of Birth	22/07/1991
Nationality	Indian
Date of first Appointment	February 08, 2024
Term of appointment	Appointment of Additional Director (Non-Executive, Independent): Mrs. Nehal Mehta (DIN: 10491136) has been appointed as an Additional Director (Non-Executive, Independent) on the Board of the Company with effect from February 08, 2024, pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof, subject to the approval of shareholders at the ensuing General Meeting of the Company
Qualifications	Company Secretary
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Nehal Mehta is a member of the Institute of Company Secretaries of India. She has rich Professional Experience of over 10 years which includes 6 years of CS Practice and 4 years of employment. She is having hands on experience in the areas of Corporate Laws, SEBI laws, RBI laws, Listing Regulations, Business Management, Corporate

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	Governance etc.
Name(s) of the listed entities from which the person has resigned from Directorship in the past three years	NIL
Name of other listed entities in which he also holds the Directorship as on date of this Postal Ballot Notice	NIL
Name of Committee(s) of other listed entity(s) in which he is Chairman/ Member	NIL
No. of Shares held in the Company	NIL
Relationships between Directors and Key Managerial Personnel inter-se	Mrs. Nehal Mehta is not related to any of the Directors of the Company.
Details of Remuneration sought to be paid	She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

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pilnorth@pacificgranites.com ; pacificinvestor@rediffmail.com
Website: www.pacificindustriesltd.com



ITEM NO. 2: APPOINTMENT OF MS. REKHA KUMARI SUTHAR (DIN: 10491135), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company dated 08th February 2024, has appointed Ms. Rekha Kumari Suthar (DIN: 10491135), as an Additional Director (Non-Executive Independent Director) of the Company under Section 161 of the Companies Act, 2013 ("the Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company, who shall not be liable to retire by rotation to hold office for the first term of Five (5) consecutive years commencing from 08th February 2024 subject to approval of the Shareholders.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires approval of the Members of the Company. Further, in terms of amendment in the SEBI Listing Regulations effective from January 1, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Rekha Kumari Suthar (DIN: 10491135) would require approval of Members of the Company on or before 08th May 2024.

The Company has received a Notice under Section 160(1) of the Companies Act, 2013 from Ms. Rekha Kumari Suthar in writing proposing her candidature for appointment as an Independent Director of the Company. Ms. Rekha Kumari Suthar has given a declaration to the Board that She meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, She has confirmed that She is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

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PACIFIC INDUSTRIES LIMITED

In the opinion of the Board, Ms. Rekha Kumari Suthar fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Rekha Kumari Suthar is a member of the Institute of Company Secretaries of India and also holds post Graduate degree in commerce. She has over 3.5 years of rich Professional Experience in the areas of Corporate Laws, SEBI laws, RBI laws, Listing Regulations, Business Management, Corporate Governance etc.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Ms. Rekha Kumari Suthar would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

Copy of draft letter of appointment of Ms. Rekha Kumari Suthar setting out the terms and conditions of appointment is available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at pacificinvestor@rediffmail.com.

Except Ms. Rekha Kumari Suthar and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Ms. Rekha Kumari Suthar is not related to any other Director or Key Managerial Personnel of the Company.

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Website: www.pacificindustriesltd.com



PACIFIC INDUSTRIES LIMITED

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto as "Annexure-2" in this Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the shareholders.

By Order of the Board
Pacific industries Limited

Place: Udaipur
Date: 15.03.2024

Sd/-
Sachin Shah
(Company Secretary)

Registered Office:

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

Registered Office: Survey No. 13, National Highway 48, Kempalinganahalli Village,
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Details of Directors seeking Appointment

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Annexure-2

Particulars	
Name of the Director	Ms. Rekha Kumari Suthar
Date of Birth	06/10/1994
Nationality	Indian
Date of first Appointment	February 08, 2024
Term of appointment	Appointment of Additional Director (Non-Executive, Independent): Ms. Rekha Kumari Suthar (DIN: 10491135) has been appointed as an Additional Director (Non- Executive, Independent) on the Board of the Company with effect from February 08, 2024, pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof, subject to the approval of shareholders at the ensuing General Meeting of the Company
Qualifications	Company Secretary
Experience (including expertise in specific functional area) / Brief Resume	Ms. Rekha Kumari Suthar is a member of the Institute of Company Secretaries of India and also holds post Graduate degree in commerce. She has over 3.5 years of rich Professional Experience in the areas of Corporate Laws, SEBI laws, RBI laws, Listing Regulations, Business Management, Corporate Governance etc

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Name(s) of the listed entities from which the person has resigned from Directorship in the past three years	NIL
Name of other listed entities in which he also holds the Directorship as on date of this Postal Ballot Notice	NIL
Name of Committee(s) of other listed entity(s) in which he is Chairman/ Member	NIL
No. of Shares held in the Company	NIL
Relationships between Directors and Key Managerial Personnel inter-se	Ms. Rekha Kumari Suthar is not related to any of the Directors of the Company.
Details of Remuneration sought to be paid	She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 read with schedule V of the Act.

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