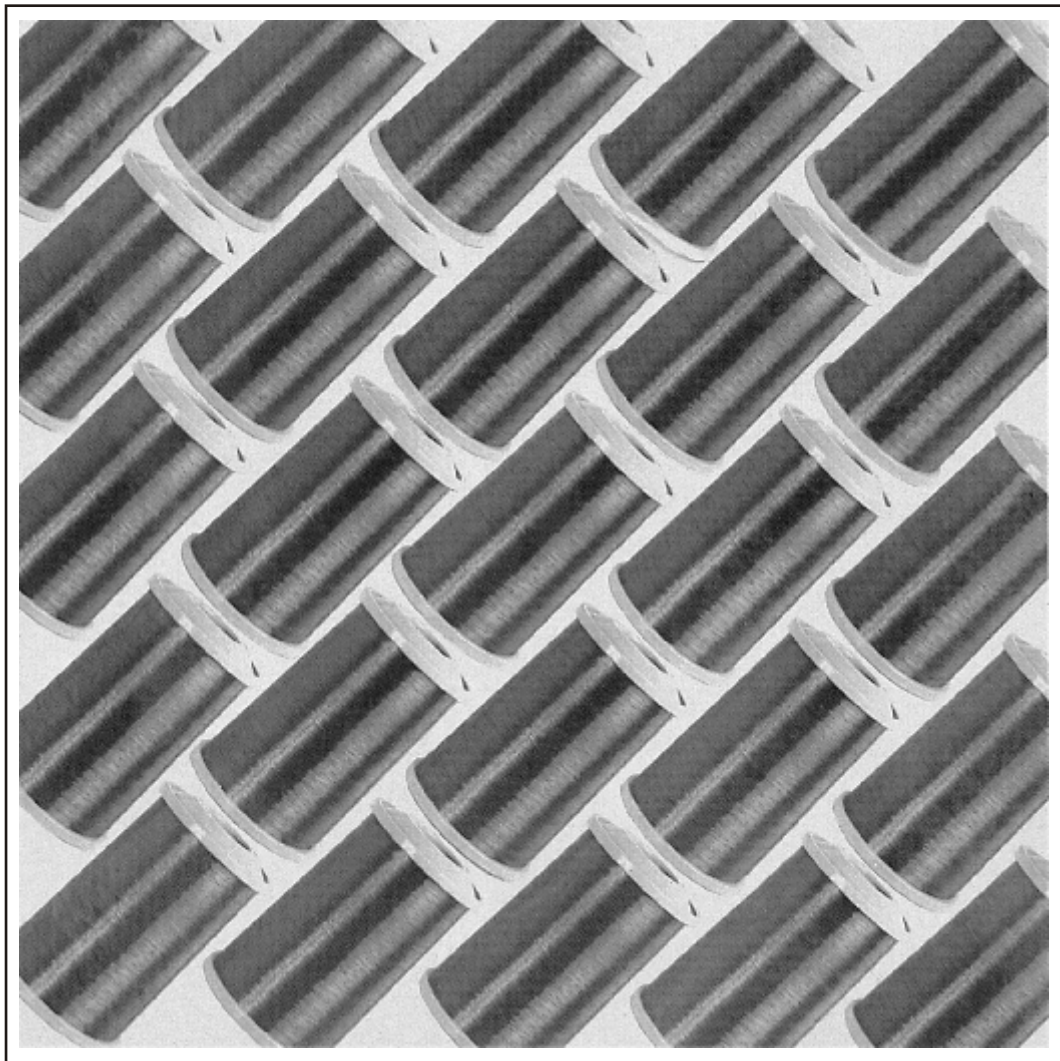


26th
Annual Report
2014-2015



PRECISION WIRES INDIA LIMITED

Financial Highlights

Rupees in Lacs

| | 2014/15 | 2013/14 | 2012/13 | 2011/12 | 2010/11 |
|---|-----------|-----------|-----------|-----------|-----------|
| Equity Share Capital (Paid up) | 1,156.36 | 1,156.36 | 1,156.36 | 1,156.36 | 1,156.36 |
| Reserves & Surplus | 17,528.49 | 19,154.31 | 19,063.43 | 17,992.69 | 16,982.86 |
| Provision for Deferred Tax Liability (net) | 561.37 | 1,795.91 | 1,691.83 | 1,672.98 | 1,784.11 |
| Current Assets | 26,734.23 | 30,527.62 | 39,241.27 | 30,122.38 | 32,631.37 |
| Current Liabilities | 16,374.85 | 21,127.55 | 30,355.87 | 23,885.44 | 20,543.93 |
| Inventories | 9,526.49 | 7,542.25 | 9,813.43 | 7,610.71 | 4,876.66 |
| Sundry Debtors | 13,750.10 | 18,599.89 | 19,260.05 | 16,834.52 | 19,187.81 |
| Creditors | 10,755.77 | 14,166.09 | 17,732.12 | 15,317.87 | 14,878.18 |
| Secured Loans | 3,462.52 | 4,769.04 | 5,373.65 | 5,226.70 | 5,448.51 |
| Financial Charges | 1,421.89 | 286.78 | 506.85 | 595.32 | 477.04 |
| Depreciation | 1,959.03 | 1,181.01 | 1,257.41 | 1,293.52 | 1,224.74 |
| Income Tax (incl. Deferred Tax) | 667.67 | 862.07 | 792.41 | 549.78 | 1,556.53 |
| Dividend paid Per Equity Share Rs. | @ 5.50 | 10.00 | 4.00 | 3.00 | 6.00 |
| Book Value of Shares Rs. | 161.57 | 175.64 | 174.85 | 165.59 | 156.86 |
| E.P.S. Rs. | 8.74 | 12.49 | 13.80 | 12.23 | 26.81 |
| No. of Shareholders | 8,696 | 8,506 | 8,537 | 8,988 | 9,191 |

@ Proposed

PRECISION WIRES INDIA LIMITED



BOARD OF DIRECTORS:

| | | |
|-------------------------|---|--------------------------------------|
| Shri Mahendra R. Mehta | – | Chairman and Managing Director & CEO |
| Shri Milan M. Mehta | – | Vice Chairman and Managing Director |
