



34th

ANNUAL REPORT

2016 - 2017

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Gullu Gellaram Talreja	Chairman & Managing Director
Shri Abhishek Prakash Talreja	Whole Time Director
Shri Hari Naunmal Tarachandani	Director (Independent) (from 10 August 2015)
Smt Sangeethalakshmi Bhat	Director (Independent) (from 10 August 2015)

STATUTORY AUDITORS:

M/s. B N Subramanya & Co., Chartered Accountant, Bengaluru

COMPANY SECRETARY & COMPLIANCE OFFICER

Manjunatha Hegade

BANKERS:

Shamrao Vithal Co-Operative Bank Limited, Yeshwanthpur Branch, Bengaluru

REGISTERED OFFICE:

16B, 1st Phase, Peenya Industrial Area, Bengaluru – 560 058

REGISTRARS & SHARE TRANSFER AGENTS:

Integrated Registry Management Services Private Limited (Formerly Integrated Enterprises (India) Limited),
30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003

FACTORY:

New Municipal No.7, 16B, 1st Phase, Peenya Industrial Area, Bengaluru – 560 05
<http://www.panelectronicsindia.com/investors>

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Four Annual General Meeting of the Members of PAN ELECTRONICS (INDIA) LIMITED will be held on Wednesday 27th September, 2017 at 3.00 P.M at Hotel Premier Comforts, 13/2, S.M. Road, Ayyappa Temple Road, Jalahalli Cross (West), Bangalore – 560 015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement as at 31st March 2017, and reports of the Board of Directors, Corporate Governance and Auditors thereon.
2. To appoint a Director in place of Shri. Abhishek Talreja (DIN: 05007867), Director, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s. B. N. Subramanya & Co., (Firm Registration No: 004142S) Chartered Accountants, be and is hereby appointed as a statutory auditor of the company, to hold office for a period of Five (5) consecutive years commencing from the financial year 2017-18, subject to ratification at every annual general meeting, on remuneration that may be determined by the audit committee in consultation with auditors, and that such remuneration may be paid on progressive billing basis.

By Order of the Board
PAN Electronics (India) Limited

Bangalore
04/09/2017

Sd/-
GULLU GELLARAM TALREJA
Managing Director | DIN 01740145

Registered Office:

16b, 1st Phase, Peenya Industrial Area,
Peenya, Bengaluru – 560 058
CIN: L00309KA1982PLC004960

NOTES :

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and vote instead of him and such proxy need not be a member of the Company. In order for proxies to be effective, they must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The instruction for e-voting is annexed to the notice.
3. The Register of members and the Share Transfer Books in respect of the equity shares of the company will remain closed from 21/09/2017 to 27/09/2017 (both days inclusive). Members are requested to notify change in address, if any, immediately to Integrated Registry Management Services Private Limited, 30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003, quoting folio number / demat particulars.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mails IDs may be sent to the Company's registered office or to the Registrar and Share Transfer agents through a letter duly signed by the member indicating Folio number/demat particulars.
5. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 10 a.m. and 1.00 p.m. on all working days upto the day of the Annual General Meeting.
6. Members/Proxies should bring the Annual report and the duly filled in Attendance Slip. The attendance slip shall be handed over at the entrance of the hall.

By Order of the Board
PAN Electronics (India) Limited

Bangalore
04/09/2017

Sd/-
GULLU GELLARAM TALREJA
Managing Director | DIN 01740145

Registered Office:

16b, 1st Phase, Peenya Industrial Area,
Peenya, Bengaluru – 560 058
CIN:L00309KA1982PLC004960

PAN ELECTRONICS (INDIA) LIMITED
CIN: L00309KA1982PLC004960

Instructions for E-voting:

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting particulars are set out below:

EVSN (E-Voting Sequence Number)	170907038
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The e-voting facility will be available during the following voting period:

Commencement of e-voting : From **9.00 a.m.** (IST) on **24th September 2017**

End of e-voting : Up to **5.00 p.m.** (IST) on **26th September 2017**

The instructions for E-voting are as under:

- The share holder should log in to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab to cast your votes.
- Enter the user id and the CAPTCHA code as appearing on the screen.
- If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any other Company, then your existing login id and password are to be used.
- If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and updated with the Company when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter 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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.	

*Only those Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of sequence numbers (eg 00000001) in the PAN field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the EVSN 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.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you will see Resolution Description and against the same the option "For/Yes/Favour and Against/No" for voting. Select the option "I/We assent to the Resolution for FOR/YES/FAVOUR or "I/We dissent to the Resolution for AGAINST/NO" as desired. The option FOR/YES/FAVOUR implies that you assent to the Resolution and option AGAINST/NO implies that you dissent to the Resolution.
- Click on the "Resolutions File" link if you wish to view the entire Resolutions.
- After selecting the resolutions 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution or POA in favour of the Custodian who they have authorised to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the vote.
- During the voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 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 helpdesk.evoting@cdslindia.com.
- The voting rights of the shareholders 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 2017.
- Shri Vivek Bhat, Company Secretary**, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutiniser shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizers report shall be placed on the Company's website www.panelectronicsindia.com/investors and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

PAN ELECTRONICS (INDIA) LIMITED
CIN: L00309KA1982PLC004960

Form No. MGT – 11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L00309KA1982PLC004960

Name of the Company: PAN ELECTRONICS (INDIA) LIMITED

Registered Office: 16b, 1st Phase, Peenya Industrial Area, Peenya, Bengaluru – 560 058.

