



# PRECISION ELECTRONICS LIMITED

CIN: L32104DL1979PLC009590

Regd. Office: D-1081, New Friends Colony, New Delhi - 110025

Phone: 120 2551556/7, Fax: 120 2524337

Email: [cs@pel-india.com](mailto:cs@pel-india.com), Website: [www.pel-india.com](http://www.pel-india.com)

## NOTICE OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of Precision Electronics Ltd. (the Company) will be held on **Thursday, September 15, 2016 at 03.00 p.m. at Bipin Chandra Pal Memorial Auditorium, A - 81, C.R Park, New Delhi** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended on March 31, 2016 and the Reports of Board of Directors and the Auditor's thereon.
2. To re-appoint Ms. Ranjna Gudoo who retires by rotation and being eligible, offers herself for reappointment.
3. To ratify the appointment of M/s Rajendra K. Goel & Co., Chartered Accountants (F.R.N. 01457N) as Statutory Auditors of the Company, who were appointed at the AGM held on September 27, 2014 for a period of three year upto the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2017.

### SPECIAL BUSINESS:

4. **NOT TO FILL UP VACANCY CREATED BY RETIREMENT OF MR. PRADEEP KUMAR KANODIA.**

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 (7) of the Companies Act, 2013, vacancy caused on the Board of the Company, by retirement of Mr. Pradeep Kumar Kanodia (holding DIN: 00002561), a Director liable to retire by rotation, who retires by rotation and does not offer himself for re-appointment, be not filled up."

**By Order of the Board  
For Precision Electronics Limited**

**Sd/-  
Veenita Puri  
Company Secretary**

**Place: Noida**

**Date: August 8, 2016**

### Notes

Precision Electronics Limited, being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Companies Act, 2013 read with rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 37<sup>th</sup> AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. The Explanatory statement pursuant to section 102 of the Companies act, 2013 which sets out details relating to special business to be transacted at the meeting is given below.
2. **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 PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more ten percent of the total share capital of the Company. A Proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
4. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the annual general meeting.

5. Members/proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification of attendance at the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from September 9, 2016 to September 15, 2016 (both inclusive).
7. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
9. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi- 110020 about the changes, if any, in their registered address along with Pin Code, quoting their Folio number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
10. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of environment protection.
11. Route map of the venue of the meeting is attached herewith.
12. Pursuant to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, Members are requested to furnish or update their e-mail IDs with the Registrar and Share Transfer Agent for sending the soft copies of the Annual Report of the Company .
13. 37<sup>th</sup> Annual Report for the year 2015-16 is also available on the website of the Company [www.pel-india.com](http://www.pel-india.com).
14. Voting through electronics means/Postal Ballot
  - a. In Compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on September 8, 2016 being the cut off date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 37<sup>th</sup> Annual General Meeting.
  - b. Instructions for e-voting are as under-
    - I. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - II. Click on Shareholder - Login
    - III. Enter your User ID and existing password. The User-id is your Demat account number which is (DP-ID + CLENT - ID)
    - IV. Click login
    - V. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - VI. Home Page of e-voting-Active Voting Cycles opens.
    - VII. Select E-voting Event Number (Even) of Precision Electronics Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once caste cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e. up to 05:00 PM on September 14, 2016, whichever is earlier).
    - VIII. Now you are ready for e-voting as 'Caste Vote' page opens.
    - IX. Cast your vote by selecting appropriate option and click on "Submit" and also "confirm" when prompted.

