

29th
ANNUAL REPORT
2016 - 2017



Shree Pacetrnix Ltd.

Technology Serving Humanity

An ISO-9001 Company

MANAGING DIRECTOR	:	Mr. Atul Kumar Sethi (DIN: 00245685)
WHOLE-TIME DIRECTOR	:	Mrs. Amita Sethi (DIN: 00245722)
WHOLE-TIME DIRECTOR	:	Mr. Vikas Gokhale (DIN: 05193393)
INDEPENDENT DIRECTORS	:	Mr. Sushil Kumar Patni (DIN: 00245754)
	:	Mr. Pravin Kumar Badjatya (DIN: 00457056)
	:	Mr. Anil Rathi (DIN: 00492926)
CHIEF FINANCIAL OFFICER	:	Mr. Ashok Atulkar
COMPANY SECRETARY	:	Ms. Priya Singh
STATUTORY AUDITORS	:	Ajay Sharma and Company Chartered Accountants 210, II Floor, K.K. Bapna Arcade, 7/1 Dr. R.S. Bhandari Marg, Janjirvala Square, Indore (M.P.) - 452003
BANKERS	:	Bank of India, Santha Bazar, Indore, Madhya Pradesh
REGISTRAR & SHARE TRANSFER AGENT	:	Ankit Consultancy Private Limited 60 Electronic Complex, Pardesipura, Indore (M.P.) 452010 Tel No-0731-2551745-46, Fax-0731-4065798, E-mail- rtaindore@gmail.com
REGISTERED OFFICE	:	Plot No. 15, Sector-II, Industrial Area, Pithampur, Dist. Dhar, (M.P.) - 454775 www.pacetronix.com pacetronix@hotmail.com Tel: +91- 7292-411105 Fax: +91-7292-400418 CIN: L33112MP1988PLC004317

NOTICE

NOTICE is hereby given that Twenty Ninth Annual General Meeting of the Members of the SHREE PACETRONIX LIMITED will be held on **Monday, 25th September, 2017 at 11.30 A.M.** at the registered office of the Company at Plot No 15, Sector-II, Industrial Area, Pithampur, Dist. Dhar, (M.P.) - 454775 to transact the following business : -

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors Thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of Auditors Thereon.
2. To appoint a Director in place of Mr. Vikas Gokhale (DIN: 05193393), Whole time Director who retires by rotation and being eligible, offers himself for re-appointment.
 3. To ratify the appointment of Ajay Sharma and Company, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the Twenty Eighth Annual General Meeting held on 30th September, 2016 appointing Ajay Sharma and Company, Chartered Accountants (ICAI Firm Registration No: 013306C) as Statutory Auditors of the Company to hold office until the conclusion of Thirty Third Annual General Meeting of the Company to be held in 2021, the Company hereby ratifies and confirms the appointment of Ajay Sharma and Company, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:**4. RE-APPOINTMENT OF MR. VIKAS GOKHALE (DIN: 05193393) AS WHOLETIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, recommendation of Nomination & Remuneration Committee and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and are hereby accorded for the re-appointment and remuneration being paid or provided to Mr. Vikas Gokhale (DIN: 05193393) as one of the Whole-Time Key Managerial Person to be designated as the Whole Time Director of the Company for a further period of three years commencing from 30th January, 2018 to 29th January, 2021, liable to retire by rotation, on the remuneration and other terms and condition given below:

- A. Salary per month:** 80,500/- (Rupees Eighty Thousand Five Hundred only)
- B.** He shall be entitled to provident fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:**
 - n** Car: The Company may provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
 - n** Telephone, Internet & Cell: The Company may provide free use of telephone, internet at his residence and Cell phone.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Vikas Gokhale (DIN:05193393) shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT Mr. Vikas Gokhale (DIN:05193393), Whole Time Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company as determined by Board.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. To Call Remaining Rs. 15/- on Reissued 74,200 Forfeited Equity Shares (Reissued On 25th September, 2007):

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-
"RESOLVED THAT pursuant to the Special Resolution passed as per applicable provisions of Companies Act, 1956/Companies Act, 2013 and Articles of Association, by the members of the Company in their Annual General Meeting (AGM) held on 17th November, 2007, to confirm and approve the decision of the Board of Directors of the Company pertaining to re-issue/re allotment, of 74200 forfeited equity shares of Rs. 10/- each partly paid, at Rs. 22/- per share for cash, to the promoters of the Company to make them fully paid at an aggregate sum of Rs. 22/- per share and on such terms and conditions as may be determined by the Board in its discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 1956, Companies Act, 2013 and SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to ratify and pass a fresh resolution to call remaining amount of Rs. 15/- per share for reissued 74200 forfeited equity shares of the Company at an aggregate sum of Rs. 37/- per share to same promoters as allotted before.

