



PANTH Infinity
INTENDED TO INSPIRE

24th August, 2018

To, Department of Corporate Services BSE Limited P. J. Towers, Dalal street, Mumbai-400 001, Maharashtra. BSE Code: 539143	To, The Compliance Department The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata-700001, West Bengal CSE Code: 30010
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Sub: Notice of 25th Annual General Meeting, Book Closure & E-voting Information.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith Notice of 25th Annual General Meeting of the Members of the Company schedule to be held on Thursday, 27th September, 2018 at 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh, along with Book Closure & e-voting Information. The same is available on the Website of the Company www.panthinfinity.com.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,

For PANTH INFINITY LIMITED

KRISHNA NAIK

Company Secretary & Compliance Officer
ACS No.: 45523



Encl.: As above

PANTH INFINITY LIMITED | CIN : L45201MP1993PLC007647

(Formerly known as 'Synergy Bizcon Limited')



+91-70439 99011



info@panthinfinity.com



www.panthinfinity.com

Registered Office : 404, Navneet Plaza, S/2, Old Palasia, Indore-452001, Madhya Pradesh. | Tel/Fax : 0731-4202337

Corporate Office : S-6, VIP Plaza, VIP Road, Near Shyam Temple, Vesu, Surat-395007, Gujarat.



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Shwet Koradiya	Chairman & Non-Executive Director
Ms. Surbhi Mudgal	Independent Director
Mr. Jayeshkumar Pandav	Independent Director (Ceased w.e.f. 30.05.2018)
Mr. Hitesh Patel	Independent Director
Mr. Zubin Raja	Independent Director (Appointed w.e.f. 16.07.2018)

CHIEF FINANCIAL OFFICER

Mrs. Mosam Mehta (Appointed w.e.f. 14.08.2018)

CHIEF EXECUTIVE OFFICER

Mr. Rahul Jalavadiya (Appointed w.e.f. 15.12.2017)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Krishna Naik (Appointed w.e.f. 12.07.2018)

STATUTORY AUDITORS

M/s. A Biyani & Co.,
Chartered Accountants
FRN - 140489W
Unit No. 411, Gundecha Industrial Complex,
Akurli Road, Next to Big Bazar,
Opp. W. E. Highway, Kandivali (E)
Mumbai - 400101,
Maharashtra.

INTERNAL AUDITORS

M/s. D C Jariwala & Co.
Chartered Accountants
FRN - 104063W
330, Royal trading tower,
Opp. Ratan cinema,
Salabatpura, Surat 395003,
Gujarat.

BANKERS

ICICI Bank
Axis Bank

REGISTERED OFFICE

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.
Tel/Fax: 0731 – 4202337

Email: info@panthinfinity.com
Website: www.panthinfinity.com

CORPORATE OFFICE

S-6, VIP Plaza, VIP Road,
Near Shyam Temple,
Vesu, Surat-395007,
Gujarat.
Tel: +91-7043999011

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Ind. Estates, J R Boricha Marg,
Lower Parel (E), Mumbai - 400 011, Maharashtra
Tel.: (022) 2301 6761, Fax: (022) 2301 2517
Email: busicomp@gmail.com
Website: www.purvashare.com



NOTICE

Notice is hereby given that the **25th ANNUAL GENERAL MEETING** of the Members of **PANTH INFINITY LIMITED** will be held on Thursday, 27th September, 2018 at 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shwet Koradiya (DIN: 03489858), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Zubin Raja as an Independent Director:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Zubin Raja (DIN: 07678223) who was appointed by the Board of Directors as an Additional Director of the Company in Independent capacity w.e.f. 16th July, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company in Independent capacity to hold office for a term of 5 (five) consecutive years w.e.f. 16th July, 2018 and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

4. Alteration of the Main Object Clause in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to delete the sub-clause 1 & 2 of clause III(A) of the Memorandum of Association of the Company and add new sub-clause 1 in the clause III(A) as mentioned below:-

1. To carry on in India or abroad the business of activities related to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in e-store, e-commerce, e-shopping, e-business, marketplace, multimedia services, online information services, online application integration including buying, selling, marketing, trading and otherwise dealing in various kinds of products through internet or any other mode.



RESOLVED FURTHER THAT the remaining sub clauses of clause III(A) and clause III(B) of the Memorandum of Association of the Company shall be renumbered accordingly pursuant to above amendments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 14/08/2018

KRISHNA NAIK
Company Secretary & Compliance Officer
(ACS: 45523)

REGISTERED OFFICE:-

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.

NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the businesses under Item Nos. 3 & 4 of the notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 & 3 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 48 hours of an AGM till the conclusion of an AGM, subject to the written notice being served to the Company.



THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD 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 IS ANNEXED HEREWITH.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at an AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP-ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **September 21, 2018 to September 27, 2018 (both days inclusive)**.
8. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
9. Members are requested to:
 - a. Intimate to the Company's Registrar & Share Transfer Agent, M/s. Purva Shareregistry (India) Pvt. Ltd., situated at 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai-400011, their Depository Participant ("DP"), regarding changes if any, in their registered address and their E-mail ID at an early date.
 - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
 - c. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
 - d. Affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
10. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.



The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to Purva Sharegistry (India) Pvt. Ltd.

11. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company’s Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
12. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The Change in the residential status on return to India for permanent settlement.
 - b) The Particulars of the NRE account with a Bank in India, if not furnished earlier.
13. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id. busicomp@gmail.com and to Company Secretary at email id info@panthinfinity.com.
14. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company’s Share transfer agent. The said form can be downloaded from the Company’s website www.panthinfinity.com.
15. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
16. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of an AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made thereunder for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company’s website viz. www.panthinfinity.com.
17. Members who have not registered their E-mail address with the Company so far are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.



18. At the 24th Annual General Meeting of the Company held on September 21, 2017, the Members have approved the appointment of M/s. A Biyani & Co., Chartered Accountants (FRN: 140489W) as Statutory Auditors of the Company to hold office for a period of five years from conclusion of the 24th Annual General Meeting till the conclusion of 29th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act, 2013. Vide notification dated May 07, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, hence no resolution is being proposed for ratification of appointment of statutory auditors at the 25th Annual General Meeting.
19. The route map showing directions to reach the venue of the 25th AGM is annexed hereto.
20. Voting through electronic means (i.e. remote e-voting):
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote E-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at an AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote E-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, 24th September, 2018 (9:00 a.m.) and ends on Wednesday, 26th September, 2018 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Thursday, 20th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. **Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.**
 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 ‘Shareholders’ section.
 3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- (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, your 'initial password' is communicated to you on your postal address.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.



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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csmanshipatel@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. 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.
- VIII. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of members shall be in proportion to their Shares of the paid up Equity Share capital of the Company as on the cut-off date of 20th September, 2018.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e.



20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

- XIII. A member may participate in an AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at an AGM.
 - XIV. 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 shall only be entitled to avail the facility of remote E-voting as well as voting at an AGM through ballot paper.
 - XV. Mr. Manish R. Patel, Company Secretary in Practice (COP No. 9360) has been appointed as the Scrutinizer for conducting the physical voting and remote e-voting process in a fair and transparent manner.
 - XVI. The Chairman shall, at the end of discussion on the resolutions in an AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” for all those members who are present at an AGM but have not cast their votes by availing the remote E-voting facility.
 - XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than two days of the conclusion of an AGM, 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 and declare the result of the voting forthwith.
 - XVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.panthinfinity.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.
21. All relevant documents and Registers referred in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company situated at 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001 Madhya Pradesh and at the Corporate Office of the Company situated at S-6, VIP Plaza, VIP Road, Near Shyam Temple, Vesu, Surat – 395007, Gujarat during business hours between 10.00 a.m. to 5.00 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company.

ANNEXURES TO THE NOTICE:

- (I) EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

ITEM NO. 3

Mr. Zubin Raja (DIN: 07678223) has been appointed as an Additional Director of the Company in Independent capacity by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 with effect from 16th July, 2018. He will hold office only up to the date of the ensuing Annual General Meeting.



The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intention to propose Mr. Zubin Raja as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years w.e.f. 16th July, 2018 as mentioned in the resolution and shall not retire by rotation.

Mr. Zubin Raja is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

As per Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mr. Zubin Raja that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Zubin Raja possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Zubin Raja fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

A copy of the draft letter of Appointment of Mr. Zubin Raja as an Independent Director setting out the terms and conditions is available in physical mode for inspection by members at the Registered Office and Corporate Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. and also at the 25th Annual General Meeting.

Accordingly, the Board recommends the resolution as set out in the Item no. 3 of the accompanying Notice for your approval, by passing of an Ordinary Resolution as required in terms of Section 160 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Zubin Raja is considered to be interested or concerned in the above resolution.

ITEM NO. 4

In Board Meeting held on 12th February, 2018, your Directors has decided not to carry on business of construction and real estate and accordingly sub-clause 1 & 2 of Clause III(A) are proposed to be deleted from the Memorandum of Association of the Company.

The addition of the new object in the Clause III(A) of the Memorandum of Association as set out in the resolution is to facilitate expansion of the business. The proposed object will enable the Company to capture the market based on internet platform which will also enable the Company to reach the untouched and remote customers. On addition of new sub-clause and deletion of old sub-clauses of Clause III(A) it requires to rearrange number of remaining sub clauses of clause III(A) and clause III(B) of the Memorandum of Association of the Company.

