



D P WIRES LIMITED

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info@dpwires.co.in, investors@dpwires.co.in

www.dpwires.co.in

September 08th 2023

To, National Stock Exchange of India Limited, Listing Department Exchange Plaza,C-1 Block-G, Bandra-Kurla Complex, Bandra(E) ,Mumbai-400051	To, Bombay Stock Exchange, Listing Department, P.J. Tower, Dalal Street ,Fort, Mumbai-400001
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Dear Sirs

Subject: Intimation regarding

1. 25th Annual General Meeting on Saturday, 30th September, 2023
2. Cut-off date for the purpose of e-voting

This is to inform that the 25th Annual General Meeting (“AGM”) of the members of the Company will be held on Saturday, 30th September, 2023 at 11:30 a.m. at Shree ji Palace, Barbad Road, Ratlam MP 457001. The Annual Report for the financial year 2022-23, comprising the Notice of the AGM and the standalone financial statements for the financial year 2022-23, along with Board's Report, Auditors' Report and other documents required to be attached thereto, have been sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through e-voting and (iii) attending the AGM Physically, has been set out in the Notice of the AGM.

The remote e-voting facility will be available during the following period –

Commencement of e-voting: From 9.00 a.m. (IST) on 27th September, 2023 End of e-voting: Up to 5.00 p.m. (IST) on 30th September, 2023.

The Company has fixed Friday, 22nd September, 2023 as the “Cut-off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

This is for your information and records.

Thanking you,

KRUTIKA
MAHESHWARI

Digitally signed by
KRUTIKA MAHESHWARI
Date: 2023.09.09
12:55:57 +05'30'

CS Krutika Maheshwari
Company Secretary and Compliance officer



CIN: L27100MP1998PLC029523

Registered Office

16 - 18A, Industrial Area, Ratlam, Madhya Pradesh, India - 457001



Notice

Notice is hereby given that the 25th Annual General Meeting of D. P. WIRES LIMITED will be held on September 30, 2023 at 11:30 A. M. at Shreeji Palace, Barbad Road, Ratlam, MP 457001 IN, to transact the following businesses:

Ordinary Business:

Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item no. 2 – Declaration of dividend

To declare a final dividend of ₹1.2 per equity share for the year ended March 31, 2023.

Item no. 3 – Appointment of a director in place of Ms. Suhani Kataria who is retires by rotation

To appoint a director in place of Ms. Suhani Kataria (Director) (DIN: 09012104), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

Item no. 4 – Ratification of Cost Auditor’s Remuneration

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 other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 65,000 (Rupees Sixty Five Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. M. P. Turakhia & Associates, Cost Accountants, Indore (Firm Registration No. 000417), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2023 -24.”

Item No. 5 – Material Related Party Transaction(s) with Kataria Plastics Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and

Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Kataria Plastics Private Limited, a related party of D. P. WIRES LIMITED (the Company) on such terms and conditions as may be agreed between the Company and Kataria Plastics Private Limited, for an aggregate value not exceeding Rs. 550 crore during FY 2023 - 2024, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Notes

1. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 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 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members holding shares in dematerialized form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change in address, change of name, e - mail address, contact numbers, etc. to their depository participants (DP) and not to the company.
3. The Securities Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs.
4. Register of Directors and Key Managerial Personnel and their shareholding and Register of contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 respectively of the Act, will be available for inspection by the members at the AGM.

Members having valid Permanent Account Number (PAN)	10%*or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as ‘Specified Person’ as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023 - 24 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under

5. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s)(DP).
6. Members may note that the Board, at its meeting held on July 26, 2023 has recommended a final dividend of ₹ 1.2 per share. The record date for the purpose of final dividend for fiscal 2023 is September 22, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after October 05, 2023 electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA)(where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
7. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they



are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2022-23 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case of a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be sent to the Registrar and Transfer Agent of the company M/s Bigshare Services Private Limited.

TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

8. The Company's Register of members and Share Transfer Books will be closed from 23rd September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of Annual General Meeting of the company.
9. Pursuant to the provisions of sections 101 and 136 of the Act read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email addresses either with their DP or the company. Notice of the AGM

along with Annual Report for the year ended March 31, 2023 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their email addresses. Members desirous of receiving physical copies of the Annual Report are requested to write to the Investors' Services Department at the Registered Office of the Company. Annual Report for the year ended March 31, 2023 circulated to Members is also available on the website of the company www.dpwires.co.in.

Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to the Registrar and Transfer Agent of the company M/s Bigshare Services Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.

