

A circular logo with a dotted border containing the number 40. Below the circle is a ribbon banner with the word ANNIVERSARY.

40

ANNIVERSARY

ANNUAL REPORT

2021

**POSITIVE
ELECTRONICS
LIMITED**

CONTENTS

Sl. No.	Description
01	Corporate Information
02	Schedule of the 40 th Annual General Meeting
03	Notice of the 40 th Annual General Meeting
04	Director's Report
	Annexure I – AOC – 2
	Annexure II – Management Discussion & Analysis Report
	Annexure III – Disclosure under Section 197 of the Companies Act, 2013
	Annexure IV – Declaration of Independence under Section 149 of the Companies Act, 2013
05	Secretarial Audit Report (Form No. MR – 3)
06	Certificate of Non- Disqualification of Directors
07	Declaration for Compliance with the Code of Conduct
08	CFO Certification
09	Certificate: Corporate Governance
10	Audited Standalone Financial Statements along with the Independent Auditor's Report



CORPORATE INFORMATION

CIN

L67120WB1981PLC033990

REGISTERED AND ADMINISTRATIVE OFFICE

Bolai Kutir, 23A/1B Justice Dwarkanath Road,
Bhowanipore, Kolkata- 700020,
West Bengal, India.

STATUTORY AUDITOR

M/s Mukesh Choudhary & Associates
Chartered Accountants
2A Ganesh Chandra Avenue,
9th Floor, Suite No.- 05,
Kolkata- 700013

SECRETARIAL AUDITOR

CS Bharti Mundhra
Practicing Company Secretary
493/C/A, G.T. Road (S), Phase- 1, Block- B, 8th Floor, Flat- 804,
Vivek Vihar, Howrah- 711102.

REGISTRAR & SHARE TRANSFER AGENTS

Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 05th Floor,
Kolkata- 700001

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Amitabh Sharad

Chief Financial Officer, KMP

Ms. Bhavika Dharmendra Gandhi

Whole Time Director

Mr. Abhishek Sharad

Non-Executive Director

Mr. Chirag Bhupendrabhai Kashiparekh

Non-Executive Director

Mr. Narendra Mathurbhai Gandhi

Independent Director

Mr. Vinay Sureka

Independent Director

Mr. Sujeet Singh

Independent Director

Mr. Rahul Kumar Lodha

Company Secretary & Compliance Officer

MANDATORY COMMITTEES

❖ AUDIT COMMITTEE

- Mr. Narendrabhai Mathurbhai Gandhi Chairman
- Mr. Sujeet Singh..... Member
- Mr. Chirag Bhupendrabhai Kashiparekh Member

❖ NOMINATION & REMUNERATION COMMITTEE

- Mr. Narendrabhai Mathurbhai Gandhi Chairman
- Mr. Sujeet Singh..... Member
- Mr. Chirag Bhupendrabhai Kashiparekh Member

❖ STAKEHOLDER'S RELATIONSHIP COMMITTEE

- Mr. Narendrabhai Mathurbhai Gandhi Chairman
- Mr. Sujeet Singh..... Member
- Mr. Chirag Bhupendrabhai Kashiparekh Member

**SCHEDULE OF THE
40TH ANNUAL GENERAL
MEETING**

DATE

30TH SEPTEMBER, 2021

DAY

THURSDAY

TIME

11 A.M.

VENUE

**4/M, Rajab Ali Lane, Ekbalpore
Kolkata – 700 023**

**BOOK
CLOSURE**

24-09-2021 to 30-09-2021

NOTICE

NOTICE is hereby given that the **40th Annual General Meeting** of M/s POSITIVE ELECTRONICS LIMITED will be held on **Thursday, the 30th day of September, 2021 at 11 A.M. at 4/M, Rajab Ali Lane, Ekbalpore, Kolkata – 700 023** to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 which includes the Balance Sheet as at that date, the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2021 together with the Reports of Board of Directors and Auditor thereon.
- 2) To appoint a director in place of **Mr. Chirag Bhupendrabhai Kashiparekh**, (DIN: 07498727) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) **TO APPROVE THE RE- APPOINTMENT OF MRS. BHAVIKA DHARMENDRA GANDHI AS A WHOLE TIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment(s) thereof for the time being in force), the approval of the shareholders of the Company, be and is hereby accorded to approve the terms of re-appointment and remuneration of **Mrs. Bhavika Dharmendra Gandhi** (DIN: 07389802) as a Whole Time Director of the Company, for a period of five (5) years with retrospective effect from 01st January, 2021 to 31st December, 2026, as recommended by the Nomination and Remuneration Committee and Board of Directors on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be proper, necessary or expedient to give effect to this resolution.”

By the Order of the Board

S/d

(Rahul Kumar Lodha)

Company Secretary & Compliance Office

Place: Kolkata
Date: 07.09.2021

NOTES:

- 1) A member entitled to attend and vote at the Annual General Meeting (AGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid Meeting and shall not be entitled to vote except on a poll. A proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the aforesaid Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of not more than fifty members and holding in the aggregate, not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not be entitled to act as proxy for any other person or member.
- 2) Corporate Members are requested to send to the Company/ Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
- 3) The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive).
- 4) Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
- 5) Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.
- 6) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
- 7) Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and public holidays and at the Annual General Meeting.
- 8) Members are requested to notify any change in their address immediately to **M/s. Maheshwari Datamatics Private Limited**, 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
- 9) Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.

- 10) In all correspondence with the Company/Registrar & Share Transfer Agents, members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
- 11) Members interested in nomination in respect of shares held by them in physical form may write to M/s. Maheshwari Datamatics Pvt Ltd., at the address as mentioned in paragraph 8, as above, for the prescribed form.
- 12) Members may note that the Notice of the AGM and the Annual Report for 2020 – 21 will be available on the Company's website www.positiveelectronics.in. Members that require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at info.positive@gmail.com
- 13) Members are to inform of their current email ID to the Company in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
- 14) For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides easy liquidity, but also safeguards from any possible physical loss.
- 15) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting ("Remote e-voting"). The Company has engaged in Central Depository Services Limited ("CDSL") to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice. The facility for voting through ballot paper shall be made available at the AGM & the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- 16) A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.
- 17) Members are required to bring their admission slips of the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.
- 18) Electronic copy of the Annual Report for F.Y. 2020 – 21 & Notice of the 40th AGM along with the Attendance Slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members are entitled to receive the said Annual Report & Notice in physical form upon sending a request in writing to the Company's registered office and / or sending an email to info.positive@gmail.com. Members whose email address is not registered, a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.

19) **The Instructions For Members For Remote E-Voting are as under:-**

The remote e-voting period begins on Monday, 27th September, 2021 at 09:00 A.M. and ends on Wednesday, 29th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="758 728 1295 1041" data-label="Image"> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.