

PAE LIMITED
66th Annual Report 2015-2016



Company Information

Board of Directors

Mr. Arvind R. Doshi - Chairman

Mr. Pritam A. Doshi - Managing Director

Dr. Mrs. Pratibha A. Doshi - Non-Executive Director

Dr. Rajendra Nath Mehrotra - Independent Director

resigned w.e.f. 12.05.2016

Mr. John O. Band - Independent Director

Mr. Karthikeyan Muthuswamy - Independent Director

Management Team and Key Managerial Personnel (KMP)

Mr. Pritam A. Doshi - Managing Director and Head Finance

Mr. G. Mahesh - Business Manager

Mr. Shashikumar Nair - Head-HR & Administration

Mr. Prabhakar Posam - Head - Information System & Business Process

Mr. Ramnathan Iyer - Business Manager

Mr. N. Vijaykumar - Head Operations

Mr. R. Ramanujam - Head Internal Audit

Mr. Pranay S. Nandgaonkar - Company Secretary & Compliance Officer

Annual General Meeting	Bankers
Day : Friday Date : September 23, 2016 Venue : The Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Tardeo A/c Market, Mumbai - 400 034. Time : 11.00 a.m.	State Bank of India Corporation Bank
	Auditors M/s. R. C. Vakharia & Company, Chartered Accountants, (Statutory Auditors) M/s. Shravan Gupta & Associates, Practicing Company Secretary (Secretarial Auditors)
Registrar and Share Transfer Agent	Registered and Corporate Office
M/s Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078. Tel. No. : 91-22-2596 3838 Fax No. : 91-22-2596 2691 Email : rnt.helpdesk@linkintime.co.in	CIN : L99999MH1950PLC008152 69, Tardeo Road, Mumbai - 400034, Maharashtra, India Telephone : +91-22-6618 5799 Fax : +91-22-6618 5757 Website : www.paeltd.com Email : investors@paeltd.com

NOTICE

NOTICE is hereby given that the 66th Annual General Meeting of the members of PAE LIMITED will be held on Friday, the 23rd day of September, 2016 at The Victoria Memorial School for the Blind, 73, Tardeo Road, Next to H.P. Petrol Pump, Mumbai - 400034 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESSES:

1. To Consider and approve Financial Statements consist of Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date.
2. To appoint a director in place of Mr. Arvind R. Doshi (holding DIN No.00015293) Non-Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. R. C. Vakharia & Company, Chartered Accountants, Mumbai, (having Firm Registration no. 111237W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

SPECIAL BUSINESSES:

4. To consider and if thought fit, to pass, with or without modification, if any, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendments to or re-enactment thereof) ("Act"), and subject to applicable provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated and the Memorandum and Articles of Association of the Company, as amended and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, Central or State as the case may be (the "GOI"), the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India (the "SEBI"), the concerned Registrar of Companies (the "ROC"), the concerned Stock Exchanges and other regulatory authority as may be required under applicable law or regulation and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions and such other consents and approvals, if any, as may be necessary and subject to such conditions and modifications as may be prescribed in granting such consents and approvals the consent of the members be and is hereby accorded to create, offer, issue and allot 5,20,000 share warrants Convertible into 5,20,000 equity shares of Rs. 10/- each fully paid up, in one of more tranches, to the promoters or promoters group on preferential allotment basis, at a price, which shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the following allottees:

Sr. No.	Name of Promoters	No. of Share Warrants
1.	Mr. Pritam A. Doshi	2,60,000
2.	Mrs. Pratibha A. Doshi	2,60,000
	Total	5,20,000

RESOLVED FURTHER THAT relevant date for the purpose of issue of warrants convertible into equity shares as per Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended upto date for determination of the applicable price of equity shares arising out of conversion of warrants will be August 23, 2016 being 30 days prior to the date of 66th Annual General meeting i.e. September 23, 2016, thus, the relevant date for calculating the conversion price of the said shares is August 23, 2016;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid warrants, listing thereof with stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT Board of directors of the company be and are hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu and inter-se with the then existing equity shares of the Company in all respects including dividend;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

For PAE Limited
Pritam A. Doshi
Managing Director
DIN:00015302

CIN:L99999MH1950PLC008152

Regd. Off.: 69, Tardeo Road, Mumbai-400034.

