
NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of **Precision Wires India Limited** (CIN:L31300MH1989PLC054356) will be held on Friday, 20th September, 2024 at 2.30 pm through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") Facility to transact following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Saiman House, J.A. Raul Street, Off Sayani Road, Prabhadevi, Mumbai - 400 025.

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statement for the Financial Year ended 31st March, 2024

To consider and adopt the Audited Financial Statements for the Financial Year (FY) ended 31st March, 2024, together with the reports of the Board of Directors and Auditors thereon and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended 31st March 2024, along with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

Item No. 2 - Declaration of Dividend for the Financial Year ended 31st March, 2024

To consider and approve Final Dividend on fully paid Equity Share of face value of Rs. 1/- each for the Financial Year (FY) ended 31st March, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Final Dividend of Rs. 0.45 paise (45%) per equity share of Rs. 1/- each fully paid be and is hereby approved."

"**RESOLVED FURTHER THAT** two Interim Dividends for the period FY 2023-24 totaling to 60% on fully paid equity share of Rs. 1/- each paid earlier, are hereby approved by the Shareholders."

Item No. 3 - Appointment of Shri Milan Mahendra Mehta (DIN: 00003624), as a Director liable to retire by rotation:

To appoint a Director in place of Shri Milan Mahendra Mehta (DIN: 00003624), as Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time, being in force, Shri Milan M. Mehta (DIN: 00003624), Executive Director of the Company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation in accordance with Companies Act, 2013."

SPECIAL BUSINESS:

Item No. 4 - To Amend the Articles of Association by Insertion of a Clause - "Appointment of Chairman Emeritus"

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) and shareholders, be and is hereby amended, by inserting the Article 124A i.e. "Appointment of Chairman Emeritus" after the present Article 124 of the Articles of Association of the Company as per the following terms:

Article 124A - Appointment of Chairman Emeritus

- (i) The Board shall be entitled to appoint any person, who has rendered significant or distinguished services to the Company or to the Industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company;
- (ii) The Chairman Emeritus shall hold office until he resigns;
- (iii) The Chairman Emeritus may attend any meetings of the Board or any Committee constituted by the Board but shall not have any right to vote or shall not be deemed to be a party to any decision of the Board or Committee thereof;
- (iv) The Chairman Emeritus shall be entitled to receive all notices of the Board meetings or meetings of the committees thereof, along with all other relevant documents (including the agenda, notes to agenda, etc.), simultaneous to the same being sent to the Directors of the Company prior to convening the Board meeting or meetings of the Committees thereof;

NOTICE TO THE MEMBERS

- (v) The Chairman Emeritus shall not be deemed to be a Director or "Officer" for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint;
- (vi) The Chairman Emeritus may provide guidance, advice, mentorship and support to the Company and its Board and Management and generally advise the Company / Board / Management of the Company, from time to time;
- (vii) The advice provided by the Chairman Emeritus will not be binding on the Board / Board Committees / Company;
- (viii) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company; and
- (ix) The Chairman Emeritus of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses which such Chairman Emeritus, acting in relation to any of the affairs of the Company, may incur or become liable to by reason of any act or deed done by him in discharge of his duties."

RESOLVED FURTHER THAT Shri Milan Mahendra Mehta, Managing Director, and Smt. Deepika Pandey, Company Secretary of the Company be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents to the concerned Registrar of Companies, Stock Exchanges and any other authority and take all necessary steps for alteration of Articles of Association of the Company."

Item No. 5 - Appointment of Shri Mahendra Ratilal Mehta as 'Chairman Emeritus'

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, consent of members of the Company be and is hereby accorded to appoint Shri Mahendra Ratilal Mehta as 'Chairman Emeritus', inter-alia, on the terms and conditions as detailed in the explanatory statement, annexed hereto and forming part of this notice with liberty to the Board of Directors to alter or vary any of aforesaid terms and conditions as may be agreed to between the Board and Shri Mahendra Ratilal Mehta, subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Executive Director and / or Company Secretary and / or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, matters and things as may be required / necessary to give effect to the above resolution."

