



PRECISION WIRES INDIA LIMITED

REGD. OFFICE: SAIMAN HOUSE, J. A. RAUL STREET,
OFF SAYANI ROAD, PRABHADEVI, MUMBAI - 400 025, INDIA.
TEL: +91-22-24376281 FAX: +91-22-24370687
E-MAIL : mumbai@pwil.net
WEB: www.precisionwires.com
CIN: L31300MH1989PLC054356
WORKS: PLOT NO. 125/2, AMLI HANUMAN (66 KVA) ROAD,
SILVASSA - 396 230, U.T OF D.N.H., INDIA.
TEL: +91-260-2642614 FAX: +91-260-264235

Date: 23rd May, 2025

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

- Sub: a. Intimation of Cut-off-date (Record Date) for Extra Ordinary General Meeting.
- b. Notice of Extra Ordinary Meeting of the Company for the Financial Year ended 31st March, 2025

With regard to captioned subject matter and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, we are enclosing herewith a copy of notice of Extra Ordinary General Meeting of the Company scheduled to be held on Tuesday, 17th June, 2025, at 11.00 am, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, The cut-off date for the purpose of E voting Tuesday, 10th June, 2025

Script Code	Cut off date	EVOTING DATES	Purpose
523539/PRECWIRE	Tuesday, 10 th June, 2025	14 th June, 2025 to 16 th June, 2025	Extra Ordinary general Meeting

You are requested to take same on record.

Thanking You.

For Precision Wires India Limited

Deepika Pandey
Company Secretary & Compliance Officer

Encl: As Above



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NOTICE OF EXTRA ORDINARY MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting (“EGM”) of the shareholders (the “shareholders” or the “Members”) of Precision Wires India Limited (the “Company”) will be held on Tuesday, 17th June, 2025 at 11:00 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following special business:

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS

Item No.1: To create, offer, issue and allot fresh Equity Shares on Preferential basis to Non-Promoter(s).

To consider and pass, the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs.1/- (one) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolutions, consent and authority of the Members of the Company is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot 13,83,000 (Thirteen Lakh Eighty Three Thousand only) Equity Shares having face value of Rs. 1/- (Rupees One) each fully paid-up (“Equity Shares”) at a price of Rs. 151/ per Equity Share (Rupees One Fifty-One only) including a premium of Rs. 150 (Rupees One Fifty only) per Equity Share, on such terms and conditions as may be deemed appropriate by the Board on preferential basis to investors mentioned below:

S.N.	Name of Proposed Allottees	No of Shares	Category	Consideration (in Rs.)
1	Saraswati Commercials India Limited	10,00,000	Non-Promoter	15,10,00,000
2	Sapientia Holdings LLP	3,00,000	Non-Promoter	4,53,00,000
3	Trishakti Power Holding Private Limited	83,000	Non-Promoter	1,25,33,000

at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, 2018 or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

“RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, Friday, 16th May, 2025 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.”



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“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be allotted shall be fully paid-up for cash consideration and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company, in all respects including the payment of dividend and voting rights from the date of allotment thereof, in line with the requirements of the Regulation 160 of the SEBI ICDR Regulation.
- b. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares in line with the requirements of the Regulation 169(1) of the SEBI ICDR Regulations;
- c. The Equity Shares to be allotted on a preferential basis to persons other than the promoters & promoter group, shall be locked-in for a period of 06 (six) months from the date of trading approval, as required under Regulation 167(2) of the SEBI ICDR Regulations;
- d. The entire pre-preferential allotment holding, if any, of the Proposed Allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as required under Regulation 167(6) of the SEBI ICDR Regulations; and
- e. The Equity Shares to be allotted will be listed on the BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/ Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board”

“RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.”

“RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Warrants / Equity Shares, in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and hereby authorize Stakeholder Relationship Committee to Allot the said Equity Shares and also give approval with regards to other allied matters as may be required from time to time in this regard to complete the said allotment of Equity Shares on Preferential Basis.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any of the Executive Directors and/or the Company Secretary (which term shall include any duly constituted and authorized Committee thereof) of the Company, to take all such



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steps and to do all such acts, deeds, matters and things, as may be necessary, proper, or expedient, including agreeing to and accepting all such terms, conditions, modifications, alterations, amendments, or corrections as may be stipulated by any relevant authorities while granting approval or consent for the issue, and to execute all such documents or writings as may be required in this regard.”