Phone: 022-66185799 Fax No.:022-66185757.

Web.: www.paeltd.com

Email: investors@paeltd.com

Date: August 11, 2016

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary/Special Businesses to be transacted at the Annual General Meeting is annexed hereto.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The instrument(s) appointing a proxy, if any shall be deposited at the Registered Office of the Company at 69, Tardeo Road, Mumbai-400034 not less than 48 hours before the commencement of the meeting.

A person acting as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members are requested to intimate the Registrar and Share Transfer Agent of the Company-Link Intime India Private Ltd, immediately of any change in their address on respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.
4. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Share Transfer Agent of the Company.
5. The Register of Members and Share Transfer books of the Company will remain closed from Monday, September 19, 2016 to Friday 23, 2016 (both days inclusive). The Book closure dates have been fixed in consultation with the Stock Exchanges.

6. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 124(5) and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividends, remaining unclaimed for a period of seven (7) years from the date it became due for payment, in relation to the Company have to be transferred to IEPF and no claim shall lie against the Company for the amounts so transferred. Members who have not yet encashed their dividend warrant(s) pertaining to final dividend for the financial year 2008-09 are requested to make their claim without any delay. It may be noted that the unclaimed final dividend for the financial year 2008-09 declared by the Company on August 6, 2009 can be claimed by the shareholders by September 15, 2016 and any request for claim received after 5:00 p.m. on September 15, 2016 will be considered as not received.

8. According to the Circular nos. 17/2011 dated 21.4.2011 and no. 18/2011 dated 29.4.2011 on "Green Initiative in Corporate Governance" issued by the Ministry of Corporate Affairs introducing paperless compliances allowing service of documents through electronic mode. The Companies are now permitted to send various notices/documents to its shareholders through electronic mode which would be sufficient compliance under Section 53 of the Companies Act, 1956. In order to support the Green Initiative, Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories, unless Member has requested for a physical copy of the same. Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode.
8. To support Green Initiative the Members who have not registered their e-mail address are requested to register the same with our Registrars & Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400078 or with their respective Depositories.
9. Investor Grievance Redressal:

The Company has designated an exclusive e-mail ID viz. investors@paeltld.com to enable investors to register their complaints, if any.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited, on all resolutions set forth in this notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 19, 2016 (9.00 a.m. IST) and ends on September 22, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Now, select the "PAE Limited" from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for PAELimited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to .

In case of member receiving the physical copy:

- (A) Please follow all steps from sl. no.(i) to sl. No (xviii) above to cast vote.
- (B) The voting period begins on September 19, 2016 (9.00 a.m. IST) and ends on September 22, 2016 (5.00 p.m. IST). During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date and not casting their votes electronically, may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company on the website: www.paeltd.com within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.

- 11. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favour of the resolutions.
- 12. M/s. Leena Agrawal & Co., Practicing Company Secretary, (Membership No.: FCS 6607) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- 13. In terms of Clause 35B of the Listing Agreement, those members, who do not access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the Address- M/s. Leena Agrawal & Co., Practicing Company Secretary, (Membership No.: FCS 6607) C/o. Link Intime India Private Limited (Unit: PAE Limited), at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai- 400078 on or before September 22, 2016. Any Ballot Form received after 5.00 p.m. on September 22, 2016 will be treated as the reply from the member has not been received.
- 14. Voting will be provided to the members through e-voting and / or at the venue of the Meeting. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
- 15. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered office on all working days of the Company between 10.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting except Saturday, Sundays and Public holidays.
- 16. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**Item No.4:**

A. Material Facts relating to the Preferential Allotment, In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No.4 of the accompanying Notice dated August 11, 2016.