| Shri Deepak M. Mehta | – | Whole time Director |
| Shri P. N. Vencatesan * | | |
| Shri Vijay M. Crishna * | | |
| Shri A. P. Kothari * | | |
| Shri P. R. Merchant * | | |
| Shri Pradip Roy * | | |
| Smt Swati Maheshwari** | | |

*Independent & Non-Executive Directors.

** Additional Director (Appointed on 10th February, 2015)

| | | |
|--|---|---|
| COMPANY SECRETARY | : | Smt Nishthi Hareesh Dharmani |
| CFO and GM Finance & Accounts | : | Shri C. Mohandas Pai |
| BANKERS | : | Bank of Baroda, Palej 392 220, Dist. Bharuch, Gujarat |
| AUDITORS | : | S R Divatia & Co., Chartered Accountants, Mumbai |
| REGISTERED OFFICE | : | Saiman House, J A Raul Street, Off Sayani Road, Prabhadevi, Mumbai-400 025. Telephone : 91-22-24376281 Fax : 91-22-24370687 Email : mumbai@pwil.net Website : www.precisionwires.com CIN : L31300MH1989PLC054356 |

WORKS :

UNIT I & UNIT II: ATLAS WIRES
Plot Survey No. 125/2
Amla Hanuman (66KVA) Road
Silvassa 396 230
(Union Territory of Dadra & Nagar Haveli)

PALEJ UNIT : ATLAS WIRES
Plot No. 3, G.I.D.C.
N.H. No. 8, Palej 392 220
Dist. Bharuch
(Gujarat)

PALGHAR UNIT :
Plot No. 44,
Phase I, Genesis
Industrial Complex,
Kolgaon, Palghar,
Dist. Thane - 401404,
Maharashtra

REGISTRAR AND TRANSFER AGENTS :

Sharepro Services (India) Private Limited
Samhita Warehousing Complex,
Warehouse No. 52 & 53, Plot No. 13AB,
2nd Floor, Sakinaka, Mumbai 400 072.
Tel No. 022-67720400 Fax No. 022-67720416;
Email Id : sharepro@shareproservices.com

Equity Shares are listed on the following Stock Exchanges:

Bombay Stock Exchange Ltd (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 023.

National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Plot No. C/1
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai 400 051.