Further, the above alteration in the Memorandum of Association of the Company shall require prior approval of shareholders by passing of Special Resolution in General Meeting.

Draft copy of proposed Memorandum of Association of the Company containing necessary alterations is available in physical mode for inspection by members at the Registered Office and Corporate Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. and also at the 25th Annual General Meeting.



Accordingly, the Board recommends the resolution as set out in the Item no. 4 of the accompanying Notice for your approval, by passing of Special Resolution as required in terms of Section 4 and 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolutions.

(II) DETAILS OF DIRECTORS SEEKING APPONTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSUREREQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

A.

Name of the Director	Mr. Shwet Koradiya (DIN: 03489858)
Designation/Category	Chairman - Non-Executive Director / Promoter
Date of Birth	23/07/1988
Age	30 Years
Nationality	Indian
Qualification	M.B.A (Finance) from University of Technology Sydney (UTS), Australia.
Date of first appointment on the Board of the Company	11/01/2013
No. of Board Meetings attended during the year 2017-18	7 (Seven)
Expertise in specific functional area	Diamond and Construction Industry
Brief Profile	Mr. Shwet Koradiya, aged 30 years, has completed his M.B.A. (Finance) from University of Technology Sydney (UTS), Australia and he has been very much instrumental in the field of Finance and Accounts. He has more than 8 years of experience in the field of Diamond and Construction. He is very much engaged in the field of Finance, Accounts and General Administration.
Terms and conditions of appointment or re-appointment	Mr. Shwet Koradiya retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The terms and conditions of Mr. Shwet Koradiya are in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be applicable.
Remuneration last drawn	Nil
Shareholding in the Company	11,09,113 Equity Shares
Directorship in the other Companies	1. Koradiya Mile Stone Private Limited 2. Dtex Multiproject Diamond Private Limited 3. Pure Giftcarat Limited 4. Pure Personal Care Limited
Relationship with other Directors, Manager and KMP	Not related to other Directors
Membership / Chairmanship in Committees (Other than Panth Infinity Limited)	Nil



B.

Name of the Director	Mr. Zubin Raja (DIN: 07678223)
Designation/Category	Additional - Non Executive Independent Director
Date of Birth	30/06/1988
Age	30 Years
Nationality	Indian
Qualification	M.Sc. IT
Date of first appointment on the Board of the Company.	16/07/2018
No. of Board Meetings attended during the year	Nil
Expertise in specific functional area	Experience in the field of Web Technologies, Database Skills, Operating System and Programming Skills.
Brief Profile	<p>Mr. Zubin Raja, aged about 30 years, has completed his M.Sc. IT from J. P. Dawar Institute of Information Technology, Gujarat. He is having 8 years of experience in various capacities of Development in leading Software Development Companies like TCS (Mumbai), Essar Hazira (Surat), leading to his present assignment as Module lead. He is having various skills in the phases of Software Development including analysis, client-communication, resource application, implementation, automation and maintenance.</p> <p>He has a good quality background in:</p> <ul style="list-style-type: none">(a) .NET Technologies: ASP.NET 4.0, ADO.NET, Web services, WCF, Dotnet Nuke, .NET Framework 4.0/3.5/3.0/2, IIS 7.(b) Mobile Technologies: Node.js, Cordova, Ionic framework(c) Programming Languages: C#.NET, VB .NET, C, C++(d) Scripting: Typescript, Angular JS, HTML5, XML, SAML, CSS, JQuery, Java script & Ajax.(e) Database Systems: SQL Server 2008/2005/2000, N-Hibernate, Entity Framework.(f) Tools: Microsoft Visual Studio.NET 2010/2008/2005, SQL Server Management Studio, Team Foundation Server, Visual Source Safe, Netbeanse. <p>He has worked on numerous projects of .NET development and hybrid mobile development. Alongwith that, he is having in-depth knowledge of various platforms, software systems and servers.</p>
Terms and conditions of appointment or re-appointment	As per Explanatory Statement No. 4
Remuneration last drawn	Nil
Shareholding in the Company	Nil
Directorship in the other Companies	Nil
Relationship with other Directors, Manager and KMP	Not related to other Directors



Membership/Chairmanship in Committees (Other than Panth Infinity Limited)	Nil
Justification for choosing the appointees for appointment as Independent Directors	For seeking expertise in Web Technologies, IT Solutions and Services.