- X. Upon confirmation, the message “Vote cast successfully” will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format ) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through email [scrutinizer@pel-india.com](mailto:scrutinizer@pel-india.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- XIII. In case of any queries, you may refer the Frequently Asked Question (FAQ) – Shareholders and e-voting manual on the website of e-voting agency.
- c. The e-voting period shall commence on September 12, 2016 (09:00 AM) to September 14, 2016 (05:00 PM). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on September 8, 2016 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting.
- d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 8, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Registrar and Transfer Agent (Skyline Financial Services Private Limited). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you may generate new password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- e. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper .
- g. The Board of Directors has appointed M/s. Munish K Sharma & Associates, Company Secretaries, as the Scrutiniser for conducting the e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility. Persons who have not casted their votes shall be able to exercise their right at the meeting.
- i. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes casted in favour or against, if any to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The results declared alongwith the report of the Scrutinizer shall be placed on the Company’s website [www.pel-india.com](http://www.pel-india.com) and on the website of the NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be intimated to the Bombay Stock Exchange within 48 hours of the conclusion of the AGM.

**Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Director eligible for re-appointment vide item no. 2 is as follows:**

**Item No. 2:**

Name of Director	DIN	Date of Birth	Date of Appointment	Number of Shares held in the Company
Ms. Ranjna Gudoo	06956595	19.10.1949	27.09.2014	Nil

Ms. Ranjna Gudoo is a graduate with BA, LLB. She has retired as DGM – Law of Power Grid Corporation of India Ltd (PGCIL) and has been an in-house lawyer for twenty seven years in the Power Sector with NTPC and PGCIL. She has acted as Borrower’s Counsel to Indian Financial Institutions, International Banks, and Multilateral agencies including World Bank and ADB for financial closure of the projects. She has extensive experience in drafting of commercial contracts and has handled litigation matters on behalf of PGCIL. She was appointed in the Company as Non-Executive Director and her knowledge on legal issues is well appreciated by the other members of the Board.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

**Item No. 4:**

Mr. Pradeep Kumar Kanodia (DIN 00002561) retires by rotation at this Annual General Meeting but has not offered himself for reappointment. Board recommends that, since Board of Company is fairly balanced and even after retirement of Mr. Pradeep Kumar Kanodia, the Board's composition is in compliance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015, resulting vacancy may not be filled up for the time being.

