



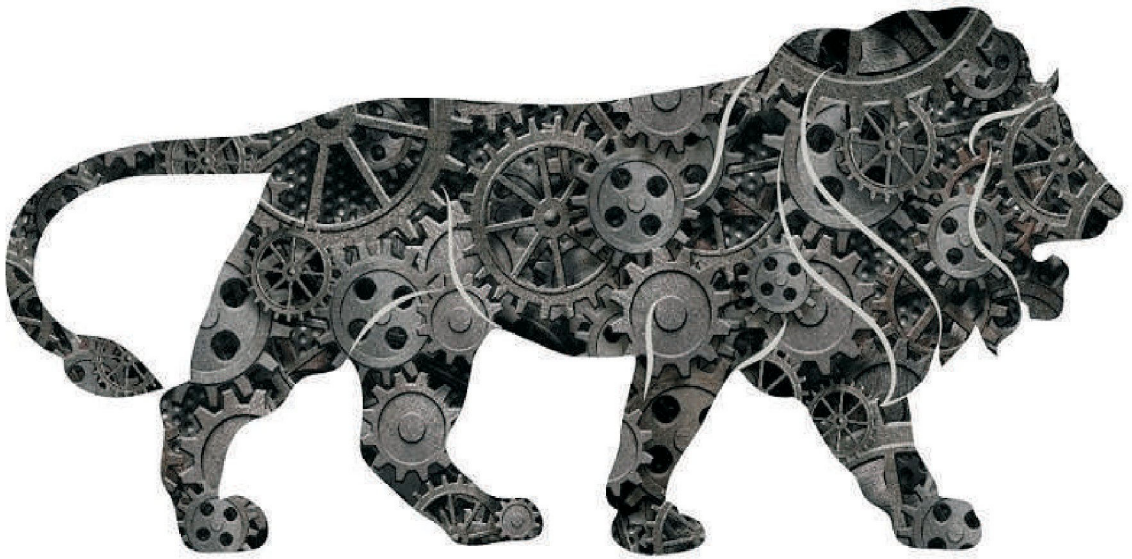
Military



Healthcare



Oil & Gas



44th ANNUAL REPORT 2022-2023

Precision

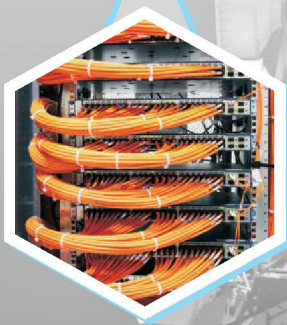
Precision Electronics Limited

"we always know who we're working for"

Precision

Services for Turnkey Communication Projects

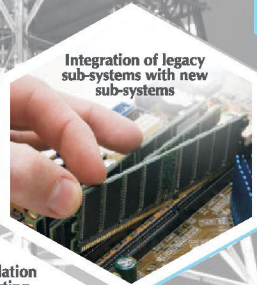
Implementation of TeleCOM Networks



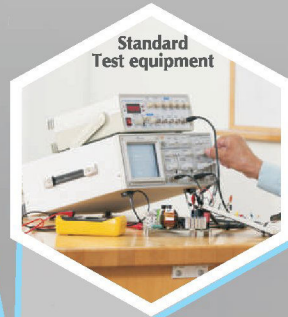
Customer Acceptance



Maintenance Depot



Automatic test
Equipment



Testing Infrastructure



Value-Added Solutions

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BOARD OF DIRECTORS & COMMITTEE

BOARD OF DIRECTORS

Mr. Ashok Kumar Kanodia
Mr. Nikhil Kanodia

Mr. Harbir Singh Banga
Mr. Suresh Vyas
Mr. S.K. Kataria
Mr. Deepto Roy
Mr. Rahul Goenka
Ms. Preeti Grover

Managing Director
Whole Time Director
and President
Director
Director
Director
Director
Director

AUDIT COMMITTEE

Mr. S.K. Kataria
Mr. Suresh Vyas

Mr. Deepto Roy

Chairperson
Member

Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. S.K. Kataria
Mr. Rahul Goenka
Ms. Preeti Grover

Chairperson
Member
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. S.K. Kataria
Mr. Suresh Vyas
Mr. Deepto Roy

Chairperson
Member
Member

COMPANY SECRETARY CUM COMPLIANCE OFFICER

Ms. Vrinda Mohan Gupta

CHIEF FINANCIAL OFFICER

Mr. Jagjit Singh Chopra

STATUTORY AUDITORS

M/s Nemani Garg Agarwal & Co.

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153/A First Floor,
Okhla Industrial Area, Phase - I
New Delhi - 110 020
Contact No. - 011- 64732681

PLANT

AT NOIDA
D-10, Sector 3, Gautam Budh Nagar,
Noida - 201 301, (U.P.)

BANKER OF THE COMPANY

South Indian Bank, Noida Branch

UDYAM REGISTRATION NUMBER

UDYAM-UP-28-0002995

LISTED ON

Bombay Stock Exchange

REGISTERED OFFICE

D - 1081, New Friends Colony,
New Delhi - 110025

CORPORATE IDENTITY NUMBER (CIN)

L32104DL1979PLC009590

CORPORATE OFFICE

D-10, Sector 3, Gautam Budh Nagar,
Noida - 201 301, (U.P.)

ISIN No.

INE143C01024

STOCK CODE

517258

PRECISION ELECTRONICS LIMITED
CIN: L32104DL1979PLC009590
Redg. Office: D – 1081, New Friends Colony, New Delhi – 110025
Phone: 120 2551556/7, **Fax:** 120 2524337
Email: cs@pel-india.in, **Website:** www.pel-india.in

NOTICE OF THE 44th ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the 44th Annual General Meeting ('AGM') of Precision Electronics Limited (the Company) will be held on Monday, September 25, 2023, at 12:00 Noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To, consider, approve and adopt the Audited Financial Statements of the Company comprising the balance sheet as on March 31, 2023, Statement of Profit and Loss and Cash Flow statement and Notes thereto for the Financial Year ended on March 31, 2023, together with the Reports of Board of Directors and the Auditor's thereon.
2. To appoint a director in place of Mr. Rahul Goenka (DIN: 00002440), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF LT GEN (DR) RAJESH PANT PVSM, AVSM, VSM (RETD.) (DIN:06969307) AS DIRECTOR AND NON-EXECUTIVE CHAIRMAN OF THE COMPANY.**

