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Shree Pacetronix Ltd.



Pacetroneix®

Date-05.09.2018

To,
General Manager-Listing
BSE LIMITED
P.J. Tower, Dalal Street,
Mumbai- 400001

Sub: Notice of 30th Annual General Meeting of the Company

Script Code - 527005; ISIN - INE847D01010


Dear Sir/Madam,

Please find enclosed herewith the Notice of the 30th Annual General Meeting that is scheduled to be held on Saturday, 29th September, 2018 at 11.00 A.M. at the registered office of the Company at- Plot No. 15, Sector No. II, Industrial Area Pithampur, District Dhar, Madhya Pradesh, 454775. The same is available on the company's website at www.pacetroneix.com

Please take the same in your records.

Thanking You
Yours faithfully

For SHREE PACETRONIX LIMITED



Atul Kumar Sethi
Managing Director
(DIN: 00245685)



Intertek

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ISO 13485 Certified
ISO 9001 Certified

Celebrating 25 Years of Cardiac Pacing

Factory & Regd. Office : Plot No. 15, Sector II,
Pithampur, Dist. DHAR 454775 (M.P.), INDIA
Phone : 07292 - 411105, Fax : 07292-400418, 0731 - 2762728
E-mail : pacetroneix@hotmail.com
Web Site : www.pacetroneix.com

Bangalore Address :
201, Sai Apartment, 10th Cross,
2nd Main, N.R. Colony, Bangalore - 19

Kolkata Address :
Swastik Apartment, Ground Floor,
1, Sardar Sankar Road, Tolly Gunj,
Kolkata - 700026
Ph.: (033) 2464 8931 Fax : 2465 7753

TECHNOLOGY SERVING HUMANITY

NOTICE

NOTICE is hereby given that Thirtieth Annual General Meeting of the Members of Shree Pacetronix Limited will be held on Saturday, 29th September, 2018 at 11:00 A.M. at the registered office of the Company at Plot No. 15, Sector-II, Industrial Area, Pithampur, District Dhar, Madhya Pradesh, 454775 to transact the following business : -

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statement

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31st, 2018, together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statement

To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of Auditors thereon.

3. Appointment of Mr. Vikas Gokhale (DIN: 051933930), Whole time Director, liable to retire by rotation.

To appoint a Director in place of Mr. Vikas Gokhale (DIN: 051933930), Whole time Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. REGULARISATION OF MR. AKASH SETHI (DIN: 08176396) AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, provisions of Section 149, 152 & 161(1) of the Companies Act, 2013 and other applicable provisions if any, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in terms of Articles of Association of the Company, Mr. Akash Sethi (DIN: 08176396) who was appointed by the Board of Directors as an additional director of the Company w.e.f. 14th August, 2018, and who holds office up to the date of this Annual

General Meeting be and is hereby appointed as a Director of the company, who shall be liable to retire by rotation.”

5. **APPOINTMENT OF MR. AKASH SETHI (DIN: 08176396) AS JOINT MANAGING DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce), in terms of Articles of Association, recommendation of Nomination & Remuneration Committee, and Board approval, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Akash Sethi (DIN: 08176396), Director of the Company as the Joint Managing Director of the Company with effect from 14th August 2018 to 13th August 2021, as well as the payment of salary, and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such a manner as may be agreed between the Board of Directors and Mr. Akash Sethi.

RESOLVED FURTHER THAT Mr. Atul Sethi (DIN: 00245685) , Managing Director and Mrs. Amita Sethi (DIN: 00245722), Directors of the Company be and are hereby authorised severally to do all the act(s), deed(s), matter(s) and thing(s) and execute all such document(s), instrument(s) and writing(s) as may be necessary, desirable or expedient for the aforesaid purpose, including filing of relevant forms / returns with the Office of the Registrar of Companies, Gwalior in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder or other authorities concerned.”

6. APPOINTMENT OF MR. MAHESH PUROHIT (DIN: 07560407) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act,2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby given to the appointment Mr. Mahesh Purohit (DIN: 07560407) who was appointed as an Additional Director by the Board of Directors with effect from 14th August, 2018 and holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 14th August, 2018 upto 13th August, 2023 and he shall not be liable to retire by rotation.

7. APPOINTMENT OF MR. RAJESH BHALE (DIN: 01933024) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act,2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to

the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby given to the appointment Mr. Rajesh Bhale (DIN: 01933024) who was appointed as an Additional Director by the Board of Directors with effect from 14th August, 2018 and holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 14th August, 2018 upto 13th August, 2023 2023 and he shall not be liable to retire by rotation.