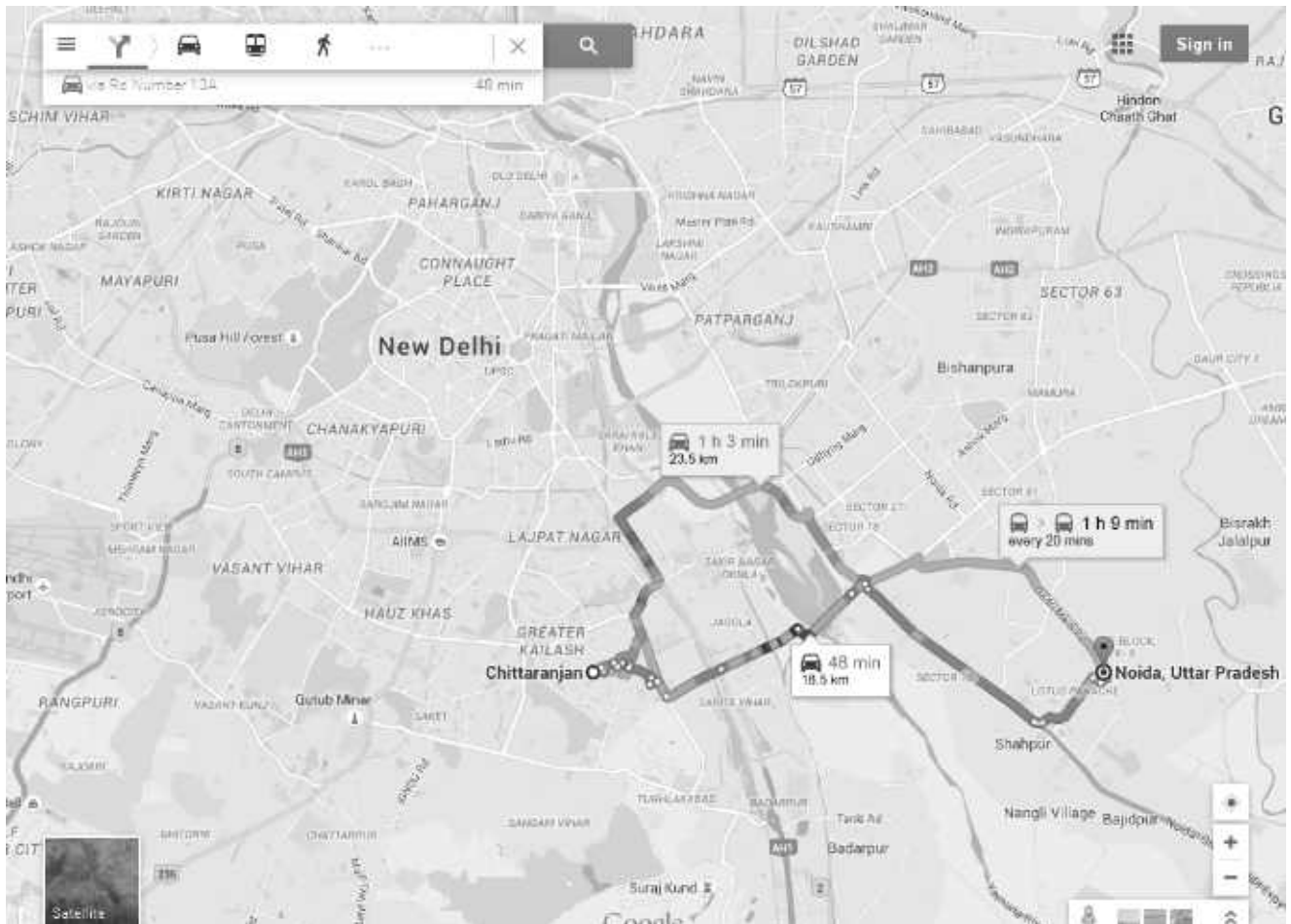
Mr. Pradeep Kumar Kanodia is holding 3104235 equity shares of the Company and is brother of Mr. Ashok Kumar Kanodia, Managing Director of the Company.

By Order of the Board  
For Precision Electronics Limited

Sd/-  
Veenita Puri  
Company Secretary

Place: Noida  
Date: August 8, 2016

**Route Map  
For AGM Venue**



## Form No. MGT-11: PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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CIN	L32104DL1979PLC009590
Name of the company	Precision Electronics Limited
Registered Office	D-1081, New Friends Colony, New Delhi - 110025
Name of the member(s)	
Registered office	
Email Id	
Folio no./Client Id/DP Id	

I/we being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him;
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him;
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
Email: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote on (on a poll) for my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 15<sup>th</sup> day of September, 2016 at 03:00 P.M. at Bipin Chandra Pal Memorial Auditorium, A-81, C.R. Park, New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Name	Resolutions
	Ordinary Business
1.	Adoption of the Financial Statements for the year ended on March 31, 2016 and the Reports of Board of Directors and the Auditors thereon.
2.	Re-appointment of Ms. Ranjna Gudoo who retires by rotation.
3.	Ratification of the appointment of M/s Rajendra K. Goel & Co., Chartered Accountants (F.R.N. 01457N) as Statutory Auditors of the Company.
	Special Business
4.	Not to fill up vacancy created by retirement of Mr. Pradeep Kumar Kanodia.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20.....

Affix  
Re.1  
Revenue  
Stamp

Signature of the Member: \_\_\_\_\_ Signature of Proxy holder: \_\_\_\_\_

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



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#### ATTENDANCE SLIP

DPID		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company on Thursday, September 15, 2016 at 03.00 PM at Bipin Chandra Pal Memorial Auditorium, A-81, C.R. Park, New Delhi 110019 and at any adjournment thereof.

(Signature of Member/Proxy Present)

Note:\* Please handover this attendance slip duly signed as a Member or Proxy, as the case may be, at the attendance registration counter at the meeting.