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 provision 149, 152, and 161 of the Companies Act, 2013 (including and amendments thereto or re-enactment thereof) ('the Act') read with rule 8 of the Companies (Appointment and Qualification of Directors) Rule, 2014, Lt Gen (Dr) Rajesh Pant PVSM, AVSM, VSM (Retd.) (DIN:06969307), who was appointed by the Board of Directors as an Additional Director and Non- Executive Chairman of the Company with effect from 11 August 2023, to hold office till the date of ensuring Annual General Meeting or due date of Annual General Meeting whichever is earlier be and is hereby appointed as Non- Executive Director cum Chairman of the Company and liable to retire by rotation"

By Order of the Board

Place: Noida
Date: August 11, 2023

For Precision Electronics Limited

Sd/-
Vrinda Mohan Gupta
Company Secretary cum Compliance Officer

Notes

1. Due to the outbreak of COVID 19 MCA via General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 has extended the Time period for holding of AGM or passing of Ordinary/ Special Resolution through "Video Conferencing" till 30th September 2023 and SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio- Visual Means (OAVM). Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for the 44th Annual General Meeting (AGM). However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into

an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pel-india.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
7. Members joining the Meeting through VC, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the AGM. The Members who have cast their vote by remote e-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday September 19, 2023 to Monday September 25, 2023 (both days inclusive).
9. All documents referred to in the accompanying Notice and other statutory register will be available for inspection by the Members during the AGM. Members may access the same by writing to the Company at its email id cs@pel-india.in.
10. Members seeking further information about the accounts are requested to write at least 7 days before the date of the Meeting so that it may be convenient to get the information ready at the Meeting.
11. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice and the Annual Report calling the 44th AGM has been uploaded on the website of the Company at www.pel-india.in. The Notice can also be accessed from the websites of the Stock Exchange, BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, compliances@skylinerta.com.
13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 19, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact Registrar and Share Transfer Agent (Skyline Financial Services Private Limited). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you may generate new password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting.
15. The Board of Directors has appointed. Munish K Sharma and Associates LLP, as the Scrutinizer for scrutinizing the E-Voting process in a fair and transparent manner.
16. The Scrutinizer, after the conclusion of voting at the AGM, will first count the e-votes cast at the Meeting and thereafter the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.pel-india.in and on the website of the NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be intimated to the Bombay Stock Exchange within Two (2) working days of the conclusion of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on September 19, 2023 (Tuesday) at 09:00 AM and ends on September 25, 2023 (Monday) at 05:00 PM the remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2023.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining Virtual Meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining Virtual Meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for the shareholder other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your initial password, you need to enter the “initial password” and the system will force you to change your password.
 - c) How to retrieve your “initial password”?
 - I. If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf files. Open the pdf file. The password to open the pdf file in your 8 digit client ID for NSDL account, last 8 digits of client for CDSL account or folio number for shares held in physical form. The .pdf files contain your ‘User ID’ and your ‘initial password’.
 - II. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
 - a) Click on “Forget User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding share in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send the request at evoting@nsdl.com.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use OTP (One Time Password) based login for casting the votes on the e-Voting systems of NSDL.
7. After, entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. No, you will have to click on “Login” button.
9. After you click on the “Login” button, Homepage of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual Meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes casted by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

- A) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@pel-india.in with a copy marked to evoting@nsdl.co.in.
- B) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address cs@pel-india.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL ID’S FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@pel-india.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@pel-india.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-Voting and joining Virtual Meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and Email ids correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@pel-india.com, at least 7 days before the date of Meeting. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker, may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@pel-india.com, at least 7 days before the date of Meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Only for Item 3, this explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however the same is strictly not required as per Section 102 of the Act.

ITEM 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration committee, had appointed Lt Gen (Dr) Rajesh Pant PVSM, AVSM, VSM (Retd.) as Additional Director and Non- Executive Chairperson of the Company on 11 August 2023 pursuant to provisions of Section 161 of the Companies Act, 2013 to hold the office up to the date of the Annual General Meeting

Lt Gen (Dr) Rajesh Pant PVSM, AVSM, VSM (Retd.) is Ph D in Information Security Metrics (2014), M. Tech in Telecom & Remote Sensing from IIT Kharagpur. Presented IEEE paper in UK, Master of Management Studies from Osmania University, Hyderabad, M. Phil in National Security from Chennai University, Qualified in Independent Directors Course from MDI, Gurgaon in 2014. Over forty years of unblemished and disciplined service to the Nation as a Leader and Mentor in the glorious Indian Army. Displayed outstanding integrity and superannuated after reaching highest rank of Lieutenant General in Signals on 30 June 2014. Elected on 01 Jul 2014 as Member National Governing Council of the Institution of Electronics and Telecom Engineers (IETE) India by about 20,000 eminent Scientists, Academicians and Scholars. Also nominated member of IETE Academic, eLearning, Skill Development and Publications Committee. Renowned Techno-scholar-warrior with experience of Sri Lanka & Kargil operations. Regularly invited to chair / address events of IIT, IIM, and International Conferences on Management, Technology, Electronic Warfare, GIS, and Information Warfare & Systems. Seminar appearances available in Google search and You Tube. Processed three patents in previous establishment through visionary and innovative academic leadership. Possess Independent Director Number 06969307.

From Last five years he was designated as the “National Cyber Security Coordinator”. He was the Head of National Centre of Excellence in ICT and Cyber Security with over 2000 trainees of B Tech and M Tech levels, including from 24 foreign countries. More than 10 years’ experience in top level defence IT and Telecom training centre, Founder member of India’s indigenous Electronic Warfare (EW) programme. Author of Indian Army’s Information Warfare Doctrine (2004). Evaluated EW Systems in France, Israel, South Africa, Argentina. Trained on EW in Hungary, Earlier leadership of large Military organization for communication networks covering eight states of India. Also initiator of Battlefield Management Systems for entire Indian Army, second largest in world and managed projects of over Rs 5,000 crore value.

He has been awarded on 26 Jan 2000 - Vishisht Sewa Medal (VSM) by President of India, 26 Jan 2013 - Ati Vishisht Sewa Medal (AVSM) by President of India, 20 July 2013 - IETE National Award for ICT & Cyber Training Initiatives, 15 Jan 2014 - Unit Citation (of excellence) for leadership of previous technical training organization, Military College of Telecom Engineering, Mhow (MP), 26 Jan 2015- Awarded Param Vishisht Seva Medal (PVSM) by President for distinguished service of the most exceptional order.

Your Board considers that in view of the experience and expertise possessed by Lt Gen (Dr) Rajesh Pant PVSM, AVSM, VSM (Retd.), it would be in the interest of your Company to appoint Lt Gen (Dr) Rajesh Pant PVSM, AVSM, VSM (Retd.) as Non-Executive Director cum Chairman of the Company.

