

Positive Electronics Ltd.

BolaiKutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

Date: 05-09-2022

To,
General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P. J. Towers
Dalal Street, Fort
Mumbai – 400001

To,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700001

Ref: BSE Scrip Code: 539178/ CSE Scrip Code: 026116

Sub: Outcome of Board Meeting held today on 5th September, 2022

Dear Sir/Madam,

The Board of Directors of the Company at its meeting held on Monday, 05th September, 2022 inter alia had considered and approved the following matters:


1. The 41st Annual General Meeting of the Company to be held on Friday, the 30th day of September, 2022 at 09:30 A.M. at 16 Ganesh Chandra Avenue, 8th Floor Kolkata – 700013.
2. Approval of notice for calling the 41st Annual General Meeting of the Company to be held on 30th September.
3. Appointment of Mr. Bijay Agarwal (Membership No. FCS 10323) representing BA & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinise the remote e-Voting process in a fair and transparent manner.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive).

Kindly take the above information for your records.

Thanking You,

Yours Faithfully

For, Positive Electronics Limited


Rahul Kumar Lodha
(Company Secretary)

Positive Electronics Ltd.

Bolai Kutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

NOTICE is hereby given that the 41st Annual General Meeting of M/s Positive Electronics Ltd will be held on ~~Friday, the 30th day of September, 2022 at 09:30 A.M. at 15, Ganesn~~ Chandra Avenue, 8th Floor Kolkata - 700013 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2: RE-APPOINTMENT OF A DIRECTOR:

To appoint a director in place of Mr. Abhishek Sharad, (DIN: 00484115) who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

ITEM NO. 3: ~~APPOINTMENT OF~~ APPOINTMENT OF M/S. P KHETAN & CO, CHARTERED ACCOUNTANTS (FIRM REG. NO. 327386E) AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereof or re-enactment thereof for the time being in force), M/s. P Khetan & Co, Chartered Accountants (Firm Reg. No. 327386E), be and are hereby appointed as the Statutory Auditors of the Company to hold office till conclusion of next Annual General Meeting to fill the casual vacancy caused by the resignation of M/s Mukesh Choudhary & Associates, Chartered Accountants, (FRN: 325258E)."

"RESOLVED FURTHER THAT M/s. P Khetan & Co, Chartered Accountants shall conduct the Statutory Audit on such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditor and duly approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the director of the Company, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-Forms with the Registrar of Companies."

By the Order of the Board of Directors

Rahul Kumar Lodha.

Place: Kolkata
Date: 05-09-2022

(Rahul Kumar Lodha)
Company Secretary & Compliance
Officer

Registered Office:

Bolai Kutir, 23A/1B,
Justice Dwarkanath Road
Kolkata – 700020
CIN: L67120WB1981PLC033990
Email: info.positive@gmail.com

NOTES:

- 1) A member entitled to attend and vote at the Annual General Meeting (AGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid Meeting and shall not be entitled to vote except on a poll. A proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the aforesaid Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of not more than fifty members and holding in the aggregate, not more than 10% 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 be entitled to act as proxy for any other person or member.
- 2) Corporate Members are requested to send to the Company/ Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
- 3) The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive).
- 4) Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
- 5) Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.
- 6) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
- 7) Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and public holidays and at the Annual General Meeting.
- 8) Members are requested to notify any change in their address immediately to **M/s. Maheshwari Datamatics Private Limited**, 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
- 9) Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
- 10) In all correspondence with the Company/Registrar & Share Transfer Agents, members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

- 11) Members interested in nomination in respect of shares held by them in physical form may write to M/s. Maheshwari Datamatics Pvt Ltd., at the address as mentioned in paragraph 8, as above, for the prescribed form.
- 12) Members may note that the Notice of the AGM and the Annual Report for 2021 – 22 will be available on the Company's website www.positiveelectronics.in. Members that require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at info.positive@gmail.com.
- 13) Members are to inform of their current email ID to the Company in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
- 14) For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides easy liquidity, but also safeguards from any possible physical loss.
- 15) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting ("Remote e-voting"). The Company has engaged in National Securities Depository Limited ("NSDL") to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice. The facility for voting through ballot paper shall be made available at the AGM & the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- 16) A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.
- 17) Members are required to bring their admission slips of the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.
- 18) Electronic copy of the Annual Report for F.Y. 2021 – 22 & Notice of the 41st AGM along with the Attendance Slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members are entitled to receive the said Annual Report & Notice in physical form upon sending a request in writing to the Company's registered office and / or sending an email to info.positive@gmail.com. Members whose email address is not registered, a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.

19) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 27th September, 2022 at 09:00 A.M. and ends on Thursday, 29th September, 2022 at 05:00 P.M. 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. 23rd September, 2022 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 23rd September, 2022.

