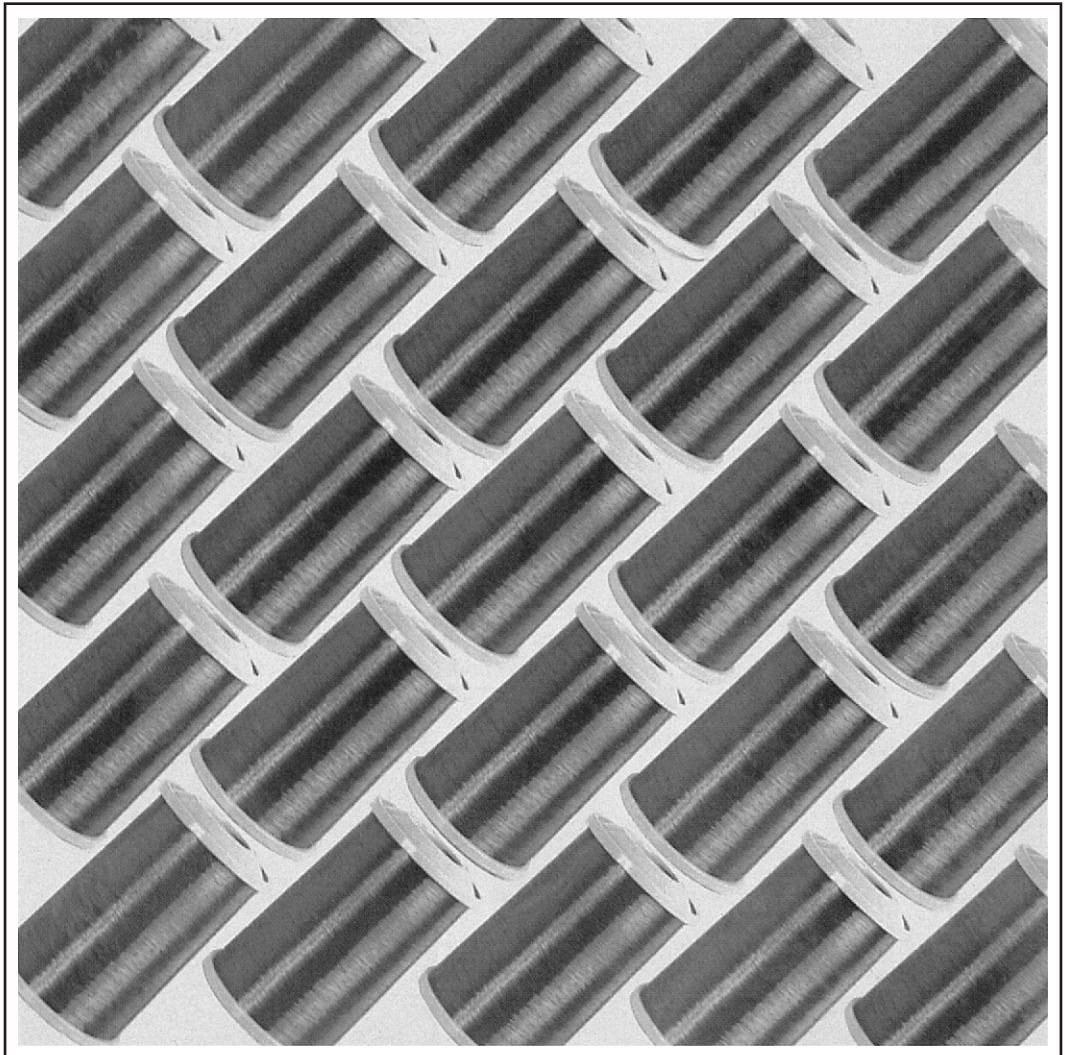


28th

Annual Report
2016-2017



PRECISION WIRES INDIA LIMITED

Financial Highlights

Rupees in Lacs

	2016/17	2015/16	2014/15	2013/14	2012/13
Equity Share Capital (Paid up)	1,156.36	1,156.36	1,156.36	1,156.36	1,156.36
Reserves & Surplus	19,553.71	18,315.41	17,528.49	19,154.31	19,063.43
Provision for Deferred Tax Liability (net)	431.45	414.32	561.37	1,795.91	1,691.83
Current Assets	31,525.86	26,201.32	26,734.23	30,527.62	39,241.27
Current Liabilities	19,120.07	15,615.39	16,374.85	21,127.55	30,355.87
Inventories	10,809.43	9,744.50	9,526.49	7,542.25	9,813.43
Sundry Debtors	18,174.52	13,500.64	13,750.10	18,599.89	19,260.05
Creditors	12,487.58	10,706.40	10,755.77	14,166.09	17,732.12
Secured Loans	1,844.50	2,779.50	3,462.52	4,769.04	5,373.65
Financial Charges	922.87	1,112.10	1,421.89	286.78	506.85
Depreciation	1,417.68	1,577.38	1,959.03	1,181.01	1,257.41
Income Tax (incl. Deferred Tax)	1,138.14	956.70	667.67	862.07	792.41
Dividend paid Per Equity Share	Rs. @ 3.50	5.25	5.50	10.00	4.00
Book Value of Shares	Rs. * 89.55	* 84.18	161.57	175.64	174.85
E.P.S.	Rs. * 9.53	* 7.33	8.74	12.49	13.80
No. of Shareholders	11,041	9,286	8,696	8,506	8,537

@ Proposed

* During FY 2015/16, (w.e.f. 23rd March, 2016, each Equity share of Rs. 10/- each was split into Two Shares of Rs. 5/- each fully paid up. Above E.P.S. and Book Value of Shares for FY 2015-16 and 2016-17 arrived at accordingly.

PRECISION WIRES INDIA LIMITED
(CIN: L31300MH1989PLC054356)



BOARD OF DIRECTORS:

- Shri Mahendra R. Mehta – Chairman and Managing Director & CEO (DIN: 00003558)
Shri Milan M. Mehta – Vice Chairman and Managing Director (DIN: 00003624)
Shri Deepak M. Mehta – Whole time Director (DIN: 00003646)

Independent & Non-Executive Directors:

- Shri P. N. Vencatesan (DIN: 00086652)
Shri Vijay M. Crishna (DIN: 00066267)
Shri A. P. Kothari (DIN: 00033730)
Shri P. R. Merchant (DIN: 00022223)
Shri Pradip Roy (DIN: 00026457)
Smt Swati Maheshwari (DIN: 07091067)

- COMPANY SECRETARY** : Smt Nishthi Haresh Dharmani
CFO and GM Finance & Accounts : CA, 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
Email : mumbai@pwil.net
Website : www.precisionwires.com
