



35th

ANNUAL REPORT

2017 - 2018

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)
Smt Sangeethalakshmi Bhat	Director (Independent) (Resigned on 28-03-18)
Smt Ambusaravan Asha	Director (Independent) (from 04th June 2018)

STATUTORY AUDITORS:

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

COMPANY SECRETARY & COMPLIANCE OFFICER

Manjunatha Hegde (Resigned on 04-06-2018)

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 – 560 058
<http://www.panelectronicsindia.com/investors>

Contents:

Notice of Meeting	3
Director's Report	10
Extract of Annual Return	16
Report on Corporate Governance	24
Managing Director/Whole time Director Certificate	30
Secretarial Audit Report	31
Auditor's Certificate on Corporate Governance	35
Auditor's Report	37
Balance Sheet	45
Profit & Loss Account	47
Cash Flow Statement	49
Schedule to Accounts	51

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty fifth (35) Annual General Meeting of the Members of PAN ELECTRONICS (INDIA) LIMITED will be held on Saturday 29th September, 2018 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 2018, 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.

SPECIAL BUSINESS

3. To appoint Mrs. Ambusaravan Asha (DIN: 08147485) as an Independent Director 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, Mrs. Ambusaravan Asha (DIN: 08147485), who was appointed as an Additional Director of the Company effective from June 4, 2018 pursuant to Articles of Association of the Company, to hold office up to the date of this Annual General Meeting in accordance with the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office up to June 03, 2023 pursuant to the provisions of Sections 149 & 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

By Order of the Board
PAN Electronics (India) Limited

Bangalore
14/08/2018

Sd/-
GULLU GELLARAM TALREJA
Managing Director | DIN 01740145

Registered Office:

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

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the Special business set out in this Notice and the relevant details pursuant to SEBI Listing Regulations are annexed hereto.
2. Brief profile of Mrs. Ambusaravan Asha, who will hold office of the director up to the date of this Annual General Meeting and is proposed to be appointed as an Independent director of the Company is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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.
4. 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.
5. The Register of members and the Share Transfer Books in respect of the equity shares of the company will remain closed from 22/09/2018 to 29/09/2018 (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.
6. 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.
7. 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.
8. 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.

ANNEXURE TO THE NOTICE

PROFILE OF Mr. ABHISHEK PRAKASH TALREJA SEEKING RE-APPOINTMENT (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	ABHISHEK PRAKASH TALREJA
Director Identification Number	05007867
Date of Birth	26/07/1980
Qualification	Graduation in Business Management
Nature of his expertise in specific functional areas	Mr. ABHISHEK PRAKASH TALREJA, was employed with the Company since 2015 with responsibilities of finance, accounts, taxation, HR and administration functions over the years.
Directorships held in other listed companies/ body corporates	Gemini Dyeing and Printing Mills Limited & Stargate Multitrade LLP
Chairmanship/Membership of Committees held in other Listed companies/body corporates	NIL
Relationship with other Directors and Key Managerial Personnel	He is a Son of Shri. GULLU GELLARAM TALREJA CMD of the Company.
Number of Equity shares held in the Company	NIL
Number of Board Meetings attended during last Financial Year (2017-18)	5 (Five)
Terms and conditions of appointment	Non-Executive and Non-Independent Director, liable to retire by rotation.

STATEMENT SETTING OUT MATERIAL FACTS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 OF THE NOTICE

Item No. 4

Mrs. Ambusaravan Asha was appointed as an Additional Director of the Company effective June 4, 2018, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company, to hold the office of director up to the date of this AGM i.e. September 29, 2018.

Pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Mrs. Ambusaravan Asha is to be appointed as Director of the Company pursuant to Section 152 of the Companies Act 2013, to hold office as an Independent Director in terms of Section 149(10) of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013, for a fixed initial term of five years up to June 3, 2023 (effective from June 4, 2017). Profile of Mrs. Ambusaravan Asha pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is provided as an Annexure to this Statement. None of the Directors or Key Managerial Personnel of the Company or their relatives other than the Director proposed to be appointed is in any way concerned or interested (financially or otherwise) in the Resolution as set out at Item No.4. The Board commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

PROFILE OF APPOINTMENT (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	AMBUSARAVAN ASHA
Director Identification Number	08147485
Date of Birth	04/01/1978
Qualification	Graduation in Commerce
Nature of his expertise in specific functional areas	Mrs. AMBUSARAVAN ASHA, was employed with the various Company since 2006 with responsibilities of finance, accounts, taxation, HR and administration functions over the years.
Directorships held in other listed companies/ body corporates	NIL
Chairmanship/Membership of Committees held in other Listed companies/body corporates	NIL
Relationship with other Directors and Key Managerial Personnel	NIL
Number of Equity shares held in the Company	NIL
Number of Board Meetings attended during last Financial Year (2017-18)	NIL
Terms and conditions of appointment	Appointment for a fixed initial term of five consecutive years.

By Order of the Board
PAN Electronics (India) Limited

Bangalore
14/08/2018

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)	180908015
---------------------------------	-----------

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From **9.00 a.m.** (IST) on **26th September 2018**

End of e-voting : Up to **5.00 p.m.** (IST) on **28th September 2018**

The instructions for E-voting are as under:

- (i) The shareholder should log in to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Enter the user id and the CAPTCHA code as appearing on the screen.
- (iv) 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.
- (v) 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.
- (x) Click on the "Resolutions File" link if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) 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.
- (xiii) 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.
- (xiv) 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 **21st September 2018**, 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.
- (xv) 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.
- (xvi) 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 21st September 2018.
- (xvii) **Shri Vivek Bhat, Company Secretary**, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xviii) 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.
- (xix) 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 29, 2018 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 _____, 2018

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 FIFTH 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 FIFTH 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 29 September 2018 at 3.00 pm

