



**33<sup>rd</sup>**

**ANNUAL REPORT**

**2015 - 2016**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Shri Gullu Talreja	Chairman & Managing Director
Shri Abhishek Talreja	Whole Time Director
Shri H N Tarachandani	Additional Director (Independent) (from 10 August 2015)
Smt Sangeetalashmi Bhat	Additional Director (Independent) (from 10 August 2015)

### STATUTORY AUDITORS:

Mr. Shreesh Kumar Eshwar Hegde of M/s. Shreesh & Co., Chartered Accountant,  
Bengaluru

### BANKERS:

Stat Bank of India, Peenya Branch, Bengaluru

### REGISTERED OFFICE:

16B, 1<sup>st</sup> Phase, Peenya Industrial Area, Bengaluru – 560 058

### REGISTRARS & SHARE TRANSFER AGENTS:

M/s. Integrated Enterprises (India) Limited (Formerly Alpha Enterprises Pvt Ltd),  
30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003

### FACTORY:

Plot # 83, Phase I,  
SIPCOT Industrial Complex,  
HOSUR 635 126  
<http://www.panelectronicsindia.com/investors>

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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty Three Annual General Meeting of the Members of PAN ELECTRONICS (INDIA) LIMITED will be held on Thursday 29<sup>th</sup> September, 2016 at 3.00 P.M at Vijay Nagar club, Vijay Nagar, Bengaluru – 560 040 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statement as at 31st March 2016, and reports of the Board of Directors, Corporate Governance and Auditors thereon.
2. To appoint a Director in place of Shri. Abhishek Talreja (DIN: 05007867), Director, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, M/s Shreesh & Co., Chartered Accountants, Bengaluru (Registration No. 015828s), present Auditors of the company, being eligible for re-appointment, be and hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM, authorize the Board of Directors to fix their remuneration.”

By Order of the Board  
**PAN Electronics (India) Limited**

Sd/-  
**Gullu Talreja**  
Chairman

Place: Bengaluru  
Date: 10/08/2016

### **Registered Office:**

16b, 1<sup>st</sup> Phase, Peenya Industrial Area,  
Peenya, Bengaluru – 560 058  
CIN: L00309KA1982PLC004960

**NOTES :**

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and vote instead of him and such proxy need not be a member of the Company. In order for proxies to be effective, they must be received by the Company not less than 48 hours before the meeting.
2. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility for e-voting for all the businesses mentioned in the notice. The members can exercise their right to vote through electronic means. The instruction for e-voting is annexed to the notice.
3. The Register of members and the Share Transfer Books in respect of the equity shares of the company will remain closed from 22/09/2016 to 28/09/2016 (both days inclusive).
4. Members are requested to notify change in address, if any, immediately to M/s Integrated Enterprises (India) Limited., Registrars and Share Transfer Agents situated at 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleshwaram, Bengaluru 560003, quoting folio number / demat particulars.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mails IDs may be sent to the Company's registered office or to the Registrar and Share Transfer agents through a letter duly signed by the member indicating Folio number/demat particulars.
6. All documents referred to in the above notice are open for inspection at the Registered Office of the Company between 10 a.m. and 1.00 p.m. on all working days upto the day of the Annual General Meeting.
7. Members/Proxies should bring the Annual report and the duly filled in Attendance Slip. The attendance slip shall be handed over at the entrance of the hall.

By Order of the Board  
**PAN Electronics (India) Limited**

Sd/-  
**Gullu Talreja**  
Chairman

Place: Bengaluru  
Date: 10/08/2016

**Registered Office:**

16b, 1<sup>st</sup> Phase, Peenya Industrial Area,  
Peenya, Bengaluru – 560 058  
CIN: L00309KA1982PLC004960

**Instructions for E-voting:**

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. . The e-voting particulars are set out below:

EVSN (E-Voting Sequence Number)	160902047
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The e-voting facility will be available during the following voting period:

Commencement of e-voting : From **09.00 a.m.** (IST) on **26 September 2016**

End of e-voting : Up to **5.00 p.m.** (IST) on **28 September 2016**

The instructions for E-voting are as under:

- (i) The share holder should log in to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Enter the user id and the CAPTCHA code as appearing on the screen.
- (iv) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any other Company, then your existing login id and password are to be used.
- (v) If you are a first time user follow the steps given below.

Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and updated with the Company when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.	

\*Only those Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of sequence numbers (eg 00000001) in the PAN field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password 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.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "For/Yes/Favour and Against/No" for voting. Select the option "I/We assent to the Resolution for FOR/YES/FAVOUR or "I/We dissent to the Resolution for AGAINST/NO" as desired. The option FOR/YES/FAVOUR implies that you assent to the Resolution and option AGAINST/NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File" link if you wish to view the entire Resolutions.
- (xi) After selecting the resolutions 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution or POA in favour of the Custodian who they have authorised to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the vote.
- (xiv) During the voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22 September 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xv) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xvi) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22 September 2016.
- (xvii) **Shri Vivek Bhat, Company Secretary**, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xviii) The scrutiniser shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xix) The results of the e-voting along with the scrutinizers report shall be placed on the Company's website [www.panelectronicsindia.com/investors](http://www.panelectronicsindia.com/investors) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Three Annual Report on the Business and Operations of the Company and Financial Results for the year ended 31<sup>st</sup> March 2016.

FINANCIAL RESULTS	As At 31st March 2016 Rupees	As At 31st March 2015 Rupees
<b>01 REVENUE FROM OPERATIONS</b>		-
Net Revenue from Operations	4,19,986	
<b>02 OTHER INCOME</b>	57,07,896	15,85,758
<b>03 TOTAL REVENUE [ 1 + 2 ]</b>	<b>61,27,882</b>	<b>15,85,758</b>
<b>04 EXPENSES</b>		
Cost of Material Consumed	16,23,085	76,738
Changes in Inventories of Finished Goods, WIP & Stock in Trade	1,58,763	(2,29,724)
Employee Benefit Expenses	26,86,596	15,30,010
Depreciation and Amortization Expenses	2,51,306	96,358
Other Expenses	39,57,583	35,16,348
<b>Total Expenses</b>	<b>86,77,333</b>	<b>49,89,729</b>
<b>05 PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX [3-4]</b>	(25,49,451)	(34,03,971)
<b>06 EXCEPTIONAL ITEMS</b>	-	-
<b>07 PROFIT / (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX [5-6]</b>	(25,49,451)	(34,03,971)
<b>08 EXTRAORDINARY ITEMS</b>	-	-
<b>09 PROFIT / (LOSS) BEFORE TAX [ 7 - 8 ]</b>	(25,49,451)	(34,03,971)
<b>10 TAX EXPENSES</b>		
1. Current Tax [MAT]	-	-
Less: MAT Credit entitlement	-	-
Net Current Tax	-	-
2. Deferred Tax: Asset/(Liability)		
<b>11 PROFIT / [ LOSS] FOR THE PERIOD FROM CONTINUING OPERATIONS [9-10]</b>	(25,49,451)	(34,03,971)
<b>12 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS</b>	-	-
<b>13 TAX EXPENSES OF DISCONTINUING OPERATIONS</b>	-	-
<b>14 PROFIT / [LOSS] FROM DISCONTINUING OPERATIONS [AFTER TAX] [12-13]</b>	-	-
<b>15 PROFIT / [LOSS] FOR THE PERIOD [11+14]</b>	(25,49,451)	(34,03,911)
<b>16 EARNING PER EQUITY SHARE ( Basic and Diluted)</b>	(0.64)	(0.85)

Note: Figures in bracket indicate loss. Previous year's figures have been regrouped / reclassified wherever necessary.

### DIVIDEND:

Since the unabsorbed loss persists, the Directors have not recommended any dividend for the year.

### PROFITABILITY:

Due to adverse market conditions in the industry, there is a loss in the company. Depreciation is a

contributor for the book loss and the Company does not have cash loss to that extent. There has been underutilization leading to loss. However, the Company has settled and paid all FIs and Banks.

**FINANCE AND TAXATION:**

The company does not have any financial limits with any Bank.

Income tax assessment for the assessment years 2014-15 is in progress.

**FIXED DEPOSITS:**

During the year under review, the Company has not accepted any Fixed Deposits from the Public.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTFLOW:**

As required by the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in the annexure 'A' forming part of this Report.

