



D P WIRES LIMITED

+91 88789 31861, +91 7412 261130

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

www.dpwires.co.in

October 4th, 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
--	---

NSE Scrip – DPWIRES & BSE Scrip: 543962

Dear Sir,

Sub: Notice of the Extra-ordinary General Meeting of the Company

Ref: Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We are attaching herewith the Notice convening Extraordinary General Meeting (“EGM”) of the Company scheduled on Thursday, 26 October, 2023 at 12:30 PM (“IST”) through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”) to transact the business as set forth in the notice of the meeting.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) The Company is providing its members with the facility to exercise their right to vote in respect of resolution as specified in EGM Notice, through electronic means via the Remote e-Voting platform and during the EGM through e-Voting and has engaged the services of CDSL for the said purpose.

The Company has fixed Cut-off date for determining the eligibility of shareholders to cast their votes and participation at EGM through video conferencing (VC)/ other audio-visual means (OAVM) as Friday, October 20, 2023.

Kindly note that the Company has completed dispatch of the Notice of EGM through email to all shareholders on October 4, 2023 whose email IDs are registered with the Company/ Depositories / RTA as on September 29, 2023 being the cut-off date for determining shareholders for sending Notice of EGM. The Notice of EGM is also available on the website of the Company at www.dpwires.co.in.

CIN: L27100MP1998PLC029523

Registered Office

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



D P WIRES LIMITED

+91 88789 31861, +91 7412 261130

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

www.dpwires.co.in

Please find the below calendar set in terms of the Companies Act, 2013 and the rules framed thereunder read with SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015 for your reference:

Particulars of events	Scheduled dates
Cut-off date for voting by the shareholders to cast their votes and participation in EGM through VC. (The members as on cut-off date would be eligible to cast their votes through remote e-voting and e-voting during the EGM)	Friday, October 20, 2023.
Remote e-voting will commence on	Monday, 23 October, 2023 at 09:00 A.M.
Remote e-Voting will end on	Wednesday, 25 October, 2023 at 5:00 P.M.
Day, date and time of EGM	Thursday, 26 October, 2023 at 12.30 PM

You are requested to take the same on your records.

Thanking you,

For D P WIRES LIMITED

CS KrutikaMaheshwari

Company Secretary and Compliance Officer



CIN: L27100MP1998PLC029523

Registered Office

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



D P WIRES LIMITED

CIN: L27100MP1998PLC029523

Registered Office: 16-18A, Industrial Estate, Ratlam, Madhya Pradesh, India, 457001

Email: info@dpkataria.com | Website: www.dpwires.co.in

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

To,
The Members of
D P WIRES LIMITED

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of D P Wires Limited will be held on Thursday, October 26, 2023, at 12.30 P.M. through Video Conferencing (VC) facility/Other Audio-Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

Item No. 1 – To increase the Authorized Share Capital of the Company and consequent amendment to Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty lakhs) Equity Shares of face value Rs. 10/- each to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of face value Rs. 10/- each by increasing of 40,00,000 (Forty Lakhs) Equity Shares of face value Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be substituted and shall be read as following Clause:

V. The Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lacs) equity shares of Rs. 10/- each, with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions, as the case may be determined by or in accordance with the regulations of the Company and to modify or to abrogate such rights, privileges or conditions, in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub divide the shares or issue shares of such higher or lower denomination, as permitted by the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or a Committee thereof or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company as they may think fit and to file the necessary forms including e - form with the concerned Registrar of Companies.”

Item No. 2 – Issue of Bonus Shares:

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

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of Rs. 1,93,82,850 (One Crore Ninety Three Lakhs Eighty Two Thousand Eight Hundred Fifty Rupees) out of the free reserves created out of profits of the Company for the purpose of issuance of bonus shares to the shareholders of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depositories as on the record date to be determined by the Board in proportion of 1:7 i.e. 1 (One) equity share of nominal value Rs.10/- (Rupees Ten Only) each for every 7 (Seven) equity shares of nominal value of Rs.10/- (Rupees Ten Only) each;

RESOLVED FURTHER THAT the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of dividend;

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus equity shares and members who hold the equity shares in dematerialized form as on the record date, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective depository participants;

RESOLVED FURTHER THAT the Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the record date as may be fixed in this regard by the Board;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Foreign Nationals, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT no members shall entitle to a fraction of an equity share as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer and all fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced;

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore, the issuance of equity shares or securities representing the same, any of the Directors of the Company or other designated officers of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto;

RESOLVED FURTHER THAT any of the directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

By the Order of Board of Directors
For D P WIRES LIMITED

Sd/-
Krutika Maheshwari
Company Secretary

Registered Office: 16-18A, Industrial
Estate, Ratlam, Madhya Pradesh, India,
457001
CIN:L27100MP1998PLC029523
Website:www.dpwires.co.in
E-mail:info@dpkataria.com
Tel. No.:+91 8878931861

Date: September 29, 2023
Place: Ratlam

NOTES:

1. Pursuant to the Circular No.09/2023 dated September 25,2023 read together with Circular No.11/2022 dated December 28, 2022, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated December 28, 2022, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
6. The Notice calling the EGM has been uploaded on the website of the Company at www.dpwires.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.cdslindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose GMs were due to be held in the year 2020, or become due in the year 2021, to conduct their GMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins at 9:00 a.m. (IST) on October 23, 2023 and ends at 05:00 p.m. (IST) on October 25, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of October 20, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

- (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 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 above said 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, 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 an 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.nsdl.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.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 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	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.