CIN : L31300MH1989PLC054356

WORKS :

UNIT I, UNIT II : ATLAS WIRES & UNIT 5:
Plot Survey No. 125/2
Amli 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. Palghar - 401 404. (M.H.)

REGISTRAR AND TRANSFER AGENTS (RTA):

Link Intime India Pvt Ltd
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083
Tel : 022- 49186270 Fax: 022- 49186060
Email : rnt.helpdesk@linkintime.co.in

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 28th Annual General Meeting of the Members of Precision Wires India Limited (CIN: L31300MH1989PLC054356) will be held on Saturday, 19th August, 2017 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:**Item No. 1 - Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon:**

"To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon."

Item No. 2 - Declaration of Dividend:

"To confirm and approve Interim Dividend paid, and declare and approve Final Dividend payable for the Financial year ended 31st March, 2017."

Item No. 3 - Appointment of Director:

To Appoint a Director in place of Shri Mahendra R. Mehta (DIN: 00003558), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item No. 4 - To Appoint Statutory Auditors with Authority to Board of Directors to determine their remuneration:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any amendments, statutory modification(s) or re-enactment(s) thereof) Ms. Parvathy Ganesh, Chartered Accountant, Mumbai having Membership No. 132282, of The Institute of Chartered Accountants of India (ICAI) and holding Certificate of practice No. 132282 issued by ICAI be and is hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. S R Divatia & Company, Chartered Accountants having ICAI Firm Registration No. 102646W, to hold office for a period of 5 years w.e.f. financial year 2017-18, from the conclusion of this Annual General Meeting until the conclusion of the Thirty Third Annual General Meeting of the Company to be held in the year 2022, subject to ratification of her appointment by the Members at every Annual General Meeting till the Thirty Third Annual General Meeting, at such remuneration as may be agreed upon by and between the Board of Directors and the Auditor."

