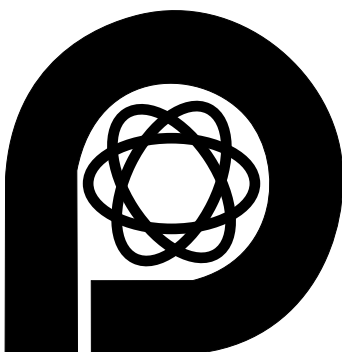


TWENTY FIFTH ANNUAL REPORT

2016-2017



PROCAL ELECTRONICS INDIA LIMITED

(CIN : L32109MH1992PLC066276)

TWENTY FIFTH ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS

SHRI MAHENDRA KUMAR BOTHRA

**CHAIRMAN
& MANAGING DIRECTOR**

SHRI DHARMENDRA SHARMA

INDEPENDENT DIRECTOR

MS. RENU BOTHRA

WOMAN DIRECTOR

SHRI PRADEEP KOTHARI

INDEPENDENT DIRECTOR

SHRI MANAKCHAND BOTHRA

CFO

BANKERS

CANARA BANK

AUDITORS

Arvind Baid & Associates

CHARTERED ACCOUNTANTS

SHARE TRANSFER AGENTS

SATELLITE CORPORATE SERVICES PVT. LTD.

**B-302, SONY APPARTMENT, OPP. ST. JUDE HIGH SCHOOL,
OFF ANDHERA ROAD, JARIMARI, SAKINAKA,
MUMBAI – 400 072.**

REGISTERED OFFICE

**201, DHRUV, SHYAM BABA HOUSE CHS LTD.,
UPPER GOVIND NAGAR,
MALAD - EAST, MUMBAI 400 097.**

WORKS - (Closed since 2001)

- 1) 44/45, PRAGATI INDUSTRIAL ESTATE,
66 KVA SUBSTATION ROAD, AMLI, SILVASSA.
- 2) SHED No. I/200/1/3/6,
ROAD NO.2, GIDC, SACHIN,
SURAT, GUJARAT.
- 3) 23/25/27 & 28, AMLI INDUSTRIAL ESTATE,
66 KVA SUBSTATION ROAD,
AMLI, SILVASSA.



NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of Procal Electronics India Limited will be held on Friday, 29th September 2017; at its registered office; 201, Dhruv Shyam Baba House CHS Ltd., Upper Govind Nagar, Malad – East, Mumbai – 400097 at 10.30 am, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon.
2. To re-appoint Mr. Mahendra Kumar Bothra, Managing Director of the Company who retires by rotation but being eligible offers himself for the same.
3. **To pass the following resolution with or without modification as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 139 (1) of the Companies Act, 2013 and Rules made there under, the appointment of M/s. Arvind Baid & Associates, Chartered Accountant as Statutory Accountant, made in the previous Annual General Meeting be and is hereby ratified for the current Financial Year 2017-18 and to fix remuneration.”

Place: Mumbai
Date: 26th August, 2017

By order of the Board Of Directors
Sd/-
Mahendra Kumar Bothra
Managing Director



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member.
2. The instrument appointing a proxy should be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd September 2017 to Friday, the 29th September 2017 (both days inclusive).
4. Members are requested to notify promptly any change in their addresses to the Company's Registrars and Share Transfer Agents, Satellite Corporate Services Private Limited, B-302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072.

5. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services India Limited (CDSL):

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 at 9.00 am and ends on 28th September, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2017 (Record Date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) Shareholders using first time the electronic voting shall follow the given below steps:

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 first two letters of their name and the 8 digits of the sequence number in the PAN field. ◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</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 (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



- (x) 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 filed. The new password has to be minimum eight character consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#%&*). 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 the company opts for e-voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN (here 170828123) for Procal Electronics India Limited. On which you choose to vote.
- (xiii) On the voting page, shareholders 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 the option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTION FILE LINK", if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to cast your 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.
- (xvi) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **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 Corporates.
 - ♦ 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ♦ The list of accounts linked in the login should be emailed 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.
- (xx) 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.
6. Ms. Manisha Khater - Proprietress of M/s. Manisha C. Khater & Associates – Company Secretaries (FCS - 8255 & COP - 8692) has been appointed as the Scrutiniser to scrutinise the e-voting process in the fair and transparent manner.
7. The scrutiniser shall within a period not exceeding three (3) days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and will make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
8. The results on the resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of vote in favour of the resolutions.
9. The results declared along with the scrutinizer's report(s) will be available on the website of the Company within two days of passing of the resolutions and will be communicated to Bombay Stock Exchange Limited where the shares of the Company are listed.
10. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during the normal business hours (10.00 a.m to 5.00 p.m.) on all working days except Saturdays up to and including the date of the Annual General Meeting of the Company.