ANNEXURE TO THE NOTICE

Notes on Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additional Information required by Secretarial Standard -2 (SS-2) issued by The Institute of Company Secretaries of India is as under:

Particulars/ Names	Lt. Gen. Dr. Rajesh Pant (Retd.)
Date of Birth	06-06-1954
Date of 1st Appointment on Board of the Company	27-07-2015
Qualification	Ph D in Information Security Metrics (2014), M. Tech in Telecom & Remote Sensing from IIT Kharagpur. Presented IEEE paper in UK, Master of Management Studies from Osmania University, Hyderabad, M. Phil in National Security from Chennai University
Expertise in specific functional areas	In depth knowledge and Expert in various field of Business
Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	None
Chairmanship/ Membership of Committees of other Public Companies	None
Number of shares held in the Company in his own name	0
Number of Board Meetings attended during 2022-23	0
Remuneration (CTC) drawn during Financial Year 2022-23	0
Directors' inter se relationship with other Directors, Manager/Key Managerial Personnel	None

Place: Noida
Date: August 11, 2023

By Order of the Board
For Precision Electronics Limited

Sd/-
Vrinda Mohan Gupta
Company Secretary cum Compliance Officer

DIRECTORS' REPORT

To
The Members of
Precision Electronics Limited,

Your Directors have pleasure in presenting the 44th Annual Report on the Business and Operations of the Company along with the Audited Statements of Accounts for the Financial Year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS

Your Company's performance during the year as compared with that during the previous year is summarized below:
(Rs. in millions)

PARTICULARS	CURRENT YEAR (FY 2022-2023)	PREVIOUS YEAR (FY 2021-2022)
Revenue*	361.7	387.5
Profit before Depreciation, Interest, & Tax	35.7	17.4
Depreciation	5.0	7.3
Finance Cost	21.59	27.6
Exceptional items	9.2	(17.5)
Net profit before Tax	9.1	(0.7)
Provision for Tax	0.08	(16.8)
Net profit after tax	361.7	387.5

*Revenue is net of Goods and Services Tax.

DIVIDEND

As the Company did not earn sufficient profit during the financial year 2022-2023, the Board does not recommend payment of any dividend for the Financial Year under review.

TRANSFER TO RESERVES

Details of amount which the Company carries to reserves are provided in Note No. 18 to the Financial Statements.

2. REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Overall revenue of the Company for the year ended March 31, 2023 was recorded at about Rs. 361.7 million which is 6.8 % lower as compared to previous Financial Year 2021-22 revenue of Rs. 387.5 million. However, PEL was able to breakeven as against loss of Rs. 16.8 million in the previous Financial Year 2021-22 due to revenues from Services vertical during the year ended March 31, 2023.

The Company is structured in four business verticals detailed below. These verticals represent your Company's focus and efforts.

2.1 Masts & Pedestals:

Revenue for the year ended March 31, 2023 is Rs. 76.6 million as against Rs. 40.5 million in the previous year FY 2021-22. Dedicated efforts are being made in this segment to address the Domestic as well as Export market of Defence & Security customers. Manufacturing plant is located at Noida, Gautam Budh Nagar, U.P. 201301.

2.2 Electro-Mechanical Manufacturing:

Revenue for the year ended March 31, 2023 is Rs. 112.5 million as against Rs. 128.7 million in the previous year FY 2021-22. Revenues were hit due reduced off-take of Power Distribution Units by the Healthcare sector. Manufacturing plant is located at Noida, Gautam Budh Nagar, U.P. 201301.

2.3 ICT (Information and Communication Technology) Solutions:

Revenue for the year ended March 31, 2023 is Rs. 54.3 million as against Rs. 98.3 million in the previous year FY 2021-22. Your Company has enhanced its portfolio and with sustained business development activities being undertaken, the results are expected in the current financial year 2023-24.

2.4 Engineering Services:

Revenue for the year ended March 31, 2023 is Rs. 112.1 million as against Rs. 85.9 million in the previous year FY 2021-22. Engineering Services includes Turnkey Installation & Commissioning, Warranty-AMC Services and Lab Testing Services.

3. **MANAGEMENT DISCUSSION AND ANALYSIS**

INDUSTRY STRUCTURE AND DEVELOPMENTS

- A. **MAKE IN INDIA:** For most procurements by Government of India (GOI) entities (Defence & Security, Telecom) and associated PSUs there is continued support and push for MAKE IN INDIA. Class I suppliers having 50% or more Indian content can get up to 20% purchase preference.
- B. **DEFENCE SECTOR:** GOI has set a target of \$5Billion Defence Exports by 2025. MoD and MEA are supporting Indian Exporters via their Embassies in 45 targeted countries to provide a Government umbrella for lead generation, evaluation and contract closure. NATO and Middle East (Arab countries) are significantly increasing their Defence spending for the next 3-4 years due to emerging geopolitics situations and threat perceptions thereof. Number of enquiries has increased and business in the forthcoming years is expected to grow substantially from friendly Countries.
- C. **ANTI-DRONE MARKET:** Drones represent a big security challenge for Military, Paramilitary, Police and Critical Infrastructure entities and a significant market for Anti-Drone Systems or Counter Unmanned Aerial Systems (C-UAS) exists in India and globally. Our enhanced product range of Masts, Tripods and Pedestals is bearing fruit.
- D. **4G/ 5G CELLULAR NETWORKS:** It is expected that 40% of all mobile users in India by 2027 will be on 5G and 40% of all 5G traffic will be from Enterprises. India has formally set the ball rolling by developing its own 4G and 5G stack. The global market for Private Networks is growing rapidly with use cases that encompass Security, Enterprise and Industrial OT. Furthermore, the advent of Open Radio Access Network (ORAN) creates the possibility of massive democratization of 5G equipment and will bring in many new players that will require Manufacturing support and Systems Integration, thereby creating new business opportunities.
- E. **CHINA+1 SOURCING:** We expect India to benefit greatly in the space of electronic/ electrical/ electro-mechanical assemblies for Automotive, Battery Electric Vehicles, Hi-tech machines (for Healthcare, Printing, and Manufacturing sectors) and Telecom. Multinational Companies are looking for assured supply base and India being a big and competitive market with availability of technical resources is in focus.

