



# 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, Website: [www.pel-india.com](http://www.pel-india.com)

## NOTICE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of Precision Electronics Ltd. (the Company) will be held on Monday, September 25, 2017 at 03.00 p.m. at Bipin Chandra Pal Memorial Auditorium, A - 81, C.R Park, New Delhi-110019 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended on March 31, 2017 and the Reports of Board of Directors and the Auditor's thereon.
2. To re-appoint Mr. Rahul Goenka, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s Nemani Garg Agarwal & Co., Chartered Accountants (F.R.N. 010192N) as Statutory Auditors of the Company, from conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting and authorize Board of Directors' to fix their remuneration.

### SPECIAL BUSINESS:

4. **APPOINTMENT OF MR. NIKHIL KANODIA AS WHOLE TIME DIRECTOR CUM PRESIDENT OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 of the Companies Act 2013 (as amended or re-enacted from time to time) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Act, the Company hereby accords its approval for the appointment of Mr. Nikhil Kanodia (DIN: 03058495), as Whole Time Director cum President of the Company with effect from August 11, 2017 for a period of 5 years, on the below mentioned terms and conditions:

**Salary: Rs. 3,27,500/- per month.**

**Commission @ 1% net profits of the Company.**

**In addition to Salary, he shall be entitled to the following perquisites:**

Medical reimbursement: Medical expenses incurred for self and his family, as per rules of the Company; not exceeding Rs. 1,20,000/- per annum.

Leave Travel Allowance: For self and his family, as per rules of the Company; not exceeding Rs. 2,50,000 once in two years.

**He shall also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration as specified above:**

Contribution to provident fund, superannuation fund or annuity fund to the extent these are not taxable under the Income Tax Act 1961.

Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

Encashment of leave at the end of tenure.

Provision for use of chauffeur driven Company car for official duties and cellular phone (including payment for local and overseas official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

He will be entitled for reimbursement of expenses incurred for the business of the Company.

For aforesaid purpose a family means the spouse and dependent children.

The perquisites to be evaluated as per Income Tax Rules wherever applicable.

Further, he shall be entitled an annual increment not exceeding 25% of salary, subject to recommendation by Nomination and Remuneration Committee and approval by Board of Directors. The recommendation of Nomination and Remuneration Committee and approval by Board of Director shall be required each time an increment is proposed.

Further, in case of loss or inadequacy of profits, he shall be eligible for his entire remuneration except commission, provided that the total remuneration shall not exceed limits as stated in Schedule V of Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. **APPOINTMENT OF LT. GEN. (DR.) RAJESH PANT AS CHAIRMAN CUM INDEPENDENT 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company read with Schedule IV of the Companies Act, 2013, Lt. Gen. (Dr.) Rajesh Pant, (DIN: 06969307), Non Executive Director cum Chairman of the Company liable to retire by rotation since 27.07.2015, who has submitted a declaration in writing that he meets the criteria of independence as provided in Section 149(6) and is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Chairman cum

Independent Director of the Company for the period of 5 consecutive years with effect from 25th September 2017.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take the necessary steps to give effect to the above resolution.”

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

**Sd/-  
Veenita Puri  
Company Secretary**

**Place: Noida  
Date: 11.08.2017  
Notes**

Precision Electronics Limited, being a listed Company and also 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 38<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 than 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 19, 2017 to September 25, 2017 (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. 38<sup>th</sup> Annual Report for the year 2016-17 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 18, 2017 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 38<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 cast 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 24, 2017, 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 21, 2017 (09:00 AM) to September 24, 2017 (05:00 PM). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on September 18, 2017 (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 18, 2017, 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 voting right at the meeting through Ballot Paper.
  - i. The Scrutinizer, after the conclusion of voting at the AGM, will first count the votes cast at the meeting 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 and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast 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
MR. RAHUL GOENKA	00002440	15.03.1976	25.09.2004	Nil

Mr. Rahul Goenka is a commerce graduate and MBA from Clark University, Worcester, USA having over 15 years of work experience including with Consultants Inc., Boston USA one of the leading technology solutions provider in the world. Presently he is a Director with apparel & textiles manufacturing and export Company that employs over a 1000 employee across 3 manufacturing sites and export their products to some of the best known brands in UK. Mr. Rahul Goenka has indepth knowledge of manufacturing and international trade, which has proved to be an asset for the Company.