**INDUSTRIAL RELATIONS AND CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your Directors are pleased to record the appreciation and sense of commitment shown by our employees at all levels and acknowledges their contribution towards sustained progress of the Company. The relations between Management and Employees are good. Due to continued losses, CSR activity could not be taken up this year also.

**DIRECTORS:**

The Board consists of four directors of whom two are independent directors.

Sl. No.	Name of the Director	Appointment/ Resignation Date	Date of event
1.	Hari Naunmal Tarachandani	Appointment as an Independent Director	10-08-2015
2.	Sangeethalakshmi Bhat	Appointment as an Independent Director	10-08-2015
3.	K Mudaiah	Resignation from an Independent Director	10-08-2015
4.	G Nagaraju	Resignation from an Independent Director	10-08-2015
5.	Kanchan Dutta	Resignation from an Independent Director	10-08-2015

Notice of meeting has adequately covered re-appointment of Directors to be in consonance with Companies Act 2013

**LISTING AGREEMENT WITH STOCK EXCHANGES:**

Listing agreement with the Bombay Stock Exchange Ltd, Mumbai continues to be valid and the Company has been regular in paying requisite fees. The Company's ISIN is: INE648E01010

**CORPORATE GOVERNANCE**

The Company has complied with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance, along with a certificate from M/s Shreesh & Co., Chartered Accountant, for the compliance is annexed and forms part of this report.

**COMPANY SECRETARY**

Your Company has appointed Company Secretary keeping in view of the provisions contained in Companies Act, 2013. The duties are presently complied by him.

**AUDITORS:**

M/s Shreesh & Co, (Firm No. 015828s) Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing AGM and are eligible for re-appointment. Members of the Company at the AGM held on 25 September, 2015 had approved the appointment of M/s Shreesh & Co, as the Statutory Auditors. As required by the provisions of the Companies Act, 2013, the auditors to be appointed by members at the AGM. Accordingly, requisite resolution forms part of the notice convening the AGM.

Certificate of the Statutory Auditors, regarding COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE forms part of the Annual report.

**PARTICULARS OF EMPLOYEES UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:**

The particulars are furnished in Annexure B and forms part of Directors' Report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31 March, 2016.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
- f) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

**SECRETARIAL AUDITORS REMARKS**

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board of Directors appointed Vivek Bhat, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2015-16 and their report is annexed to this Board report. In connection, with the auditors observation in the report;-

The Company has not given paper advertisement for financial disclosures.

Reply : Company in loss and not able to bear the advertisement expenses in relation to publishing in newspaper. However inadvertently compliance not taken place properly due to not having company secretary. The company will take necessary action with the requirements.

The Board has also appointed Vivek Bhat, as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2016-17.

**MANAGEMENT DISCUSSION & ANALYSIS**

A	Industry structure and developments	Electronic Metallized Polypropylene and Polyester film industry is well organized in India. Your Company is one of the five major players in the Country. The market domestically has been growing at about 5-10% per annum.
B	Opportunities and threats.	The Company faces excessive competition resulting in reduction in margins and fluctuations in import exchange costs.
C	Segment wise or product wise performance	There are no segmental operations as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India.
D	Outlook for the company	The Company has successfully paid Financial Institutions all dues. The Company has started commercial production to improve profitability.



E	Risks and concerns	The opening up of the Indian economy consequent to India becoming a member of WTO may adversely impact the market scenario.
F	Internal control system and their adequacy	The internal Control Systems of the Company are adequate and are constantly reviewed and supported by internal audit.
G	Discussion of financial performance with respect of operational performance.	The negative financial performance of the Company is mainly due to its operational performance. Benefits from write backs of Financial Institution has resulted in positive Net profit
H	Material development in human resources / industrial relations front, including number of people employed	The Company continues to give thrust to human resource development and industrial relations. The Company effected reduction, maximum of its employees during the year, by paying suitable compensation as per Law. Permanent Employees: 3

**Cautionary Statement**

*Statements in this "Management Discussion and Analysis" contain forward looking statements which may be identified by the use of words in that directions or connoting the same. All statements that address expectations or projections about the future, including, but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements.*

*These are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements, on the basis of any subsequent development, information or events.*

By Order of the Board  
**PAN Electronics (India) Limited**

**Sd/-**  
**Gullu Talreja**  
Chairman

Place: Bengaluru  
Date: 10/08/2016

**Registered Office:**  
16b, 1<sup>st</sup> Phase, Peenya Industrial Area,  
Peenya, Bengaluru – 560 058  
CIN: L00309KA1982PLC004960

### Annexure 'A' to Directors Report

PARTICULARS AS PER COMPANIES RULES 1988 (Disclosure of particulars in the Report of the Board of Directors in terms of Notification 1029 of 31.12.1988 issued by the Dept. of Company Affairs)

A	CONSERVATION OF ENERGY	The Company continues to pursue its efforts to conserve the energy resources with its focus on reducing fuel and electrical energy costs.
B	TECHNOLOGY ABSORPTION	Furnished below
C	Foreign Exchange earnings & out go	The information on Foreign Exchange Earnings and outgo is furnished in the Notes to the accounts.
D	RESEARCH & DEVELOPMENT	
1.	Specific area in which R & D carried out by the Company	The Company has an on-going R&D Department to improve the quality of metallization, etc. and enhance productivity
2	Benefits derived as a result of the above R & D	Company has produced superior quality metallised film for various applications
3	Future plan of action	The Company would like to pursue its R & D efforts with an objective to enhancing the quality & value of the process and products
4	Expenditure on R & D	Nil

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1	Efforts, in brief, made towards absorption, adaptation and innovation	NIL
2	Benefit derived as a result of the above results	NIL
3	Information on Imported Technology	NIL

#### **FORM A (See Rule 2)**

Form of Disclosure of Particulars with respect to Conservation of Energy  
This does not arise, as there is no production.

#### **Annexure 'B' to Directors' Report**

Particulars of Employees under 197(12) of the Companies Act 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

There are no employees who are in receipt of remuneration in the aggregate at the rate of not less than Rs.60,00,000/- per annum (or Rs.5,00,000/- per month) in respect of part of the year during the year under audit.

By Order of the Board  
**PAN Electronics (India) Limited**

Place: Bengaluru  
Date:10/08/2016

Sd/-  
**Gullu Talreja**  
Chairman

## **Corporate Governance Report for the year 2015-16**

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

### **1. Company's philosophy on Corporate Governance**

Corporate Governance is an integral part of the values, ethics and the best business practices followed by the company. The core values of the Company are:

- Commitment to excellence and customer satisfaction
- Maximizing long-term shareholder's value
- Socially valued enterprise
- Caring for people and environment
- Integrity including intellectual honesty, openness, fairness and trust

### **2. Board of Directors**

The names and categories of the Directors on the Board, and their attendance at the Board Meetings during the year is given below:

Name	Category	Date of last A.G.M	No. of Board Meetings	No. of other Directorship	No. of other Committee Membership
		25.09.15	Attended/ Held	(In public Companies)	
Shri. Gullu Tarleja DoB: 12 March 1952 DoA: 6 January 2015	Chairman & Managing Director	Present	4/4	1	NIL
Shri Abhishek Talreja DoB: 26 July 1980 DoA: 6 January 2015	Whole time Director, Non-Independent – Executive	Present	4/4	1	2
Shri. H N Tarachandani DoA: 10 August 2015	Independent Non-Executive	Present	2/2	1	2
Smt Sangeeta Laxmi Bhatt DoA: 10 August 2015	Independent Non-Executive	Present	2/2	NIL	2

Note: No significant queries were raised on Accounts at the AGM held on 25.09.15.  
DoB: Date of Birth; DoA: Date of Appointment; DoR: Date of Resignation

### **Brief Resume of Managing and Whole time Directors:**

#### **Shri Gullu Talreja**

Financially & Marketing literate and marketing expert promoter director and is Chairman & Managing Director of Company

#### **Shri Abhishek Talreja**

Operations & Marketing literate Executive and is the Whole time Director of the Company

### **3. Audit Committee**

The Board reconstituted the Audit Committee. The terms of reference of the Audit Committee broadly are as under:

- a) To hold periodic discussions with the Statutory Auditors and Internal Auditors of the Company concerning the Accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors and its redressal.
- b) To review compliance with internal control systems

- c) To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board
- d) To make recommendations to the Board on any matter relating to the financial management of the Company.
- e) Recommending the appointment of Statutory Auditors.
- f) Others (As covered in Clause 49 (II)(D) of the listing agreement)

The composition of the Audit Committee and the details of meetings attended by the Members are given below:

Name of Member	Category	No. Of meetings	
		HELD	ATTENDED
Shri. H N Tarachandani, Chairman	Independent Non-Executive	2	2
Smt Sangeeta Laxmi Bhatt	Independent Non-Executive	2	2
Shri Abhishek Talreja	Whole Time Director	4	4

Four Audit Committee Meetings were held during the year 2015-16. The said meetings were held on the following dates: 30/5/2015, 14/8/2015, 06/11/2015 and 15/02/2016.