1. Pursuant to the provision of Section 55 of the Companies Act, 2013, redemption of preference shares shall be made out of profits which otherwise be available for dividend or out of proceeds of a fresh issue of shares. Hence in view of inadequacy of profit, the company proposed to issue Share Warrants to promoters or promoters group and proceeds thereof will be utilized for funding redemption of existing 11% Non-convertible, Cumulative, Redeemable Preference shares (NCRPS) or paying down any liabilities a detained by Board.
2. The Board of Directors of the Company, at its meeting held on August 11, 2016 subject to necessary approval(s), has approved the proposal for issuing 5,20,000 warrants convertible into equity shares through preferential offer to investors who are Promoters or Promoters Group. The price, at which such warrants shall be converted over a period of 18 months from the date of allotment shall be the price determined as per the provision of Regulation 76 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 SEBI (ICDR) Regulations, 2009).
3. The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank pari- passu in all respects with the existing Equity Shares of the Company.
4. Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of warrants / shares of the Company to persons other than the exiting holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution.
5. The preferential allotment of Securities to investors who are Promoters would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009. The Preferential issue would comprise of up to 5,20,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen months of its allotment.
6. The pricing of the warrants to be allotted on preferential basis to investors who are Promoters shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.
7. The Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to investors who are Promoters pursuant to the proposed Special Resolution shall be subject to lock-in for such period from the date of allotment of such shares, consistent with SEBI (ICDR) Regulations, 2009.

B. **The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations, 2009 in relation to the resolution proposed under Item No.4 are given as under:**

(i) The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used for funding redemption of 11% Non-Convertible, Cumulative, Redeemable Preference Shares or paying down any liabilities a detained by Board.

(ii) The intention of the promoters/directors/key management persons to subscribe to the offer:

The preferential issue is being made to the investors who are Promoters. As such this resolution is being sought to approve subscription to the warrants by the Promoters who are being offered through this resolution.

The existing promoters and management team will continue to remain in the management. Further, the composition of the present Board of Directors is not expected to undergo any change.

(iii) The Company hereby undertakes that:

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(iv) Securities to be issued:

The resolution set out at Item No. 4 of the accompanying Notice authorises the Board to issue to the Promoters, upto 5,20,000 warrants entitling the holder of each warrant to apply for and obtain allotment of one equity share of face value of Rs. 10/- each against each warrant in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

(v) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 23rd August, 2016 (i.e. 30 days prior to the date of the Annual General Meeting)

(vi) Terms of Issue of Warrants to the Promoters or promoters group:

1. The proposed allottees of Warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI, (ICDR) Regulations, 2009.
2. The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance of the consideration towards the subscription to each equity share. The amount so paid will be adjusted/ set-off against the issue price of the resultant Equity shares.
3. If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
5. In the event of the Company making a bonus issue by way of capitalization of its reserves, prior to allotment of Equity shares resulting from the exercise of the option under the warrants, the number of shares to be allotted against such warrants shall stand augmented in the same proportion in which the

equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced pro-tanto.

6. In the event of the Company making a rights offer by way of issue of new equity shares prior to allotment of Equity shares resulting from the exercise of the option under the warrants, the entitlement of the Equity shares under the warrants shall stand increased in the same proportion in the rights offer and such additional equity shares will be offered to the warrant holder(s) at the same price at which the existing shareholders are offered equity shares.
7. The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
8. The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

(vii) Particulars of Subscribers to Warrants:

The Company proposes to issue Warrants by way of preferential issue to the promoters as per the details given herein below:

Sr. No.	Names of proposed Warrant holders	Pre Preferential Allotment		Post Preferential Allotment(*)	
		No. of Shares	% of Total Voting Rights	No. of Warrants / Shares	% of Total Voting Rights
1.	Pritam A. Doshi	1395199	13.3902	1655199	15.1303
2.	Pratibha A. Doshi	1695656	16.2738	1955656	17.8768
	TOTAL	3090855	29.6640	3610855	33.0071

(*) Assuming full conversion of Warrants into Equity shares.

(viii) Under subscription, if any

Any of the warrants issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person / entity / investor as mentioned herein above, on the same terms and conditions.

(ix) Shareholding Pattern Pre and Post Preferential Offer:

The Shareholding pattern giving the present position as also considering full allotment of warrants to the investors who are Promoters and equity shares arising out of the conversion thereof, as per Resolution 4 of the Notice are given below:

Category of Shareholders	Pre-Allotment (As on March 31, 2016)		Post allotment of Equity Shares on exercise of Warrants (assuming full conversion)	
	Total No. of Shares	% of Total Voting Rights	Total No. of Shares	% of Total Voting Rights
Promoters/Promoters' Group	5774963	55.42%	6294963	57.54%
Mutual Funds / UTI	1100	0.01%	1100	0.01%
Banks, FIs, Insurance Companies etc.	75550	0.73%	75550	0.69%
Foreign Institutional Investors	1625	0.02%	1625	0.01%
Other Bodies Corporate	406098	3.90%	406098	3.71%
Non Resident Indians	42221	0.41%	42221	0.38%
Public	4102013	39.37%	4102013	37.49%
Others – clearing Members	16030	0.15%	16030	0.14%
Total	10419600	100.00%	10939600	100.00%

(x) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of warrants as aforesaid on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue or in the event allotment of warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(xi) Others:

The certificate of the Statutory Auditors to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered office of the Company on all working days except Sundays between 11.00 a.m. to 1.00 p.m. prior to the date of the declaration of the result of the Postal Ballot.

As it is proposed to issue warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 and 42 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors recommends the passing of this resolution as mentioned in Item No.4 as a Special Resolution.

None of the directors is interested except to the extent of their shareholding.

For PAE Limited

Pritam A. Doshi
Managing Director
DIN:00015302

CIN: L99999MH1950PLC008152
Regd. Off.: 69, Tardeo Road, Mumbai-400034.
Phone: 022-66185799 Fax No.:022-66185757.
Web.: www.paelttd.com
Email : investors@paelttd.com

Date : August 11, 2016

DIRECTORS' REPORT

To,
The Members,

Your Directors present their 66th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

STATE OF COMPANY'S AFFAIRS:

Your Company is in the business of sales and service of **Lead Storage Batteries**, Power Backup Systems and Automotive parts. It has a nationwide network of 19 sales offices and warehouses and staff of 120 providing sales and services to the customers' across India.

In the **Lead Storage Battery** segment, your Company markets its own brands of automotive and non-automotive batteries. Your Company markets a premium range of batteries known as ZENIDE and ZENIDE GOLD and it also markets Autozen and POWERZEN standard range of batteries. These batteries are sold to end-users, OE customers and to battery dealers and power solution providers across India. PAE also provides battery charging service to its customers. The range of batteries includes automotive, motorcycle, tubular and sealed-maintenance-free and valve-regulated lead acid batteries.

Batteries sold across India are supported by its high-quality and prompt service network as well as its dealer network that is present in almost every state of India. The warranty claims process is built on a technology platform that enables customers to make warranty or service claims and gives suggestions by SMS, on its website as well as a toll free number.

Your company provides value to the manufacturer by reducing market risk, parts obsolescence risk and credit risk. Your company is in a better position to cater to rapid changes in the marketplace by keeping purchase and sales decision-making at the regional level. Further, using an advance and ever-changing information technology system, your company is able to adapt to market changes quickly.

FINANCIAL RESULTS:

The financial highlights of the year are:

Particulars	Standalone		Consolidated	
	March 2016	March 2015	March 2016	March 2015
Income from operation	1315	7523	1590	8193
Other Income	62	130	147	204
Total Income	1377	7653	1737	8397
Profit/(loss) before Interest, Depreciation, Tax and Exceptional Items	(989)	(923)	(1161)	(978)
Less Interest Expenses	220	433	236	688
Less Depreciation	43	73	207	392
Less Exceptional Items	2577	(113)	1576	(73)
Profit/(loss) before Tax	(3743)	(1107)	(2928)	(1406)
Less Provision for Taxation	0	(89)	(5)	(91)
Net Profit/(Loss) after Tax	(3743)	(1018)	(2923)	(1315)

During the financial year 2015-16 the total income was Rs.1377 lacs as compared to last year's total income of Rs.7653 lacs. Loss before Tax was Rs.3743 lacs in the current year as compared to Rs.1018 lacs in the previous year. This was due to the decrease in sales on account of difficult market condition, financial crunch and challenging situation worldwide.

DIVIDEND AND BOOK CLOSURE:

The Board of Directors does not recommend dividend on equity shares for the current financial year.

The register of members and share transfer books will remain closed from Monday, September 19, 2016 to Friday, September 23, 2016 (both days inclusive) for the 66th Annual General Meeting of the Company scheduled to be convened on 23rd September, 2016 at The Victoria Memorial School for the Blind, 73, Tardeo Road, Next H. P. Petrol Pump, Mumbai-400034.