"**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:**Item No. 5 - Ratification of Remuneration to the Cost Auditor of the Company for the Financial Year ending 31st March, 2018:**

To consider and, if thought fit, to pass 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 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments statutory modification(s) or re-enactment(s) thereof), M/s. Gangan and Company, the Cost Auditors having 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 Products produced by the Company's Plants at Plot Survey No. 125/2, Amlī Hanuman (66KVA) Road, Silvassa 396 230 (U.T. of D. & N.H.), at Plot No. 3, G.I.D.C, N.H. No. 8, Palej 392 220, Dist. Bharuch (Gujarat), and plant at Plot No. 44, Phase-I Genesis Industrial Complex, Kolgaon, Palghar - 401 404, Dist. Palghar (M.H.) for the financial year 2017-18 ending 31-03-2018, and a remuneration of Rs.3.00 Lacs (Rupees Three Lacs) plus applicable Service Tax or other Tax in lieu thereof payable to the said Cost Auditor be and is hereby ratified and confirmed."

Item No. 6 - Re-appointment of Shri Mahendra R. Mehta (holding DIN00003558) as Chairman, Managing Director and CEO:

To consider and if thought fit, to pass 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 read with the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 (including any amendments, 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 Mahendra R. Mehta (holding DIN00003558) as a Chairman, Managing Director and Chief Executive Officer of the Company for a term of Three years with effect from 1st October, 2017 to 30th September, 2020, remuneration and the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and in the Letter of Appointment dated 8th May, 2017, a copy whereof is placed before this meeting, is hereby approved and sanctioned with the liberty to the Board of Directors (the Board) (which term shall be deemed to include the Nomination and Remuneration Committee 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 and between the Board of Directors and Shri Mahendra R. Mehta 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.

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 Mahendra R. Mehta, as Chairman, Managing Director and CEO 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 personnel, ten percent of such net profits for all managerial personnel of the Company together in that financial year.

NOTICE TO THE MEMBER

RESOLVED FURTHER THAT notwithstanding anything stated hereinabove, if in any financial year of the company during the currency of tenure of Shri Mahendra R. Mehta as 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 Executive Directors of the Company and Company Secretary be and are hereby severally 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.

By Order of the Board

Nishthi H Dharmani
Company Secretary

Registered Office:

Saiman House, J A Raul Street,
Off Sayani Road, Prabhadevi,
Mumbai - 400 025

Mumbai
8th May, 2017.

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 12th August, 2017 to Saturday, 19th August, 2017 (both days inclusive) for annual closing and determining the eligibility of the shareholders to the final dividend for FY 2016-17.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 5 & 6 of the notice set out above is annexed herewith which sets out details relating to Special Business at the meeting.
3. 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 28th 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.
4. Final Dividend of Rupees 2.25 (45%) per equity share of Rs. 5/- each, has been recommended by the Board of Directors for the Financial year ended 31st March, 2017 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 Friday, 11th August, 2017. Interim dividend at the rate of Rs. 1.25 per equity share of Rs. 5/- each for the year 2016-17, was paid on time.
5. 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.**

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 to the Registrar & Transfer Agent (R & T A) of the Company M/s Link Intime India Pvt. Ltd. at their address Link Intime India Pvt Ltd, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Tel.: 022-49186270, Fax: 022-49186060 Email : mt.helpdesk@linkintime.co.in.

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 124 of the Companies Act, 2013, and corresponding Section 205C of the Companies Act, 1956, the Company has transferred on due dates, the unpaid / unclaimed Interim dividend amount for the Financial Year ended up to 31.03.2010 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 28th September, 2016 (date of the last Annual General Meeting) on the Web site of the Company (www.precisionwires.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Final Dividend for financial year ended 31.03.2010 declared on 23.07.2010 is due for such transfer to IEPF on or about 22.07.2017. Members who have not yet encashed their final dividend for financial year ended 31.03.2010 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.

NOTICE TO THE MEMBER

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, 2017 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 28th Annual General Meeting and the Annual Report for 2016-17 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.**
9. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Suspend Account:**

Pursuant to the provisions of Section 124 and 125 of the Companies Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account after complying with the procedure laid down under the "Rules".

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspend Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also

simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 4th December, 2016 to such shareholders and uploaded on the "Investors Section" of the Website of the Company viz. www.precwires.com giving details of such shareholders and shares due to transfer.

Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ('IEPF Rules 2017'), substituting, amongst other things, Rule 6 of IEPF Rules, 2016 and providing that where the period of seven years provided under the sub section (5) of Section 124 of the Companies Act, 2013 has been completed during the period from 7th September, 2016 to 31st May, 2017 (instead of 6th December, 2016), the due date of transfer of such shares shall be 31st May, 2017. Accordingly, the Company hereby provides time till 25th May, 2017 to all the shareholders who have not claimed any unclaimed/unpaid dividends for the last seven years and to whom the Company had given intimation in the manner prescribed under Rule 6 of the IEPF Rules, 2016; and to all other shareholders who have not encashed any unpaid/unclaimed dividends and where the period of seven years has been completed or being completed during the period from 7th September, 2016 to 31st May, 2017. In case valid claim is not received by 25th May, 2017, the respective shares will be credited to the designated DEMAT Account of the Authority.