Item No. 6 - Re-designate Shri Milan Mahendra Mehta, Vice Chairman & Managing Director, as a Chairman & Managing Director with effect from 01st October, 2024

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

"RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Shri Milan Mahendra Mehta, as Chairman and Managing Director of the Company, without any variation in the terms and conditions such as remuneration, balance tenure and others relating to his appointment as approved by the Shareholders through postal ballot on 15th April, 2024.

RESOLVED FURTHER THAT the Board of Directors (including any of the Committee of the Board) of the Company be and are hereby authorized to re-designate Shri Milan Mahendra Mehta, from time to time, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Deepak Mahendra Mehta, Whole-Time Director, and/or Smt Deepika Pandey, Company Secretary of the Company, are hereby authorized, severally, to perform all such acts, deeds, and things as may be necessary, proper, expedient, or desirable to implement this resolution and to resolve any questions or difficulties that may arise in connection therewith, without requiring further consent or approval from the Company's members, which is deemed to have been granted by this resolution."

Item No. 7 - Re-designate Shri Deepak Mahendra Mehta, Whole-Time Director, as Vice Chairman & Whole-Time Director of the Company with effect from 01st October, 2024

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

"RESOLVED THAT the approval of the Company be and is hereby accorded to the re-designation of Shri Deepak Mahendra Mehta, as Vice-Chairman and Whole-Time Director of the Company, without any variation in the terms and conditions such as remuneration, balance tenure and others relating to his appointment as approved by the Shareholders in Annual General Meeting dated 02nd September, 2022.

NOTICE TO THE MEMBERS

RESOLVED FURTHER THAT the Board of Directors (including any of the Committee of the Board) of the Company be and are hereby authorized to re-designate Shri Deepak Mahendra Mehta, from time to time, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Milan Mahendra Mehta, Managing Director, and/or Smt. Deepika Pandey, Company Secretary of the Company, are hereby authorized, severally, to perform all such acts, deeds, and things as may be necessary, proper, expedient, or desirable to implement this resolution and to resolve any questions or difficulties that may arise in connection therewith, without requiring further consent or approval from the Company's members, which is deemed to have been granted by this resolution."

Item No. 8 - Ratification of Remuneration to the Cost Auditor of the Company for the Financial Year ending 31st March, 2024:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 ("the Act") if any, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the payment of Remuneration of Rs. 2.75 Lakhs (Rupees Two Lakh Seventy Five Thousand) (plus applicable Goods and Service Tax and out of pocket expenses, if any) for year ending 31st March, 2024, to M/s Gangan and Company, the Cost Auditors, for conducting audit of the cost records of the Company for Products produced by the Company's Plants at Plot Survey No. 125/2/1, 66 KVA Road, Amli, Silvassa 396 230 (U.T. of DNH & DD) and at Plot No. 3, G.I.D.C, N.H. No. 8, Palej 392 220, Dist. Bharuch (Gujarat) for the Financial Year 2023-24 ending on 31-03-2024."

By Order of the Board

Deepika Pandey
Company Secretary
ACS No. 41277

Registered Office:

Saiman House, J A Raul Street,
Off Sayani Road, Prabhadevi,
Mumbai 400 025.
(CIN: L31300MH1989PLC054356)

Mumbai, 18th May, 2024

IMPORTANT NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and subsequent Circulars issued in this regard, the latest being 9/2023 dated 25th September, 2023 ("MCA Circulars") has permitted the Companies to hold the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("VC/OAVM"), upto 30th September, 2024, without the physical presence of the Members at a common venue. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM. AGM of the Company is being held through VC/OAVM on Friday, 20th September, 2024, at 02.30 pm (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company at Saiman House, J.A. Raul Street, Off Sayani Road, Prabhadevi, Mumbai - 400 025.
2. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. Further, attendance slip including route map is not annexed to this Notice.
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 35th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at ragini.c@rediffmail.com with a copy marked to evoting@nsdl.co.in.