MEMBER'S SIGNATURE

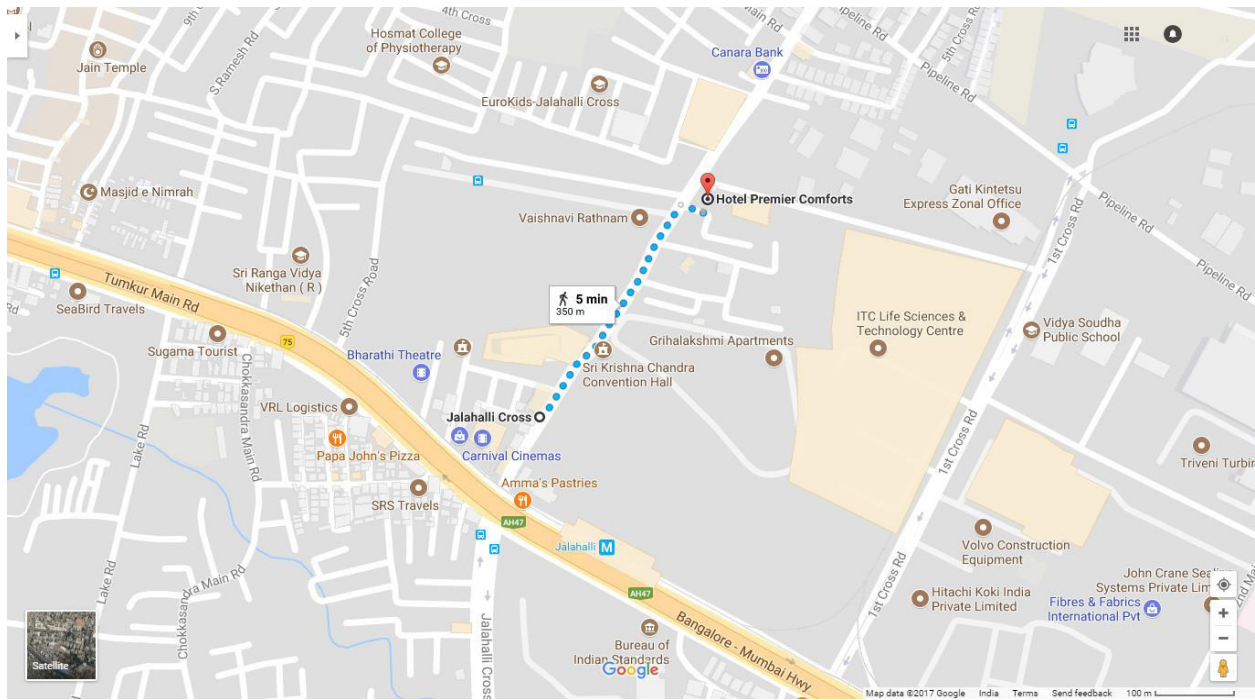
Member's/Proxy's name in block letters

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



FORM NO. MGT-12

Polling Paper

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

PAN ELECTRONICS (INDIA) LIMITED

Registered office address: 16B, 1st Phase, Peenya Industrial Area Peenya Bangalore 560058

BALLOT FORM

1.	Name(s) & Registered Address of the Sole / First named Member		
2.	Name(s) of the Joint holder(s), if any		
3.	Registered Folio Number / DP ID No. / Client ID No. * (*Applicable to investors holding shares in dematerialised form)		
4.	Number of Ordinary Share(s) held		
5.	I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Thirty Four Annual General Meeting (AGM) of the Company on Saturday, 29th September, 2018 by making my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:		
Agenda Item No.	Description of Resolution	(FOR) I/We assent to the Resolutions	(AGAINST) I/We dissent to the Resolutions
ORDINARY BUSINESS			
1.	Adoption of audited Financial Statement as at 31st March 2018, and reports of the Board of Directors, Corporate Governance and Auditors thereon.		
2.	Re-appoint of Shri. Abhishek Talreja (DIN: 05007867), Director, who retires by rotation.		
SPECIAL BUSINESS			
3.	Appoint of Mrs. Ambusaravan Asha (DIN: 08147485) as an Independent Director for a term of Five years.		

Place:

Date:

Signature of the Member

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Fifth Annual Report on the Business and Operations of the Company and Financial Results for the year ended 31st March 2018.

FINANCIAL RESULTS	As at 31st March 2018 Rupees	As at 31st March 2017 Rupees
01 REVENUE FROM OPERATIONS		
Net Revenue from Operations	(2,52,551)	38,23,731
02 OTHER INCOME	28,12,206	6,53,912
03 TOTAL REVENUE [1 + 2]	25,59,655	44,77,643
04 EXPENSES		
Cost of Material Consumed	1,33,390	52,72,869
Changes in Inventories of Finished Goods, WIP & Stock in Trade	10,50,021	(12,16,621)
Employee Benefit Expenses	46,64,342	46,14,629
Finance cost	9,55,238	5,22,814
Depreciation and Amortization Expenses	61,08,059	61,97,832
Other Expenses	18,55,142	79,15,594
Total Expenses	1,47,66,191	2,37,80,944
05 PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX [3-4]	(1,22,06,537)	(1,93,03,301)
06 EXCEPTIONAL ITEMS	-	-
07 PROFIT / (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX [5-6]	(1,22,06,537)	(1,93,03,301)
08 EXTRAORDINARY ITEMS	-	-
09 PROFIT / (LOSS) BEFORE TAX [7 - 8]	(1,22,06,537)	(1,93,03,301)
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]	(1,22,06,537)	(1,93,03,301)
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]	(1,22,06,537)	(1,93,03,301)
16 EARNING PER EQUITY SHARE (Basic and Diluted)	(3.0516)	(4.8258)

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