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 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 access 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. 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.jspVisit 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.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest, the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

B1, Login Method for e-Voting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/DP 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.
4. 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 shareholders 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. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains 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 "**Forgot 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 shares 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 a request at evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
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 cast 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

1. 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 agarwalvj18@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23rd September, 2022, may

obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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 can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares in the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system" (Above).

3. 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.
4. 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 to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 info.positive@gmail.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or Folio No. Beneficiary ID), Name, Client master or copy of Demat account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info.positive@gmail.com. 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 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholder's 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 ID correctly in their demat account in order to access e-Voting facility.
- 20) Any person who acquires shares and became Member after dispatch of Notice of AGM and holds shares as of the cut-off date of 23rd September, 2022 may obtain the sequence a request to the Company's RTA at info@mdpl.in.
 - 21) The Board of Directors has appointed Mr. Bijay Agarwal (Membership No. FCS 10323) representing BA & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner.

- 22) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- 23) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through poll. The members who have already cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again.
- 24) The results on the resolution will be declared not later than three (3) days from the conclusion of the AGM i.e. **30th September, 2022**. The declared results along with the Scrutinizer's Report shall be placed on the Company's website www.positiveelectronics.in and on the website of NDSL at www.evoting.nsdl.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

POSITIVE ELECTRONICS LIMITED		
Registered Office	:	Bolai Kutir, 23A/1B Justice Dwarkanath Road, Bhowanipore, Kolkata- 700020
CIN	:	L67120WB1981PLC033990
E-Mail	:	info.positve@gmail.com
Website	:	www.positiveelectronics.in
Contact No.	:	(+91) 9748691796

By the Order of the Board of Directors

Place: Kolkata
Date: 05-09-2022

Rahul Kumar Lodha
(Rahul Kumar Lodha)
Company Secretary & Compliance Officer

Registered Office:
Bolai Kutir, 23A/1B,
Justice Dwarkanath Road
Kolkata – 700020
CIN: L67120WB1981PLC033990
Email: info.positve@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mukesh Choudhary & Associates (FRN: FRN: 325258E) has tendered their resignation from the position of Statutory Auditors due to pre- occupation with other assignments. It is not in a position to carry out the Statutory Audit of the Company, resulting into a casual vacancy in the office of the Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company at its meeting held on the 5th day of September, 2022, has affirmed, M/s. P Khetan & Co, Chartered Accountants (Firm Reg. No 327386E), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mukesh Choudhary & Associates (FRN: FRN: 325258E). This requires the approval of the shareholders of the Company.

M/s. P Khetan & Co., Chartered Accountants (Firm Reg. No. 327386E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the directors recommend the resolution for member's approval as an **Ordinary Resolution**.

None of the Directors, Key Managerial Persons or their relatives, in any way, are concerned or interested in the said resolution.

By the Order of the Board of Directors

Rahul Kumar Lodha

(Rahul Kumar Lodha)

Company Secretary & Compliance Officer

Place: Kolkata

Date: 05-09-2022

Registered Office:

Bolai Kutir, 23A/1B,
Justice Dwarkanath Road
Kolkata – 700020
CIN: L67120WB1981PLC033990
Email: info.positive@gmail.com

Positive Electronics Ltd.

BolaiKutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

41ST ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

DP ID * : Client ID*

Regd. Folio No. : No. of Shares

*Applicable for shares held in electronic form

Name(s) and Address of the Shareholder / Proxy in full: _____

I/We hereby record my/our presence at the 41st Annual General Meeting of the Company being held on Friday, 30th September, 2022 at 09.30 A.M. at 16 Ganesh Chandra Avenue, 8th Floor Kolkata - 700013.

Please (v) in the box

MEMBER ☐ PROXY ☐

Signature of Shareholder / Proxy

Positive Electronics Ltd.

BolaiKutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

FORM NO. MGT-11

PROXY FORM

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

CIN	:	L67120WB1981PLC033990
Name of the Company	:	Positive Electronics Limited
Registered Office	:	Bolai Kutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Name of the Member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/ We being the member ofholding shares of Positive Electronics Limited, hereby appoint:

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	

or failing him/her

2.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of Members of the Company, to be held on **Friday, 30th September, 2022 at 09.30 A.M.** at **16 Ganesh Chandra Avenue, 8th Floor Kolkata - 700013** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional	
		For	Against
<u>ORDINARY BUSINESS</u>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a director in place of Mr. Abhishek Sharad, (DIN: 00484115) who retires by rotation and being eligible, offers himself for re- appointment.		
3	Approval for appointment of M/s. P Khetan & Co, Chartered Accountants (Firm Reg. No. 327386e) as the Statutory Auditors of the Company to fill casual vacancy		

Signed this day of 2022

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, either in person or through post, not less than 48 hours before the commencement of the AGM.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.