8. APPOINTMENT OF MR. VARUN RAWAT (DIN: 08203524) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby given to the appointment Mr. Varun Rawat_(DIN: 08203524) who was appointed as an Additional Director by the Board of Directors with effect from 14th August, 2018 and holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 14th August, 2018 upto 13th August, 2023 and he shall not be liable to retire by rotation.

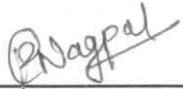
9. **RE-APPOINTMENT OF MR. SUSHIL KUMAR PATNI (DIN: 00245754) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby given for the re-appointment of Mr. Sushil Kumar Patni (DIN: 00245754) who was appointed as an Independent Director of the Company at the 26th Annual General Meeting of the Company and who holds office upto 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 01st April, 2019 upto 31st March, 2024 and he shall not be liable to retire by rotation.

PLACE: Pithampur
DATE: 21/08/2018

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



Purnima Nagpal
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of Item Nos. 4 to 8 are annexed hereto. Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is provided in the Annexure to this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not to be a member of the company. The instrument appointing proxies in order to be effective must be duly completed, stamped, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable issued on behalf of the nominating organization.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
5. Members, proxies and authorised representatives are requested to bring the attendance slip, duly filled and signed, which is attached herewith and are requested to hand it over at the entrance.
6. During the period beginning 24 (Twenty Four) hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing is given to the Company
7. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
8. The requirement to place the matter relating to appointment of Auditors' for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of

- Auditors, who were appointed at the Twenty Eight Annual General Meeting of the Company held on 30th September, 2016, for a period of five years.
9. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Company has notified closure of register of members and share transfer books (For the purpose of AGM) **22nd September 2018 to, 29th September 2018** (both days inclusive).
 10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the Meeting.
 11. The Company has fixed Saturday, 22nd September, 2018, as the cut-off date for determining entitlement of Members for attending the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend the Meeting.
 12. All the documents referred to in the accompanying Notice pursuant to Section 102(1) of the Act, shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) up to the date of the meeting.
 13. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 14. Members seeking any information are requested to write to the Company by e-mail at pacetronix@hotmail.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
 15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 16. Members are requested to notify immediately any change in their address and E - Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Private Limited, 60 Electronic Complex, Pardesipura, Indore (M.P.) 452010.
 17. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to Ankit Consultancy Private Limited, RTA of the Company for consolidation into a single folio.
 18. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the

- email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Ankit Consultancy Private Limited to enable the Company to send all communications electronically.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
 20. Members may also note that the Annual Report for FY 2017-18 is also available for downloading on Company's website www.pacetronix.com.
 21. The Securities and Exchange Board of India (SEBI) vide its Circular No.SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Ankit Consultancy Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
 22. Pursuant to the above point 21, the Company through Ankit Consultancy Private Limited has dispatched letters to its shareholders on Wednesday, 08th August 2018 to collect copy of PAN and Bank Account details of all Members holding equity shares in physical form in the manner as specified in the aforesaid Circular. Members who are unable to respond to Ankit Consultancy Private Limited and fail to provide PAN and Bank details within 180 days of the circular or have informed that the equity shares available in their name as per the records of Ankit Consultancy Private Limited does not belong to them, shall be subject to enhanced due diligence by Company.
 23. Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, transfer of securities would be carried out in dematerialized form only with effect from December 5, 2018. The Company through Ankit Consultancy Private Limited has dispatched letters to its shareholders on Wednesday, 08th August 2018 informing the same. Members are advised to dematerialize shares held by them in physical form.
 24. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer

Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

25. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
26. Pursuant to the above point 22 and 23, a letter for collecting the documents of shareholders as mentioned in point 22 above and also a reminder for all shareholders to convert their physical shares in dematerialized form are attached herewith the Notice.
27. The Company through Ankit Consultancy Private Limited has dispatched letters to its shareholders on Wednesday, 08th August 2018 to collect copy of PAN and Bank Account details of all Members holding equity shares in physical form in the manner as specified in the aforesaid Circular. Members who are unable to respond to Ankit Consultancy Private Limited and fail to provide PAN and Bank details within 180 days of the circular or have informed that the equity shares available in their name as per the records of Ankit Consultancy Private Limited does not belong to them, shall be subject to enhanced due diligence by Company.
28. The route map showing directions to reach the venue of the 30th AGM is annexed.
29. **Voting through electronic means**
 - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
 - (i) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through polling paper.
 - (ii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (iii) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.
 - (iv) **The instructions for shareholders voting electronically are as under:**
 - a. The voting period begins on **Wednesday, 26th September 2018 (9:00 am)** to, **Friday, 28th September 2018 (5:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on Shareholders/Members
- d. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).</p>

- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Saturday, 22nd September, 2018**, may obtain the login ID and password by sending a request to Ankit Consultancy Private Limited at ankit_4321@yahoo.com
- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company 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.

- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - l. Click on the EVSN for the **SHREE PACETRONIX LIMITED** on which you choose to vote.
 - m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o. After selecting the resolution 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.
 - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - r. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (v) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (vi) **Note for Non - Individual Shareholders and Custodians**
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (viii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Saturday, 22nd September, 2018**.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- (x) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xi) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pacetronix.com and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 04**

Mr. Akash Sethi aged 27 years holds a degree of Master of Science under the Department of Electrical and Computer Engineering from Carnegie Mellon University, USA. Appointment of Mr. Akash Sethi as an Additional Director of the Company was recommended by the Nomination and Remuneration Committee and appointed by the Board of Directors in its meeting held on 14th August 2018 and as per the provisions of Section 161(1) of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting.

The Company has received from Mr. Akash Sethi consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director.

Except Mr. Atul sethi, Mrs. Amita Sethi and Mr. Akash Sethi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

The Board recommends to pass Ordinary resolution as set out in Item No. 4 of the notice.

Item No: 5

Mr. Akash Sethi aged 27 years holds a degree of Master of Science under the Department of Electrical and Computer Engineering from Carnegie Mellon University, USA.

The appointment has been recommended by the Nomination and Remuneration Committee and further the Board in its meeting held on 14th August 2018 approved the appointment of Mr. Akash Sethi, as Joint Managing Director of the Company for a period of three (3) years commencing from 14th August 2018 to 13th August 2021 which is subject to the approval of the Members at the General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Akash Sethi and the terms and conditions of the appointment are given below:

- a. **Term of Appointment:** Three (3) years commencing from 14th August 2018 to 13th August 2021.
- b. **Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- c. **Basic Salary:** Rs. 1,00,000/- per month. He shall be entitled for annual increment and variable pay as per growth and progress of the Company, which may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
- d. **Perquisites and allowances:** Following as per rules of the Company:
 - i. Leave Travel Allowance
 - ii. House Rent Allowances
 - iii. Medical Allowances
 - iv. Provision for use of car with driver may be provided for official business and personal use. If used for personal use, it will be billed to him. If no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
 - v. Provision for telephone and internet may be provided at residence and personal calls will be billed to him.
- e. **Provident Fund:** The Company will make suitable contribution towards Provident Fund, as per the rules of the Company.
- f. **Gratuity:** As per rules of the Company.
- g. **Leave encashment:** Leaves will be provided as per rules of the Company including encashment of unavailed leave at the end of the tenure.
- h. **Other Benefits:** Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business will be provided.

- i. **Termination:** The employment may be terminated by either party giving to the other party three months' notice or gross salary in lieu thereof.

The following additional information as required by schedule V to the Companies Act, 2013 is given below:

I. General Information:

- i. **Nature of Industry:** The Company is, inter alia, in the business of manufacturing & selling of different range of quality Implantable Cardiac Pacemakers.
- ii. **Date or expected date of commencement of commercial production:** The Company was incorporated on 11th January, 1988 and started manufacturing of Pacemakers in the year 1988.
- iii. **In case of new companies,** expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- iv. **Financial performance (Standalone & Consolidated) based on given indicators - As per Audited Financial Results for the year ended 31st March, 2018:**

Particulars	Rs. in Lakhs	
	Standalone	Consolidated
Gross Turnover & Other Income	661.07	681.48
Net profit as per Statement of Profit & Loss (After Tax)	7.63	13.23
Net Worth	529.69	520.21

- v. **Foreign investments or collaborators, if any:** Not Applicable. However the company is having NRI & Overseas Body Corporate shareholding of 696395 shares i.e. 19.3%

II. Information about the appointee:

- i. **Background details:** Refer Explanatory Statement of Item No. 4.
- ii. **Past remuneration:** Not Applicable.
- iii. **Recognition or awards:** Nil.
- iv. **Job Profile and his suitability:** Mr. Akash Sethi aged 27 years holds a degree of Master of Science under the Department of Electrical and Computer Engineering

from Carnegie Mellon University, USA. Taking into consideration his qualifications he is best suitable for the responsibilities to be assigned under the said designation.