Audit Committee meetings are attended by Managing Director, Statutory Auditor, Internal Auditor and the Accounts Officer of the Company.

#### 4. Remuneration Committee

The Board reconstituted the Remuneration Committee. The terms of reference to the committee are as per the requirements of Clause 49 of the Listing Agreement.

The composition of the revised Remuneration Committee is given below:

NAME OF MEMBER	CATEGORY
Shri. H N Tarachandani, Chairman	Independent Non-Executive
Shri. Sangeeta Laxmi Bhatt, Member	Independent Non-Executive

Remuneration Committee met on 06/01/2015 and recommended revised Remuneration package to Managing Director for the years 2015-16 to 2019-20.

#### Remuneration Policy

The Company has adhered to provisions of Schedule V of the Companies Act, 2013 while fixing the remuneration package to its Managing Director and Executive Director.

#### Details of remuneration for 2015-16 and Tenure:

Name	Remuneration	Sitting Fee	Tenure
Shri Gullu Talreja	Nil	Rs. 2500	Upto date in Form 25C
Shri Abhishek Talreja	Nil	Rs. 2500	Appointment has been proposed for 5 years wef 25 Sept 2015
Shri H N Tarachandani	Nil	Rs. 2500	Appointment has been proposed for 5 years wef 25 Sept 2015
Smt Sangeeta Laxmi Bhatt	Nil	Rs. 2500	Appointment has been proposed for 5 years wef 25 Sept 2015

Disclosure of shares held by Non –Executive Directors in the Company as on 31/03/2016  
Shri. H N Tarachandani – NIL  
Smt Sangeeta Laxmi Bhatt – NIL

## 5. Shareholders and grievances Committee

The composition of the Investor Grievance Committee which also approves share transfer in physical form is given below:

NAME OF MEMBERS	CATEGORY
Shri. Gullu Talreja, Chairman	Chairman (from 6 January 2015)
Shri. Abhishek Talreja, Member	Executive (from 6 January 2015)

Scope:

- i) To approve transfer and transmission of shares in Physical form.
- ii) To oversee redressal of complaints.
- iii) To approve Remat of Shares

Meetings were held on: 03/07/15, 05/10/15, and 04/01/16

## 6. Name & designation of Compliance Officer :

Shri Abhishek Talreja, Director

## 7. General Body Meetings

a) Location and time, where last three Annual General Meetings (AGM) were held:

Date of AGM	Type of Meeting	Location and Time
26/09/2013 at 3 pm	AGM	Vijay Nagar club, Vijay Nagar, Bengaluru
25/09/2014 at 3 pm	AGM	Vijay Nagar club, Vijay Nagar, Bengaluru
25/09/2015 at 3 pm	AGM	Vijay Nagar club, Vijay Nagar, Bengaluru

## b) Investor Complaints:

No. of complaints received from Shareholders from 1.4.2015 to 31.3.2016	Nil
No. of complaints solved to the satisfaction of the Shareholders	NA
Pending	Nil

## 8. Disclosures

- Disclosures on materially significant related party transactions i.e. Transactions of the Company of material nature, with its promoters, the directors or the management, their relatives that may have potential conflict with the interest of Company at large: As per Balance sheet.
- Details of non –compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL

## 9. Means of communication

1) Quarterly Results are normally published in website and stock exchange.

Any website, where displayed – On company website: [www.panelectronicsindia.com/investors](http://www.panelectronicsindia.com/investors)

Whether it also displays official news releases and presentation made to intuitional investors or to the analysts – N.A.

Whether MD&A is a part of annual report or not – Yes

PAN ELECTRONICS (INDIA) LIMITED  
CIN: L00309KA1982PLC004960

2) Company's Email ID to receive complaints and grievances from investors is [investors@panelectronicsindia.com](mailto:investors@panelectronicsindia.com).

#### 10. General Shareholder information

##### AGM: Date, time and venue:

29 Sept 2016 at Vijay Nagar Club, Vijay Nagar, Bengaluru – 560 040 at 3.00 PM.

##### Financial Calendar:

Year ending – March 31<sup>st</sup>

**Book Closure:** 22/09/2016 to 28/09/2016 (both days inclusive)

##### Listing on Stock Exchanges:

Bombay Stock Exchange Limited, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

##### Stock Code:

Stock Exchange Mumbai: 517397

##### Market Price Data:

Month	High (Rs.)	Low (Rs.)
Apr-15	7.10	6.38
May-15	-	-
Jun-15	7.02	6.35
Jul-15	7.50	6.90
Aug-15	7.14	6.80
Sep-15	7.12	6.14
Oct-15	5.85	5.12
Nov-15	5.63	5.15
Dec-15	4.91	4.45
Jan-16	4.23	3.72
Feb-16	3.55	3.55
Mar-16	3.38	3.38

##### Registrar and Transfer Agents:

M/s Integrated Enterprises Limited, 30 Raman Residency, 4<sup>th</sup> cross, Sampige road, Malleshwaram, Bengaluru

##### Share Transfer System:

Share Transfer in physical form can be lodged with the Share Transfer Agents at the above mentioned address.

The transfers are normally processed within the stipulated time from the date of receipt of the documents if complete in all respects. Share Transfer Committee of the Board approves the transfers, if the shares are in Physical Form.

Insider trading norms are adhered and reported to stock exchanges upon information from the concerned.

**DISTRIBUTION SCHEDULE**

Number of Shares	Number of Shareholders	Share Holders Percentage	Number of shares held	Shareholding Percentage
Up to 5000	2261	86.96	397572	9.94
5001 to 10000	200	7.69	171585	4.29
10001 to 20000	73	2.81	109105	2.73
20001 to 30000	27	1.04	68316	1.71
30001 to 40000	15	0.58	54255	1.36
40001 to 50000	6	0.23	28607	0.72
50001 to 100000	11	0.42	79100	1.98
100001 & above	7	0.27	3091460	77.29
<b>TOTAL</b>	<b>2600</b>	<b>100.00%</b>	<b>4000000</b>	<b>100.00%</b>

**Dematerialization of shares and liquidity:**

Shares in physical form can be de-materialized and dealt on NSDL/CDSL. As on 31<sup>st</sup> March, 2016, 83.10% of Shares were held in dematerialized form and the rest in physical form.

**Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity: NONE**

**Plant Locations:**

83 SIPCOT Industrial Complex, Hosur 635 126

**Address for correspondence:**

16B Peenya Industrial Area Phase I, Peenya, Bengaluru 560 052

**Share Holding Pattern as on 31/03/2016:**

	Category	# of Shares Held	%age of Share Holding
<b>A</b>	<b>Promoters Holding</b>		
	Promoters		
	Indian Promoters	27,92,460	69.81
	Foreign Promoters	0	0
	<b>Sub-Total</b>	<b>27,92,460</b>	<b>69.81</b>
<b>B</b>	<b>Non-Promoters Holding</b>		
	Institutional Investors		
	a. Mutual Funds & UTI	0	0
	b. Banks, Financial Institutions, Insurance Companies (Central/State Govt Institutions/ Non Government Institutions)	3,200	0.08
	c. Foreign Institutional Investors	0	0
	<b>Sub-Total</b>	<b>3,200</b>	<b>0.08</b>
	<b>Others</b>		

	a. Private Corporate Bodies	38,945	0.97
	b. Indian Public	11,23,895	28.10
	c. NRI	41,500	1.04
	<b>Subtotal</b>	<b>12,04,340</b>	<b>30.11</b>
	<b>Grand Total</b>	<b>40,00,000</b>	<b>100.00</b>

**Declaration:**

I, Gullu Talreja, Chairman & Managing Director, hereby declare that all the Board Members and Senior Management personnel have complied with code of conduct adopted by the Company.