Item No.2: To create, offer, issue and allot Convertible Warrants on Preferential basis to Non-Promoter(s)

To consider and pass, the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modifications(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, (“SEBI SAST Regulations”) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot up to 27,67,000 (Twenty Seven Lakh Sixty Seven Thousand only) Warrants of face value of ₹1/- each (Rupees one only) (“Warrants”), convertible into 27,67,000 fully paid-up equity share of face value of ₹1/-, within a period of 6 months (Six) months, for cash, at an issue price of Rs. 151/- (Rupees One Fifty One only) (“Issue Price”) including a premium of Rs.150/- (Rupees One Fifty only) per Warrant, which is a price equal to or higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, to the proposed allottees, in the ‘non-promoter’ category, as mentioned in the table below (hereinafter referred to as the ‘Proposed Allottees’), by way of preferential issue, on such other terms and conditions as set out herein, and in the explanatory statement to this Notice:

S.N.	Name of Proposed Allottees	No of Convertible Warrants	Category	*Consideration (in Rs.)
1	Saraswati Commercials India Limited	20,00,000	Non-Promoter	30,20,00,000
2	Sapientia Holdings LLP	6,00,000	Non-Promoter	9,06,00,000
3	Trishakti Power Holding Private Limited	1,67,000	Non-Promoter	2,52,17,000

*25% payable at the time of allotment and 75% payable at the time of conversion

“**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of such Convertible Warrants shall be, Friday, 16th May, 2025 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of Convertible Warrants and the issue price determined in accordance with SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the preferential allotment of Warrants Convertible into Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:



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- a. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on conversion of such warrants into Equity Shares within a period of Six months.
- b. In case, the Warrant holder does not exercise the right to convert the Warrants within a period of 6 months, from the date of allotment of such Warrants, the Warrants shall lapse and the upfront consideration paid in respect of such Warrants shall be forfeited by the Company, as per Regulation 169(3) of the SEBI ICDR Regulations;
- c. The Warrant itself until converted into Equity Share, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrant. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant holder.
- d. The Equity Shares to be allotted upon exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- e. The resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be, Convertible Warrants shall not be listed
- f. The Equity Shares to be allotted to the Proposed Allottees belonging to the non-promoter category, pursuant to exercise of the option attached to the Warrants, shall be locked-in for a period of 06 (six) months from the date of trading approval granted for such equity shares, as required under Regulation 167(2) of the SEBI ICDR Regulations;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/ Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board”

RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Warrants / Equity Shares, in accordance with the provisions of the Act.

“RESOLVED FURTHER THAT the said Convertible Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”



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“RESOLVED FURTHER THAT Board of Directors of the Company be and hereby authorize Stakeholder Relationship Committee to Allot the said Convertible Warrants or issue Equity Shares on conversion of such warrants and also give approval with regards to other allied matters as may be required from time to time in this regard to complete the said allotment/conversion of Equity Shares/Convertible Warrants on Preferential Basis.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution(s) under Sections 42 and 62 of the Companies Act, 2013, the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any of the Executive Directors and/or the Company Secretary of the Company (which term shall include any duly constituted and authorized Committee thereof), to take such steps and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient, including but not limited to: agreeing to and accepting all such terms, conditions, modifications, amendments, alterations, or corrections as may be stipulated by any relevant authorities while granting approval or consent for the issue and allotment of equity shares and/or convertible warrants on a preferential basis; executing and submitting all necessary documents or writings; intimating concerned statutory or regulatory authorities; and seeking listing of such equity shares on BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.”

“RESOLVED FURTHER THAT such authority shall also include the power to resolve and settle all questions, difficulties, or doubts that may arise in connection with the implementation of the said resolution(s), and to give full effect to any modifications, without being required to seek any further approval or consent of the members of the Company, and that the members shall be deemed to have expressly given their approval by virtue of this resolution.”