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 toll free no. 1800 22 55 33
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.
- (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 details can be used only for e-voting on the resolutions contained in this Notice.
- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) 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.
- It is Mandatory that, 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; info@dpkataria.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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:

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.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@dpkataria.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No 1:

The Board of Directors of the Company at their meeting held on September 29, 2023 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 1 : 7 i.e. 1 (one) new equity share of Rs. 10/- each of the Company for every 7 (seven) existing equity share of Rs. 10/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board / Committee of the Board or any officers authorized by the Board, by capitalization of a sum of Rs. 1,93,82,850/- (Rupees One Crore Ninety Three Lakh Eighty Two Thousand Eight Hundred and Fifty Only) from the free Reserves and/or Securities Premium Account. The same is proposed to be applied in full by issuing at par 19,38,285 new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase to Rs. 15,50,62,850/- consisting of 15,50,62,85 equity shares of Rs. 10/- each.

Presently the Authorized Share Capital of the company is Rs. 14,00,00,000/- (Rs. Fourteen Crores Only) consisting of 14,00,00,000 equity shares of Rs. 10/- each and therefore if the proposal for issue of Bonus shares is to be considered, the Authorized Capital of the company is required to be increased before consideration of Bonus issue and to meet any future diversification and expansion activities of the Company.

The resolution is therefore to increase the authorized share capital of the company from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lacs) equity shares of Rs. 10/- each to Rs. 18,00,00,000 (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lacs) equity shares of Rs. 10/- each by creation of further 40,00,000 (Forty Lakh) equity shares.

Shareholders' attention is also invited to the fact that the existing Clause 5 of Memorandum of Association specify the present Authorized Share Capital of your Company. As there are proposals to increase the Authorized Share Capital from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lacs) equity shares of Rs. 10/- each to Rs. 18,00,00,000 (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lacs) equity shares of Rs. 10/- each by creation of further 40,00,000 (Forty Lakh) equity shares.

In view of the foregoing, the existing Capital Clause 5 in the Memorandum of Association and Article 4 in the Articles of Association of the Company relating to Share Capital also need relevant amendment to give effect to the increase in authorized share capital of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on September 29, 2023 considered it desirable to increase the authorized share capital of the company and aforesaid amendment in Memorandum of Association of the Company in view of proposal for issue of Bonus Shares.

The Board of Directors of the Company recommends the Ordinary Resolution in respect of Increase in Authorized Share Capital and consequent Amendment in Memorandum of Association of the Company as set out in the accompanied Notice for approval of the shareholders.

The updated copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection of Members be accessible at link: <https://drive.google.com/file/d/1f8GoSPHA4G7GI0BXn7VWML5Svbg-FMs/view?usp=sharing>

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Item No 2:

The Board of Directors at their meeting held on September 29, 2023 have recommended the issue of bonus shares subject to approval of the Shareholders in the proportion of 1 : 7 i. e. 1 (one) new equity share of Rs. 10/- each of the Company for every 7 (Seven) existing equity share of Rs. 10/- each fully paid up of the Company held by the shareholders on Record Date to be hereafter fixed by the Board/ Committee of the Board or any officers authorized by the Board, by capitalization of a sum of Rs. 1,93,82,850/- (Rupees One Crore Ninety-Three Lakh Eighty-Two Thousand Eight Hundred and Fifty Only) from the free Reserves or Securities Premium Account. The same is proposed to be applied in full by issuing at par 19,38,285 new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase to Rs. 15,50,62,850/- consisting of 15,50,62,85 equity shares of Rs. 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities or Government. As per Article 226 of the Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of free reserves and/or Securities Premium Account. The new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted.

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of the profit and loss account for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed.

The Bonus Shares on allotment shall rank pari-passu with existing equity shares of the Company and the Bonus shares are entitled for dividend declared after allotment of shares. The proposed bonus shares are not in lieu of Dividend.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company or any officer(s) authorized by the Board to complete all the regulatory formalities as prescribed by SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares. The Board of Directors of the Company recommends the Ordinary Resolution as set out in the accompanied Notice for approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 of this Notice except to the extent of their shareholding in the Company.

By the Order of Board of Directors
For D P WIRES LIMITED

Sd/-
Krutika Maheshwari
Company Secretary

Date: September 29, 2023
Place: Ratlam

Registered Office: 16-18A, Industrial
Estate, Ratlam, Madhya Pradesh, India,
457001
CIN: L27100MP1998PLC029523
Website:www.dpwires.co.in
E-mail:info@dpkataria.com
Tel. No.:+91 8878931861