



PRECISION WIRES INDIA LIMITED

REGD. OFFICE: SAIMAN HOUSE, J. A. RAUL STREET,
OFF SAYANI ROAD, PRABHADEVI, MUMBAI - 400 025, INDIA.
TEL: +91-22-24376281 FAX: +91-22-24370687

E-MAIL : mumbai@pwil.net

WEB: www.precisionwires.com

CIN: L31300MH1989PLC054356

WORKS: PLOT NO. 125/2, AMLI HANUMAN (66 KVA) ROAD,
SILVASSA - 396 230, U.T OF D.N.H., INDIA.

TEL: +91-260-2642614

FAX: +91-260-264235

Date: 14th March, 2024

BSE Limited (BSE) Corporate Relationship Department, 1 st Floor, New Trading Ring, Rotunda Building, P.J.Towers, Dalal Street, Fort, Mumbai-400 001 Company Code : 523539	The Manager, Listing Department National Stock Exchange of India Limited (NSE) 'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol : PRECWIRE
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Dear Sir/Madam,

Subject: Submission of Notice of Postal Ballot and E-Voting Details thereof

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent to all the members today i.e. 14.03.2024, to those members whose name will appear in the List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id are registered with the Link Intime Private Limited ("RTA") as on Friday, 08th March, 2024.

The voting period will commence from Saturday, 16th March, 2024 at 09.00 am and end on Monday, 15th April, 2024 at 05.00 pm. The details of business to be transacted are given in the attached notice of Postal Ballot.

Kindly take the same on record.

For and on Precision Wires India Limited

Deepika Pandey
Company Secretary & Compliance Officer

Encl: as above



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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015].

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Precision Wires India Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, (collectively the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

This Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants. The communication of assent / dissent of the Members will take place only through the remote e-Voting system.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-Voting. Postal Ballot e-Voting Period is as follows:

Start Date and Time	Saturday, 16 th March, 2024 at 09.00 am
Close date and Time	Monday, 15 th April, 2024 at 05.00 pm

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-Voting are appended to this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company www.precisionwires.com on the website of Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 P.M. IST on Monday, 15th April, 2024 failing which it will be strictly considered that no reply has been received from the Member. The e-Voting facility is available at the link <https://www.evoting.nsdl.com>. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Monday, 15th April, 2024.

The Board has in compliance with Rule 22(5) of the Rules, appointed M/s. Ragini Chokshi & Co, Practicing Company Secretaries Firm, as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. After completion of scrutiny of the votes, the Scrutinizer will submit his report to Chairman of the Company, or a person authorized by Chairman. Based on the report of Scrutinizer, the results of the Postal Ballot/ remote e-Voting shall be announced within two (2) working days of conclusion of remote e-Voting process i.e., on or before Wednesday, 17th April, 2024 and will be displayed at the Company's website www.precisionwires.com and service providers website <https://www.evoting.nsdl.com> besides communicating to the Stock Exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes vide e-Voting i.e., 5:00 P.M. (IST), Monday, 15th April, 2024, shall be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS

ITEM NO.: 1

To consider and approve the appointment of Shri Manoj Lekhrajani (DIN: 02012312) as an Independent Director of the Company, and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Manoj Lekhrajani (DIN: 02012312), who in terms of Section 161 of the Act was appointed as an Additional Director in the capacity of a Non-Executive Independent Director pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect from 06th March, 2024, pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (Five) years commencing from 06th March, 2024 to 05th March, 2029.

RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO.: 2

To consider and approve the re-appointment of Shri Milan Mahendra Mehta (DIN: 00003624) as the Vice Chairman and Managing Director of the Company and to Fix remuneration thereof, and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the "Act") read with Schedule V to the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for re-appointment of Shri Milan M. Mehta (DIN 00003624) as Vice Chairperson & Managing Director of the Company, for a period of 3 (three) years from 01st April, 2024 to 31st March, 2027, upon the terms, conditions and remuneration as set out in the letter of appointment dated 08th February, 2024 (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure), notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to regulation 17(6)(e) of the Listing Regulations, 2018, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Milan M. Mehta (DIN 00003624), Vice Chairperson & Managing Director, even if the annual remuneration payable to Shri Milan M. Mehta, may exceed Rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of re-appointment including to vary the remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Shri Milan M. Mehta, provided that such variation or increase, as the case may be, shall not exceed the overall limits approved by the shareholders in this resolution.

RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Precision Wires India Limited**

Sd/-

**Mahendra R. Mehta
Chairman & Director
(DIN: 0003558)**

Place: Mumbai

Dated: 08th February, 2024

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), as amended read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ('SEBI LODR Regulations'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is annexed hereto and forms part of the notice.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-Voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 08th March, 2024 and accordingly the Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-Voting facility to enable the Members to cast their votes electronically. The instructions for e-Voting are provided as part of this Notice.
4. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
5. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to ragini.c@rediffmail.com with a copy marked to deepika@pwil.net
6. The Postal Ballot e-Voting period will commence from Saturday, 16th March, 2024, IST at 9.00 a.m. and end on Monday, 15th April, 2024, IST at 5.00 p.m. At the end of the e-Voting period, the facility shall forthwith be blocked and e-Voting shall not be allowed beyond the said date and time.
7. The voting rights shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 08th March, 2024, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. A Member cannot exercise his vote by proxy on Postal Ballot.
8. All relevant documents referred to in the explanatory statement are available electronically for inspection to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-Voting period. Members seeking to inspect such documents can send an e-mail to investorgrievances@pwil.net from their registered e-mail addresses mentioning their names, folio numbers / DP ID and Client ID.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.precisionwires.com.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>2. 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.</p> <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <p style="text-align: center;">   </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at 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***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members 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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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.
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 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 amityv@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).
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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, through circular resolution dated 06th March, 2024, appointed Shri Manoj Lekhrajani (DIN: 02012312) as an Additional Director in the capacity of an Independent Director of the Company for a term of five (5) consecutive years i.e. from 06th March, 2024, to 05th March, 2029 subject to the approval of the shareholders through a Special Resolution.

Brief Profile: Shri Manoj is founder of Pharmapoint, a health-tech company providing integrated end to end supply-chain solutions for Specialty Pharma. Shri Manoj completed his B. Pharm from Principal K.M. Kundanai College of Pharmacy in 1983, started his career as a sales representative, he rose become Sales Manager by 1986. His extensive interaction with doctors, chemists, wholesalers, stockiest, hospitals, and other healthcare personnel in metro cities as well as small towns throughout India gave him a good insight into both, the urban and rural markets. In 1986, Shri Manoj setup a retail pharmacy in a hospital in Mumbai, which gave him an in-depth understanding of the critical care requirements of the healthcare industry. In 1990 from his first-hand experience in critical care, Shri Manoj established a Pharma Distribution Company which was the first of its kind in Mumbai to offer delivery of critical care

medicines in temperature-controlled packaging within one hour in the city and within 24 hours in metro's outside Mumbai. In 2004, the group started a retail pharmacy. For the first-time in India a pharmacist went to patients' houses to check their prescriptions and dispense medicines with instructions of taking medicines safely. In 2011, the group began Pan-India operations and currently has branches in 15 cities in India.

With an objective to give back to the society, Shri Manoj organizes free workshops and seminars with all stake holders of the healthcare industry. Photography is Shri Manoj's passion and his photographs have been published in various newspapers.

Shri Manoj Lekhrajani has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and given all other statutory disclosures / declarations and confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further he is neither disqualified from being appointed as Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Shri Manoj Lekhrajani fulfils the conditions specified in the Act and Rules made thereunder read with the Listing Regulations and such other laws / regulations for the time being in force, for appointment as an Independent Director of the Company. Taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Shri Manoj Lekhrajani possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from 06th March, 2024.

The terms and conditions of appointment of Shri Manoj Lekhrajani is open for inspection at the registered office of the company by any member during business hours on any working day of the Company. Further, brief profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the members is sought for the appointment of Shri Manoj Lekhrajani as an Independent Director of the Company, as a special resolution.

None of the Directors or Key Managerial Personnel and their respective relatives, except Shri Manoj Lekhrajani and his relatives to the extent of their shareholding, if any, in the Company, are in any way concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the special resolution set out in Item No. 1 of this Notice for the approval of Members.

Item No. 2

In view of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with provisions of Schedule V to the Companies Act, 2013 subject to required approvals, if any necessary, the resolution at Item No. 2 of the Notice seeks approval of the Members in respect of the re-appointment and payment of remuneration to Shri Milan M. Mehta as Vice Chairman & Managing Director of the Company. The present Term of Office of Shri Milan M. Mehta as Vice Chairman & Managing Director expires on 31st March, 2024. The Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on 08th February, 2024, have, subject to the approval of the members and subject to any other approvals as may be necessary, reappointed Shri Milan M. Mehta, as Vice Chairman & Managing Director of the Company, for a further period of Three Years with effect from 01st April, 2024 to 31st March, 2027, on the terms, conditions, remuneration and perquisites as set out in draft letter of appointment dated 08th February, 2024 signed by the Chairman of Nomination and Remuneration Committee is available with the Company Secretary for inspection.