10. In case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members are requested to:
 - a. Quote ledger folio numbers/DP ID and Client ID Numbers in all their correspondence;
 - b. Approach the Company for consolidation of multiple ledger folios into one;
 - c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee; and
 - d. Bring with them at the AGM, their copy of the Annual Report and Attendance slip.
12. NRI Members are requested to inform the Investors Services Department of the Company immediately of:-
 - a. Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier; and
 - b. Change in their residential status and address in India on their return to India for permanent settlement.
13. Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their communications at the registered office of the company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.
14. Members, who hold shares in electronic form, are requested to notify their DP and Client ID Number at the AGM for easier identification.
15. Corporate members intending to send their authorized representatives to attend the meeting are requested

to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

16. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
17. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
18. The details of the directors seeking re-appointment at the Annual General Meeting are provided in Annexure A to this Notice. The Company has received the necessary consents/declarations for the reappointment under the Companies Act, 2013 and the rules thereunder.
19. Voting through electronic means:

Commencement of e-voting	From 9:00 a.m. (IST) on 27th September, 2023
End of e-voting	Up to 05:00 p.m. (IST) on 29th September, 2023

At the end of the e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- vi. The cut-off date for the purpose of e-voting is 22nd September, 2023.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins at 9:00 a.m. (IST) on 27th September, 2023 and ends at 05:00 p.m. (IST) on 29th September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public

- i. Pursuant to the provisions of Section 108 of the Act read with The Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
- iii. The Board of Directors has appointed CS Shweta Garg, Company Secretary in whole time practice, Indore with Membership No. FCS 5501 and Certificate of Practice No. 4984 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv. Members are requested to carefully read the instructions for e-voting before casting their vote.
- v. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. CDSL and NSDL

Login type	Helpdesk details
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 and 22-23058542-43.
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

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab. details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on

“OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; krutika@dpmataria.com (designated

email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. Information regarding re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto.

By order of the Board of Directors

Sd/-
Krutika Maheshwari
Company Secretary

Place: **Ratlam**
Date: **September 05, 2023**

Explanatory Statement Pursuant To Section 102 (1) Of The Companies Act, 2013, For The Items Set Out In The Accompanying Notice Are As Under:

Item No. 4

To ratify the remuneration of M/s. M. P. Turakhia & Associates, Cost Auditor of the Company for the financial year 2023 - 24

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. M. P. Turakhia & Associates, Cost Accountants, Indore (Firm Registration No. 000417) to conduct the audit of the cost records of the Company for the financial year 2023 - 2044 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2023 - 2024.

None of the Directors and Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Item No. 5

Material Related Party Transaction(s) with Kataria Plastics Private Limited

Context for Item No 5:

The provisions of the recently amended Regulation 23 of the Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by

means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. It is in the above context that Resolution Nos. 7 to 17 are placed for the approval of the embers of the Company.

Background, details and benefits of the transaction

Kataria Plastics Private Limited (KPPL) is one of the group companies and it has an established track record for 27 years. Relatives of directors are directors and shareholders in KPPL. The Company sales its goods to KPPL.

The transactions between the two companies not only help smoothen business operations for both the companies, but also ensure consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The management of the Company has provided the Audit Committee with the details of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has recommended entering into RPTs with KPPL for an aggregate value not exceeding ₹ 550 crore to be entered during FY 23 - 24. The Audit Committee has noted that the said transactions will be executed as per the terms of the Sales Agreement, which is in the ordinary course of business.

The Audit Committee has also reviewed the pricing mechanism under the Sales Agreement and confirmed that pricing is at arm’s length.

Details of the proposed transactions of the Company with KPPL, being a related party of DPWL, are as follows:

S. No.	Particular	
1.	Name of the Related Party and its relationship with the listed entity	Name of Related Party: Kataria Plastics Private Limited Relationship: Private Limited Company in which relative of directors are directors
2.	Type, material terms and particulars of the proposed transactions	Sales of finished goods

3.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Kataria Plastics Private Limited Private Limited Company in which relative of directors are directors. Nature of Interest: Financial
4.	Tenure of the proposed transaction (particular tenure shall be specified);	One year
5.	Value of the proposed transaction;	Rs. 550 Crore
6.	The percentage of the Listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Around 45% (For RPTs to be entered into during FY 24)
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) details of the source of funds in connection with the proposed transaction;	Not applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
8.	Justification as to why the RPTs are in the interest of the listed entity	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 5
9.	A copy of the valuation or other external party report, if any such report has been relied upon	No such report obtained. Valuation done by Audit Committee.
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	The proposed RPTs have been evaluated by the Audit Committee in consultation with the management in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
11.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Around 45% of standalone turnover of KPPL for FY23
12.	Name of the Director or KMP who is related, if any	Mr. Praveen Kataria Mr. Arvind Kataria Mr. Kantilal Kataria
13.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs.

