



SHREE PACETRONIX LIMITED

35TH

ANNUAL REPORT
2022-2023



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Shree Pacetronix Limited
Technology Serving Humanity
An ISO-9001 Company

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**CORPORATE INFORMATION**

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| CORPORATE IDENTIFICATION NUMBER | L33112MP1988PLC004317 |
| REGISTERED OFFICE | Plot No. 15, Sector-II, Industrial Area, Pithampur, District Dhar (M.P.) – 454775 Contact: 07292-411105, Fax: 07292-400418 Email id: pacetronix@hotmail.com Website: www.pacetronix.com |
| BOARD OF DIRECTORS | |
| Executive Directors | |
| Managing Director | Mr. Atul Kumar Sethi |
| Joint Managing Director | Mr. Akash Sethi |
| Non-Executive Directors | |
| Independent Director | Mr. Sushil Kumar Patni |
| Independent Director | Ms. Manali Tongia |
| Independent Director | Ms. Somya Chhabra |
| Independent Director | Mr. Chandragupt Jain (Appointed w.e.f. 01.08.2023) |
| CHIEF FINANCIAL OFFICER | Mr. Ashok Atulkar |
| COMPANY SECRETARY | Mr. Yash Bagora |
| CHIEF OPERATING OFFICER | Mr. Sumit Chakarbarti |
| STATUTORY AUDITORS | S. R. Naredi & Co., Chartered Accountants 204, Manas Bhawan Extn., 11 R.N.T. Marg, Indore (M.P.) - 452001 |
| SECRETARIAL AUDITORS | Shraddha Jain 107, Gold Arcade opposite Curewell Hospital, New Palasia, Indore |
| BANKERS | Bank of India HDFC Bank Limited Cholamandalam Investment and Finance Company Limited |
| REGISTRAR & SHARE TRANSFER AGENT | Ankit Consultancy Private Limited 60, Electronic Complex, Pardesipura, Indore (M.P.)-452010 Contact: 0731-4065799, 4065797, 0731-4949444. Email id: compliance@ankitonline.com , investor@ankitonline.com |
| STOCK EXCHANGE <i>(Where the Company's Securities Listed)</i> | BSE Limited |

NOTICE

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting (AGM) of the Members of **Shree Pacetronix Limited** will be held on **Friday, 15th September, 2023** at **11:30 A.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") for which purposes the registered office of the Company situated at Plot No. 15, Sector-II, Industrial Area, Pithampur, District Dhar, Madhya Pradesh, 454775 shall be deemed as the venue for the meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESS:

1. CONSIDERATION AND ADOPTION OF STANDALONE & CONSOLIDATED AUDITED FINANCIAL STATEMENT

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss, Cash Flow Statement and notes thereon of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF MR. ATUL KUMARSETHI (DIN:00245685), LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Atul Kumar Sethi (DIN:00245685), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. AKASH SETHI (DIN:08176396) AS THE JOINT MANAGING 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 section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce), in terms of Articles of Association, on recommendation of Nomination & Remuneration Committee and on Board's approval, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Akash Sethi (DIN-08176396), who holds office as a Joint Managing Director up to 13th August, 2024 as a Joint Managing Director of the Company for a further period of three (3) years commencing from 14th August, 2024 to 13th August 2027, who shall be liable to retire by rotation, upon such remuneration and the other terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Akash Sethi shall not be in excess with the limit prescribed in the Section 197 read with Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT the Board of Directors of the company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be consider necessary, desirable or expedient for the aforesaid purpose and to vary, modify the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 as existing or amended, modified or re-enacted from time to time and in such a manner as may be agreed between the Board of Directors and Mr. Akash Sethi."

4. TO INCREASE REMUNERATION OF MR. ATUL KUMAR SETHI (DIN:00245685), MANAGING 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 sections 196, 197, 198, & 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the approval of the members of the Company be and are hereby accorded for increase in remuneration of Mr. Atul Kumar Sethi (DIN- 00245685), Managing Director of the Company from Rs. 2,30,000/- (Two Lakhs Thirty Thousand only) per month to Rs.4,50,000/- (Four Lakhs Fifty Thousand only) per month w.e.f 1st August 2023, on the terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Atul Kumar Sethi (DIN: 00245685) shall not be in excess with the limit prescribed under Section 197 read with Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and/or severally authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with ROC."

5. APPOINTMENT OF MR. CHANDRAGUPT JAIN (DIN:10262427) AS AN INDEPENDENT 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 Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby accorded for the appointment of **Mr. Chandragupt Jain (DIN: 10262427)** who was appointed as an Additional Independent Director by the Board of Directors with effect from 1st August, 2023 and holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 1st August, 2023 upto 31st July, 2028 and he shall not be liable to retire by rotation".