- v. **Remuneration proposed:** Refer Explanatory Statement of Item No. 4.
- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Mr. Akash Sethi and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company and Mr. Atul Sethi and Mrs. Amita Sethi are parents of Mr. Akash Sethi. Except them none of the Directors is related to him.

III. Other Information:

1. **Inadequate Profits:** During the Financial Year, the Company has registered a Profit of Rs. 7.63 Lakhs during the year ended 31st, March, 2018 which is inadequate for the payment of remuneration to the Directors. Hence the provisions of Section 197(3) and Schedule V are attracted. In terms of which, the required remuneration may be paid without the approval of Central Government only if the Conditions as specified under Schedule V is complied with.
2. **Reasons of loss or inadequate profits:** Company has registered a profit of Rs. 7.63 Lakhs during the year ended 31st, March, 2018. However it is not adequate for payment to directors because the health supply industry witnessed a slow growth rate due to certain government policies and control measures, also regulatory and compliance issues are getting more demanding which resulted in to the weak financial performance of the Company.
3. **Steps taken or proposed to be taken for improvement and Expected increase in the Productivity and profits in measurable terms:** The Company with an aim of

improvement of the Company, increased productivity & profits for the Company working hard towards the same, hoping that government addresses major issues like pricing & healthcare policies soon. The Company, its directors & its management are committed to widen its reach with both international and Indian companies. Your Company is geared for the future and also implementing its management skills and strategies for the better organic and inorganic growth of the company in a pattern which would result in minimizing the cost & expenses and yet producing exemplary quality & reliable products.

IV. Disclosures: The information and Disclosures of the remuneration package of the Executive Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Remuneration paid to Executive Directors” for the year ended 31st March, 2018”.

Mr. Akash Sethi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act.

Except Mr. Atul sethi, Mrs. Amita Sethi and Mr. Akash Sethi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution. The Board recommends to pass Special resolution as set out in Item No.5 of the notice.

Item No 6, 7 and 8:

Brief Profile of Proposed Appointees: Mr. Mahesh Purohit, aged about 62 years, has done Masters of Science in Mathematics. He holds expertise in diverse areas viz. Banking, Tourism, Agriculture and Food Industry. He has a wide experience of 18 years in the field of Banking. He also has an experience of 25 years and 10 years in the fields of Tourism and Agriculture Industry respectively.

Mr. Rajesh Bhale, aged about 63 Years has done Masters of Business Administration and has done PHD as well. He has an experience of more than 20 years in the field of hospital equipments and marketing as well.

Mr. Varun Rawat holds a Master's of Technology in Mechanical Engineering from Indian Institute of Technology (IIT). He has experience of more than 11 years in the field of sales, marketing and operations.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Mahesh Purohit, Mr. Rajesh Bhale and Mr. Varun Rawat (proposed appointees) as Additional Directors (Independent) of the Company subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). The Company has also received declarations from all three proposed appointees confirming that they meet the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also received consents in writing from all three proposed appointees to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board, all three proposed appointees fulfil the conditions for their appointment as Independent Director as specified in the Act and the Listing Regulations and they are independent of the management. All three proposed appointees are not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except all three proposed appointees and their relatives, are in any way, concerned or interested in the said resolution. The Board recommends to pass Ordinary resolution as set out in Item No. 6, 7 and 8 of the notice.

Item No: 9

Mr. Sushil Kumar Patni joined the Board on 30th April, 2002 as Director and further was appointed as Independent Director in the 26th Annual General Meeting held on 29th September 2014 for a tenure of five (5) years commencing from 29th September 2014 upto 31st March, 2019. He has served the Company for more than 16 years. He is a graduate in

commerce. He has more than 17 years of experience in Management of Industrial Undertaking.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by him during his tenure, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, he is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company.