For and on behalf of Board of Directors  
**Sd/-**

Gullu Talreja  
Chairman & Managing Director

Place: Bengaluru  
Date: 10/08/2016



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

For the Financial Year ended 31st March 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
M/s Pan Electronics (India) Limited  
16B, 1st Phase, Peenya Industrial Area  
Bengaluru – 560058.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Pan Electronics (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Pan Electronics (India) Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of investment in overseas subsidiary and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. Other laws applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above except to the extent as mentioned below

1. *The company has not given proper Board meeting notice of 7 days (1+1) to Stock exchange.*
2. *The Company has not given paper advertisement for financial disclosures.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Woman Director and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-  
Vivek Bhat  
FCS – 7708 | CP 8426

Place : Bengaluru  
Date: 10th August 2016

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

#### **Annexure A**

To,  
M/s Pan Electronics (India) Limited  
16B, 1st Phase, Peenya Industrial Area  
Bengaluru – 560058.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
Vivek Bhat  
FCS – 7708 | CP 8426

Place : Bengaluru  
Date: 10th August 2016

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2015**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L00309KA1982PLC004960
2.	Registration Date	20/09/1982
3.	Name of the Company	PAN ELECTRONICS (INDIA) LIMITED
4.	Category/Sub-category of the Company	Public Company Limited By Shares
5.	Address of the Registered office & contact details	16B, 1 <sup>ST</sup> PHASE, PEENYA INDUSTRIAL AREA, PEENYA, BENGALURU – 560 058
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Integrated Enterprises Limited 30 Raman Residency, 4 <sup>th</sup> Cross, Sampige Road, Malleshwaram Bengaluru

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Metallised Plastic Films	99887590	90%
2	Capacitor Elements	99887590	10%

**III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)  
Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	2766860	25600	2792460	69.81	2792460		2792460	69.81	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	<b>2766860</b>	<b>25600</b>	<b>2792460</b>	<b>69.81</b>	<b>2792460</b>		<b>2792460</b>	<b>69.81</b>	<b>-</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									

PAN ELECTRONICS (INDIA) LIMITED  
CIN: L00309KA1982PLC004960

b) Banks / FI	3000	200	3200	0.08	3000	200	3200	0.08	-
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>3000</b>	<b>200</b>	<b>3200</b>	<b>0.08</b>	<b>3000</b>	<b>200</b>	<b>3200</b>	<b>0.08</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	17848	24300	42148	1.05	14645	24300	38945	0.97	0.08
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	309397	543495	852892	21.32	330100	536295	866395	21.66	0.34
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	142400	1151100	257500	6.44	142400	115100	257500	6.44	-
c) Others (specify)									
Non Resident Indians	41500	-	41500	1.04	41500	-	41500	1.04	-
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	10300	-	10300	0.26	10300	-	10300	0.26	-
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	<b>521445</b>	<b>682895</b>	<b>1204340</b>	<b>30.11</b>	<b>528645</b>	<b>675695</b>	<b>1204340</b>	<b>30.11</b>	<b>-</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	524445	683095	1207540	30.19	531645	675895	1207540	30.19	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									

<b>Grand Total (A+B+C)</b>	<b>3291305</b>	<b>708695</b>	<b>4000000</b>	<b>100</b>	<b>3324105</b>	<b>675895</b>	<b>4000000</b>	<b>100</b>	<b>-</b>
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**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
3	Gullu Talreja	2792460	69.81	-	2792460	69.81	-	-

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2792460	69.81	2792460	69.81
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL		NIL	
	At the end of the year	2792460	69.81	2792460	69.81

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
	At the beginning of the year	338,200	0.084%	338,200	0.084%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL		NIL	
	At the end of the year	338,200	0.084%	338,200	0.084%

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	27,92,460	69.91%		

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	27,92,460	69.81%		

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>	Nil	Nil	Nil	Nil
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	----	----
1	Gross salary	----	----	----	----	----
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	----	----	----	----	----
2	Stock Option	----	----	----	----	----
3	Sweat Equity	----	----	----	----	----
4	Commission - as % of profit - others, specify...	----	----	----	----	----
5	Others, please specify	----	----	----	----	----
	Total (A)	----	----	----	----	----
	Ceiling as per the Act	----	----	----	----	----

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		H Tarachandani	Sangeetalakshmi Bhat	
1	Independent Directors			
	Fee for attending board committee meetings	5,000	5,000	10,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	5,000	5,000	10,000
2	Other Non-Executive Directors			
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission			
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)	5,000	5,000	10,000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL

Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of Board of Directors

Sd/-

**Gullu Talreja**

Chairman & Managing Director

Sd/-

**Abhishek Talreja**

Director

Place: Bengaluru

Date: 10/08/2016



**CEO/CFO CERTIFICATION**

- a) We have reviewed the financial statements for the year ended 31st March 2016 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statements or any material fact or statements that might be misleading.
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and have disclosed to the auditors and the audit committee, deficiencies in design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies are adequate.
- d) We have indicated to the auditors and the audit committee:
- i. Significant changes in the internal control systems during the year.
  - ii. Significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
  - iii. There are no instances of significant fraud of involving either the management or employees having a significant role in the company's internal control systems, with respect to financial reporting.

Sd/-  
**Gullu Talreja**  
Chairman & Managing Director

Sd/-  
**Abhishek Talreja**  
Director

Place: Bengaluru  
Date: 10/08/2016

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF PAN ELECTRONICS (INDIA) LIMITED**

CIN: U00309KA1982PTC004960

Nominal Capital: Rs. 4 Crores

We have examined the compliance of conditions of Corporate Governance by PAN Electronics (India) Limited (the Company) for the year ended on March 31, 2016, as stipulated in Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforementioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding on month against the company as per the records maintained by the shareholders/investor grievance committee.

We further state that such compliance is an assurance of neither the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SHREESH & CO,  
Chartered Accountants  
Firm Registration Number: 015828s

Sd/-  
Shreeshkumar Eshwar Hegde  
Membership Number: 222817  
Proprietor

Place: Bengaluru  
Date: 10 August, 2016

## INDEPENDENT AUDITOR'S REPORT

To the Members of **M/s. PAN Electronics (India) Limited**

### Report on the Financial Statements

1. We have audited the accompanying financial statements of **M/s. PAN Electronics (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of The Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that, we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its loss and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure - A statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss and Cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.;
  - e. On the basis of the written representations received from the Directors as on 31 March 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2016 from being appointed as a Director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of 31 March 2016;
  - ii. The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts;
  - iii. The Company has not declared any dividend in the past or has any unpaid dividend, thus, the clause on transferring of unpaid dividend to the Investor Education and Protection Fund is not applicable.

for **SHREESH & CO**

Chartered Accountants

Firm Registration Number: 015828s

Sd/-

**Shreshkumar Eshwar Hegde**

Membership Number: 222817

Proprietor

Bengaluru

Date: 14 May 2016

**Annexure – A**  
**Annexure to the Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i) In respect of the fixed assets of the Company:
- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanation given to us and on the basis of our examination or the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were found during the physical verification.
- iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Act.
- iv) According to the information and explanations given to us, the Company has not advanced any loans to any of its directors or to any other person in whom the director is interested as covered u/s185 of the Act. Further the company has not directly or indirectly made any investment during the year in other body corporates as specified u/s 186 of the Act.
- v) The Company has not accepted any deposits from the public.
- vi) The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.
- vii) According to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees state insurance, sales tax, value added tax, duty of customs tax, wealth tax, duty of customs, duty of excise, cess and other material statutory dues applicable to it *except Income Tax, Service Tax* with the appropriate authorities.