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

**Item No. 4:**

Nomination and Remuneration committee members in its meeting held on July 25, 2017 recommended to the Board of Directors to appoint Mr. Nikhil Kanodia as Whole Time Director cum President of the Company on the terms and conditions as specified above.

The Board of Directors had, by a resolution passed at its meeting held on August 11, 2017 appointed Mr. Nikhil Kanodia, being President of the Company, as Whole Time Director cum President of the Company subject to the approval of the Members.

Mr. Nikhil Kanodia is currently serving as the President and Chief Technical Officer of the Company. He is having an experience of around 18 years and is a part of the core management team of the Company. Keeping in view his technical competence and dedication towards the Company, it is to recommend to the members of the Company that his appointment as Whole Time Director cum President of the Company be approved. This is not only beneficial for the Company's business but will also provide the Company with a "succession plan".

Further, Pursuant to the Ministry of Corporate Affairs order dated October 5, 2005, passed under section 314(1B) of Companies Act, 1956, Mr. Nikhil Kanodia was allowed salary of Rs. 90,000 per month in the scale of Rs. 1,25,000-1,50,000-2,00,000-2,50,000 per month. Currently, he is drawing a basic salary of Rs. 2,22,220 per month which was last increased on 01.04.2013. The Committee taking into consideration his qualifications, experience and the value that he brings to the Company proposes to appoint him as the Whole Time Director cum President of the Company on the remuneration and terms and conditions as specified in the resolution above.

The Board recommends the resolution at Item 4 for approval by the Members.

Mr. Nikhil Kanodia is son of Mr. Ashok K Kanodia, Managing Director and promoter shareholder of the Company.

None of the director other than Mr. Ashok K Kanodia is concerned or interested in passing of this resolution.

**Item No. 5:**

Nomination and Remuneration committee members in its meeting held on July 25, 2017 recommended to the Board of Directors to appoint Lt. Gen. (Dr.) Rajesh Pant, Non-Executive Director cum Chairman of the Company appointed since 27.07.2015, liable to retire by rotation as Chairman cum Independent Director of the Company for the consecutive 5 years with effect from 25th September 2017.

He is not disqualified from being appointed as Independent director of the Company and has submitted a declaration to the Board that he meets the criteria of Independence as specified under Section 149 of the Act and Regulation 25 of SEBI (LODR), 2015.

The Board recommends the resolution at Item 5 for approval by the Members.