NOTICE TO THE MEMBERS

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 Act.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 35th Annual General Meeting ("AGM"), as set out under Item Nos. 4, 5, 6, 7 & 8 above as required by Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
6. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM alongwith the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 35th AGM has been uploaded on the website of the Company at <http://precisionwires.in> / under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com. In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2023-24 and Notice of the 35th AGM of the Company, he/she may send a request to the Company by writing at investorgrievances@pwil.net mentioning their DP ID and Client ID/folio no.

Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at secretarial@pwil.net.

7. **Book Closure:** The Company has fixed Friday, 13th September, 2024 as book closure date for the purpose of payment of Final Dividend to Members for Financial Year ended 31st March, 2024, if approved at the AGM.

The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 14th September, 2024 to Friday, 20th September, 2024 (both days inclusive). The Final Dividend of Rs. 0.45 paise per fully paid-up equity share of Rs.1/- each, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or before Sunday, 20th October, 2024 as under:

- (a) To all the Beneficial Owners as at the end of the day on Friday, 13th September, 2024 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic form; and

The Notice of AGM will be dispatched to the Members whose name(s) will appear in the Register of Member as on Friday, 16th August, 2024.

8. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct income tax from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / its RTA by sending documents at its e-mail ID ihcldivtax@linkintime.co.in or update the same by visiting the link: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Friday, 13th September, 2024 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. No communication / documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of Friday, 13th September, 2024.
9. **Issuance of Securities in Demat Form:** SEBI vide its notification dated 24.01.2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize their holdings.

Further, SEBI vide its Circular No. SEBI/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated Listed Companies to issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent M/s. Link Intime India Pvt. Ltd. at their address Link Intime India Pvt Ltd, C-101, Embassy 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083. Tel : 022-49186270, Fax: 022- 49186060 Email : mt.helpdesk@linkintime.co.in.

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10. 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.precisionwires.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively 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.

11. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

- A. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report.
- B. During the financial year 2023-24, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

IEPF Amount relating to Year	Amount of unclaimed dividend transferred (Rs. in lakhs)	No. of shares transferred
2015-2016 (Final Dividend)	4.43	36500
2016-2017 (1st Interim)	4.49	12150
Total	8.92	48650

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at <http://precisionwires.in> / and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. Documents open for inspection:

- A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, 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 (three) days of advance notice in writing is given to the Company;
- B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and
- C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

14. Green Initiative:

- A. Electronic copy of the Notice convening the 35th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
- B. Members, who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

15. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

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16. Shareholder Related Important Updates:

- a. The Shareholders whose email id was not registered with the RTA/Company, and if they wish to receive the Notice of AGM and Annual Report can mail to the Company at secretarial@pwil.net / investorgrievances@pwil.net
- b. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
- c. SEBI, vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
- d. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

17. Voting:

- i. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Friday, 13th September, 2024 only shall be entitled to vote at the General Meeting either by availing the facility of remote e-Voting. The voting rights of the Members (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, 13th September, 2024.
- ii. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
- iii. 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 before the AGM as well as remote e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. Friday, 13th September, 2024 may obtain the User ID and password by sending a request at evoting@nsdl.co.in.
- iv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- v. M/s. Ragini Chokshi & Company, Company Secretaries Firm, (Membership No. 2390) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or to any other person Authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes casted through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutiniser's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be displayed on the Company's website at <https://www.precisionwires.in>.