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by the Audit Committee in consultation with the management and the Audit Committee has confirmed that the proposed terms of the RPT(s)/contract(s)/ arrangement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/ arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Sale of wire not exceeding Rs. 550 crore In terms of the Sales Agreement, the Company has been selling goods to KPPL at a price which is linked to market price.

The said transaction, being a Material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of

the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No. 5.

Mr. Hemant Kataria, director of KPPL is brother of Mr. Praveen Kataria, Managing Director and Mr. Arvind Kataria, WTD and CFO and son of Mr. Kantilal Kataria, Non-Executive Director.

None of the Directors and other KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company as an ordinary resolution.

By order of the Board of Directors

Place: **Ratlam**

Date: **September 05, 2023**

Sd/-
Krutika Maheshwari
Company Secretary



Annexure A to Notice of AGM



Attendance Slip

(To be handed over at the entrance of the meeting venue)

Details of Directors seeking Re-Appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In terms of the provisions of Section 152 of the Companies Act, 2013 Ms. Suhani Kataria, being longest in the office will retire by rotation and would be eligible for re-appointment in the forthcoming Annual General Meeting. In terms of the provisions of Section 196 of the Companies Act, 2013 Ms. Suhani Kataria (DIN: 09012104), is seeking reappointment in the ensuing Annual General Meeting. In accordance to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Director retiring by rotation/seeking re-appointment at the forthcoming Annual General Meeting are as under:-

Particulars	Ms. Suhani Kataria
Date of Birth	13/11/2002
Date of First Appointment on Board	22/01/2021
DIN	09012104
Qualifications	Engineering Graduate (BE)
Expertise in specific functional areas	Strategic planning, Operations and Restructuring of business operations
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting September 30, 2023 Ms. Suhani Kataria is proposed to be re-appointed as a director liable to retire by rotation.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	Nil
Number of shares held in Company	Nil*
Inter-se relationships between Directors	Praveen Kataria - Father Arvind Kataria - Uncle Kantilal Kataria - Grand Father

*Status as on March 31, 2023

By order of the Board of Directors

Place : **Ratlam**

Date : **September 05, 2023**

Sd/-
Krutika Maheshwari
Company Secretary

25th Annual General Meeting, held on Friday, September 30, 2023 at Shreeji Palace, Barbad Road, Ratlam, MP 457001 IN

Regd. Folio No._____/DP ID_____
Client ID/BEN.

A/C_____ No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 25th Annual General Meeting of the Company on September 30, 2023 at Shreeji Palace, Barbad Road, Ratlam, MP 457001 IN.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall

Members are requested to tender their attendance slip at the registration counters at the venue of the Annual General Meeting (AGM) and seek registration before entering the meeting hall.



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]

Name of the member (s): _____
Registered address: _____
E-mail Id: _____ Folio No. : _____
Client Id: _____ DP ID: _____

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Saturday the 30th Day of September, 2023 at Shreeji Palace, Barbad Road, Ratlam, MP 457001 IN at 11.30 A. M. and at any adjournment thereof in respect of such resolutions as are indicated below:

- Adoption of audited financial statements including Balance Sheet as at March 31, 2023, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon.
- To declare a final dividend of ₹1.2/- per equity share for the year ended March 31, 2023.
- To appoint a director in place of Ms. Suhani Kataria (Director) (DIN: 09012104), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the remuneration of the Cost Auditor for FY 2023 - 2024
- To approve material Related Party Transaction with Kataria Plastics Private Limited.

Signed this..... day of..... 2023
shareholder _____

Signature of Proxy holder(s)



Affix revenue stamp of Re 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Poll Form

Serial No.*: _____ Member's Registered Folio No./DP & Client ID _____

- Name(s) of the Member(s) including joint Holder(s) : _____
If Any (IN BLOCK LETTERS)
- Postal Address of the Member : _____

- Registered Folio No. /DP ID/ Client ID* : _____
(*Applicable to Investors Holding Shares in demat form)
- Number of Share(s) held : _____

I/ We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the 25th Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick () mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1	Adoption of Financial Statements	Ordinary			
2.	Declaration of dividend	Ordinary			
3.	Appointment of Ms. Suhani Kataria, director liable to retire by rotation	Ordinary			
4.	Ratification of remuneration of Cost Auditor for FY 2023 - 2024	Ordinary			
5.	Approval of material related party transaction with Kataria Plastics Private Limited	Ordinary			

Place : _____

Date : _____

(Signature of The Member)

*Member's Registered Folio No./DP ID/Client ID shall be considered as Serial No. of Ballot Form for respective Member.



DP Wires Ltd.

AN IS/ISO9001:2015 COMPANY

CIN: L27100MP1998PLC029523

16-18A, INDUSTRIAL ESTATE, RATLAM, MP 457001 IN

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Website: www.dpwires.co.in