Item No.3: Re-Appoint Shri Deepak Mahendra Mehta, as Vice Chairman & Whole Time Director of the Company and Approval for Payment of Remuneration

To consider and if thought fit to pass the following resolution as a **Special resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Audit Committee, and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Deepak Mehta (DIN: 00003646) as Vice Chairman and Whole-Time Director of the Company, for a period of three years with effect from 01st August, 2025 to 31st July, 2028, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, which constitutes a Related Party Transaction under applicable laws.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Deepak Mehta (DIN: 00003646), Vice Chairman and Whole-Time Director, even if the annual remuneration payable to him may exceed ₹5 crores or 2.5% of the net profits of the Company (whichever is higher) in any financial year during the tenure of his appointment, and/or the aggregate remuneration payable to all Executive Directors exceeds 5% of the net profits of the Company in any such year.

RESOLVED FURTHER THAT any one of the Executive Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, making appropriate disclosures to the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in this regard.”

Item No.4: Re-appointment of Shri Nirbhay D. Mehta, as a President of the Company and Approval of Remuneration

To consider and if thought fit to pass the following resolution as a **Special resolution:**

“RESOLVED THAT pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, (hereinafter referred to as "the Act") and subject to such approvals and consents as may be necessary, the consent of



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Members be and is hereby accorded to the re-appointment of Shri Nirbhay D. Mehta, as a President of the Company w.e.f. 1st July, 2025 for a term of three years and to hold an office or place of profit in Company, on such remuneration and the terms and conditions as set out in the Letter of Appointment dated 17th May, 2025, as detailed in explanatory statement, a copy whereof initialed by the Chairman for the purpose of identification is placed before this meeting, is hereby approved and sanctioned with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter, vary, or modify the terms and conditions of the said appointment and/or remuneration including perquisites and other allowances and/or the letter of appointment, to effect change in designation and responsibilities in such manner as may be agreed by and between the Board of Directors and Shri Nirbhay D. Mehta in accordance with and subject to the limits and conditions prescribed under the Companies Act, 2013, or any statutory amendments and modifications thereto."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Three Executive Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in this regard including filling of returns with any authority".

Item No.5: Approve Revision in the Remuneration of Shri Milan Mahendra Mehta, Chairman and Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the said Act, and Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors, the consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration of Shri Milan Mahendra Mehta (DIN: 00003624), Chairman and Managing Director of the Company, by removing the existing provision of Commission as mentioned in his appointment letter dated 08th February, 2024.

RESOLVED FURTHER THAT Shri Milan Mahendra Mehta shall, as part of his managerial remuneration, be entitled to receive a Variable Annual Pay at a rate not exceeding 1.5% (one point five percent) of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and subject to the limits specified under Section 197 of the said Act and other applicable provisions, during the remaining tenure of his appointment commencing from 01st April, 2025.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, as approved by the Board of Directors at its meeting held on 08th February, 2024, shall remain unchanged.

RESOLVED FURTHER THAT any one of the Executive Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, making all required disclosures and filings under applicable laws, and taking such steps as may be deemed necessary in this regard."

Item No.6: To Increase overall Managerial Remuneration payable from 11% to 15% of the Net Profits of the Company

To consider and if thought fit to pass the following resolution as a **Special resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company to its Managing Director(s), Whole-time Director(s), Executive Director(s), and Manager, in respect of any financial year, from 11% (eleven percent) to 15% (fifteen percent) of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013.



PRECISION WIRES INDIA LIMITED

CIN: L31300MH1989PLC054356.

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

FAX: +91-22-24370687, E-MAIL: mumbai@pwiil.net, WEB: www.precisionwires.com

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



RESOLVED FURTHER THAT any one of the Executive Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making necessary disclosures under applicable laws.”