The extent of arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they become payable are as follows:

<b>Name of the statute</b>	<b>Particulars of statutory dues</b>	<b>Amount in</b>	<b>Period to which the amount relates</b>	<b>Due date for payment</b>	<b>Remarks</b>
<i>Income-tax</i>	<i>Withholding of</i>	<i>26,929</i>	<i>Financial year</i>	<i>Within 7<sup>th</sup> of the</i>	<i>Taxes not</i>

<i>Act, 1961</i>	<i>taxes</i>		<i>2015-16</i>	<i>subsequent month</i>	<i>paid</i>
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- b) There are no amounts in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- viii) The Company does not have any loans or borrowings from any financial institution, bank or Government or dues to debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) The company has not raised any money by way of initial public offer, further public offer or terms loans. Hence the question of application of funds for the purpose for which they are obtained does not arise. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- xi) According to the information given to us, managerial remuneration recorded in the books are in accordance with provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a Nidhi Company hence compliance with Nidhi Rules 2014 is not applicable.
- xiii) In our opinion, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act and the details of the transactions have been disclosed as per applicable Accounting Standard.
- xiv) According to the information given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **SHREESH & CO,**  
Chartered Accountants  
Firm Registration Number: 015828s

Sd/-  
**Shreshkumar Eshwar Hegde**  
Membership Number: 222817  
Proprietor

Bengaluru  
Date: 14 May, 2016

**Annexure – B**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF M/s. PAN ELECTRONICS (INDIA) LIMITED.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") in conjunction with our audit of financial statements of the Company as of and for the year ended 31 March 2016. We have audited the internal financial controls over financial reporting of M/s. **PAN Electronics (India) Limited**.

**Management's Responsibility for the Internal Financial Controls**

1. The respective Board of Directors of the of the company, is responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
3. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
4. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



### **Meaning of Internal Financial Controls Over Financial Reporting**

5. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

6. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

7. According to the information and explanations given to us and based on our audit, we have observed that the Company does not have internal audit system in reporting on the internal financial control system. Even though there is an existence of controls, management has not evaluated those controls on a periodical basis to test check on design and operating effectiveness commensurate with the nature and size of the Company. Our audit report is not qualified in this matter.
8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **SHREESH & CO**

Chartered Accountants

Firm Registration Number: 015828s

Sd/-

**Shreshkumar Eshwar Hegde**

Membership Number: 222817

Proprietor

Bengaluru

Date : 14 May 2016

**Pan Electronics (India) Limited**  
**CIN : L00309KA1982PLC004960**  
**Balance sheet as at 31 March 2016**

(All amounts are in Indian rupees, except share data and where otherwise stated)

	Notes	As at 31 March 2016	As at 31 March 2015
<b>Equity and Liabilities</b>			
<b>Shareholder's funds</b>			
Share Capital	3	40,000,000	40,000,000
Reserves and Surplus	4	110,594,933	(131,449,136)
		<u>150,594,933</u>	<u>(91,449,136)</u>
<b>Non-Current Liabilities</b>			
Long-Term borrowings		-	-
Other Long Term Liabilities	5	106,228,901	78,610,228
		<u>106,228,901</u>	<u>78,610,228</u>
<b>Current Liabilities</b>			
Trade Payables	6	7,772,267	19,773,367
Other Current Liability	7	105,018	1,202,075
		<u>7,877,285</u>	<u>20,975,442</u>
<b>TOTAL</b>		<u><b>264,701,119</b></u>	<u><b>8,136,534</b></u>
<b>Assets</b>			
<b>Non-Current Assets</b>			
Fixed Assets	8	251,848,159	538,715
Non Current Investments	9	2,824,520	2,824,520
		<u>254,672,679</u>	<u>3,363,235</u>
<b>Current Assets</b>			
Inventories	10	2,963,383	229,724
Sundry debtors		481,348	-
Cash & Bank Balances	11	4,458,544	1,035,674
Short Term Loans & Advances	12	2,125,165	3,507,901
		<u>10,028,440</u>	<u>4,773,299</u>
<b>TOTAL</b>		<u><b>264,701,119</b></u>	<u><b>8,136,534</b></u>

**Significant accounting policies**

**1 & 2**

The notes referred to above form an integral part of the financial statements

As per our report of even date attached  
For **SHREESH & CO.**  
Chartered Accountants  
Firm Registration Number: 015828s

For **Pan Electronics (India) Limited**

Sd/-  
**Shreeshkumar Eshwar Hegde**  
Proprietor  
Membership No. 222817

Sd/-  
**Gullu G. Talreja**  
Chairman & Managing Director  
DIN : 01740145  
Sd/-  
**H. N. Tarachandani**  
Director  
DIN : 00965808

Sd/-  
**Abhishek P. Talreja**  
Director  
DIN : 05007867  
Sd/-  
**Sangeetalakshmi Bhat**  
Director  
DIN : 07246458

Place : Bengaluru  
Date : 14 May 2016

Place : Bengaluru  
Date : 14 May 2016

**Pan Electronics (India) Limited**  
**CIN : L00309KA1982PLC004960**

**Statement of profit and loss for the period ended 31 March 2016**

(All amounts are in Indian rupees, except share data and where otherwise stated)

	Note	For the period ended 31 March 2016	For the period ended 31 March 2015
<b>Income</b>			
Revenue from Operations (gross)	13	419,986	-
Other Income	14	5,707,896	1,585,758
		<b>6,127,882</b>	<b>1,585,758</b>
<b>Expenditure</b>			
Cost of Goods Sold	15	1,623,085	76,738
(Increase)/Decrease in Stock	16	158,763	(229,724)
Employee Benefits expense	17	2,686,596	1,530,010
Other Expenses	18	3,957,583	3,516,348
Depreciation	8	251,306	96,358
Finance costs	19	-	-
		<b>8,677,333</b>	<b>4,989,729</b>
Profit/Loss before exceptional items and tax		<b>(2,549,451)</b>	<b>(3,403,971)</b>
Add: Exceptional Items		-	-
<b>Profit/(Loss) before and tax</b>		<b>(2,549,451)</b>	<b>(3,403,971)</b>
<b>Tax expense</b>			
- Current tax		-	-
- Previous year		-	-
- Deferred tax		-	-
<b>Profit (or Loss) for the period</b>		<b>(2,549,451)</b>	<b>(3,403,971)</b>
Earning per equity share (equity shares, par value of Rs 10 each)			
<b>Basic and diluted</b>		<b>(0.64)</b>	<b>(0.85)</b>

Significant accounting policies

1 & 2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached  
For **SHREESH & CO.**  
Chartered Accountants  
Firm Registration Number: 015828s

For **Pan Electronics (India) Limited**

Sd/-  
**Shreeshkumar Eshwar Hegde**  
Proprietor  
Membership No. 222817

Sd/-  
**Gullu G. Talreja**  
Chairman & Managing Director  
DIN : 01740145  
Sd/-  
**H. N. Tarachandani**  
Director  
DIN : 00965808

Sd/-  
**Abhishek P. Talreja**  
Director  
DIN : 05007867  
Sd/-  
**Sangeetalakshmi Bhat**  
Director  
DIN : 07246458

Place : Bengaluru  
Date : 14 May 2016

Place : Bengaluru  
Date : 14 May 2016

**Pan Electronics (India) Limited**  
**CIN : L00309KA1982PLC004960**

**Statement of cash flows for the period ended 31st March 2016**

*(All amounts are in Indian rupees, except share data and where otherwise stated)*

	For the period ended 31 March 2016	For the period ended 31 March 2015
<b>Cash flow from operating activities</b>		
Profit before tax from continuing operations	(2,549,451)	(3,403,971)
Profit before tax from discontinuing operations	-	-
Profit before tax	<u>(2,549,451)</u>	<u>(3,403,971)</u>
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/ amortization on continuing operation	251,306	96,358
Write off in Investments	-	-
Liability No Longer Required written off	-	-
Others	-	-
Operating profit before working capital changes	<u>(2,298,145)</u>	<u>(3,307,613)</u>
Movements in working capital :		
Increase/ (decrease) in trade payables	(12,001,100)	(1,230,893)
Increase/ (decrease) in other current liabilities	(1,097,057)	1,175,428
Increase/ (decrease) in long term liabilities	27,618,673	4,796,849
Decrease / (increase) in trade receivables	(481,348)	-
Decrease / (increase) in inventories	(2,733,659)	(229,724)
Decrease / (increase) in other current assets	-	-
Decrease / (increase) short term loans and advances	1,382,736	(242,728)
Increase / (decrease) in capital reserve	<u>(5,000,000)</u>	-
Cash generated from /(used in) operations	<u>5,390,100</u>	<u>961,319</u>
Direct taxes paid (net of refunds)	-	-
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b><u>5,390,100</u></b>	<b><u>961,319</u></b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(1,967,230)	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b><u>(1,967,230)</u></b>	<b><u>-</u></b>
<b>Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	-
Proceeds from short-term borrowings	-	-
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b><u>-</u></b>	<b><u>-</u></b>