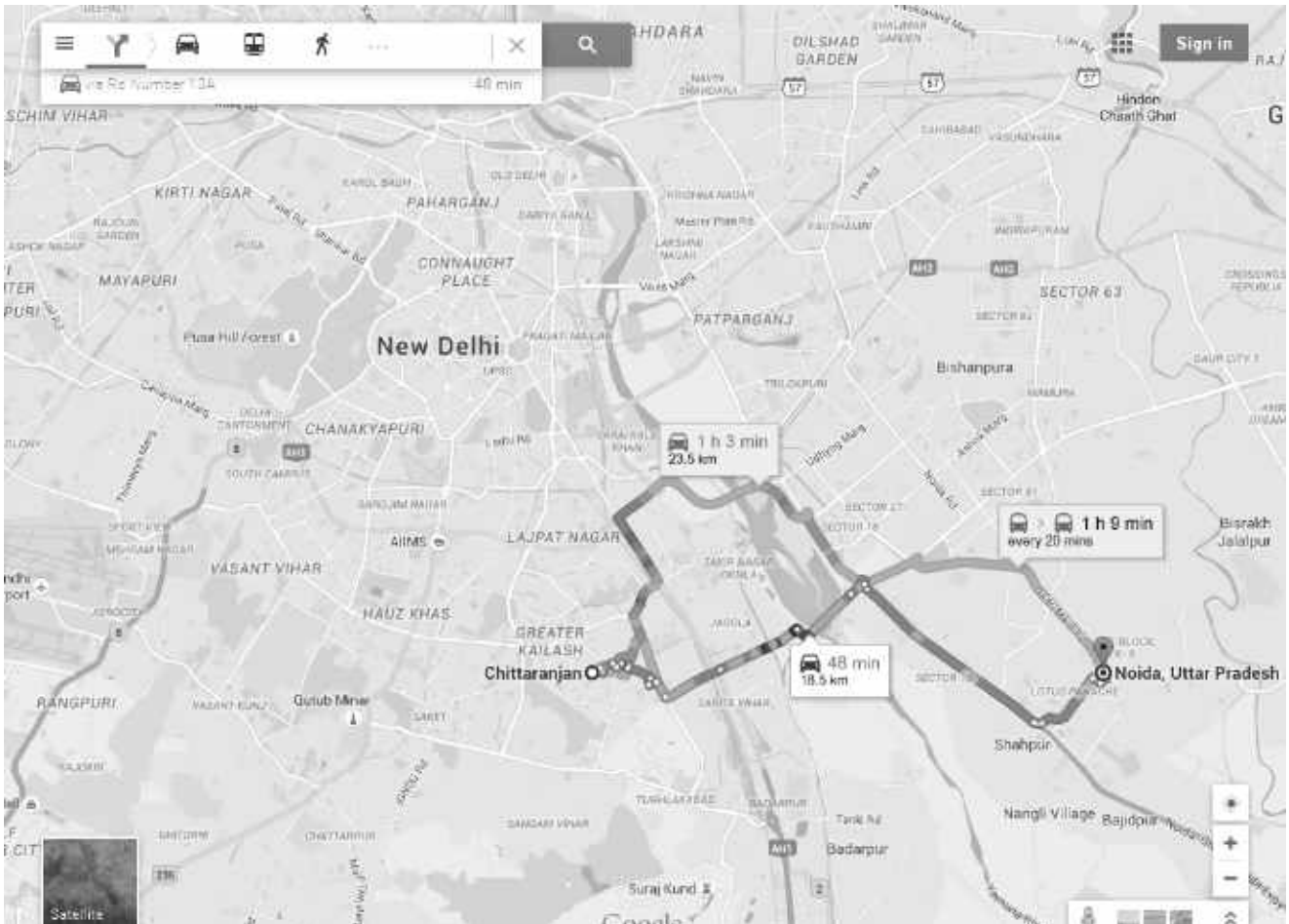
None of the Director(s) except Lt. Gen. (Dr.) Rajesh Pant (Retd.), himself is concerned or interested in passing of this resolution.

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

Place: Noida  
Date: 11.08.2017

Sd/-  
Veenita Puri  
Company Secretary

**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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Name of the member(s)	
Registered address	
E-mail Id	
Folio No./ Client Id/ DP Id	

I/ We, being the member(s) of Precision Electronics Limited holding.....shares, 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 a poll) for me / us and on my / our behalf at the 38th Annual General Meeting of the Company, to be held at Bipin Chandra Pal Memorial Auditorium, A - 81, C.R Park, New Delhi on Monday, September 25, 2017 at 03.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Name	Resolutions
	Ordinary Business
1.	Adoption of the Financial Statements for the year ended on March 31, 2017 and the Reports of Board of Directors and the Auditors thereon.
2.	Re-appointment of Mr. Rahul Goenka who retires by rotation.
3.	Appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants (F.R.N. 010192N) as Statutory Auditors of the Company.
	Special Business
4.	Appointment of Mr. Nikhil Kanodia as Whole Time Director cum President of the Company.
5.	Appointment of Lt. Gen. (Dr.) Rajesh Pant as Chairman cum Independent Director of the Company.

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

Affix  
Re.1  
Revenue  
Stamp

Signature of the Shareholder: \_\_\_\_\_ 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 38th Annual General Meeting of the Company on Monday, September 25, 2017 at 03.00 p.m. at Bipin Chandra Pal Memorial Auditorium, A - 81, C.R Park, New Delhi-110019 and at any adjournment thereof.

(Signature of Shareholder/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.