**By the order of the Board of Directors of
Shree Pacetronix Limited**

PLACE: Pithampur
DATE: 14/08/2023

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

**Yash Bagora
Company Secretary**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15 2021 followed by SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively "SEBI Circulars"), have further allowed the Companies to conduct their Annual General Meeting (AGM), through Video Conferencing (VC) or any Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is convening its 35th AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited [CDSL] for convening the 35th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 30 of this Notice.
2. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
4. In compliance with above MCA and SEBI Circulars have granted relaxations to the companies in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2023 pursuant to Section 136 of the Act and Notice calling the Annual General Meeting pursuant to Section 101 of the Act read with the Rules framed there under, such statements including the Notice of AGM are being sent **only in electronic mode**, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant/ Depository as on the cut-off date i.e. Friday, 18th August, 2023.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar and Share Transfer Agent by following due procedure.

5. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 18th August, 2023 being the cut-off date for sending soft copy of the Notice of 35th Annual General Meeting and Annual Report for the financial year 2022-2023, in Portable Document Format (PDF), will also be available on the Company's website www.pacetronix.com, website of CDSL i.e. www.evotingindia.com and on website of stock exchange viz. www.bseindia.com.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since the 35th Annual General Meeting of the Company will be convened through VC/OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

7. Pursuant to the provisions of Sections 112 and 113 of the Act, body corporate/institutional members can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a certified copy (PDF) of the Board Resolution/authorization letter authorizing such representative to attend the Annual General Meeting of the Company through VC/ OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at shraddhajain2204@gmail.com with a copy marked to the Company at investors.spl@gmail.com.
8. 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 Saturday, 09th Day of September, 2023 to Friday, 15th Day of September, 2023 (both days inclusive) for the purpose of 35th Annual General Meeting.
9. M/s. S. R. Naredi & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 33rd Annual General Meeting held on 29th September, 2021 to hold office till the conclusion of the 38th Annual General Meeting to be held in the calendar year 2026. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed there under, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this Annual General Meeting.
10. **Dematerialization of physical shares:** On and from 1st April, 2019, requests for effecting transfer of securities are not processed unless the securities are held in the dematerialized form. In addition to that, as per the recent amendments to SEBI - LODR Regulations effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for
 - (a) issue of duplicate securities certificate;
 - (b) claim from Unclaimed Suspense Account;
 - (c) Renewal/ Exchange of securities certificate;
 - (d) Endorsement;
 - (e) Sub-division/ Splitting of securities certificate;
 - (f) Consolidation of securities certificates/folios;
 - (g) Transmission, and
 - (h) Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

11. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. SEBI vide. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, has made it mandatory for all shareholders holding shares in physical form to furnish PAN, KYC and Nomination details to the Company / RTA:

- a) PAN
- b) Contact details, Postal address with PIN Code, Mobile number, E-mail address
- c) Bank account details (bank name and branch, bank account number, IFSC code)
- d) Specimen signature

For furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the company/ RTA. The forms are available on the website of the company as well as on the website of RTA

Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3.

In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled.

The forms mentioned above are available on the website of the Company as well as on the website of RTA.

- 13.** The Company has timely sent individual letters to all the Shareholders holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination as per SEBI Circulars. Folios wherein any one of the above-mentioned documents/ details are not available on or after 1st October 2023 shall be frozen by (RTA) of the Company in terms of the SEBI Circular dated 16th March 2023 and you will not be eligible to lodge grievance or avail service request.
- 14.** Members who have still not registered/updated their e-mail address are requested to register/update at the earliest:
 - a) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update their e-mail address by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes/updation thereof) to Ankit Consultancy Private Limited 60, Electronic Complex, Pardesipura, Indore (M.P.)-452010. Form ISR-1 is available on the website of the Company at <https://www.pacetroneix.com/investor-corner/other-shareholders-information/> and the website of RTA at <https://www.ankitonline.com/documents.aspx>.
 - b) Members holding shares in dematerialized mode are requested to register/update their e-mail address with the relevant Depository Participants.
- 15.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA.
- 16.** For ease of conduct of Annual General Meeting, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id investors.spl@gmail.com, at least 7 days before the date of the AGM, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably.
- 17.** The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Item Nos. 3,4 & 5 are annexed and forms part of the Notice.
- 18.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. The relevant documents, if any, referred to in the Notice of 35th AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 35th Annual General Meeting of the Company. Members seeking to inspect such documents can send an email to investors.spl@gmail.com.

19. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. Friday, 08th September, 2023, may obtain the login ID and password by sending a request at investor@ankitonline.com.
20. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.).
21. The Company has designated an exclusive e-mail ID i.e. investors.spl@gmail.com to enable the investors to register their complaints / send correspondence, if any for the purpose of Annual General Meeting.
22. Members who are entitled to participate in the Annual General Meeting can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
23. The Company has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS-39488; CP No. 14717) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the Annual General Meeting, in a fair and transparent manner.
24. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Friday, 08th September, 2023, being the cut-off date.
25. The Chairman shall at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
26. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Friday, 08th September, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting on the date of AGM by following the procedure mentioned in this Notice.
27. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.
28. Details as required in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment at the AGM, forms integral part of this Notice.
29. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and relevant MCA Circulars, the facility for remote e-voting and e-voting in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.
30. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 12th September, 2023 from 09:00 A.M. and ends on Thursday 14th, September, 2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 08th September, 2023 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.