There is lack of clarity on certain issues relating to this transfer of shares provided for under the "Rules" for which representations have been made to the Ministry of Corporate Affairs (MCA). The MCA vide General Circular no. 05-2017 withdrawn the earlier circular no. 03-2017. The Company has initiated the process for transfer of shares underlying the unclaimed dividend pending clarification from the MCA in compliance with the aforesaid "Rules".

Members are requested to take note of the aforesaid newly notified sections of the Companies Act, 2013 and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF. The shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the "Rules".

10. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Divatia & Co., Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of the Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of Ms. Parvathy Ganesh, Chartered Accountant, Mumbai having ICAI Membership No. 132282, holding Certificate of practice No. 132282 issued by The Institute of Chartered Accountants of India, as the Statutory Auditor at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty third Annual General Meeting of the Company to be held in the year 2022, subject to ratification of her appointment by the Members at every AGM, at such remuneration as may be

NOTICE TO THE MEMBER

mutually agreed between the Board of Directors of the Company and the Statutory Auditor.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from Ms. Parvathy Ganesh, Chartered Accountant, Mumbai having ICAI Membership No. 132282, to the effect that her appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

11. The cut-off date considered for despatch of Notice of AGM for physical as well as demat shareholding is Saturday, 15th July, 2017.
12. **Voting:**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Monday, 14th August, 2017 only shall be entitled to vote at the General Meeting either by availing the facility of remote e-voting or by Ballot Paper voting at the General Meeting.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then the vote cast through e-voting shall prevail and the vote casted through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

M/s. Ragini Chokshi & Company, Company Secretaries Firm, (Membership No. 2390) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

I. Voting through electronic means:

1. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
2. The voting period begins on Wednesday, 16th August, 2017 (10.00 a.m.), and ends on Friday, 18th August, 2017 (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, 11th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The Instructions for Members/ Shareholders for Electronic voting are as under:
 - (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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.

NOTICE TO THE MEMBER

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.
- (xx) 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
- II. Voting at AGM**
1. 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 "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.
13. Route Map showing directions to reach to the venue of the 28th AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standard-2 on "General Meeting"

NOTICE TO THE MEMBER

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act").

Agenda Item No. 5:

The Board of Directors of the Company on recommendation of the Audit Committee has approved, the appointment of M/s. Gangan & Company, Mumbai, Cost Accountant (Registration No. 100651), as Cost Auditor to conduct the audit of the cost records of Company for the Financial Year ended 31st March, 2018. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly ratification of members is sought as referred to in the resolution at Item No.5 of the Notice, for the payment of remuneration amounting to Rs. 3,00,000/- (Rupees Three Lakhs only) for cost audit plus applicable service tax and out of pocket expenses payable to the Cost Auditor for the financial year ending 31st March, 2018.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is interested or concerned financially or otherwise in the proposed Resolution set out at Item 5 of the Notice.

Agenda Item No. 6:

Re-appointment of Shri Mahendra R. Mehta, as Chairman, Managing Director and Chief Executive Officer:

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.6 of the Notice seeks approval of the Members in respect of the re-appointment and payment of remuneration to Shri Mahendra R. Mehta as Chairman, Managing Director and Chief Executive Officer of the Company. The present Term of Office of Shri Mahendra R. Mehta as Chairman, Managing Director and Chief Executive Officer expires on 30th September, 2017. Shri Mahendra R. Mehta is 88 years old and is enjoying excellent health. The Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their Meetings held on 8th May, 2017, have, subject to the approval of the Members of the Company in ensuing AGM, and subject to any other approvals as may be necessary, re-appointed Shri Mahendra R. Mehta, as Chairman, Managing Director and Chief Executive Officer of the Company, for a further period of Three Years with effect from 1st October, 2017 to 30th September, 2020, on the terms, conditions, remuneration and perquisites as set out in draft letter of appointment dated 8th May, 2017 signed by the Chairman of Nomination and Remuneration Committee is available with the Company Secretary at this Meeting for inspection.

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

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 Terms and Conditions as contained in the said draft Letter of Appointment dated 8th May, 2017 are reproduced hereinafter.