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18. Instructions for Speaker Registration at the AGM:

- a. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Access to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the EVEN of Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Annual General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.
- b. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
- c. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at secretarial@pwil.net before 3.00 p.m. (IST) on Friday, 13th September, 2024. Such queries will be appropriately responded by the Company.
- d. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@pwil.net before 05.00 pm IST on Friday, 13th September, 2024. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- e. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free nos.:- 1800 1020 990 and 1800 22 44 30 or contact Shri Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in

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

- a. 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.
- b. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- c. The remote e-voting period begins on Tuesday, 17th September, 2024 at 09:00 A.M. and ends on Thursday, 19th September, 2024 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. Friday, 13th September, 2024 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 Friday, 13th September, 2024.

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:


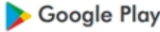


Step 1: Access to NSDL e-Voting system

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.

NOTICE TO THE MEMBERS

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. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 also 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 or joining virtual meeting & voting during the meeting.</p>

NOTICE TO THE MEMBERS

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

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?

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/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.

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***42*****.
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 who hold 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 user 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.**

NOTICE TO THE MEMBERS

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 and join General Meeting on NSDL e-Voting system.
How to cast your vote electronically and join 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 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 ragini.c@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 call on toll free nos.:- 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in 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 (Company email id).

NOTICE TO THE MEMBERS

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 (Company email id). If you are an Individual shareholders 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 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 ID 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 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. Member 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 investorgrievances@pwil.net / mumbai@pwil.net. The same will be replied by the company suitably.

NOTICE TO THE MEMBERS

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")
Agenda Item No. 4:
To Amend the Articles of Association for Insertion of Clause- "Appointment of Chairman Emeritus"

Under Section 14 of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company cannot, except with the consent of the Members in General Meeting, by a Special Resolution, amend the Articles of Association (AOA) of the Company.

It is therefore proposed to insert a new Article 124A in the Articles of Association after the existing Article 124 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the Industry to which the Company's business relates or in the public field, as Appointment of Chairman Emeritus on the terms specified in this resolution.

Board Recommends the resolution set at Item No. 4 for approval of Shareholder.

None of the Directors/Key managerial personnel are financially or otherwise concerned or interested in the said special Resolution No.4.

Agenda Item No. 5:
Appointment of Shri Mahendra Ratilal Mehta as 'Chairman Emeritus'

Shri Mahendra Ratilal Mehta is a founder of the Company and has long experience in the Wire & Cable Industry, Engineering and Chemical Industry. With his initiative and zeal and due to his long experience, our Company is market-leader in the field in India.

Shri Mahendra Ratilal Mehta joined the Board of the Company as Promoter Director and rose to become the longest serving Chairman of the Company. He decided to stepdown from the position of 'Executive Chairman' and also Directorship of the Board due to advancing age w.e.f. 01st October, 2024, which the Board accepted at its meeting held on 18th May, 2024. The Board also placed on record the appreciation for valuable contribution made by Shri Mahendra Ratilal Mehta during his association with the Company.

Under Shri Mahendra Ratilal Mehta's leadership, the company transformed into a reputed growing and value creating organization by establishing long standing relationships across its wide spectrum of stakeholders with ethical standards and in pursuit of growth for all. Shri Mahendra Ratilal Mehta is also founder and ex-Chairman of the Winding Wires Manufacturers Association of India (WWMAI), ex-Member of the Executive Council of the Indian Electricals and Electronics Manufacturers Association (IEEMA), ex-Member of Central Liaison Committee, MMTTC (Ministry of Commerce and Industry), etc.

In view of Shri Mahendra Ratilal Mehta's long stewardship of the Company through turbulent times, deep business insights, involvement in policy making and key decision making, the Board felt it useful to have Shri Mahendra Ratilal Mehta as an Advisor to the Company. The Board in its meeting held on 18th May, 2024 discussed the matter and requested Shri Mahendra Ratilal Mehta to act as an Advisor, Guide and Mentor to the Company, designated as 'Chairman Emeritus' to which Shri Mahendra Ratilal Mehta agreed. Being a related party transaction, the same has been also discussed and approved by the Audit Committee and the Board at their respective meetings held on 18th May, 2024 subject to approval of the members.

