POSITIVE ELECTRONICS LIMITED

33rd ANNUAL REPORT

YEAR 2013-2014

FORWARD LOOKING STATEMENT

In this annual report we have disclosed forward-looking information to enable investors to

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialize, or should underlying assumptions not materialize, actual results could vary materially from those anticipated, estimated or projected. Shareholders and Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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COMPANY INFORMATION

Board Of Directors	
Name	Designation
Amitabh Sarad	Director
Atul Kumar Sultania	Additional Director
Vinay Sureka	Managing Director
Basant Agarwal	Director

Auditors
Goenka Shaw & Co., **Chartered Accountants** **8, Ganesh Chandra Avenue** **6th Floor, Kolkata-700 013**

Bankers
HDFC Bank

Registered Office
16, Ganesh Chandra Avenue **8th Floor, Kolkata-700013** **Email.Id: positive.electronics123@gmail.com** **Website: www.positiveelectronics.in**

Company Secretary
Ms. Farha Khatoon

Registrar & Transfer Agent
Maheshwari Datamatics Private Limited **6,Mangoe Lane, 2nd Floor** **Kolkata- 700 001**

Audit Committee	
Name	**Designation**
Basant Agarwal	Chairman
Atul Kumar Sultania	Member
Amitabh Sharad	Member

Remuneration Committee	
Name	**Designation**
Atul Kumar Sultania	Chairman
Basant Agarwal	Member
Amitabh Sharad	Member

Shareholder investor Grievance Committee	
Name	**Designation**
Atul Kumar Sultania	Chairman
Basant Agarwal	Member
Amitabh Sharad	Member

NOTICE OF 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the **33rd Annual General Meeting** of **Positive Electronics Limited** will be held on **Tuesday, 30th September, 2014 at 11.30 a.m. at the Registered Office of the Company at 16, Ganesh Chandra Avenue, 8th Floor. Kolkata-700013**, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

   "RESOLVED THAT of the audited Balance sheet as at 31.03.2014, Profit & Loss account for the year ended on that date along with schedules and notes thereon as placed before the board be and are hereby approved.

2. To appoint a Director in place of Mr. Amitabh Sharad, who retires by rotation and being eligible offers himself for re-appointment

3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s Goenka Shaw & Co., Chartered Accountants** (**Firm Registration no. 319075E**)**,** the retiring Auditors, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the forthcoming Annual General Meeting (AGM) till the conclusion of the AGM to be held in the year 2020, subject to ratification of their appointment at every AGM, on such remuneration plus service tax and reimbursement of out-of-pocket and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT Atul Kumar Sultania **(DIN : 00632710)**, who was appointed as an Additional Director of the Company effective from December 11, 2013, by the Board of Directors and who holds office until the conclusion of the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.**"**

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (as amended up to date) and Clause 49 of the Listing Agreement, Mr. Atul Kumar Sultania **(DIN : 00632710)**, Director of the Company who retires by rotation at the ensuing Annual General Meeting ,be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March 2019**".**

5. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (as amended up to date) and Clause 49 of the Listing Agreement, Mr. Basant Agarwal **(DIN : 03558881)**, Director of the Company who retires by rotation at the ensuing Annual General Meeting , be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March 2019**".**

6. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution :**

   "RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

   a) In definition clause of Article 1 the following definition be inserted:

   '**Electronic mode**' means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

   i. business-to-business and business-to-consumer transactions, data interchange and other digital supply transactions;

   ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;

   iii. financial settlements, web-based marketing, advisory and transactional services, database services and products, supply chain management;

   iv. online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services;

   v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;

   vi. posting of an electronic message board or network that the Company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or

   vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and

   viii. video conferencing, audio- visual mode, net conferencing and/or any other electronic communication facility.

   b) A new Clause 73(e) is being inserted under Article 73 which is as under:

   "75 (e) Voting by members through electronic mode

A member may exercise his vote at a General Meeting by electronic mode in accordance with Section 108 of the Companies Act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution."

c) A new Article 101A is being inserted after Article 101 which is as under:

"101A. Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any Committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by competent/statutory authority (ies)."

d) A new Article 154 is being inserted after Article 153 which is as under:

154. "General Clause"

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of the Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to the aforesaid resolution."

Date: 5th of September, 2014

By Order of the Board of Directors
For Positive Electronics Limited

Registered Office:
16, Ganesh Chandra Avenue ,
8th Floor. Kolkata-700013

Sd/-

Vinay Sureka
Chairman

Notes:

1. A member entitled to attend and to vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. The Register of Members and Share Transfer Books will remain close from **23rd September, 2014 to 30th September, 2014** (both days inclusive) for the purpose of Annual General Meeting. A person cannot act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of total share capital of the company. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).

2. The Register of Member and the Share Transfer Books of the Company will remain closed from **23.09.2014 to 30.09.2014** (both days inclusive).

3. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.

4. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.

5. Members are requested to intimate change in their address immediately to **M/s Maheshwari Datamatics Pvt. Ltd**., the Company's Registrar and Share Transfer Agents, at their office at 6, Mangoe Lane, 2nd Floor Kolkata - 700 001 Phone - 033 22435029 / 22482248Fax - 033 22484787.

6. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to **M/s Maheshwari Datamatics Pvt. Ltd**.., Registrar and Share Transfer Agents of the Company, at their address given above.

7. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

8. Members are requested to bring copies of Annual Report to the Annual General Meeting.

9. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.

10. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.

11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.

12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.

13. For members who have not registered their e-mail address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 33rd Annual General Meeting and Annual Report for 2013-14 will be available on Company's website **www.positiveelectronics.** for their download.

14. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.

15. Voting through electronic means

i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means at the 33rd Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Securities Limited (CDSL).

ii. The e-voting period commences on **23rd September 2014(Tuesday) to 25th September 2014 (Thursday).**During this period shareholders of the Company, as on the cut-off date (record date) 29th **August,2014** may cast their vote electronically. The business may be transacted through e-voting services provided by Central Depository Securities Limited.(CDSL). During the period, Members of the Company, holding shares either in physical form or in dematerialised form, may cast their vote electronically The electronic module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently.

iii. A separate communication is being sent to members to avail the e-voting facility. the Company has appointed **Mr. Anurag Fatehpuria**, Practising Company Secretary, **C.P. No. A3447** to act