Shri Milan M. Mehta, is a Promoter Director of Precision Wires India Limited, Mumbai, since its inception in 1989, a qualified Engineer, having vast and varied experience in Winding Wires Industry. Besides having knowledge of Industry Trend in General, has long experience in the Wire & Cable Industry, Engineering and Chemical Industry. With his initiative, zeal and due to his experience, our Company is market-leader in the field in India. He has contributed immensely to the performance of the Company since inception and played pivotal role in the operation and growth of the Company. The Board of Directors is of the opinion that his vast experience is very useful and is required by the Company. The Terms and Conditions as contained in the said draft Letter of Appointment dated 08th February, 2024 are reproduced hereinafter.

Period of appointment: Three Years with effect from 01st April, 2024 up to and including 31st March, 2027.

A. Salary, perquisites and other allowances:

Subject to Sections 2(78), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the said Act) read with Schedule V to the said Act and as per any other applicable statutes / provisions under Law, and subject to a ceiling of 5% or 10% of the net profits of the Company, as the case may be, as computed under Section 198 of the Act, the following remuneration shall be paid to Shri Milan M. Mehta:

Salary:

- a. Rs. 17,28,000/- (Rupees Seventeen Lakhs Twenty Eight Thousand only) per month from April 2024 to March 2025 with increase to,

- b. Rs. 18,32,000/- (Rupees Eighteen Lakhs Thirty-Two Thousand only) per month from April 2025 to March 2026 with increase to,
- c. Rs. 19,42,000/- (Rupees Nineteen Lakh Forty Two Thousand only) per month from April 2026 to March 2027.

Period: For 3 (Three) Years with effect from 1st April, 2024

Commission:

In addition to salary, perquisites and other allowances, Commission at 1% based on the Net Profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, subject to provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013.

In addition to salary and commission, the following perquisites shall be allowed to Shri Milan M. Mehta.

Perquisites:

1. Housing:

Managing Director shall be entitled to rent free furnished residential accommodation. In case no residential accommodation is provided by the company the Managing Director shall be entitled to house rent allowance as may be approved by the Board of Directors.

2. Medical Re-imburement:

Reimbursement of medical expenses incurred for Shri Milan M. Mehta and family.

3. Reimbursement of gas, electricity, water charges and furnishings.

4. Leave travel concession for Shri Milan M Mehta and family once in a year not exceeding one month's Gross salary for each year. In case leave travel concession is not availed of in any year, the same shall be allowed to be accumulated subject to a maximum of three years.

5. Entrance and Annual Fees of clubs subject to a maximum of two clubs.

6. Personal accident insurance subject to a maximum premium of Rs 64000/- per annum and third party insurance for a maximum amount of Rs. 3 Crore.

7. Provision of car for business as well as for personal purposes with driver and including maintenance and insurance of car and third party insurance

8. Two Landline Telephone, one Mobile & Internet connection at the residence for business as well as personal use.

9. Provision of services of two domestic servants at his residence or reimbursement of expenses incurred on such two servants at his residence.

10. Earned / Privilege Leave on full pay and allowances as per Rules of the Company but not more than one month's leave for every eleven months of service shall be allowed.

Shri Milan M Mehta shall also be paid the following perquisites, which shall not be included in the computation of the ceiling on the remuneration in the event the company has no profit or its profits are inadequate in any financial year during the aforesaid period:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

Explanation: 'Family' means the spouse, children and dependent parents of the Managing Director.

In the event of loss or inadequacy of profits in any financial year of the Company during the currency of tenure of the Managing Director, the payment of above Salary and perquisites and other allowances shall be governed by and paid in accordance with the limits and conditions prescribed under Section II of Part II of the Schedule v to the Companies Act, 2013 or any amendment thereof.

B. Other Terms:

- a) As long as Shri Milan M. Mehta is functioning as Managing Director of the Company no sitting fees will be paid to him for the meetings of the Board of the Directors or any Committee thereof attended by him.
- b) The Managing Director shall be entitled to re-imburement of all actual expenses, including entertainment, traveling, Hotel and other expenses incurred by him in India and abroad exclusively on the company's business.
- c) This a contractual appointment and either party shall be entitled to terminate this appointment by giving to the other party ninety (90) days' notice in writing without showing any cause.