Net increase/(decrease) in cash and cash equivalents (A + B + C)	3,422,870	961,319
Cash and cash equivalents at the beginning of the year	1,035,674	74,356
<b>Cash and cash equivalents at the end of the year</b>	<b>4,458,544</b>	<b>1,035,675</b>
Components of cash and cash equivalents		
Cash on hand	1,656,438	1,015,597
Cheques/ drafts on hand	-	-
With banks- on current account	-	-
- In current accounts	112,106	20,077
- on deposit account	2,690,000	
<b>Total cash and cash equivalents (Note 11)</b>	<b>4,458,544</b>	<b>1,035,674</b>

**Significant accounting policies**

The notes referred to above form an integral part of the financial statements

As per our report of even date attached  
For **SHREESH & CO.**  
Chartered Accountants  
Firm Registration Number: 015828s

For **Pan Electronics (India) Limited**

**Shreeshkumar Eshwar Hegde**

Proprietor  
Membership No. 222817

**Gullu G. Talreja**  
Chairman & Managing  
Director  
DIN : 01740145

**Abhishek P. Talreja**  
Director  
DIN : 05007867

**H. N. Tarachandani**  
Director  
DIN : 00965808

**Sangeetalakshmi Bhat**  
Director  
DIN : 07246458

Place : Bengaluru  
Date : 14 May 2016

Place : Bengaluru  
Date : 14 May 2016

## Significant Accounting Policies

### 1. Corporate Information

Pan Electronics (India) Limited ("the company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The shares of the Company are listed in BSE Limited. The company is engaged in the manufacturing and selling of capacitor grade metallised plastic films and capacitor elements. The Company's products are sold in the domestic and international markets.

### 2. Summary of significant accounting policies

#### a. Basis of preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### b. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### c. Fixed Assets

Building and Plant and Machinery are stated at revalued cost less depreciation. Additions to Plant and Machinery and Building after 01.04.1993 are stated at cost of acquisition less depreciation. Other assets are stated at their original cost less depreciation.

#### d. Depreciation

In respect of fixed assets (other than leasehold land) acquired during the year, depreciation / amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives and for the assets acquired prior to 01 April 2014, the carrying amount as on 1 April 2014 is depreciated over the remaining useful life based on an evaluation.

**e. Inventories**

Inventories, except depot stocks, are valued at lower of cost or net realizable value. Cost has been arrived at adopting the first-in-first-out cost formula. Depot stocks are valued at the proforma prices at which they are cleared from the factory on which excise duty is paid.

**f. Investments**

Investments are stated at cost and no provision is made for the diminution in the market value of investments as they are intended to be held as long term investments.

**g. Retirement benefits**

The gratuity is settled as and when an employee leaves the service thru Employees Gratuity Fund A/c. Provisions for Provident Fund and Leave encashment are made based on the actual amount payable.

**h. State subsidy**

State Subsidy is treated as deferred income and is recognized in the statement of Profit and Loss over the period and in proportion to the depreciation on assets on which subsidy was originally granted.

**i. Borrowing costs:**

Borrowing costs eligible for capitalization are capitalized to the cost of qualifying assets. Other borrowing costs are treated as expensed.

**j. Segmental reporting**

All the products / activities of the company are subject to the same risks and returns and as such, do not comprise separate segments. Hence the question of segmental reporting as required by Accounting Standard 17 'Segment Reporting' specified under Section 133 of the Act does not arise.

**k. Foreign currency transaction:**

All foreign currency transactions are recorded at the rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss.

## **I. Income Taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income during the current year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

## **m. Cash & Cash Equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

## **n. General**

Accounting policies not specifically referred to conform to the requirements of generally accepted accounting principles and the accounting standards prescribed by the Institute of Chartered Accountants of India.



**Pan Electronics (India) Limited**  
**Notes to the financial statements (continued)**

(All amounts are in Indian rupees, except share data and where otherwise stated)

<b>3 Share Capital</b>	<b>As at</b>	<b>As at</b>
<b>Authorised Shares</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
1,00,00,000 (31 March 2015: 1,00,00,000) Equity shares of Rs.10/- each	100,000,000	100,000,000
<b>Issued, Subscribed and fully Paid up shares</b>		
40,00,000 (31 March 2015: 40,00,000) Equity shares of Rs.10/- each fully paid up	40,000,000	40,000,000
	<u>40,000,000</u>	<u>40,000,000</u>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity Shares**

	<u>As at 31 March 2016</u>		<u>As at 31 March 2015</u>	
	<u>Number of shares</u>	<u>Value of shares</u>	<u>Number of shares</u>	<u>Value of shares</u>
At the beginning of the period	4,000,000	40,000,000	4,000,000	40,000,000
Outstanding at the end of the period	4,000,000	40,000,000	4,000,000	40,000,000

**b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividend in indian rupees.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(f) Details of shareholders holding more than 5% shares in the company**

<b>Name</b>	<u>31 March 2016</u>		<u>31 March 2015</u>	
	<u>No. of Shares</u>	<u>% of shareholding</u>	<u>No. of Shares</u>	<u>% of shareholding</u>
Gullu G. Talreja	2,792,460	69.81%	-	-
Nanik Rohera *	-	-	1,704,700	42.62%
Mukesh Talreja **	-	-	857,700	21.44%

\* (Nanik Rohera transferred the shares on 04 December 2014)

\*\* (Mukesh Talreja had transferred the shares on 23 April 2014)

	As at 31 March 2016	As at 31 March 2015
<b>4 Reserves and Surplus</b>		
<b>Central Subsidy</b>		
Balance at the beginning of the year	1,500,000	1,500,000
Add/(Less): Receipts/appropriations	-	-
<b>Closing BalanceBalance at the end of the period</b>	<b>1,500,000</b>	<b>1,500,000</b>
<b>Share Premium</b>		
Balance at the beginning of the year	9,299,600	9,299,600
Add/(Less): Receipts/appropriations	-	-
<b>Closing BalanceBalance at the end of the period</b>	<b>9,299,600</b>	<b>9,299,600</b>
<b>Capital Reserve</b>		
Balance at the beginning of the year	-	-
Add/(Less): Receipts/appropriations	23,363,512	28,363,512
<b>Closing BalanceBalance at the end of the period</b>	<b>23,363,512</b>	<b>28,363,512</b>
<b>Revaluation Reserve</b>		
Balance at the beginning of the year	-	-
Add/(Less): Receipts/appropriations	249,593,520	-
<b>Closing BalanceBalance at the end of the period</b>	<b>249,593,520</b>	<b>-</b>
<b>Surplus/(Deficit) in the statement of Profit and Loss</b>		
Balance at the beginning of the year	(170,612,248)	(167,208,277)
Add/(Less): Surplus for the period	(2,549,451)	(3,403,971)
Add/(Less): Appropriations	-	-
<b>Closing BalanceBalance at the end of the period</b>	<b>(173,161,699)</b>	<b>(170,612,248)</b>
<b>Total Reserves and Surplus</b>	<b>110,594,933</b>	<b>(131,449,136)</b>
<b>5 Other Long-Term Liabilities</b>		
Advances from Others	106,228,901	78,610,228
Advances from Customers	-	-
	<b>106,228,901</b>	<b>78,610,228</b>
<b>6 Trade Payables</b>		
- For supplies others	7,452,678	19,717,457
- For Expenses	319,589	55,910
	<b>7,772,267</b>	<b>19,773,367</b>
<b>7 Other Current Liabilities</b>		
For Statutory Dues	105,018	152,075
Other capital advance	-	1,050,000
	<b>105,018</b>	<b>1,202,075</b>
<b>9 Non-current Investments</b>		
<b>Trade Investments (Valued at Cost)</b>		
Investment in Equity Instruments - Quoted	2,824,520	2,824,520
[1,23,120 (31 March 2015: 1,23,120) Equity Shares of Rs.5/- each fully paid in the shares of M/s. Venlon Enterprises Limited - Mysore]	<b>2,824,520</b>	<b>2,824,520</b>
<b>10 Inventories (Valued at the lowest of Cost or Net realisable Value)</b>		
Raw Materials	2,892,422	-
Finished Goods	-	-
Work in progress	70,961	229,724
Consumables, Stores & spares	-	-
Packing Materials	-	-
	<b>2,963,383</b>	<b>229,724</b>