FINANCIAL SITUATION:

Reserves & Surplus

As at March 31, 2016 Reserves and Surplus amounted to (Minus) Rs.4353.59 lacs as compared to (Minus) Rs.592.83 lacs of previous year. The said scenario is due to inadequate profitability during the year under review and contribution of losses by the wholly owned subsidiaries.

Long Term Borrowings

There has been decrease in the Long Term Borrowings to Rs. NIL compared to Rs.175.63 lacs as at March 31, 2015.

Short Term Borrowings

The Short Term Borrowings increased to Rs.2202.64 lacs as at March 31, 2016 as compared to Rs.1805 lacs as at March 31, 2015.

Fixed Asset

Net Fixed Assets as at March 31, 2016 have decreased to Rs.538.65 lacs as compared to Rs.607.62 lacs in the previous year.

Investments

Investments are at Rs.70.26 lacs as on March 31, 2016 as compared to last year Rs. 2,001.93 lacs.

SHARE CAPITAL:

Authorised Capital

The current Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 1,50,00,000 (One Crore Fifty lacs) Equity shares of Rs. 10/- each and 1,00,00,000 (One Crore) Preference shares of Rs. 10/- each.

Equity Shares

The paid up Equity share capital of the Company as on March 31, 2016 was Rs. 10,41,96,000/- comprising of 1,04,19,600 equity shares of Rs. 10/- each.

During the year the company issued and allotted 4,70,000 equity shares on conversion of 4,70,000 11% Optionally Convertible, Cumulative Redeemable Preference Shares (OCCRPS) Rs. 10/- each as requested by Preference Shareholders.

Preference Shares

The paid up Preference share capital of the Company as on March 31, 2016 was Rs. 9,10,00,000/- comprising of 91,00,000 11% Non-Convertible, Cumulative, Redeemable Preference shares of Rs. 10/- each..

During the year the company issued and allotted 1100,000 11% Non-Convertible, Cumulative, Redeemable Preference shares of Rs. 10/- each to promoter and promoter group.

MEETINGS OF BOARD OF DIRECTORS:

The Board normally meets once in a quarter and additional meetings are held as and when required. During the year, the Board of Directors met 5 times i.e. on May 29, 2015, August 13, 2015, November 7, 2015, November 30, 2015 and February 11, 2016. The dates of Board Meetings were generally decided in advance with adequate notice to all Board Members.

APPOINTMENT / RESIGNATION OF DIRECTORS (SECTION 168(1)) AND KEY MANAGERIAL PERSONNEL (KMP):

During the financial year ended March 31, 2016 Mr. Pranay S. Nandgaonkar was appointed as Company Secretary of the Company with effect from November 7, 2015.

Mr. Rajendra Nath Mehrotra, Independent Director and Chairman of Audit Committee resigned with effect from May 12, 2016. The Board of Directors accepted his resignation and given him best wishes for his future endeavors.

Mr. Arvind R. Doshi is retiring by rotation and being eligible offers himself for reappointment.

INDEPENDENT DIRECTORS:

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received declarations from Dr. Rajendra Nath Mehrotra, Mr. Karthikeyan Muthuswamy and Mr. John O Band, Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION PURSUANT TO SECTION 178(3) OF THE COMPANIES ACT, 2013:

The Board of Directors of your Company in consultation with Nomination and Remuneration Committee had formulated and adopted Code for Independent Directors and which contains policy on **director's appointment and remuneration including criteria for determining qualification, positive attributes and independence of directors.**

Board of Directors of the Company duly consider appointment of the Directors in adherence with the policy prescribed under the code of independent directors and provisions of section 178(3) of the Companies Act, 2013.

AUDIT COMMITTEE:

The Company has an Independent Audit Committee comprising of 3 (three) Independent Directors and 1 (one) Executive Director. Consequent upon resignation of Mr. Rajendra Nath Mehrotra, Mr. John O. Band was appointed as a Chairman of the Audit Committee with effect from May 28, 2016. Mr. Karthikeyan Muthuswamy, Independent Director and Mr. Pritam A. Doshi, Managing Director of the Company are Members of the Committee. All the members of the Audit Committee are financially literate. In view of their professional qualification and experience in finance, all are considered to have financial management and accounting related expertise. Terms of reference of the Audit committee are elaborated in the Corporate Governance report which forms the part of this Annual Report.