Name of the Member (s) :
Registered address:
E-mail Id:
Folio No / Client Id:
DP ID:

I / We, being the member(s) of ____ shares of the above mentioned company, hereby Appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on September 27, 2017 at 03:00 p.m. at Hotel Premier Comforts, 13/2, S.M. Road, Ayyappa Temple Road, Jalahalli Cross (West), Bangalore – 560 015 and at any adjournment thereof, resolutions as set out in the Notice convening the meeting.

Signed this ____ day of _____, 2017

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

THIRTY FOURTH ANNUAL GENERAL MEETING ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company

Folio # _____ DP Id* _____ Client Id* _____ Shares held _____

Name & Address of Shareholder in full _____

I hereby record my presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company to be held at Hotel Premier Comforts, 13/2, S.M. Road, Ayyappa Temple Road, Jalahalli Cross (West), Bangalore – 560 015 on 27 September 2017 at 3.00 pm

MEMBER'S SIGNATURE

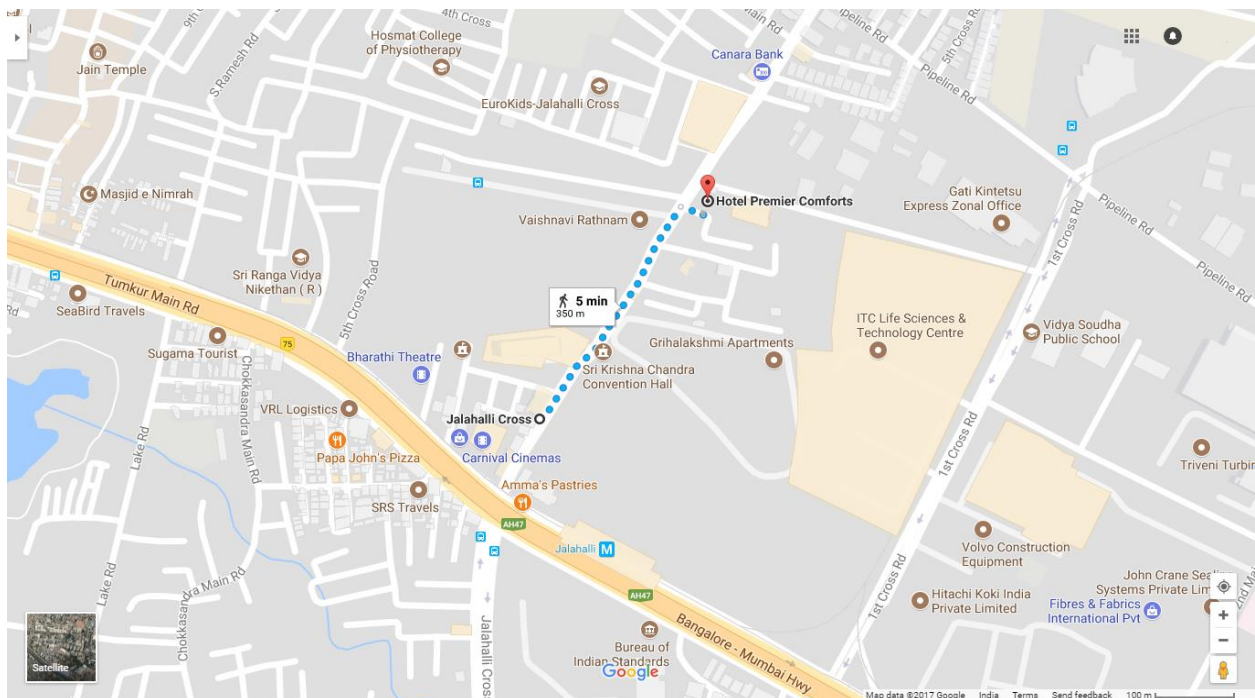
Member's/Proxy's name in block letters

Member's/Proxy's Signature

*Applicable for investors holding shares in dematerialized form

NOTE: Your entry to the meeting will be regulated by this Admission Slip

AGM Avenue route map



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Four Annual Report on the Business and Operations of the Company and Financial Results for the year ended 31st March 2017.