NOTICE TO THE MEMBER

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Precision Wires India Limited (CIN: L31300MH1989PLC054356) will be held on Friday, 28th August, 2015 at 2.30 PM, at the Hall of The Mysore Association, 1st Floor, 393, Bhau Daji Road, Maheshwari Udyan (King Circle), Matunga (Central Railway), Mumbai - 400 019 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm and approve Two Interim Dividends paid and declare Final Dividend payable for the Financial year ending 31st March, 2015.
3. To Appoint a Director in place of Shri Milan M. Mehta (DIN: 00003624), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

4. **Appointment of Statutory Auditors:**

"RESOLVED THAT pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S R Divatia & Company, Chartered Accountants, Mumbai having ICAI Firm Registration No. 102646W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **Ratification of Remuneration to Cost Auditor:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Gangan and Company, the Cost Auditors having Firm Registration No. 100651 appointed by the Board of Directors of the Company, as Cost Auditor of the Company to conduct the audit of the cost accounting records for Product Heading 8544 (Winding Wires Made of Copper) manufactured at all the plants of the Company for the financial year 2015-16 ending 31-03-2016, at a remuneration of Rs. 3,00,000/- (Rupees Three Lacs only) plus applicable Service Tax be and is hereby ratified and confirmed."

6. **Re-appointment of Shri Milan M. Mehta (holding DIN00003624) as a Vice Chairman & Managing Director:**

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

RESOLVED THAT pursuant to and in accordance with the provisions of Sections 2 (78) 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force thereto) and subject to such sanctions and approvals as may be necessary in law, approval of the Company be and is hereby accorded to the re-appointment of Shri Milan M. Mehta (holding DIN00003624) as a Vice Chairman & Managing Director, designated as Executive Director of the Company, for a period of Three years with effect from 1st April, 2015 to 31st March, 2018, on remuneration and the terms and conditions as set out in the Letter of Appointment dated 10th February, 2015, a copy whereof initialed by the Chairman for the purpose of identification is placed before this meeting, which Letter of Appointment dated 10th February, 2015, is hereby specifically approved and sanctioned with the liberty to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee (N&RC) constituted by the Board) to alter, vary and modify the terms and conditions of the said appointment and/or remuneration including commission, perquisites and other allowances and/or the letter of appointment in such manner as may be agreed by the Board of Directors and Shri Milan M. Mehta within and in accordance with and subject to the limits and conditions prescribed in Schedule V to the Companies Act, 2013, or any statutory amendments and modifications thereto, and if necessary as may be stipulated by the Central Government and as may be agreed to accordingly between Board of Directors and Shri Milan M. Mehta.

RESOLVED FURTHER THAT subject to the provisions of Sections 2 (78) 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Shri Milan M. Mehta as Vice Chairman & Managing Director by way of salary, perquisites, commission and other allowances shall not exceed five percent of the profits of the Company computed under Section 197 of the Companies Act, 2013 and if the Company has more than one managerial personal, ten percent of such net profits for all such managerial personnel of the Company together in that financial year.

RESOLVED FURTHER THAT notwithstanding anything stated hereinabove if in any financial year of the company during the currency of tenure of Shri Milan M. Mehta as Vice Chairman & Managing Director of the company, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances shall be governed by and paid in accordance with the limits and conditions prescribed in Part II of the Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and may take such steps considered necessary, expedient or desirable in the best interest of the Company.

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the

NOTICE TO THE MEMBER

Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Mrs. Swati Gokul Maheshwari (DIN: 07091067), who was appointed as an Additional Director of the Company with effect from 10th February, 2015 not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as Woman Director of the Company, in the category of Independent Non Executive Director, to hold office upto three consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2018."

8. To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting of the shareholders of the Company held on September 29, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 600 Crores (Rupees Six Hundred Crores only)."

9. To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting of the shareholders of the Company held on September 29, 2014 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages / charges / hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 600 Crores

(Rupees Six Hundred Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public."