The Board of Directors is of the opinion that his vast experience is very useful and is required by the Company.

Period of appointment: Three Years with effect from 1st October, 2017 up to and including 30th September, 2020.

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 Mahendra R. Mehta:

Salary:

Rs. 3,02,000/- (Rupees Three Lacs Two Thousand only) per month for the entire duration of the term of Appointment.

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, the following perquisites shall be allowed to Shri Mahendra R. Mehta.

Perquisites:

1. Rent free furnished residential accommodation, in case no residential accommodation is provided by the company to Shri Mahendra R. Mehta shall be entitled to house rent allowance as may be approved by the Board of Directors.
2. Reimbursement of medical expenses incurred for Shri Mahendra R. Mehta and his family.
3. Reimbursement of gas, electricity, water charges and furnishings.
4. Leave travel concession for Shri Mahendra R. Mehta and family once in a year not exceeding one month's 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. Fees of clubs subject to a maximum of two clubs
6. Personal accident insurance subject to a maximum premium of Rs. 15,000/- 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. Telephone & 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.

NOTICE TO THE MEMBER

Shri Mahendra R. 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:

- 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.
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- Encashment of unutilized leave at the end of each calendar year.

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.

In the event of loss or inadequacy of profits in any financial year of the Company during the currency of tenure of the Chairman, Managing Director and Chief Executive Officer, 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:

- As long as Shri Mahendra R. Mehta is functioning as Chairman, Managing Director and Chief Executive Officer 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.
- The Chairman, Managing Director and Chief Executive Officer shall be entitled to re-imbursment of all actual expenses, including entertainment, traveling, Hotel and other expenses incurred by him in India and abroad exclusively on the company's business.
- 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.

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

- The Board of Directors and also Nomination and Remuneration Committee (N&RC) of the Board have approved the terms of remuneration payable to Shri Mahendra R. Mehta, as mentioned hereinabove at its meeting held on 8th May, 2017, which are in accordance with the provisions of Schedule V to the Companies Act, 2013.
- 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 Mahendra R. Mehta.
- The appointment of Shri Mahendra R. Mehta as Chairman, Managing Director and Chief Executive Officer of the Company with effect from 1st October, 2017 is being proposed to be made by a Special Resolution of the Company at its ensuing Annual General Meeting to be held on Saturday, 19th August, 2017 for payment of remuneration for a period not exceeding Three Years.

The Draft Re-appointment Letter dated 8th May, 2017 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. & 1.00 p.m. on any working day of the Company except Saturday, upto and including the date of the Annual General Meeting.

Shri Mahendra R. Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 5/- each, amounting to 16.79% of the paid up capital of the Company. He is related to Shri Deepak M. Mehta, Whole-time Director and Shri Milan M. Mehta, Vice Chairman and Managing Director. No other Director except as stated above, Key Managerial personnel or relative is concerned or interested in the Resolution at Item 6 of the Notice.

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

(iv) I : GENERAL INFORMATION:

- Nature of Industry: The Company is engaged in manufacture of winding wires of copper.
- Date of commencement of commercial production: 13th December, 1989.
- In case of new companies, expected date of commencement of activities - not applicable.
- Financial Performance based on given indicators : (rounded of to nearest rupees in lacs)

	<u>2016-17</u>	<u>2015-16</u>
Effective Capital:	20524	19295
Net Profit after Tax	2204	1703

- Export Performance & foreign exchange outgo:

Exports (FOB)	10349	9093
Foreign Exchange Outgo [net]	21772	17371
- Foreign Investments & Collaborations if any: None

(iv) II : INFORMATION ABOUT THE APPOINTEE: Shri Mahendra R. Mehta:

- Background Details: Shri Mahendra R. Mehta is a founder Promoter of the Company and he was Chairman & Managing Director of erstwhile Atlas Wires Ltd., prior to its amalgamation with Precision Wires India Ltd. He has contributed immensely to the performance of the company over the years and played pivotal role in the growth of the Company who is continued to be the Market-Leader in its field in India.

- Past Remuneration: Shri Mahendra R. Mehta was paid the following remuneration:

	<u>2016-17</u> <u>(Rs/Lacs)</u>	<u>2015-16</u> <u>(Rs/Lacs)</u>
Salary	39.26	38.22
Perquisites	3.42	3.64
Commission	35.89	22.28
Contribution to Provident Fund & Provision for Gratuity	1.95	5.65
Total	80.52	69.79
	=====	=====