By order of the Board of Directors
For PANTH INFINITY LIMITED

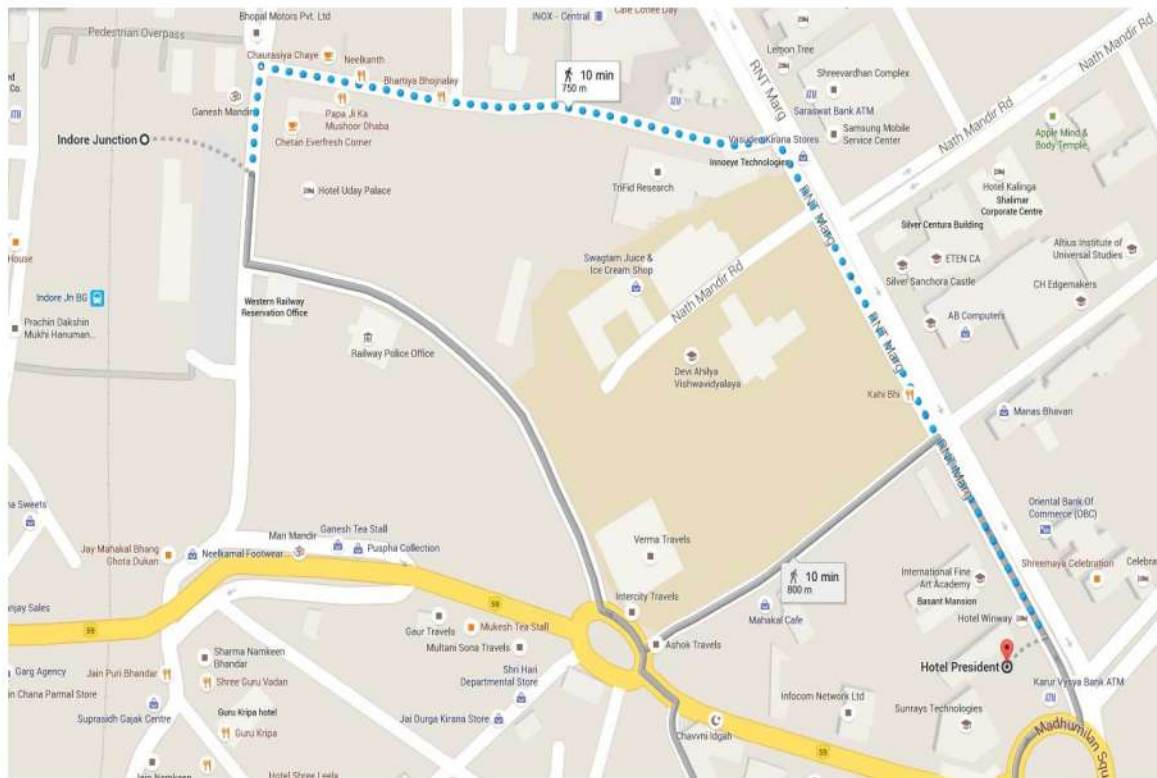
Place: Surat
Date: 14/08/2018

KRISHNA NAIK
Company Secretary & Compliance Officer
(ACS: 45523)

REGISTERED OFFICE

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.

Route Map of 25th AGM Venue of PANTH INFINITY LIMITED





PANTH INFINITY LIMITED
(CIN: L45201MP1993PLC007647)

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh,
Tel/fax.: 0731 – 4202337, Email: info@panthinfinity.com, Website: www.panthinfinity.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint shareholders may obtain additional Slip at the venue of the meeting.)

DP. Id		Name & Address Of The Registered Shareholder /Proxy
Regd. Folio No		
No. of Share(s) held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 25th ANNUAL GENERAL MEETING of the Company held on Thursday, 27th September, 2018 at 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh.

Name of Shareholder/Proxy: _____

Signature of Shareholder/Proxy: _____

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
109223		



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Tel/fax.: 0731 – 4202337, Email: info@panthinfinity.com, Website: www.panthinfinity.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures : i.
ii.
iii.

Thanking you,

For, **PANTH INFINITY LIMITED**

Authorized Signatory

**PANTH INFINITY LIMITED**

(CIN: L45201MP1993PLC 007647)

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh,
Tel/fax. 0731 – 420233, E-mail: info@panthinfinity.com, Website: www.panthinfinity.com**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]*

Name of Member(s) :	
Registered Address :	
E-Mail ID :	
Folio No/ Client ID :	
DP ID No. :	

I/We, being the member (s) of shares of the above named Company, hereby appoint.

Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	
	or failing him/her		

as my/our proxy to attend and vote for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Thursday, the 27th September, 2018 at 12.30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolut ion No.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements.
2	Appointment of Mr. Shwet Koradiya as a Director.
Special Business	
3	Appointment of Mr. Zubin Raja as an Independent Director.
4	Alteration of the Main Object Clause in the Memorandum of Association of the Company.

Affix a
Rs. 1/-
Revenue
Stamp

As witness my / our hand(s) this _____ day of _____ 2018

Signature of Shareholder: _____ Signature of Proxy: _____

NOTE:**The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.**