The Company has also received a declaration from Mr. Sushil Kumar Patni confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received from Mr. Sushil Kumar Patni consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sushil Kumar Patni fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Mr. Sushil Kumar Patni is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sushil Kumar Patni and his relatives, are in any way, concerned or interested in the said resolution. The Board recommends to pass Special resolution as set out in Item No.9 of the notice.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Director	Mr. Vikas Gokhale	Mr. Akash Sethi	Mr. Mahesh Purohit	Mr. Rajesh Bhale	Mr. Varun Rawat	Mr. Sushil Kumar Patni
DIN	051933930	08176396	07560407	01933024	08203524	00245754
Date of Birth	09/06/1975	15/05/1991	14/06/1956	14/10/1955	20/01/1982	20/10/1952
Date of Appointment	30.01.2012	14/08/2018	14/08/2018	14/08/2018	14/08/2018	30/04/2002
Qualification	Masters of Technology	Masters of Science	Masters of Science	Masters of Business Administration and PHD	Mechanical Engineering from Indian Institute of Technology (IIT)	Bachelor of Commerce
Expertise/ Experience in specific functional areas	Having 17 years experience in Management of Industries Undertaking.	Nil	Wide experience of 18 years in the field of Banking, 25 years in Tourism & 10 years in the fields of and Agriculture Industry.	Experience of more than 20 years in the field of hospital equipments and marketing as well.	Experience of more than 11 years in the field of sales, operations & commercial management.	Experience of more than 17 years in the field of management.
Category of Directorship	Executive Professional Director	Executive Promoter Director	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director
Relationships with Other Directors, Manager and other Key Managerial Personnel of the Company	NA	Mr. Akash Sethi is the Son of Mr. Atul Sethi and Mrs. Amita Sethi	NA	NA	NA	NA
No. & % of Equity Shares held	Nil	Nil	Nil	Nil	Nil	Nil
List of outside Company directorship held	Shree Coratomic Limited	Shree Coratomic Limited	Nil	Nil	Nil	Shree Coratomic Limited
Chairman / Member of the Committees of the	Nil	Nil	Nil	Nil	Nil	Chairman :3 Committees

Board of Directors of the Company						
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil	Nil	Nil

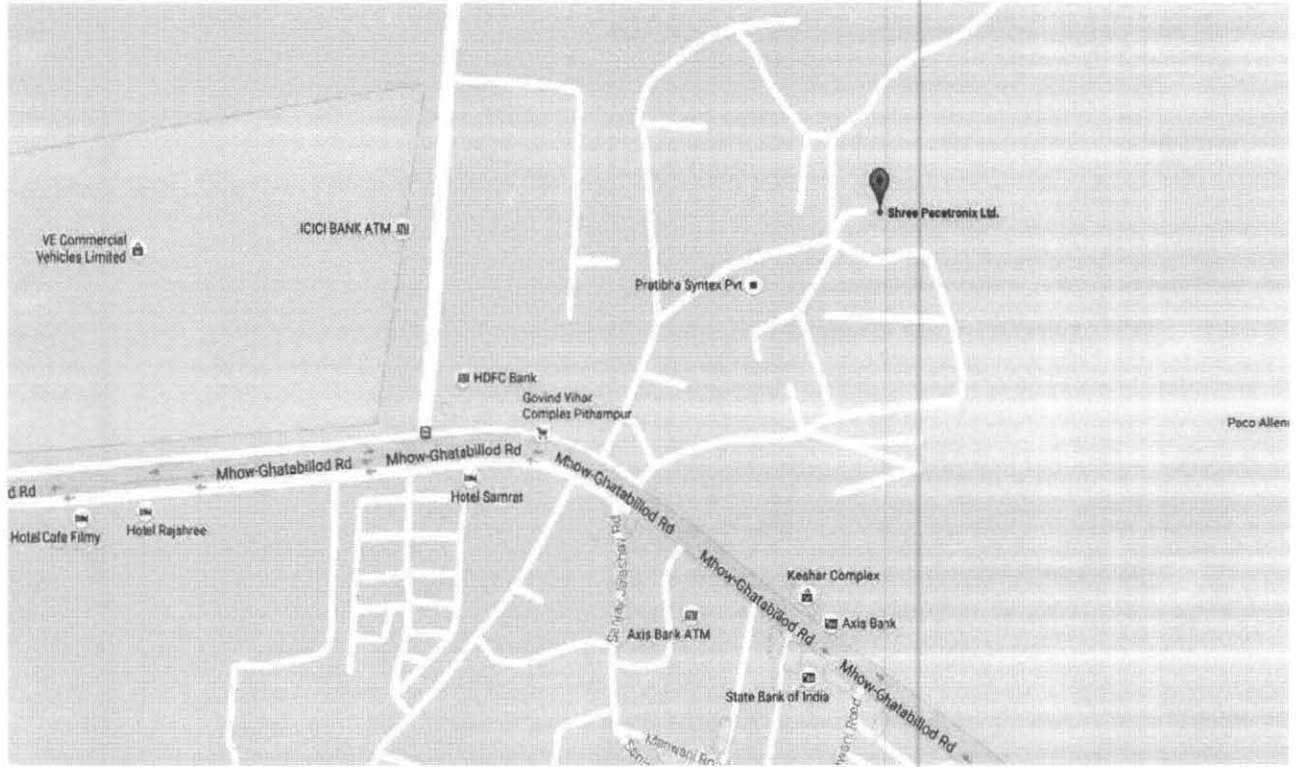
By the order of the Board of Directors of
Shree Pacetronix Limited