Positive Electronics Ltd.

BolaiKutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

FORM NO. MGT - 12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L67120WB1981PLC033990
Name of the Company	:	Positive Electronics Limited
Registered Office	:	Bolai Kutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

BALLOT PAPER				
Sl. No.	Particulars	Details		
1.	Name of the first named Shareholder (IN BLOCK)			
2.	Postal Address			
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
Sl. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a director in place of Mr. Abhishek Sharad, (DIN: 00484115) who retires by rotation and being eligible, offers himself for re-appointment.			

3.	Approval for appointment of M/s. P Khetan & Co, Chartered Accountants (Firm Reg. No. 327386e) as the Statutory Auditors of the Company to fill casual vacancy.			
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Place:

Date:

Signature of the Shareholder*

*(*as per Company records)*

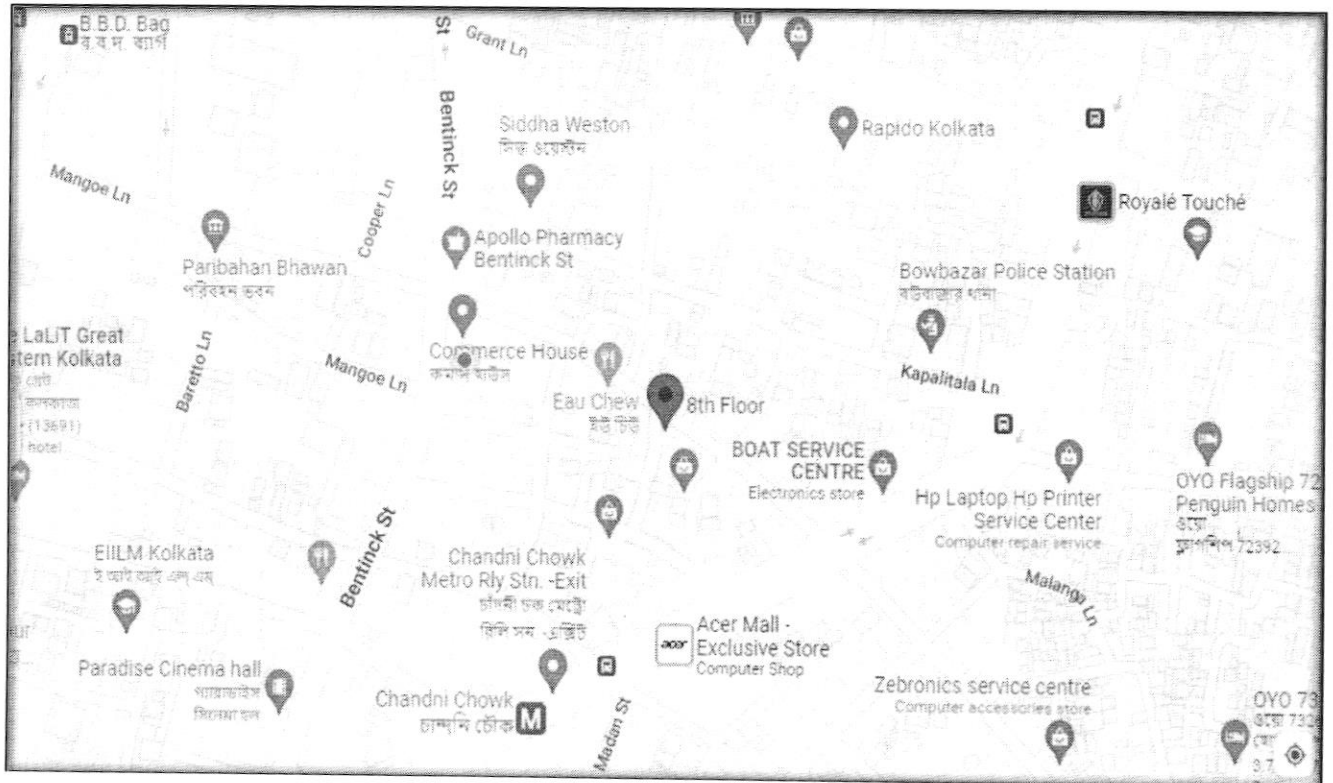
Positive Electronics Ltd.

BolaiKutir, 23A/1B, Justice Dwarkanath Road, Bhowanipure, Kolkata – 700020

Email id: info.positive@gmail.com, Website: www.positiveelectronics.in

CIN: L67120WB1981PLC033990, Phone: +91 9748691796

LOCATION OF VENUE OF THE 41ST ANNUAL GENERAL MEETING



VENUE: 16 GANESH CHANDRA AVENUE, 8TH FLOOR KOLKATA - 700013