SEGMENT-WISE/ PRODUCT-WISE OUTLOOK

The Company has structured its Electronics & Telecom Segment into multiple segments to provide more clarity, granularity and focus to each segment. They segments include:

- A. **Masts & Pedestals:** PEL customers for its portfolio of Telescopic Masts, Tripods and Pedestals that are designed, developed and manufactured in-house are OEMs of ground based Radars, Signal Intelligence, Jammers, RF communications, Electro-Optics; and Systems Integrators dealing with ground based Anti-Drone, Electronic Warfare, Border/ Perimeter Security and TACCOMS. This product line has a lot of relevance for the Export Market and PEL expects 30-35% of its overall revenues to come from this segment.
- B. **Electro-Mechanical Manufacturing:** Your Company has unique multi-disciplinary strengths in Production Engineering, Fabrication and Assembly of turnkey Box builds including Electronics (RF, Power, Mixed Signal and Digital), Electricals (Wiring, Panels) and Metal Forming (CNC Milling, CNC Turning, Sheet Metal and Casting). Your Company is embarking on a strategy to go after major OEMs in A&D, Telecom (5G), Automotive, E-Mobility and Industrial sectors for business of Metal Parts, Cable Harnesses, Power Distribution Units and turnkey Box Builds. This revenue segment has a significant Export component and PEL expects 25-30% of its overall revenues to emanate from here.
- C. **ICT Solutions:** Your Company has been an ICT (Information and Communication Technology) specialist for the last 30+ years in India, serving customers in Telecom, Railways, Oil & Gas, Defence, Homeland Security (HLS), Government (Non-Defence/ Non-HLS) and Critical Infrastructures. Our capabilities for Product Development, Production, Complex Integration and Engineering Services all come together to provide turnkey solutions for:

#	Description	Customers
1	Private LTE/ 5G Networks	Telecom, Defence, HLS, Public Enterprises
2	SATCOM	Telecom, ISRO, Defence, HLS
3	SIGINT & Cyber Security	Defence, HLS, Government (Non-Defence/ Non-HLS)
4	Integrated Perimeter Security System	Defence, HLS, Critical Infrastructures
5	Anti-Drone Systems	Defence, HLS, Critical Infrastructures

The solutions above are targeted for the Government, Public Enterprises and Critical Infrastructures in India. PEL works with several best in class technology partners to obtain Prime Contracts directly from end users. This segment represents 25-30% of overall revenues.

- D. **Engineering Services:** PEL provides Comprehensive Engineering Services to Critical Infrastructures and Government customers in the areas of Tactical Networks, Strategic Networks, Electronic Warfare, Critical Infrastructure Protection, Airfield Modernization and Cyber Security. Engineering Services are inclusive of:
 - SITIC (Supply, Install, Test, Integrate and Commission): inclusive of erstwhile Works/ EPC contracts
 - Warranty & AMC Depot: to support serviceability of Telecom, RF, Power, Digital Electronics, Cable Harnesses and Motor/ Drive based systems
 - Environmental Testing Services: against requirements of Military and Telecom standards.

This segment targets large Domestic/ Foreign OEMs and Domestic/ Foreign Systems Integrators that require in-country support for highly sophisticated technologies and represents 10-15% of overall revenues.

OPPORTUNITIES, THREATS, RISK & CONCERNS

Opportunities

1. Big emerging market in India, NATO and Middle East for Tactical Elevation and Positioning products due to the surge of military spending and more specifically in Anti-Drone solutions and Border Surveillance.
2. Masts, Tripods, Pedestals and Built-to-Spec Power Electronics & Interconnectivity devices are typically offered by different vendors. PEL provides the ability to simplify supply chains for customers looking for all of the above under one roof.
3. Plethora of new players in e-Mobility and 5G need to rapidly develop their supply chains for Built-to-Print and Built-to-Spec Manufacturing
4. Demand of MAKE IN INDIA by the GoI for almost any Public procurement is encouraging large Foreign OEMs to set up shop and/or enhance local content. Provides great opportunities for Manufacturing and Engineering Services.

Threats, Risk & Concerns

1. Supply Chain delays specifically related to Semiconductor Chips.
2. Highly volatile geopolitics due to extended conflict in Europe (Ukraine) and possibility of new potential conflicts in the Indo-Pacific / South China Sea could negatively affect the export market.
3. Talent shortage for developing globally competitive technologies in India.
4. Timely sanction of Government budgets.

The following are the significant changes in the key financial ratios:

Ratio Analysis (2022-23)				REMARKS
Sl. No.	Particulars	FY 2022-23	FY 2021-22	
1	Debt Service Coverage Ratio	0.07	0.09	Since the Company has incurred losses before exceptional profit during the current financial year, the ratio has been impacted as compared to the previous financial year.
2	Return on Equity Ratio	0.01	-0.12	
3	Inventory Turnover Ratio	1.40	1.71	
4	Receivables turnover	2.93	3.61	
5	Trade Payable Turnover Ratio	4.95	3.36	
6	Net Capital Turnover Ratio	2.60	3.08	
7	Net Profit Margin Ratio (%)	-6.05	-4.68	
8	Return on Capital Employed	0.02	0.03	
9	Return on Investment (%)	1.17	1.38	

Internal Financial Control & Others

The Company has in place adequate internal financial controls with reference to financial statements. During the year no reportable material weakness in the system was observed. The Audit Committee, Internal Auditors and the Senior Management periodically examine, analyze and evaluate the internal controls prevalent in the Company. The internal control provides reasonable assurance about the integrity and reliability of the Company.

Human Resource Development

The total number of employees of the Company as on March 31, 2023 stood at 136. Your Company believes that employees are the most valuable assets of an organization and the optimum utilization of the skill, knowledge and attitude they possess are instrumental to the growth of the organization. Your Company has lived and encouraged meritocracy, entrepreneurship, teamwork and performance driven culture. The focus has been on creating reserves through cross functional and interdisciplinary exposure at all levels to ensure redundancy and robustness in the organization. Efforts were made to support the PEL family including the extended family during the COVID times and assistance wherever required was provided.

Financial Facilities

The Company continues to enjoy the support of its bankers South Indian Bank, Noida branch for both fund and non-fund based facilities.

4. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, it is confirmed that:

- a) In the preparation of the annual accounts for the Financial Year ended March 31, 2023, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

- b) The Directors 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 2022-23 and of the Profit and Loss of the Company for that period;
- c) The Directors have taken proper and sufficient care 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) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. CORPORATE GOVERNANCE

In compliance with the requirements of Regulation 27 read with Schedule II Part E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with the certificate from Munish K Sharma and Associates LLP, Company Secretaries on its compliance forms part of the Annual Report.

6. ANNUAL SECRETARIAL COMPLIANCE REPORT

In compliance with SEBI circular dated February 8, 2019, bearing Reference No. CIR/CFD/CMD1/27/2019, an Annual Secretarial Compliance report by CS Aditya Jain, Partner at Munish K Sharma and Associates LLP, Company Secretaries is attached herewith as **Annexure I**.

7. CORPORATE SOCIAL RESPONSIBILITY(CSR)

During the Financial Year under review provisions of Section 135 of the Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules, 2014 with respect to Corporate Social Responsibility are not applicable.

8. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered into during the Financial Year were on arm's length and were in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The policy is available on the Company's website www.pel-india.in

The current and the future transactions will be deemed to be 'material' in nature as defined in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") if they exceed rupees 1000 Crore or 10 per cent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. All related party transactions and subsequent material modifications shall require prior approval of the audit committee as per Regulation 23 (2) of the SEBI (LODR) Regulations, 2015 and all material related party transaction shall require approval of shareholders through resolution and the related party shall abstain from voting on such resolution whether the Company is a related party to the particular transaction or not.

The related party transaction, referred to Section 188(1) of the Companies Act, 2013, entered and continued during the Financial Year are attached herewith in Form AOC-2 as Annexure II to this Report.

9. RISK MANAGEMENT

Your Company has formulated a Risk Assessment and Management Plan which includes procedures to assess and curtail risk. The factors that affect the Company's profitability and operations are regularly monitored and offers/proposals submitted by the Company to its customers are modified accordingly. In the opinion of the Board, there is no risk which may threaten the existence of the Company.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board is well balanced with professionals, legal experts and persons with business background who are connected with the industry and have the requisite expertise and experience to guide the Company.

In accordance with Section 203 of the Companies Act 2013, Key Managerial Personnel of the Company are: Mr. Ashok Kumar Kanodia (Managing Director), Mr. Nikhil Kanodia (Whole Time Director cum President), Mr. Jagjit Singh Chopra (Chief Financial Officer) and Ms. Vrinda Mohan Gupta (Company Secretary cum Compliance Officer).

Pursuant to the provisions of Section 149 of the Companies Act, 2013 Non-Executive Independent Directors are not liable to retire by rotation. As per the disclosure received from the Directors, none of the Directors are disqualified from being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013.

Mr. Rahul Goenka, Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting of the Company.

Ms. Vrinda Mohan Gupta has been appointed as Company Secretary of the Company in Board Meeting dated 14th day of July 2022 consequent to the resignation of Mr. Mohit Kumar Goel from the post of Company Secretary of the Company, who has resigned w.e.f. 18th day of June 2022 to the Company.

Mr. Ashok Kumar Kanodia (DIN: 00002563), Managing Director of the Company has been re-appointed as a Managing Director of the company with effect from 14/08/2022 for a term of Two year pursuant to provisions of the Companies Act, 2013.

Mr. Neeraj Bajaj (DIN: 00035778) has resigned from the position of Independent Director of the Company due to personal and unavoidable circumstances, who has tendered his resignation vide letter dated 4th day of November 2022 to the Company and received by the Company on the same day and took note the same w.e.f., 07th day of November 2022.

Mr. Suresh Vyas (DIN: 00085571) has been appointed as a Non-Executive Independent Additional Director of the Company by the Board w.e.f., 04th February 2023 and has been appointed as Non-executive Independent Director by the Shareholders of the Company in their meeting held on 20th March 2023 for a term of five consecutive year.

However, after the closing the financial year but before the signing of this report the Board has appointed LT GEN. (DR) Rajesh Pant PVSM, AVSM, VSM (Retd) (DIN: 06969307) as an Additional Director and Non-executive Chairperson of the Company w.e.f., 11th August, 2023 and his appointment as Director and Non-executive Chairperson is to be approved by the Shareholders in the ensuing Annual General Meeting.

11. DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board confirming that they continue to fulfill all the requirements to qualify for their appointment as Independent Director under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors which include criteria for performance evaluation of the Non-Executive Directors and Executive Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities & Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has devised an evaluation matrix for the performance evaluation and an external consultant Munish K Sharma and Associates LLP, was engaged to collate and evaluate the results.

The Board Evaluation Result were placed before the Nomination and Remuneration Committee meeting held on July 15, 2023.

A Meeting of Independent Director was held on July 15, 2023 without the attendance of other directors (Non-Independent) to review the performance of Non-Independent Directors, the Board as a Whole and the Chairperson for the Meetings and to assess the flow of information between Company Management and the Board.

Pursuant to Rule 8(iiiia) of The Companies (Accounts) Rules, 2014 and the performance evaluation carried on by the Board, the Board is of the opinion that the Independent Directors are expert in their fields and have relevant experience to serve the Company in the long run.

13. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134(3)(e) are disclosed under the Corporate Governance Report.

14. AUDITORS AND AUDITOR'S REPORT

STATUTORY AUDITOR

M/s. Nemani Garg Agarwal, & Co., Chartered Accountants, (F.R.N. 010192N) were appointed as a Statutory Auditors of the Company for a period of 5 years in the 43th Annual General Meeting held on 28th September, 2022 till the conclusion of 48th Annual General Meeting.

The notes on financial statements referred to in the Auditor's report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

The Board has appointed Munish K Sharma and Associates LLP, Company Secretaries to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith marked as **Annexure III** to this Report and the explanation or comments by the Board on every qualification, reservation or adverse remark or disclaimer made are annexed hereto as **Annexure IV** to this report.

Particulars of Secretarial Auditors are as follows

Name of Secretarial Auditor	Munish K Sharma and Associates LLP
Address:	AAF-14, Shipra Krishna Azure, Near Wave Cinema, Kaushambi, Ghaziabad - 201012
E-mail id:	aditya@mksadvisors.com

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and on recommendation of the Audit Committee, the Board of Directors appointed M/s Rajendra K. Goel & Co., Chartered Accountants, as the Internal Auditors of the Company for the financial year 2022-23.

Particulars of Internal Auditors are as follows

Name of Internal Auditor	Rajendra K. Goel & Co, Chartered Accountants
Address:	J - 288, Ground Floor, Saket, New Delhi - 110017
E-mail id:	rajendrakgoelco@gmail.com

15. DISCLOSURES

VIGIL MECHANISM

A Vigil Mechanism of the Company which also includes a Whistle Blower Policy pursuant to Section 177(9) & 10 of Companies Act, 2013, has been established and can be accessed on the Company website www.pel-india.in.

AUDIT COMMITTEE

As on 31 March 2023, the Audit Committee comprises of following Independent Directors:

1. Mr. Sharvan Kumar Kataria (Chairman)
2. Mr. Deepto Roy (Member)
3. Mr. Suresh Vyas (Member)

Further, Mr. Neeraj Bajaj resigned in the month of November and Mr. Suresh Vyas was appointed as a member of Audit Committee in the month of February.