10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. Sub-Division of Equity Shares from the Existing Face Value of Rs. 10/- per share to Rs. 5/- per share:

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

"RESOLVED THAT Pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 7(b) of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having existing Face value of Rs. 10/- (Rupees Ten only) into 2 (Two) Equity Shares of Face value of Rs. 5/- (Rupee Five only) each fully paid-up and consequently, the Authorized Equity Share Capital of the Company of Rs. 15,00,00,000/- (Rupees Fifteen Crore only) would comprise of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each and 30,00,000 (Thirty Lakhs) unclassified share of Rs. 10/- (Rupees Ten) with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 2 (Two) Equity shares of the Face value of Rs. 5/- (Rupees Five only) each fully paid-up, with effect from the record date.

RESOLVED FURTHER THAT on sub-division, the 2 (Two) Equity Shares of the Face value of Rs. 5/- (Rupees Five only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT Upon sub-division of Equity Shares of the Company as aforesaid, the existing share

NOTICE TO THE MEMBER

certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division. The Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. **To Amend clause V of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the

Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

- V. The Authorized Shares Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupee Five) each and 30,00,000 (Thirty Lakhs) unclassified Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by Articles of Association of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred, Qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the AOA of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

By Order of the Board

Nishthi H Dharmani
Company Secretary

Registered Office:

Saiman House, JARaul Street,
Off Sayani Road, Prabhadevi,
Mumbai - 400 025

Mumbai
23rd July, 2015.

IMPORTANT NOTES:

- The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 21st August, 2015 to Friday 28th August, 2015 (both days inclusive) for annual closing and determining the eligibility of the shareholders to the final dividend for FY 2014-15.
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 5 to 12 of the notice set out above is annexed herewith. Which sets out details relating to Special Business at the meeting, is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before

the commencement of the 26th Annual General Meeting. A proxy form is sent herewith, Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolution / authority, as applicable.

- Final Dividend of Rs. 2.50 (25%) per equity share has been recommended by the Board of Directors for the Financial year ended 31st March, 2015 and subject to the approval of the shareholders at the Annual General Meeting will be paid to those share holders whose names appear as Member in the Register of Members as on 28th August, 2015. First Interim Dividend at the rate of Rs. 2/- and Second Interim Dividend at the rate of Re. 1/- for the year 2014, per equity share, were paid on time.
- a) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

NOTICE TO THE MEMBER

- b) Members holding shares in physical form and desirous to change their addresses, if any, or registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend and also their email id for the purpose of receiving the communication electronically, are requested to write M/s. Sharepro Services (India) Private Ltd., Samhita Warehousing Complex, Warehouse No. 52 & 53, Plot No.13AB, 2nd Floor, Sakinaka, Mumbai - 400 072, the Registrar and Share Transfer Agents of the Company.
 - c) Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company / RTA / Depository Participant, as the case may be.
6. Pursuant to provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified). The Company has transferred on due dates, the unpaid/unclaimed dividend amount for the Financial Year ended up to 31.03.2007 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 29th Sept, 2014 (date of the last Annual General Meeting) on the Website of the Company (www.precisionwires.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).
- Dividend for financial year ended 31.03.2008 declared on 27.09.2008 is due for such transfer to IEPF on or about 26.09.2015. Members who have not yet encashed their dividend warrants for financial year ended 31.03.2008 onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company / Registrars and Transfer Agents.
7. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2015 is being sent to all the members whose email address(es) are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same. Members, who have not yet registered their email address with the Company / RTA / Depository Participant, are requested to do the same. Members can also submit their request for registration of

their e-mail ID along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

Members other than above, physical copies of the Annual Report are being sent in the permitted mode.

The Notice of the 26th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.precisionwires.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

8. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.

9. **Voting through electronic means:**

- I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, members can exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting facility made available by the Company through Central Depository Services Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- A) The voting period begins on Tuesday, 25th August, 2015, (10.00 a.m.), and ends on Thursday, 27th August, 2015 (5.00 p.m.). 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 Friday, 21st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

NOTICE TO THE MEMBER

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(C) The e-voting period commences on Tuesday, 25th August, 2015 (10.00 a.m.) and ends on Thursday, 27th August, 2015 (5.00 p.m.). 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) Friday, 21st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time.

(D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

IMPORTANT NOTES : (ONLY FOR AGM)

- The cut-off date considered for despatch of Notice of AGM for physical as well as demat shareholding is Friday, 24th July, 2015.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting.
- Mrs. Ragini Chokshi & Company, Company Secretaries Firm, (Membership No. 2390) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

NOTICE TO THE MEMBER

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act").