FINANCIAL RESULTS	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
01 REVENUE FROM OPERATIONS		
Net Revenue from Operations	33,49,904	4,19,986
02 OTHER INCOME	6,10,820	57,07,896
03 TOTAL REVENUE [1 + 2]	39,60,724	61,27,882
04 EXPENSES		
Cost of Material Consumed	52,72,869	16,23,085
Changes in Inventories of Finished Goods, WIP & Stock in Trade	(12,16,621)	1,58,763
Employee Benefit Expenses	46,14,629	26,86,596
Finance cost	5,22,814	24,771
Depreciation and Amortization Expenses	61,97,832	2,51,306
Other Expenses	79,15,594	39,57,583
Total Expenses	2,33,07,117	86,77,333
05 PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX [3-4]	(1,93,46,393)	(25,49,451)
06 EXCEPTIONAL ITEMS	(23,348)	-
07 PROFIT / (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX [5-6]	(1,93,69,741)	(25,49,451)
08 EXTRAORDINARY ITEMS	-	-
09 PROFIT / (LOSS) BEFORE TAX [7 - 8]	(1,93,69,741)	(25,49,451)
10 TAX EXPENSES		
1. Current Tax [MAT]	-	-
Less: MAT Credit entitlement	-	-
Net Current Tax	-	-
2. Deferred Tax: Asset/(Liability)		
11 PROFIT / [LOSS] FOR THE PERIOD FROM CONTINUING OPERATIONS [9-10]	(1,93,69,741)	(25,49,451)
12 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS	-	-
13 TAX EXPENSES OF DISCONTINUING OPERATIONS	-	-
14 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS [AFTER TAX] [12-13]	-	-
15 PROFIT / [LOSS] FOR THE PERIOD [11+14]	(1,93,69,741)	(25,49,451)
16 EARNING PER EQUITY SHARE (Basic and Diluted)	(4.84)	(0.64)

Note: Figures in bracket indicate loss. Previous year's figures have been regrouped / reclassified wherever necessary.

DIVIDEND:

Since the unabsorbed loss persists, the Directors have not recommended any dividend for the year.

RESERVE & SURPLUS

No amount is proposed to be transferred to the General Reserve.

PROFITABILITY:

Due to adverse market conditions in the industry, there is a loss in the company. Depreciation is a contributor for the book loss and the Company does not have cash loss to that extent. There has been underutilization leading to loss. However, the Company has settled and paid all FIs and Banks.

FINANCE AND TAXATION:

The company does not have any financial limits with any Bank.

Income tax assessment for the assessment years 2016-17 is in progress.

FIXED DEPOSITS:

During the year under review, the Company has not accepted any Fixed Deposits from the Public.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTFLOW:

As required by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in the Annexure – 2 forming part of this Report.

INDUSTRIAL RELATIONS AND CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Directors are pleased to record the appreciation and sense of commitment shown by our employees at all levels and acknowledges their contribution towards sustained progress of the Company. The relations between Management and Employees are good. Due to continued losses, CSR activity could not be taken up this year also.

BOARD OF DIRECTORS' & KEY MANAGERIAL PERSONNEL

Directors:

The Board consists of four directors of whom two are independent directors.

Sl. No.	Name of the Director	Appointment/ Resignation Date	Date of appointment
1.	Gullu Gellaram Talreja	Managing Director	06-01-2015
2.	Abhishek Prakash Talreja	Whole time Director	06-01-2015
3.	Hari Naunmal Tarachandani	Director (Independent)	10-08-2015
4.	Sangeethalakshmi Bhat	Director (Independent)	10-08-2015

Notice of meeting has adequately covered re-appointment of Directors to be in consonance with Companies Act 2013

As per the provisions of the Companies Act, 2013, Mr. Abhishek Prakash Talreja retires at the ensuing Annual General Meeting and being eligible seeks re-appointment. The Board recommends his re-appointment.

Mr. Gullu Gellaram Talreja who was appointed as Managing Director of the company for a term of Five

years. A brief resume and other details of Mr. Abhishek Prakash Talreja as required under the Listing Regulations, Companies Act, 2013 and Secretarial Standard are provided form part of Corporate Governance Report.

LISTING AGREEMENT WITH STOCK EXCHANGES:

Listing agreement with the Bombay Stock Exchange Ltd, Mumbai continues to be valid and the Company has been regular in paying requisite fees. The Company's ISIN is: INE648E01010

CORPORATE GOVERNANCE REPORT:

In terms of Regulation 34 read with Schedule V of LODR with the Stock Exchanges. A separate section on Corporate Governance, along with a certificate from M/s. B. N. Subramanya & Co., (Firm Registration No: 004142S) Chartered Accountants, for the compliance is Annexure – 4 and forms part of this report.

COMPANY SECRETARY

Your Company has appointed Manjunatha Hegade has a Company Secretary and Compliance officer keeping in view of the provisions contained in Companies Act, 2013. The duties are presently complied by him.

AUDITORS:

M/s. B. N. Subramanya & Co., (Firm Registration No: 004142S) Chartered Accountants, hold office until the conclusion of the five year period. As required by the provisions of the Companies Act, 2013, the auditors to be appointed by members at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

Certificate of the Statutory Auditors, regarding COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE forms part of the Annual report.

SUBSIDIARY, JOINTVENTURE AND ASSOCIATE COMPANY

There is no Subsidiary, Joint Venture and Associate Company

PARTICULARS OF EMPLOYEES 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:

The particulars are furnished in Annexure – 3 and forms part of Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31 March, 2017.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that we have 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;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in