EVALUATION OF PERFORMANCE OF BOARD:

During the year a separate Meeting of Independent Directors of the Company was held on 29th March, 2016, which was attended by all the Independent Directors to discuss and review the self-assessment of Directors, Board and Committees thereof and also assess the quality, content and timeliness of flow of information between the Management and the Board.

DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors confirms that:

- in the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and

- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

LOANS MADE, GUARANTEES GIVEN OR INVESTMENTS IN SECURITIES BY THE COMPANY:

Particulars of loans made, guarantees given or investments in securities by the Company are provided in the Note 18 of notes to the Financial Statements.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES IN A PRESCRIBED FORM ALONGWITH THE JUSTIFICATION FOR ENTERING INTO SUCH CONTRACT OR ARRANGEMENT:

During the year there was no related party transactions of material nature that may have a potential conflict with interests of the Company, all transactions with related parties were in the normal course of business. On recommendation of Audit Committee the Board ratifies all the related party transactions on quarterly basis. The details of the transaction is annexed herewith as 'Annexure- I' in the prescribed form AOC-2

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Since the Company does not own any manufacturing facility or unit, hence disclosures in this regard are not required. The particulars with respect to conservation of energy, technology absorption being not relevant, have not been given. During the year the foreign exchange outgo was NIL and foreign exchange earnings were Nil.

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments have been done by management affecting the financial position of the Company between the end of the financial year of the company to which the financial statements relate and the date of the report.

CONSOLIDATED FINANCIAL STATEMENT:

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements, the audited consolidated financial statement is provided in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company as it is suffering losses for more than three consecutive years; hence disclosure in this regard is not provided.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES (SECTION 177(10)):

The Board of directors of the Company believes in conducting all its affairs in a fair and transparent manner, by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The directors are committed to comply with the laws and regulations to which it is subject. For this, it has put in place systems, policies and procedures to interpret and apply these laws and regulations in the organizational environment. In consonance with the object of transparency and good governance, the board of directors of the company formulated and adopted "Whistle Blower Policy and Vigil Mechanism"

The organization's internal controls and operating procedures are intended to detect and prevent improper activities. In this regard, the Company believes in developing a culture where it is safe for all the Directors/Employees to raise concerns about any poor or unacceptable practice and any event of misconduct. These help to strengthen and promote ethical practices and ethical treatment of all those who work in and with the organization.

The main objective of this Policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the group which have a negative bearing on the organization either financially or otherwise.

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION (SECTION 197(12)):

Details pertaining to remuneration as required under section 197(12) of the Companies act, 2013 read with rule 5(1) of the companies (appointment and Remuneration of managerial personnel) rules, 2014 are provided in 'Annexure-II' to the Board's Report.

MANAGERIAL REMUNERATION AND RELATED DISCLOSURES:

Disclosures pertaining to remuneration to directors and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report.

Pertaining to the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the board of directors do hereby declare that:

- (i) No employee throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was more than sixty lakh rupees;
- (ii) No employee for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was more than five lakh rupees per month;
- (iii) No employee throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, less than two percent of the equity shares of the company.

SUBSIDIARY COMPANIES:

The Company has three unlisted subsidiary companies and one step down foreign based subsidiary. PAE Renewables Private Limited, PAE Infrastructure Private Limited and Shurjo Energy Private Limited are the Indian wholly owned subsidiaries of the Company. PAE Renewables Pte. Ltd., Singapore is wholly owned subsidiary of PAE Renewables Pvt. Ltd. and step down subsidiary of the Company.

Shurjo Energy Limited (SEPL):

SEPL has been manufacturing solar panels and industry currently in a challenging situation worldwide. During the year SEPL reported a lower turnover of Rs.0.16 lacs compared to Rs.2.45 lacs last year. As at March 31, 2015 the accumulated losses in SEPL have exceeded its net worth by Rs. 456.55 lacs.

PAE Renewables Private Limited (PAER):

During the year PAER reported lower turnover of Rs. 280.29 lacs as compared to last year turnover of Rs.732.31 lacs. The Company incurred loss of Rs.11.08 lacs as compared to loss of last year amounting to Rs.45.73 lacs due to heavy cost of finance and operating expenses.