Agenda Item No. 5:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Gangan and Company, as Cost Auditors for the financial year 2015-16 at a remuneration of Rs. 3 Lacs (Rupees Three Lacs).

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2015-16 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set-out at Item No. 5 of the Notice for approval of the Shareholders.

Agenda Item No. 6:

Re-appointment of Shri Milan M. Mehta, Vice Chairman & Managing Director:

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with provisions of schedule V of the Companies Act, 2013 without requiring the approval of the Central Government the resolution at Item No. 6 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, 2015. The Board of Directors of the Company at its Meeting held on 10th February, 2015, has subject to the approval of the Members of the Company in General Meeting and any other approvals as may be necessary, re-appointed Shri Milan M. Mehta, as Vice Chairman & Managing Director vide letter of appointment dated 10th February, 2015, for a further period of Three Years with effect from 1st April, 2015 to 31st March, 2018.

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 and Cable Industry, Engineering and Chemical Industry. With his initiative and zeal and due to his experience, our Company is market-Leader in the field in India. The Board of Directors recommends his re-appointment as Vice Chairman & Managing Director of the Company for a period of Three Years w.e.f. 1st April, 2015 to 31st March, 2018.

The Principal Terms and Conditions as contained in the said Letter of Appointment dated 10th February, 2015 are as under:

Period:

For 3 Years with effect from 1st April, 2015 up to 31st March, 2018.

A) Salary, Perquisites and Other Allowances:

Gross Remuneration:

- a) For the Fiscal Year 2015-16 – commencing from 1st April :- Rs. 1,06,40,000/- (Rupees One Crore Six Lacs Forty Thousand) for the year inclusive of payment of Commission at 1% based on the Profit of the Company computed u/s 198 of the Companies Act, 2013. But excluding Perquisites and provision for gratuity. However Company's Contribution to Provident Fund shall be computed on amount Rs. 15,000/- (Rupees Fifteen Thousand) per month i.e. Rs. 1,80,000/- (Rupees One Lac Eighty Thousand) per year and therefore the liability of the Company in this regard shall be Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred) towards contribution for Provident Fund per year.
- b) For the Fiscal Year 2016-17 :- Gross Remuneration payable shall be 10% (Ten percentages) more, over and above the amount paid during Fiscal Year 2015-16 inclusive of payment of Commission at 1% based on the Profit of the Company computed u/s 198 of the Companies Act 2013. But excluding Perquisites and provision for gratuity. However Company's

Contribution to Provident Fund shall be computed on the amount Rs. 15,000/- (Rupees Fifteen Thousand) per month i.e. Rs. 1,80,000 (Rupees One Lac Eighty Thousand) per year and therefore the liability of the Company in this regard shall be Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred) per year towards contribution for provident Fund.

- c) For the Fiscal Year 2017-18 :- Gross Remuneration payable shall be 10% (Ten percentage) more, over and above the amount paid during Fiscal Year 2016-17 inclusive of payment of Commission at 1% based on the Profit of the Company computed u/s 198 of the Companies Act, 2013. But excluding Perquisites and provision for gratuity. However Company's Contribution to Provident Fund shall be computed on the amount Rs. 15,000/- (Rupees Fifteen Thousand) per month i.e. Rs. 1,80,000 (Rupees One Lac Eighty Thousand) per year and therefore the liability of the Company in this regard shall be Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred) per year towards contribution for Provident Fund.

Director is not entitled to Bonus but is entitled to Provident Fund and Retirement Gratuity in accordance with Law. The Company does not have any Stock Option Plan for its Employees or other Managerial Personnel. There is no other performance linked component of the remuneration. Variable component of the above Remuneration is Commission payable based on the Profits of the Company as stipulated in the foregoing paragraph.

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-imbursement:
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 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. 10,000/- per annum and third party insurance for a maximum amount of Rs. 50,00,000/-.
7. Provision of car for business as well as for personal purposes with driver.
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.

NOTICE TO THE MEMBER

- 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.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Vice Chairman & Managing Director, the Company has no profits or its profits are inadequate in any financial year of the Company during the currency of tenure of the Vice Chairman & 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.