The scope of the advisory services to be provided by Shri Mahendra Ratilal Mehta shall include advising the Board and the Management with broad strategic aspects of the business, supporting in establishing and enabling relationships with external forums on policy matters and in brand/ image building of the Company apart from advising the Company's board on any other areas that the Board/ Management may seek his advice.

The Board hereby recommends the Resolution at Item No. 5 be passed as a Special Resolution.

Except Shri Milan M Mehta, Shri Deepak M Mehta, Sons, Shri Arjun Mehta, Shri Nirbhay Mehta, Grandsons, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors/KMPs are, financially or otherwise concerned or interested, in the said Special resolution No. 5.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:

(a)	Name of the related party:	Shri Mahendra Ratilal Mehta						
(b)	Name of the director or key managerial personnel who are related, if any:	Shri Milan M Mehta, Shri Deepak M Mehta, Shri Nirbhay Mehta, Shri Arjun Mehta						
(c)	Nature of relationship:	Shri Milan M Mehta and Shri Deepak M Mehta (sons) Shri Nirbhay Mehta and Shri Arjun Mehta (grandsons)						
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement;	At a monthly remuneration of Rs. 4 lakhs pm plus re-imbursment of expenses as may be required and other perquisites as contained in the appointment letter dated 18 th May, 2024 issued by the Board of Directors, produced below for the reference of the members.						
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution.	Remuneration paid in the preceding two Financial Years: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Financial Year</th> <th style="width: 50%;">Remuneration Paid (in lakhs)</th> </tr> </thead> <tbody> <tr> <td>2023-24</td> <td>145.84</td> </tr> <tr> <td>2022-23</td> <td>113.65</td> </tr> </tbody> </table>	Financial Year	Remuneration Paid (in lakhs)	2023-24	145.84	2022-23	113.65
Financial Year	Remuneration Paid (in lakhs)							
2023-24	145.84							
2022-23	113.65							

NOTICE TO THE MEMBERS

Agenda Item No. 6 and 7:

Shri Mahendra Ratilal Mehta, has decided to reduce/curtail his involvement in business/industry due to his advanced age and has decided to step down from the post of Chairman and Director of the Company w.e.f. 01st October, 2024.

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors passed resolutions on 18th May, 2024, has approved the re-designation of Shri Milan Mahendra Mehta and Shri Deepak Mahendra Mehta as under:

- Shri Milan Mahendra Mehta as Chairman and Managing Director of the Company; and
- Shri Deepak Mahendra Mehta as Vice Chairman and Whole-Time Director

The above changes in designation are effective from 01st October, 2024.

The Board recommends the resolutions set forth in Item No. 6 and 7 for approval of the members.

None of the Directors other than Shri Mahendra Mehta, Chairman, Shri Arjun Mehta, Vice President and Shri Nirbhay Mehta, Senior Vice President are concerned or interested in the above resolutions.

Agenda Item No. 8:

Ratification of Remuneration to the Cost Auditor of the Company for the Financial Year ending 31st March, 2024:

The Board of Directors of the Company on recommendation of the Audit Committee has approved, the appointment of M/s Gangan & Company, Mumbai, Cost Accountant (Registration No.100651), as Cost Auditor to conduct the audit of the cost records of Company for the Financial Year ended 31st March, 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, and Companies (Cost records and Audit) Rules, 2014 (including any Statutory modifications(s) and / or enactment(s) for the time being in force) remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, ratification of members is sought as referred to in the resolution at Item No.10 of the Notice, for the payment of remuneration amounting to Rs. 2.75 Lakhs (Rupees Two Lakh Seventy Five thousand only) per annum for cost audit plus applicable taxes, if any and out of pocket expenses payable to the Cost Auditor for the financial year ended 31st March, 2024.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are interested or concerned financially or otherwise in the proposed Resolution set out at Item No.8 of the Notice.