Five (5) Meetings of the committee were convened during the financial year 2022-23; the attendance record of members of the committee is as follows:

S. No.	Name of Directors	Category	Status	Meeting Attended
1.	Mr. Sharvan Kumar Kataria	NEID	Chairman	5
2.	Mr. Neeraj Bajaj (resigned)	NEID	Member	3
3.	Mr. Deepto Roy	NEID	Member	4
4.	Mr. Suresh Vyas	NEID	Member	0

The recommendations, if any made to the Board by the Audit Committee during the year under review were accepted.

NOMINATION AND REMUNERATION COMMITTEE

As on 31 March 2023, the Nomination and Remuneration Committee consists of the following members;

1. Mr. Sharvan Kumar Kataria (Chairman)
2. Mr. Deepto Roy (Member)
3. Mr. Suresh Vyas (Member)

Further, Mr. Neeraj Bajaj resigned in the month of November and Mr. Suresh Vyas was appointed as a member in the month of February

Four (4) meetings of the Committee were convened during the financial year 2022-23 and the attendance record of members of the committee are as follows:

S. No.	Name of Directors	Category	Status	Meeting Attended
1.	Mr. Sharvan Kumar Kataria	NEID	Chairperson	4
2.	Mr. Neeraj Bajaj (Resigned)	NEID	Member	3
3.	Mr. Deepto Roy	NEID	Member	4
4.	Mr. Suresh Vyas	NEID	Member	0

The recommendations, if any made to the Board by the Nomination and Remuneration Committee during the year under review were accepted. Also Nomination and Remuneration Policy of the Company can be accessed on the Company website at www.pel-india.in.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As on 31 March 2023, the Stakeholders Relationship Committee comprises of following Three (3) Directors;

1. Mr. Sharvan Kumar Kataria (Chairperson)
2. Ms. Preeti Grover (Member)
3. Mr. Rahul Goenka (Member)
- 4.

One (1) Meeting of the committee was convened during the financial year 2022-23, the attendance record of members of the committee is as follows:

S. No.	Name of Directors	Category	Status	Meeting Attended
1.	Mr. Sharvan Kumar Kataria	NEID	Chairman	1
2.	Mr. Rahul Goenka	NED	Member	0
3.	Ms. Preeti Grover	NEID	Member	1

The recommendations, if any made to the Board by the Stakeholders Relationship Committee during the year under review were accepted.

MEETINGS OF THE BOARD

The Board of Directors met Five (5) times on May 24, 2022, July 14, 2022, August 08, 2022, November 07, 2022, and February 13, 2023. For further details, please refer report on Corporate Governance annexed with this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

There was no transaction of the nature covered under Section 186 of the Companies Act, 2013.

WEB LINK OF ANNUAL RETURN

Pursuant to Section 134 of the Companies Act, 2013, Annual Return in Form MGT - 7 shall be made available at the Company's website at www.pel-india.in.

PARTICULARS OF CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, as required to be disclosed under the Act, is provided in **Annexure V** to this Report.

PARTICULARS OF EMPLOYEES

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure VI to this Report.

The Company does not have any employees employed throughout the financial year and in receipt of remuneration of Rs. 1.02 Crore, or employed for part of the year and in receipt of Rs. 8.50 Lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The list of top ten employees of the Company in terms of their remuneration is as follows:

Mr. Ashok Kumar Kanodia (72), Managing Director, 01.05.1979, 0.74% equity shares, Rs. 32,89,812/-, B.E. Electrical (44); Mr. Nikhil Kanodia (46), Whole Time Director and President, 24.67% equity shares, Rs. 69,84,780/-, M.S. Electrical & Computer Engineering (25), Fujitsu Network Communications; Mr. Deepak Jagga (51), Senior Vice President Marketing, 01.04.2002, Rs. 28,41,389/-, B.E (Electronics) (35); Mr. Jagjit Singh Chopra (54), Chief Financial Officer, 25.04.2014, Rs.25,70,400/-, Chartered Accountant (25), Blessings Advertising Pvt. Ltd.; Mr. Amit Kumar Mittal (53), Senior Deputy General Manager, 14.02.2006, Rs. 20,73,594/-, B.E (E&C) (29), Punjab Wireless System Ltd.; Mr. A. Babu (46) Project Manager EW, 31.03.2021, Rs. 18,23,994, B.Sc. and B. Tech (Communication) (27), Indian Army, Corps of Signals; Mr. Piyush Mehrotra (58) General Manager BD, 17.10.2020, Rs.15,24,600, B.Tech Mechanical (35), Kunta International; Mr. Pritam Chand (58) Team Lead EW, 31.03.2021, Rs. 14,52,000, Diploma in Science and Communication (32), Indian Army, Corps of Signals; Ms. Puneet Kaur Arora (40) AGM HR &Administration, 01.06.2009, Rs. 14,19,257, MBA (HR) (14), Digi Tech Information Technologies Private Limited; Mr. Yogesh Singh (40) Sr. Manager - Production, 03.10.2007, Rs. 12,95,987, MBA (Operations) (22), Ahuja Radios Private Limited.

Please note that none of the above employee is employed on contractual basis.

FIXED DEPOSITS

The Company has not invited or accepted any deposits during the year under review or in the past. Hence no amount of principal or interest was outstanding as of the Balance Sheet date.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has constituted Internal Complain Committee for reporting of cases, if any, related to sexual harassment. Committee Meetings are held at regular intervals and employees are sensitized on the issue on regular interval. No case was reported and/or filed during the year under the aforesaid Act. The Annual Return for the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 was filed by the Company for the Financial Year 2022-23.

INSOLVENCY AND BANKRUPTCY CODE 2016

The Company has no proceedings made or any proceeding pending under the Insolvency and Bankruptcy Code 2016 for the Financial Year 2022-23.

VALUATION

During the year under review, there was no instance of one-time settlement with any Bank or Financial Institution.

16. LISTING OF SECURITIES

The Shares of the Company are listed with BSE Limited, Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai. (Scrip Code: 517258). It is confirmed that the Company has paid Annual Listing Fee for the Financial Year 2022-23 to BSE.

17. ENVIRONMENTAL PROTECTION, HEALTH AND SAFETY

The Safety & Health of employees and external stakeholders are embedded in the core organizational values of the Company. This aims to ensure safety of public, employees, plant & equipment, ensure compliance with all statutory rules and regulations, imparting training to its employees, carrying out safety audits of its facilities, and promoting eco - friendly activities.

The Company continues to maintain excellent track record on safety. The site had no accidents during the year 2022-23. PEL also has a Workman Safety Committee under Section 41G of Factories Act 1948. This Committee meets at regular intervals to take measures for Worker's Protection in order to make PEL a safe place to work.