Other terms

- a) As long as Shri Milan M. Mehta is functioning as Vice Chairman & Managing Director of the Company no sitting fees will be paid to him for the meetings of the Board of Directors or any Committee thereof attended by him.
- b) The Vice Chairman & Managing Director shall be entitled to reimbursement 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) 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.

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 (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 10th February, 2015, 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 1st April, 2015 is being proposed to be made by a Special Resolution of the Company at its ensuing Annual General Meeting to be held on Friday, 28th August, 2015 for payment of remuneration for a period not exceeding three years.

Copy of the Draft Re-appointment Letter dated 10th February, 2015 referred to the Resolution would be available for inspection with out any fee by the members at the registered office of the Company between 11.00 a.m. & 1.00 p.m. on any working day of the Company except Saturday, upto and including the date of the Annual General Meeting.

Shri Milan M. Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 10/- each, amounting to 6.82% of the paid up capital of the Company. He is related to Shri Mahendra R. Mehta, Chairman & Managing Director, Shri Deepak M. Mehta, Whole-time Director.

- (iv) Other particulars as per Section II of Part II of Schedule V to the Companies Act, 2013 are as under:

(iv) I : GENERAL INFORMATION:

- [1] Nature of Industry : The Company is engaged in manufacture of winding wires of copper.
- [2] Date of commencement of commercial production: 31.12.1992.
- [3] In case of new companies, expected date of commencement of activities - not applicable.
- [4] Financial Performance based on given indicators : (rounded off to nearest rupees in lacs)

| | 2014-15 | 2013-14 |
|----------------------|---------|---------|
| Effective Capital: | 18685 | 20616 |
| Net Profit after Tax | 1010 | 1444 |

- [5] Export Performance & foreign exchange outgo:

| | | |
|------------------------------|-------|-------|
| Exports (FOB) | 9591 | 13232 |
| Foreign Exchange Outgo [net] | 14916 | 27236 |

- [6] Foreign Investments & Collaborations if any:
No Foreign Investments.

- (iv) II : INFORMATION ABOUT THE APPOINTEE: Shri Milan M. Mehta:

- [1] Background Details: Shri Milan M. Mehta holds B.S. (E.E.) qualifications from an American University and was Technical Director of erstwhile Atlas Wires Ltd. prior to joining the Company as Managing Director in April, 1996. He has contributed immensely to the performance of the company over the years and played pivotal role in the growth of the Company.

- [2] Past Remuneration: Shri Milan M. Mehta was paid the following remuneration :

| | 2014-15 (Rs/Lacs) | 2013-14 (Rs/Lacs) |
|---|----------------------|----------------------|
| Salary | 78.00 | 73.00 |
| Perquisites | 12.45 | 14.46 |
| Commission | 0.00 | 16.30 |
| Contribution to Provident Fund & Provision for Gratuity | 16.50 | 18.19 |
| Total | 106.95 | 121.95 |

- [3] Recognition or awards: The Company has no information about it.

- [4] Job Profile and his suitability : Having regard to the vast experience as Technical Director of erstwhile Atlas Wires Ltd., and Managing Director of the Company since 1996, the Board of Directors is of the opinion that Shri Milan M. Mehta is eminently suitable to hold the position and the proposed remuneration is reasonable.

- [5] Remuneration Proposed: as per the above explanatory statement, for a period of three years from 01-04-2015 to 31-03-2018.

- [6] Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The company has no information to offer, but having regard to the versatile experience and responsibility of the position held by him, the Board of Directors is of the opinion that the proposed remuneration is reasonable.

- [7] Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:

Shri Milan M Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 10/- each, amounting to 6.82% of the paid up capital of the Company. He is related to Shri Mahendra R. Mehta, Chairman & Managing Director and Shri Deepak M. Mehta, Whole-time Director.

- (iv) III : OTHER INFORMATION:

- [1] Reasons for Loss or Inadequacy of Profits: Not applicable as Company is a profit making company.

- [2] Steps taken or proposed to be taken for improvement: Not applicable as the Company is a profit making company. However, company continues to strengthen internal procedures to control inventories and operating costs.

- [3] Expected increase in productivity and profits in measurable terms: Not applicable as the Company is a profit making company. However, considering the volatility in the price of the principal input of the company, copper rods, it is difficult to make any estimates of increase in productivity and profits in measurable terms.