By Order of the Board

Deepika Pandey
Company Secretary
ACS No. 41277

Registered Office:

Saiman House, J A Raul Street,
Off Sayani Road, Prabhadevi,
Mumbai 400 025.
(CIN: L31300MH1989PLC054356)

Mumbai, 18th May, 2024

NOTICE TO THE MEMBERS

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 12.5 of Secretarial Standard-2 on General Meeting.]

Particulars	SHRI MILAN MAHENDRA MEHTA																																						
Directorship	Vice Chairman and Managing Director																																						
DIN	00003624																																						
Date of Birth and Age	16 th September, 1962 and 61 years																																						
Nationality	Indian																																						
Date of first appointment on the Board	23 rd November, 1989																																						
Qualification	Qualified Electric and Electronic Engineer																																						
Experience and Expertise	First hand experience in management, administration, marketing, accounts and technology for more than 35 years in Wire-Cable, Non-Ferrous Metal and Resins / Insulating Varnish Industries																																						
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Galvawire Agencies Private Limited																																						
Chairmanships / Memberships of Committees in other companies	Galvawire Agencies Private Limited-Director																																						
Relationship with other directors, manager and other key managerial personnel of the Company	Son of Shri Mahendra Mehta, Chairman of Company Brother of Shri Deepak Mehta, Whole Time Director of Company Uncle of Shri Nirbhay Deepak Mehta, Senior Vice President of Company. Father of Shri Arjun Milan Mehta, Vice President of Company																																						
No. of Shares Held	1,51,23,345 Equity Shares (8.46%)																																						
<ul style="list-style-type: none"> • Own • For other persons on a beneficial basis • By relatives 	<table border="1"> <thead> <tr> <th>Name of Relative</th> <th>No. of Shares held</th> <th>% of Shares held</th> </tr> </thead> <tbody> <tr> <td>Mahendra Ratilal Mehta</td> <td>6617624</td> <td>3.70</td> </tr> <tr> <td>Gira Milan Mehta</td> <td>16110330</td> <td>9.02</td> </tr> <tr> <td>Nirbhay Deepak Mehta</td> <td>13122375</td> <td>7.34</td> </tr> <tr> <td>Milan M Mehta</td> <td>15123345</td> <td>8.46</td> </tr> <tr> <td>Deepak M Mehta</td> <td>13785900</td> <td>7.72</td> </tr> <tr> <td>Sujata D Mehta</td> <td>5843580</td> <td>3.27</td> </tr> <tr> <td>Milan M Mehta HUF</td> <td>4195875</td> <td>2.35</td> </tr> <tr> <td>Deepak M Mehta HUF</td> <td>2296500</td> <td>1.29</td> </tr> <tr> <td>Aanchal Nirbhay Mehta</td> <td>381195</td> <td>0.21</td> </tr> <tr> <td>Galva wire Agencies Pvt. Ltd.</td> <td>26020020</td> <td>14.56</td> </tr> <tr> <td>Total</td> <td>103496744</td> <td>57.93</td> </tr> </tbody> </table>			Name of Relative	No. of Shares held	% of Shares held	Mahendra Ratilal Mehta	6617624	3.70	Gira Milan Mehta	16110330	9.02	Nirbhay Deepak Mehta	13122375	7.34	Milan M Mehta	15123345	8.46	Deepak M Mehta	13785900	7.72	Sujata D Mehta	5843580	3.27	Milan M Mehta HUF	4195875	2.35	Deepak M Mehta HUF	2296500	1.29	Aanchal Nirbhay Mehta	381195	0.21	Galva wire Agencies Pvt. Ltd.	26020020	14.56	Total	103496744	57.93
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Total	103496744	57.93																																					
Number of Meetings attended during the Year	All Five Board Meeting																																						
Terms & Conditions of re-appointment / variation of remuneration	As per Appointment Letter dated 08 th February, 2024																																						
Remuneration last drawn / Sitting Fees	Rs. 17,28,000/- Per Month (excluding perquisites and Commission)																																						