8 Fixed Assets

COST OR VALUATION	LEASE HOLD	BUILDING	PLANT &	ELECTRICAL	FURNITURE	OFFICE	COMPUTER	VEHICLE/	LEASE HOLD	Total
	LAND		MACHINERY	INSTALLATION & FIXTURES	EQUIPMENT		INTANGIBLE	RIGHTS		
At 1 April 2014	136,900	13,711,919	160,309,199	3,417,741	344,435	751,152	2,776,796	921,863	170,000	182,540,005
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2015</b>	136,900	13,711,919	160,309,199	3,417,741	344,435	751,152	2,776,796	921,863	170,000	182,540,005
Additions	-	319,218	1,189,345	-	-	458,667	-	-	-	1,967,230
Adjustments (Refer note below)	204,504,520	12,149,000	32,940,000	-	-	-	-	-	-	249,593,520
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2016</b>	204,641,420	26,180,137	194,438,544	3,417,741	344,435	1,209,819	2,776,796	921,863	170,000	434,100,755
<b>Depreciation</b>										
At 01 April 2014	-	13,590,142	160,309,199	3,417,741	344,435	698,771	2,653,881	890,764	-	181,904,932
Charge for the year	-	13,531	-	-	-	5,820	61,457	15,550	-	96,358
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2015</b>	-	13,603,673	160,309,199	3,417,741	344,435	704,591	2,715,338	906,314	-	182,001,290
Charge for the year	-	28,616	87,731	-	-	57,954	61,457	15,548	-	251,306
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2016</b>	-	13,632,289	160,396,930	3,417,741	344,435	762,545	2,776,795	921,862	-	182,252,596
<b>Net Block</b>										
At 31 March 2015	136,900	108,246	-	-	-	46,561	61,458	15,549	170,000	538,715
At 31 March 2016	204,641,420	12,547,948	34,041,614	-	-	447,274	1	1	170,000	251,848,159

Note : The Company has appointed chartered engineers and registered valuers in conducting the revaluation of fixed assets situated at plant including lease hold land, accordingly, the upward revaluation of fixed assets have been made at Rs. 20,45,04,250, Rs. 1,21,49,000 and Rs. 3,29,40,000 of leasehold land, building and plant & machinery respectively. Thus, the total revaluation of fixed assets amounted to Rs. 24,95,93,520.

	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
<b>11 Cash &amp; Bank Balances</b>		
Balance with Bank		
In Current account	112,106	20,077
In Term deposit	<u>2,690,000</u>	<u>-</u>
Cash in hand	<u>1,656,438</u>	<u>1,015,597</u>
	<b><u>4,458,544</u></b>	<b><u>1,035,674</u></b>
<b>12 Short Term Loans &amp; Advances</b>		
<b>Loans &amp; advances to related Parties</b>		
Unsecured Considered good	A <u>-</u>	<u>-</u>
<b>Advances recoverable in cash or kind</b>		
Unsecured Considered good	B <u>61,531</u>	<u>987,851</u>
	<b><u>61,531</u></b>	<b><u>987,851</u></b>
<b>Other Loans and advances</b>		
Advance Income Tax (net of Provison for tax)	-	-
Balance with Statutory / Government Authorities	C <u>2,063,634</u>	<u>2,520,050</u>
	<b><u>2,063,634</u></b>	<b><u>2,520,050</u></b>
<b>TOTAL (A+B+C)</b>	<b><u>2,125,165</u></b>	<b><u>3,507,901</u></b>

	For the period ended 31 March 2016	For the period ended 31 March 2015
<b>13 Revenue from Operations</b>		
Sale of Finished goods	419,986	-
Less: Excise duty	-	-
<b>Revenue from Operations (Net)</b>	<b>419,986</b>	<b>-</b>
<b>14 Other income</b>		
Sale of Scrap	60,145	-
Liability no longer required written back	5,647,751	1,585,758
	<b>5,707,896</b>	<b>1,585,758</b>
<b>15 Cost of raw material and components consumed</b>		
Inventory at the beginning of the year	-	-
Add: Purchases	4,515,507	76,738
	4,515,507	76,738
Less: Inventory at the end of the year	2,892,422	-
	<b>1,623,085</b>	<b>76,738</b>
<b>16 (Increase)/Decrease in Inventories</b>		
Inventory at the end of the year	70,961	229,724
Inventory at the beginning of the year	229,724	-
	<b>158,763</b>	<b>(229,724)</b>
<b>17 Employee benefits Expense</b>		
Salaries, wages and bonus	2,686,596	1,530,010
	<b>2,686,596</b>	<b>1,530,010</b>
<b>18 Other Expenses</b>		
Bank charges	24,771	8,586
Business promotion expenses	39,563	-
Power, Fuel & Water Charges	1,753,449	1,476,805
Repairs - Machinery	423,606	211,430
Repairs - Other assets	411,354	192,779
Postage & Telephones	18,699	20,227
Travelling & Conveyance	128,030	193,967
Printing & Stationery	18,790	12,771
SIPCOT Maintenance	104,379	83,954
Miscellaneous Expenses	87,086	105,794
Rates & Taxes	22,712	73,512
Professional Charges	316,706	402,919
Subscription charges	11,856	0
Share Transfer expenses	39,917	28,331
Listing and open offer expenses	227,453	397,232
Security charges	329,212	308,041
Advances Written off	-	-
	<b>3,957,583</b>	<b>3,516,348</b>
*** Professional Charges Includes Auditors Remuneration of Rs.1,13,000 (Previous Year 45,477)		
- towards Statutory Audit	40,000	34,200
- other certification and representation charges	73,000	11,277
<b>19 Finance cost</b>		
Interest Charges	-	-
	<b>-</b>	<b>-</b>

**Pan Electronics (India) Limited**

*(All amounts are in Indian rupees, except share data and where otherwise stated)*

**Notes to Accounts**

**20.1 Earnings per share (EPS)**

***Basic earnings per share***

The calculation of basic earnings per share is based on the loss of Rs.25,49,451 (previous year loss of Rs. 33,07,613), attributable to equity shareholders and weighted average number of equity shares outstanding 40,00,000 (previous year 40,00,000) shares.

**Earnings**

<b>Particulars</b>	<b>For the year ended 31 March 2016</b>	<b>For the year ended 31 March 2015</b>
Profit (Loss) for the year as reported	(25,49,451)	(33,07,613)
Net Profit (Loss) attributable to equity shareholders for the calculation of basic EPS	(25,49,451)	(33,07,613)
Net Profit (Loss) adjusted for the effects of dilutive potential equity shares for calculation of diluted EPS	(25,49,451)	(33,07,613)

**Shares**

<b>Particulars</b>	<b>For the year ended 31 March 2016</b>	<b>For the year ended 31 March 2015</b>
Weighted average number of equity shares outstanding during the year/period for calculation of basic EPS	40,00,000	40,00,000
Compulsorily convertible non-cumulative preference shares	--	--
Weighted average number of equity shares for calculation of diluted EPS	40,00,000	40,00,000
Earning Per Shares Basic and Diluted	(0.64)	(0.85)

## 20.2 Disclosure for retirement benefits Defined contribution plans

The Company's employee provident fund scheme is a defined contribution plan. A sum of Rs Nil (previous year Rs. Nil) has been recognized and shown under Employee benefits.