Registered Office:

201, DHRUV, SHYAM BABA CHS. LTD.
UPPER GOVIND NAGAR, MALAD (EAST),
MUMBAI – 400097 (DIN NO. 01103297)
MAHARASHTRA

By order of the Board of Directors

Mahendra Kumar Bothra
Chairman and Managing Director

**DIRECTORS REPORT**

To,

The Members,

PROCALELECTRONICS INDIA LTD

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the

Particulars	2016-2017	2015-16
Gross Income	367,154	560,691
Profit Before Interest and Depreciation	(20,838)	141,963
Finance Charges	-	-
Provision for Depreciation	(149,965)	(177,623)
Net Profit Before Tax	(170,804)	(35,660)
Provision for Tax	-	-
Net Profit After Tax	(170,804)	(35,660)
Balance of Profit brought forward	(85,564,828)	(85,529,168)
Balance available for appropriation	-	-
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus carried to Balance Sheet	(85,735,632)	(85,564,828)
No. of Shares	3500000	3500000
EPS	-0.49	-0.10

1. Financial summary or highlights/ Performance of the Company

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder;

2. Brief description of the Company's working during the year under review

During the year, your company had not carried any business.

3. Change in the nature of business, if any

During the year, your company had neither changed any nature of business nor changed any nature of business.

4. Dividend

Due to non-availability of surplus profit, your company had not declared any dividend during the year under review.

5. Reserves & Surplus

Your company had transferred the losses amounting to Rs. 170,804/- to reserves and surplus during the year under review.

6. Change of Name

Your company had not changed its name during the year under review.



7. Share Capital

Your company had neither increased its authorised capital nor made any allotment during the year under review.

i. Buy back of securities

The Company has not bought back any of its securities during the year under review.

ii. Sweat Equity Shares

The company has not issued any Sweat Equity shares during the year under review.

iii. Bonus Shares

The company has not issued any Bonus shares during the year under review.

iv. Employee Stock Option Scheme

The company has not provided any stock option scheme to its employees during the year under review.

8. Directors and Key Managerial Personnel

Mr. Mahendra Kumar Bothra, Managing Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

9. Corporate Governance and Management discussion and analysis

As per the requirement of listing agreement with Stock Exchanges, your company has complied with requirements of Corporate Governance along with Management Discussion and Analysis in all material aspects. A report on Corporate Governance together with a certificate of its compliance from Statutory Auditors and Management Discussion and Analysis, forms part of this report as **Annexure "A"**.

10. Audit Committee

The details pertaining to composition of audit committee are included in Corporate Governance Report, which forms part of this Report.

11. Policy on Director's appointment and remuneration and other details

The Company's policy on director's appointment and remuneration and other matters provided in section 178 (3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the director's report.

12. Risk Management

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report. The Risk Management Policy is annexed as **Annexure "B"** to this report.

13. Stakeholders' Relationship Committee

The details pertaining to Stakeholder's Relationship Committee are included in the Corporate Governance Report which forms the part of this report.

14. Particulars of Employees

The provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is not applicable to your company during the year under review.

**15. Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 7 Board Meetings were held, please refer to Corporate Governance Report, which forms part of this Report.

16. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

17. Declaration by an Independent Directors and their meeting

The declarations by Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 are taken by the company.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 30th May, 2016, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

18. Details of Subsidiary/ Joint Ventures/ Associate Companies

Your company neither has subsidiary and/or associate companies nor has your company entered into any joint venture during the year under review.

19. Auditors:

M/s Arvind Baid & Associates, Chartered Accountants were appointed as the Statutory Auditors for a term of 5 years; subject to ratification of their appointment in every coming AGM in that term.

20. Auditors' Report

The Auditors Report is self-explanatory with all the disclosures wherever required. The Directors here need not require any clarifications as the company is not in operations since last few years, except pending statutory dues, there are no further penalties except that of due to few delays and non fulfilment of statutory SEBI requirement as unavailability of funds in the company.

21. Disclosure about Cost Audit

As per the Cost Audit Orders in pursuance to section 148 and all other applicable provisions of the Companies Act, 2013, Cost Audit is not applicable to the Company during the year under review.

22. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Mrs. Puneeta Jain, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company for the year 2016-2017. The report of the Secretarial Auditors is enclosed as **Annexure "C"** to this report.