- d) No severance fees are payable to any of the Managerial Personnel including Executive Directors. The above remuneration package of Managing Director and Vice Chairman, Shri Milan M Mehta has been recommended by the Nomination & Remuneration Committee and approved by the Board in the Meeting held on 08th February, 2024 at Mumbai and the same is subject to the approval of the Members through Postal Ballot.

This appointment is also subject to the further particulars as per Part II, Section II of the Schedule V to the Companies Act, 2013:

- i. The Board of Directors and also Nomination and Remuneration Committee (N&RC) of the Board have approved the terms of remuneration payable to Shri Milan M. Mehta, as mentioned hereinabove at its meeting held on 08th February, 2024, which are in accordance with the provisions of Schedule V to the Companies Act, 2013
- ii. The company has not made any default in repayment of any of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of Shri Milan M. Mehta
- iii. The appointment of Shri Milan M. Mehta as Vice Chairman & Managing Director of the Company with effect from 01st April, 2024 is being proposed to be made by a Special Resolution of the Company through Postal ballot for payment of remuneration for a period not exceeding Three years.

The Draft Re-appointment Letter dated 08th February, 2024 referred to the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company except Saturday, Sunday and Holidays.

The brief profile and other information of Shri Milan Mahendra Mehta is given in this Notice in compliance of SEBI Listing Regulations and SS-2 on General Meeting.

Brief Profile:

The Vice Chairman and Managing Director, Shri Milan M. Mehta is a founder promoter, a qualified Electric and Electronic Engineer from U.S.A. He has, by now, all around firsthand experience in management, administration, marketing, accounts and technology for more than 35 years in Wire-Cable, Non-Ferrous Metal and Resins / Insulated Varnish Industries. The company has performed and progressed extremely well under his leadership.

Shri Milan M. Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 1/- each, amounting to 8.46% of the paid up capital of the Company. He is related to Shri Mahendra R. Mehta, Chairman, Shri Deepak M. Mehta, Whole-time Director, Shri Nirbhay D. Mehta, Senior Vice President and Shri Arjun Mehta, Vice President of the Company. No other Director except as stated above, Key Managerial personnel or relative is concerned or interested in the Resolution at Item No. 2 of this Notice.

**By Order of the Board
For Precision Wires India Limited**

Sd/-

**Mahendra R Mehta
Chairman
DIN: 0003558**

**Place: Mumbai
Dated: 08th February, 2024**

PRECISION WIRES INDIA LIMITED

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

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS- 2), the details of the Directors proposed to be appointed and re-appointed through Postal Ballot process are given below:

Name of Director	Shri Manoj Lekhrajani	Shri Milan Mahendra Mehta
DIN	02012312	00003624
Date of Birth	07/09/1961	16/09/1962
Age	62 years	61 years
Date of first appointment on the Board of the Company	06 th March, 2024	23 rd November, 1989
Qualification	B. Pharm from Principal K.M. Kundanai College of Pharmacy in 1983	Qualified Electric & Electronic Engineer from U.S.A
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Terms and Conditions of Appointment/ Re-appointment	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Remuneration last Drawn (including sitting fees, if any) during the year 2022-23	Not applicable	Rs. 313.02 Lakhs
Remuneration Proposed to be paid	Sitting as per the Company's policy	Refer Notice and Explanatory Statement
Number of Board Meeting attended during the year as on 10.03.2024	No Board Meeting held since the date of Shri Manoj Lekhrajani's appointment	During the FY 2023-24 (till 10.03.2024) the Board met 5 times and Shri Milan M. Mehta attended all the 5 Board Meetings.
Directorships held in other companies including equity listed companies and excluding foreign companies	- Pharmapoint (India) Private Limited - Absolute Distribution Solutions Private Limited	- Galvawire Agencies Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	None	Precision Wires India Limited Audit Committee-Member CSR Committee-Member Risk management Committee-Member Stakeholder Relationship Committee-Member
Listed entities from which the Director has resigned from Directorship in last 3 years	None	None
Shareholding of Director in the Company (As on 10.03.2024)	Nil	1,51,23,345 equity shares
Relationship with other Director/ Key Managerial Personnel ('KMP')	None	Shri Mahendra R. Mehta, Chairman, Shri Deepak M. Mehta, Whole-time Director, Shri Nirbhay D. Mehta, Senior Vice President and Shri Arjun Mehta, Vice President