18. CAUTIONARY STATEMENT

Certain Statements made in Management Discussion & Analysis Report relating to the Company objectives, projections, outlook, expectations, estimates etc. may constitute 'forward looking statements' within the meaning of applicable laws & regulations. Actual results may differ from such expectations, projections etc. whether express or implied.

19. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB- SECTION (12) OF SECTION 143

As per the explanations given by the Auditors in their report no material fraud on or by the Company or any fraud in the Company by its officers or employees has been noticed or reported during the year.

20. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES DURING THE YEAR

No Company has become or ceased to be subsidiary/joint venture/associate Company of the Company during the year under review. Hence, Form AOC 1 containing salient features of the subsidiary/joint venture/associate Company is not required.

21. CAPITAL STRUCTURE:

The Paid Up Share Capital of the Company is Rs.13,84,87,620/- (Rupees Thirteen Crore Eighty Four Lakhs Eighty Seven Thousand Six Hundred and Twenty Only) comprising of 1,38,48,512 fully paid up equity shares of Rs.10/- each amounting to Rs.13,84,85,120/- and Rs.2500/- on account of forfeited shares. The Company has neither made any issue/allotment nor made any buy back of securities during the Financial Year 2022-23.

22. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has duly complied with the provisions of applicable Secretarial Standards (SS) as issued by Institute of Company Secretaries of India (ICSI).

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATIONS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators/ Court which would impact the going concern status of the Company and its future operations.

23. MAINTENANCE OF COST RECORDS:

As per the provisions of Section 148(1) of the Companies Act, 2013 and Rules made there under, the Company being classified as "Small" Company under Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), was not required to make a disclosure of maintenance of cost records as specified by the Central Government.

24. RECEIPT OF AMOUNT FROM DIRECTORS & PROMOTERS:

During the Financial Year 2022-23, the Company has received following amounts from the Directors as referred in Sub-Clause (viii) of Clause (c) of Sub-Rule (1) of Rule 2 of Companies (Acceptance of Deposits) Rules, 2014 along with declarations thereof:

Name of Director	Amount received by the Company
Mr. Ashok Kumar Kanodia (Managing Director)	Rs. 6,00,000

25. DISCLOSURE OF AGREEMENTS ENTER BETWEEN THE COMPANY AND ITS SHAREHOLDERS/PROMOTERS/DIRECTORS/KMP

As per regulation 30A read with clause 5A to para A of part A of schedule III of SEBI (LODR) regulations, 2015 the Company has not entered into any agreement with its shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

26. DETAILS OF DEVELOPMENTS, ACQUISITION, AND ASSIGNMENTS OF MATERIAL INTELLECTUAL PROPERTY RIGHTS:

During the period under review, the company has not made any developments, acquisition, or assignments in respect of any material intellectual property rights.

27. ACKNOWLEDGMENTS:

Your Directors express their deep appreciation and gratitude for the valuable support received from South Indian Bank, Noida branch, its Customers, Business Associates, Government Departments and Shareholders and look forward to similar support and co-operation in future. Your directors appreciate the sincere efforts put in by the employees at all levels.

FOR AND ON BEHALF OF THE BOARD

Place: Noida
Date: August 11, 2023

Ashok Kumar Kanodia
Managing Director
DIN: 00002563
Add: D-1081, New Friends
Colony, Delhi -110025

Nikhil Kanodia
Whole Time Director cum President
DIN: 03058495
Add: D-1081, New Friends
Colony, Delhi -110025

ANNEXURE I

Secretarial Compliance Report of Precision Electronics Limited for the financial year ended on 31 March 2023

We, Munish K Sharma & Associates LLP, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us, and explanation provided by **Precision Electronics Limited** ('the listed entity'),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31 March 2023** ('Review Period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI').

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: *Not applicable.*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: *Not applicable.*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: *Not applicable.*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009: *Not applicable.*

and circulars/ guidelines issued thereunder.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	No	The listed entity has failed to maintain proof of circulation of signed minutes of all Board and Committee Meetings held during the financial year 2022-23.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
3.	<p><u>Maintenance and Disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	No	The listed entity has not disclosed the policy on Vigil Mechanism, Related Party Transaction, Materiality of Events, Terms and Conditions for Appointment and Compensation of Independent Directors.
4.	<p><u>Disqualification of Directors:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure of material as well as other subsidiaries.</p>	NA	During the Review Period, the listed entity does not have any subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conduct performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transaction:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
9.	<p><u>Disclosures of events and information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	No	<ol style="list-style-type: none"> 1. The listed entity had filed the intimation of appointment of Ms. Vrinda Mohan Gupta as Company Secretary cum Compliance Officer to the stock exchange by delay of few days. 2. The listed entity had filed the outcome of the Board Meeting in which financial result were discussed and approved for the quarter ended March 2022 and June 2022 by delay of few minutes with Stock Exchange. 3. The listed entity had filed the proceedings of Annual General Meeting held on 28 September 2022 to the stock exchange(s) by delay of few hours. 5. The listed entity has not filed the disclosure as required under sub para (7B) of para-A of part A of schedule III for the resignation of Mr. Neeraj Bajaj as Independent Director to the stock exchange. 6. The listed entity has not filed the intimation regarding approval of disposal of Company's land and building situated at plot no. 9 & 10, KIE Industrial Estate, Roorkee 249406, Uttarakhand to the stock exchange. 7. The listed entity has not filed the intimation regarding copy of newspaper of Notices (including Notice of Record Date) of Annual General Meeting and Extraordinary General Meeting to the stock exchange. 8. The listed entity has not filed the intimation regarding copy of newspaper advertisement of financial results published for the quarter ended March 2022, June 2022, September 2022, December 2022 to the stock exchange.
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with the Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.</p>	NA	

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	

We hereby further report that the compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/ re-appointing an auditor		
	<p>I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	During the period under review, M/s Nemani Garg Aggarwal & Co., Chartered Accountants were re-appointed as the statutory auditors.
2.	Other conditions relating to resignation of statutory auditor		
	<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee/ Board of Directors, as the case may be,</p>	NA	During the period under review, M/s Nemani Garg Aggarwal & Co., Chartered Accountants were re-appointed as the statutory auditors.