RESOLVED FURTHER THAT the difference amount of Rs. 15/- (Fifteen) be collected from the allottee.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may in their absolute discretion deem necessary, proper or desirable including settling any questions, difficulty or doubt that may arise/arised in respect of listing of above mentioned share at BSE Limited."

6. To Approve the Expenses for Service of Documents to Members

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 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge certain fee in advance from a member, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

PLACE : Pithampur

DATE : 11.08.2017

Registered Office:
 Plot No 15, Sector-II,
 Industrial Area,
 Pithampur, Dist. Dhar,
 (M.P.) – 454775

By the order of the Board of Directors
SHREE PACETRONIX LIMITED

Priya Singh
 Company Secretary

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 THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 act as a proxy for any other person or shareholder.
3. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed herewith.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
5. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 25th September 2017 (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015) forms part of the notice.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.

7. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Tuesday, 19th September, 2017 to, Monday, 25th September, 2017 (both days inclusive).
8. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d. Bring their Annual Report and Attendance Slips with them at the AGM venue.
9. Members seeking any information are requested to write to the Company by e-mail at pacetronix@hotmail.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to Ankit Consultancy Private Limited, RTA of the Company for consolidation into a single folio.
12. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Private Limited, 60 Electronic Complex, Pardesipura, Indore (M.P.) 452010.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
14. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s Ankit Consultancy Private Limited to enable the Company to send all communications electronically.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
16. Members may also note that the Annual Report for FY 2016-17 is also available for downloading on Company's website www.pacetronix.com.
17. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA-Ankit Consultancy Private Limited
19. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, during business hours up to the date of the meeting.
20. The route map showing directions to reach the venue of the Twenty-Ninth AGM is annexed.
21. Voting through electronic means
 - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
 - (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through polling paper.
 - (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (iv) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.
- (v) The instructions for shareholders voting electronically are as under:
- The voting period begins on Friday, 22nd September, 2017 (9.00 am) to, Sunday, 24th September, 2017 (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 Monday, 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders/Members
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

	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 (d).

- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 18th September 2017, may obtain the login ID and password by sending a request to Ankit Consultancy Private Limited at rtaindore@gmail.com
- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the SHREE PACETRONIX LIMITED on which you choose to vote.
- On the voting page, you 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 option NO implies that you dissent to the Resolution.

- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o. After selecting the resolution 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.
 - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - r. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vi) 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. Apple 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.
- (vii) Note for Non – Individual Shareholders and Custodians**
- a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
- (viii) 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.
- (ix) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 18th September 2017.
- (x) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- (xi) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xii) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pacetrnix.com and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 04

Mr. Vikas Gokhale is serving in capacity of whole Time Director of the Company and his tenure shall be expired on 29th January, 2018 upon completion of 3 years of his appointment as Whole time Director.

He is Having 16 years experience in Management of Industries Undertaking. Mr. Vikas Gokhale is having very rich experience in industries and is acquainted with thorough knowledge of business. His experience, commitment and capabilities are playing a crucial role in the growth of the Company.

Thus the Board of Directors feel that there is a need for a continuation of suitable plans and program and therefore, it is imminent that he will be continuing in the capacity of Whole Time Director.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 11th August, 2017 has re-appointed him for a further period of 3 years commencing from 30th January, 2018 to 29th January, 2021. Mr. Vikas Gokhale is the Whole Time Director of the Company & re-appointed for the period of three years, however to comply with the provisions of Section 152 of the Companies Act 2013, he will be liable to retire by rotation.

The Board considered that the terms and conditions, the salary and the perquisites as given in the Item No. 4 of the notice is commensurate with their higher responsibilities, status and image of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the re-appointment of Mr. Vikas Gokhale as Whole-Time Director are now being placed before the Members for their approval.

The Board recommends to pass Ordinary resolution as set out in Item No. 4 of the notice. Mr. Vikas Gokhale may be deemed as concerned or interested in the resolutions. Except that none of the other Directors nor Key Managerial Personnel is, in any way, concerned or interested in the Resolutions. Mr. Vikas Gokhale is not holding any Equity shares of the total paid up capital of the Company.

DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Director	Mr. Vikas Gokhale
Date of Birth	09.06.1975
Date of Appointment	30.01.2012
Expertise / Experience in specific functional areas	Having 16 years experience in Management of Industries Undertaking.
Qualification	M.Tech
No. & % of Equity Shares held	Nil
List of outside Company directorship held	Shree Coratomic Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil

The following additional information as required by schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry:

The Company is, inter alia, in the business of selling & manufacturing of different range of quality Implantable Cardiac Pacemakers.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on January 11th, 1988 and started manufacturing of Pacemakers in the year 1988.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial performance (Standalone & Consolidated) based on given indicators – as per Audited Financial Results for the year ended 31st March, 2017:

Particulars	Rs. in Lakhs	
	Standalone	Consolidated
Gross Turnover & Other Income	689.45	699.74
Net profit as per Statement of Profit & Loss (After Tax)	(29.02)	(32.33)
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	(29.02)	(32.33)
Net Worth	510.96	495.98

(v) Foreign investments or collaborators, if any:

However the company is having NRI & Overseas Body Corporate shareholding of an amount of 658517 shares i.e. 18.30 %.