### Defined benefit plans — Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

The following table summarises the position of assets and obligations of the gratuity plan:

Particulars	As on 31 March 2016	As on 31 March 2015
Present value of obligations	-	-
Fair value of plan assets	-	-
Assets/(Liability) recognised in balance sheet	-	-

### Movement in present values of defined benefit obligation

Particulars	As on 31 March 2016	As on 31 March 2015
Define benefit obligation at the beginning of the Year	-	-
Interest cost	-	-
Current service cost	-	-
Actuarial (gain)/loss on obligation	-	-
Define benefit obligation at year end	-	-

### Movement in fair value of plan assets

Particulars	As on 31 March 2016	As on 31 March 2015
Fair value of plan assets at 1 April	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits paid	-	-
Actuarial gain/(loss) on plan assets	-	-
Fair value of plan assets at 31 March	-	-

**Expenses recognized in statement of profit and loss**

<b>Particulars</b>	<b>As on 31 March 2016</b>	<b>As on 31 March 2015</b>
Current service cost	-	-
Past service cost	-	-
Interest cost	-	-
Expected return on plan assets	-	-
Net actuarial (gain)/ loss recognized in the year	-	-
Expenses recognized in the statement of profit and loss	-	-

**Principal actuarial assumptions**

The following are the principal actuarial assumptions at the reporting date:

<b>Particulars</b>	<b>As on 31 March 2015</b>	<b>As on 31 March 2014</b>
Discounting Rate	-	-
Future salary Increase	-	-
Expected Rate of return on plan assets	-	-

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Three year information**

Amount for the current and previous two year are as follows:

<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>	<b>As at 31 March 2014</b>
Defined benefit obligation	-	-	-
Fair value of plan assets	-	-	-
Experience adjustments arising on plan liabilities	-	-	-
Experience adjustments arising on plan assets	-	-	-



### 20.3 The net deferred tax asset comprises of the following components:

As at 31 March 2016, the Company has carried out tax computation in accordance with Accounting Standard - 22 'Accounting for Taxes on Income' specified under section 133 of the Companies Act 2013. Management is of the view that, in the absence of virtual uncertainty of realization of the deferred tax assets has been recognised only to the extent of deferred tax liability. The components of deferred tax assets (net) are as follows:

Particulars	Asat 31 March 2016	Asat 31 March 2015
<b>Deferred tax liability on:</b>		
Difference between depreciation of fixed assets as per books and as allowable per the income tax Act 1961 (a)	(11,29,890)	11,89,671
<b>Deferred tax asset on:</b>		
Brought forward losses and unabsorbed depreciation	2,60,28,382	2,50,44,684
<b>Net deferred tax asset [(a)-(b)]</b>	2,71,58,272	2,38,55,013
<b>Deferred Tax Recognised in Books</b>	Nil	Nil

### 20.4 Related parties

Related party disclosures as required under Accounting Standard (AS) — 18 "Related Party Disclosures":

#### (a) Name of the related party and nature of related party relationship where control exists:

Description of relationship	Name of the party
Substantial Shareholders	Mr. Gullu Talreja (from 23 April 2014) Mr. Nanik Rohera (upto 04 December 2014) Mr. Mukesh Talreja (upto 23 April 2014)

#### (b) Related parties and nature of related party relationship with whom transactions have taken place:

Description of relationship	Name of the party
Entities over which substantial shareholders and KMP were able to exercise significant influence	Gemini Dyeing & Printing Mills Limited Chellaram Mills Private Limited Maanay Flour Mills Limited Venlon Metallic Industries

Key Management Personnel (KMP)	Mr. Gullu Talreja (from 23 April 2014) Mr. Nanik G Rohera (upto 06 January 2015) Mr. Nitesh Rohera (upto 06 January 2015)
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**(c) Details of transactions with related parties:**

Particulars	Value of the Transaction	
	31 March 2016	31 March 2015
<b>Received Long Term Advance</b>		
- Gemini Dyeing & Printing Mills Limited (Refer note below)	6,29,07,218	49,35,053

Note : The value of transaction includes the amount of Rs. 3,52,88,545 paid to M/s. Chellaram Mills Private Limited

**(d) Details of balances with related parties:**

Particulars	Balance Outstanding as at	
	31 March 2016	31 March 2015
<b>Creditors for Supplies</b>		
- Venlon Metallica Industries	39,36,951	1,26,07,473
<b>Outstanding Long Term Advance</b>		
- Gemini Dyeing & Printing Mills Limited	9,26,28,901	2,97,21,682
- Chellaram Mills Private Limited	Nil	3,52,88,545
- Maanay Flour Mills Limited	1,36,00,000	1,36,00,000

**20.5 Expenditure in foreign currency (on accrual basis)**

Particulars	As at 31 March 2016	As at 31 March 2015
Expenses in foreign currency	NIL	NIL

**20.6 Dues to Micro, Small & Medium Enterprises:**

There are no Micro, Small and Medium enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet Date, computed on unit wise basis. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**20.7** The Company is a Public Listed Company as defined in the General Instructions in respect of Accounting Standards specified under section 133 of the Companies Act, 2013. Accordingly, the Company has complied with Accounting Standards as applicable to Public Listed Company.

**20.8** The balances appearing under other long term liabilities, trade payables and certain advances made by the Company are subject to confirmations and reconciliation.

**20.9** Previous year's figures have been regrouped/reclassified wherever necessary, to confirm to current year's classification

**Signatures to the Schedules 1 To 20.9**

As per our report attached to the balance sheet

For **SHREESH & CO**

Chartered Accountants

Firm Registration Number: 015828s

For **Pan Electronics (India) Limited**

Sd/-

**Shreeshkumar Eshwar Hegde**

Proprietor

Membership No. 222817

Sd/-

**Gullu G. Talreja**

Chairman & Managing Director

DIN : 01740145

Sd/-

**Abhishek P. Talreja**

Director

DIN : 05007867

Sd/-

**H. T. Tarachandani**

Director

DIN : 00965808

Sd/-

**Sangeethalakshmi Bhat**

Director

DIN : 07246458

Place : Bengaluru

Date : 14 May 2016

Place : Bengaluru

Date: 14 May 2016

## FORM A

### Covering letter of the annual audit report to be filed with the stock exchange

1. Name of the Company: PAN ELECTRONICS (INDIA) LIMITED  
CIN: L00309KA1982PLC004960
2. Annual financial statements for the year ended 31st March 2016
3. Type of Audit observation Un Modified / ~~Emphasis of Matter~~
4. Frequency of observation Whether appeared ~~first time .... / repetitive~~  
.... / since how long period: since 1 years
5. To be signed by-  

CEO / Managing Director	Sd/- Gullu Talreja
CFO / Whole-time Director	Sd/- Abhishek Talreja
Auditor of the company	Sd/- Shreesh Kumar Eshwar Hegde
Audit Committee Chairman	Sd/- H N Tarachandani

Place : Bengaluru  
Date: 14 May 2016

FORM MGT 11  
THIRTY THIRD ANNUAL GENERAL MEETING ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company

Folio # \_\_\_\_\_ DP Id\* \_\_\_\_\_ Client Id\* \_\_\_\_\_ Shares held \_\_\_\_\_

Name & Address of Shareholder in full  
\_\_\_\_\_

I hereby record my presence at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company to be held at Vijay nagar Club, Vijay Nagar, Bengaluru– 560 040 on 29 September 2016 at 3.00 pm

MEMBER'S SIGNATURE

Member's/Proxy's name in block letters

Member's/Proxy's Signature

\*Applicable for investors holding shares in dematerialized form  
NOTE: Your entry to the meeting will be regulated by this Admission Slip

PAN ELECTRONICS (INDIA) LIMITED  
Regd Office: 69 Cubbonpet, III Cross,  
BENGALURU 560 002

Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014  
CIN: L00309KA1982PLC004960

THIRTY THIRD ANNUAL GENERAL MEETING PROXY FORM

Name of Member:  
Registered Address:  
Email id:  
Folio #/ Client Id:  
DP ID:

I/We----- being a Member / Members, hereby appoint ----- of -----  
--- or failing him/ her ----- of ----- as my / our Proxy to  
attend and vote for me / us on my / our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be  
held on 29 September 2016 and at any adjournment thereof in respect of the following resolutions:

- 1.
- 2.
- 3.

Signature of Shareholder  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016  
Name \_\_\_\_\_  
Address \_\_\_\_\_

Signature of Proxy

\*Applicable for investors holding shares in dematerialized form  
The Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

AGM Avenue route map