	<p>deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
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a) The listed entity has complied with the provisions of the above applicable regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Reg. 31 of SEBI (LODR) Regulations, 2015 – Holding of specified securities and shareholding pattern.	Reg. 31(1)(b) of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	Delay in submission of the shareholding pattern.	Nil	The listed entity had filed the intimation of holding of specified securities and shareholding pattern for the quarter ended December 2022 by delay of few days with Stock Exchange.		
2.	Reg. 44 of SEBI (LODR) Regulations, 2015 – Meetings of Shareholders and Voting	Reg. 44(3) of SEBI (LODR) Regulation, 2015 and BSE Circular DCS/COMP/20/2016-17 dated January 18, 2018	Low	No action taken	NA	Delay in intimation of filing voting Results in XBRL mode.	Nil	The listed entity had filed the voting results of Annual General Meeting and Extraordinary General Meeting held on 28 September 2022 and 20 March 2023 respectively to the stock exchange by delay of few days.		
3.	Reg. 34 of SEBI (LODR) Regulations, 2015 – Annual Report	Reg. 34(1)(a) of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	Delay in submission of annual report to the stock exchange	Nil	The listed entity had submitted the annual report to the stock exchange by delay of few days		

Sr. No.	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
4.	Reg. 31 of SEBI (LODR) Regulations, 2015 - Holding of specified securities and shareholding pattern.	Reg. 31(2) of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Non maintenance of promoter's shareholding in dematerialized form	Nil	Shares held by Mr. Hans Jurgen Wagner* and Knowledge Holdings & Investments Pte. Ltd.* (Promoter and Promoter Group) are not in dematerialized form. *Disclosure under Regulation 30(2) of SEBI (SAST) Regulation 2011, by Mr. Hans Jurgen Wagner and Knowledge Holdings & Investments Pte. Ltd was not made.		
5.	Reg. 29 of SEBI (LODR) Regulations, 2015 - Prior Intimations	Reg. 29 of SEBI (LODR) Regulation, 2015	low	No action taken	NA	Delay in submission of prior intimations to the stock exchange	Nil	The listed entity had submitted the prior intimations of board meeting where financial results were to be approved for the quarter ended 30 June 2022, 30 September 2022 and 31 December 2022 has been filed to the stock exchange by delay of few days.		
6.	Reg. 27 of SEBI (LODR) Regulations, 2015 - Other corporate governance requirements	Reg. 27 of SEBI (LODR) Regulation, 2015	low	No action taken	NA	Wrong data submitted in Corporate Governance Report	Nil	Date of passing special resolution for the appointment of Mr. Suresh Vyas and composition of Stakeholder and Relationship Committee is wrongly reported in the Corporate Governance Report for the quarter ended March 2023 to the stock exchange.		

Sr. No.	Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
7.	Reg. 27 of SEBI (LODR) Regulations, 2015 – Other corporate governance requirements	Reg. 27 of SEBI (LODR) Regulation, 2015	low	No action taken	NA	Wrong data submitted in Corporate Governance Report	Nil	Composition of Stakeholder and Relationship Committee is wrongly reported in the Corporate Governance Report for the quarter ended December 2022 to the stock exchange.		
8.	Reg. 42 of SEBI (LODR) Regulations, 2015 – Record Date or Closure of transfer of books	Reg. 42 of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Non-Submission of intimation of notice of record date	Nil	The listed entity has failed to submit the intimation regarding notice of record date of Annual General Meeting and Extraordinary General Meeting held on 28 September 2022 and 20 March 2023 to the stock exchange.		
9.	Reg. 47 of SEBI (LODR) Regulations, 2015 – Advertisement in Newspaper Publication	Reg. 47 (3) of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Delay in publication of notice of Extraordinary General Meeting in the newspaper	Nil	The listed entity had published the notice of Extraordinary General Meeting in the newspaper by delays of few days.		
10.	Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI (Prohibition of Insider Trading) Regulations, 2015 – Disclosures by Directors	Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI (Prohibition of Insider Trading) Regulations, 2015 – Disclosures by Directors	low	No action taken	NA	Failure to provide disclosures directors	Nil	The listed entity has not provided disclosures of Mr. Harbir Singh Banga, Director, required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI (Prohibition of Insider Trading) Regulations, 2015.		

Sr. No.	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
11.	Reg. 31 of SEBI (SAST) Regulations, 2011- Disclosure of encumbered shares	Reg. 31(4) of SEBI (SAST) Regulations, 2011	High	No action taken	NA	Non submission of yearly disclosure of no encumbrance made during the year to the stock exchange	Nil	The listed entity had failed to submit the yearly disclosure of no encumbrance made during the year for Mrs. Veena Kanodia, SNK Electronics Private Limited and other immediate relatives to the stock exchange		
12.	Reg. 9(1) of SEBI (PIT) Regulations, 2015 and Schedule B Code of Conduct	SEBI (PIT) Regulations, 2015- And Schedule B	High	No action taken	NA	Non closure of trading window	Nil	The listed entity had failed to close the trading window for the quarter ended 30 June 2022, 30 September 2022 and 30 December 2022 in respect of securities to which such unpublished price sensitive information relates		

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance requirement (Regulations/Circulars/guidelines including specific cases)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
1.	Reg. 31 of SEBI (LODR) Regulations, 2015 - Holding of specified securities and shareholding pattern.	Reg. 31(2)(b) of SEBI (LODR) Regulation, 2015	High	No action taken	NA	Non maintenance of promoter's shareholding in dematerialized form	Nil	Shares held by Mr. Hans Jurgen Wagner* and Knowledge Holdings & Investments Pte. Ltd.* (Promoter and Promoter Group) are not in dematerialized form. *Disclosure under Regulation 30(2) of SEBI (SAST) Regulation 2011, by Mr. Hans Jurgen Wagner and Knowledge Holdings & Investments Pte. Ltd was not made.	The Listed entity had tried to contact several times, but no response received.	-
2.	Reg. 30 of SEBI (LODR) Regulations, 2015 - Outcome of Board Meeting	Reg. 30 of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	Delay in intimation of filing outcome of Board Meeting to stock exchange.	Nil	The listed entity has filed the outcome of the Board Meetings in which financial results were discussed and approved for the quarter ended March 2021 and June 2021 by delay of few minutes with the stock exchange, which was required to be submitted to the stock	No action required	-

Sr. No.	Compliance requirement (Regulations/ Circulars/ guidelines including specific cases)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
								exchange within 30 Minutes of the conclusion of Board Meeting.		
3.	Regulation 47 of SEBI (LODR) Regulations, 2015 – Reference in Newspaper Publication	Reg. 47 (2) of SEBI (LODR) Regulation, 2015	Low	No action taken	NA	No reference of website of listing entity and stock exchange in newspaper publication	Nil	The listed entity has not given reference of the link of website of listed entity and stock exchange in the newspaper publication, where full details of financial results are available for the quarter ended September 2021.	No action required	-

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Munish K. Sharma & Associates LLP
Company Secretaries
FRN: P2004UP077300

Place: **Ghaziabad**
Date: **30 May 2023**

Sd/-
CS Aditya Jain
Partner
M. No.: F11835
C.P. No. 25426
UDIN: F011835E000429043