II. Information about the appointee:

(i) Background details: Refer Explanatory Statement of Item No. 4

(ii) **Past remuneration during the financial year ended 31st March, 2017:** Rs.9.66 lakhs

(iii) **Recognition or awards:** Nil

(iv) **Job Profile and his suitability:**

Mr. Vikas Gokhale joined the Board on 30th January 2012 as Whole-time Director of the Company. He is Having 16 years experience in Management of Industries Undertaking. Mr. Vikas Gokhale is having very rich experience in industries and is acquainted with thorough knowledge of business. His experience, commitment and capabilities are playing a crucial role in the growth of the Company. The Company has witnessed intrinsic growth under his leadership. Taking into consideration his qualifications and expertise in relevant fields he is best suitable for the responsibilities assigned to the said designation.

(v) **Remuneration proposed:**

Scale of Salary: Salary of 80,500/- PM which shall be subject to upward revision of 10% per annum.

Perquisites and Commission: As stated in Resolution No. 4. It is proposed to authorize the Board (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Shri Vikas Gokhale, within the above mentioned scale of salary.

(vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Vikas Gokhale, the responsibilities shouldered by him and the industry benchmarks, the remuneration propose to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. **Other Information:**

(i) **Reasons of loss or inadequate profits:**

During the Financial Year Company has registered a net loss of 29.02 lakhs during the year ended 31st, March, 2017 as the health supply industry witnessed a slow growth rate due to certain government policies and control measures, also regulatory and compliance issues are getting more demanding which resulted in to the weak financial performance of the Company.

(ii) **Steps taken or proposed to be taken for improvement and Expected increase in Productivity and profits in measurable terms:**

The Company with an aim of improvement of the Company, increased productivity & profits for the Company working hard towards the same, hoping that government addresses major issues like pricing & healthcare policies soon. Your Company, its directors & its management are committed to widen its reach with both international and Indian companies. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

IV. **Disclosures:**

The information and Disclosures of the remuneration package of the Executive Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid/payable to Executive Chairman and Managing Director (Whole time Directors) for the year ended 31st March, 2017".

Mr. Vikas Gokhale satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act. Brief resume of Shri Vikas Gokhale, nature of his expertise, name of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships among Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are also provided in the Corporate Governance Report forming part of the Annual Report Save and except Shri Vikas Gokhale, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Item No. 05

The Board of Director of the Company in their meeting held on 23rd December, 2002 had forfeited 74200 Equity shares of the Company from the shareholders who had not paid the allotment money. Before making forfeiture of above mentioned shares, Company have complied with requirements of applicable provision of Companies Act, 1956 and Articles of Association, including issue of final reminder cum forfeiture notice dated 31.08.2002 to the defaulting shareholders.

Thereafter, Board of Directors of the Company in their meeting held on 25th September, 2007 had re-issued 74,200 forfeited equity shares of Rs 10/- each to Mr. Atul Kumar Sethi, one of the promoters of the Company to make them fully paid, at a price of Rs 22 /-per equity shares arrived as per the prevailing market price on that date as per the price determined under the provisions as prescribed under the Chapter VII of SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2009. Thereafter, the decision of board to re-issue 74,200 forfeited equity shares was

also considered and approved by member in Annual General Meeting (AGM) of the Company held on 17th November, 2007.

Thereafter, Company had submitted application for listing approval for above re-issued 74200 forfeited equity shares on 26th November, 2007 as per the requirements for listing of above shares but still the permission is pending from BSE Limited.

Now, as per the specific requirement of BSE for listing the above shares, there was a difference in calculation of issued price in terms of preferential issue pricing norms and as per provision of Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000, the price arrived is Rs. 37/- instead of Rs. 22/-, accordingly the difference price of Rs.15/- per share to be collected from the same allottee.

Accordingly the Company is again required to take approval of members to call remaining amount of Rs.15/- per share to get the 74200 forfeited equity shares listed, therefore your Board recommends the above resolution as Special Resolution.

Mr. Atul Kumar Sethi, Managing Director of the company is interested or concerned in the resolution to the extent of his shareholding and Ms. Amita Sethi, Whole Time Director is also interested in the resolution being the relative of Mr. Atul Kumar Sethi. Except them none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

Item No. 06

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 11th August, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 6, for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 6 of the Notice.

PLACE: Pithampur

DATE: 11.08.2017

Registered Office:

Plot No. 15; Sector No. II,
Industrial Area, Pithampur,
(M.P.) 454775

By order of the Board of Directors

SHREE PACETRONIX LIMITED

Priya Singh

Company Secretary

Route Map for the Venue of AGM