PLACE: Pithampur
DATE: 21/08/2018



Purnima Nagpal
Company Secretary

Route Map for the Venue of AGM



SHREE PACETRONIX LIMITED

CIN- L33112MP1988PLC004317

Regd. Off.: Plot No. 15, Sector II, Industrial Area, Pithampur Distt: Dhar (M.P.) 454 775

Email-pacetrnix@hotmail.com, Phone-07292-411105

PROXY FORM

Form No. MGT-11

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

1. Name of the member (s) :
2. Registered address:
3. E-mail Id:
4. Folio No/ Client ID/DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

Name	:	
Address	:	
E-mail Id	:	or failing him

Name	:	
Address	:	
E-mail Id	:	or failing him

Name	:	
Address	:	
E-mail Id	:	or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirtieth Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 11:00 AM at the registered office of the Company at "Plot No. 15, Sector-II, Industrial Area, Pithampur Dist. Dhar (M.P.) 454775, and at any adjournment thereof in respect of following resolutions:

Ordinary Business:	
1.	Adoption of Audited Standalone Financial Statements
2.	Adoption of Audited Consolidated Financial Statements
3.	Appointment of Mr. Vikas Gokhale (DIN: 051933930), Whole time Director, liable to retire by rotation.
Special Business	
4.	Regularisation Of Mr. Akash Sethi (DIN : 08176396) As Director Of The Company
5.	Appointment Of Mr. Akash Sethi (DIN: 08176396) As Joint Managing Director Of The Company
6.	Appointment of Mr. Mahesh Purohit (DIN: 07560407) as an Independent Director of the Company
7.	Appointment of Mr. Rajesh Bhale (DIN: 01933024) as an Independent Director of the Company
8.	Appointment of Mr. Varun Rawat (DIN: 08203524) as an Independent Director of the Company
9.	Re- Appointment of Mr. Sushil Kumar Patni (DIN: 00245754) as an Independent Director of the Company

Signed this _____ day of _____ 2018

Affix revenue
Stamp of Rs.1

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING ON 29TH SEPTEMBER 2018.

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.
I/We hereby record my/our presence at the 30th Annual General meeting of the company at the registered office of the Company on 29th September, 2018.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature)

Note :

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

To,
Ankit Consultancy Private Limited
 60 Electronic Complex,
 Pardeshipura,
 Indore (M.P.) 452010

Updation of Shareholder Information

I/ We request you to record the following information against our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:
 Date:

Signature of Sole/ First holder

To,

All Members,

Subject:

- (a) Requiring copy of PAN Card & Bank mandate particulars
- (b) Dematerialization of shares

Dear Shareholders,

With reference to the subject above, this is to state you that we had sent a letter dated 08/08/2018 to you as per SEBI Circular No. SEBI /HO / MIRSD / DOP1/CIR/P/2018/73 dated 20th April 2018 requiring PAN Card copy and bank mandate details against your above mentioned folio. It has been noticed that still we have not received the above mentioned KYC documents.

You are, therefore, requested to send the following documents:

- 1) **Self attested copy of the PAN Card (All the holders in case of joint holding), and**
- 2) **Original Cancelled Cheque Leaf bearing name of the shareholder**

OR

Copy of Bank Passbook/Statement showing name of accountholder attested by bank having MICR/IFSC etc. for Bank Mandate Particulars (of the First holder in case of joint holding)

And you are also requested to provide valid email ID (if any) with your consent to the company for sending notices through email.

Further, we would like to mention you that as per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulation, 2018, physical shares will be transferable only upto 4th Dec. 2018.

Please send the above mentioned details/documents immediately to Registrar & Share Transfer Agent (RTA), Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore(M.P.) 452010 to update the KYC requirement and get your shares dematerialized immediately under ISIN: INE847D01010.

If you require any clarification, please contact RTA, CS Saurabh Maheshwari on 0731-4065799, 4065797 or E mail at ankit_4321@yahoo.com.

For Shree Pacetronix Limited

Atul Kumar Sethi
Managing Director
DIN: 00245685