ITEM NO.7 : Approve payment of Remuneration to Executive Directors who are part of Promoter or Promoter Group exceeding 5% of net profits

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of Nomination and Remuneration and Audit Committee and Approval of the Board of Directors, the consent of the Members be and is hereby accorded for payment of Annual Remuneration exceeding 5% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013, to the following Executive Directors who are part of the Promoter or Promoter Group of the Company, for the remainder of their respective tenure, as detailed below:

Name of Director	Designation	Maximum Remuneration (per annum)	Tenure
Mr. Milan Mehta	Chairman and Managing Director	8 Crore	01/04/2025- 31/03/2027
Mr. Deepak Mehta	Vice Chairman and Whole Time Director	8 Crore	01/08/2025-31/07/2028

RESOLVED FURTHER THAT any one of the Executive Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making necessary disclosures under applicable laws.”

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

Sd/-
Milan Mahendra Mehta
Chairman & Managing Director (DIN: 0003624)

Place: Mumbai
Date: 17.05.2025

NOTES:

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at Mumbai shall be deemed to be the venue for the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special business to be transacted at the Extra-ordinary General Meeting (“EGM”/ “Meeting”) is annexed hereto.
3. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories and will also be available on the Company’s website at www.precisionwires.com, websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. National Depository Services Limited (NSDL), shall be providing facility for e-voting and attending the EGM through video conferencing.



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PRECISION WIRES INDIA LIMITED

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PRECISION

4. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars read with Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. **Cut-off Date:** In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e voting before the EGM commences on Saturday, 14th June, 2025 (9:00 a.m. IST) and ends on Monday, 16th June, 2025 (5:00 p.m. IST). The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 10th June, 2025.
6. The Company has appointed Mrs. Ragini Chokshi of M/s. Ragini Chokshi & Co., Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
7. The Scrutiniser shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by her in writing who shall countersign the same.
8. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. In line with the applicable circulars at least 1000 members will be able to join the EGM on a first come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first served principle.
10. Members seeking or requiring any clarification or information in respect of any matter to be placed at the EGM may send their requests to the Company by Friday, 13th June, 2025, 5:00 p.m. (IST) at secretarial@pwil.net
11. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company’s website of our RTA MUGF Intime India Private Limited.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.
13. As per the provisions of Section 72 of the Act, the facility for making the nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to MUGF Intime India Private Limited in case the shares are held in physical form.
14. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it



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mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

15. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/Authorisation etc. authorising its representative to attend the EGM through VC on its behalf and to vote either through remote e-voting or during EGM together with attested specimen signature(s) of the duly authorised representative(s). The said resolution/Authorization shall be sent electronically through registered email ids to the Company at secretarial@pwil.net with a copy marked to evoting@nsdl.com.
16. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@pwil.net
17. **Speaker Registration:** Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at secretarial@pwil.net, up to **Friday, 13th June, 2024**. Those members who have registered themselves shall be given an opportunity of speaking live in EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM and avoid repetition of questions.
18. **GENERAL INSTRUCTIONS:**
 1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
 3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.



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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.precisionwires.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Saturday, 14th June, 2025 at 09:00 A.M. and ends on Monday, 16th June, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 10th June, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 10th June, 2025.

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

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


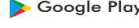


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service

	<p>provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :



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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to with a copy marked to evoting@nsdl.co.in.



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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to call on toll free nos. :- 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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



PRECISION WIRES INDIA LIMITED

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

Item No.1 and 2

The Board of Directors of the Company, in its meeting held on 17th May, 2025, subject to necessary approvals, has considered and approved a proposal to create, offer, issue and allot equity shares of the Company by way of a preferential issue to non-promoter investors in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), if applicable, passed and approved the raising funds by way of issuance and allotment of 13,83,000 (Thirteen Lakh Eighty Three Thousand) Equity Shares and 27,67,000 (Twenty Seven Lakh Sixty Seven Thousand) Warrants convertible into 27,67,000 (Twenty Seven Lakh Sixty Seven Thousand) Equity Shares of Rs. 1 each fully, at a price of Rs. 151 (Rupees On Fifty-One) each security including a premium of Rs. 150/- (Rupees One Fifty), on preferential basis to Non-Promoter Investors mentioned below:

S.N.	Name of Party	Category	No of Shares
EQUITY SHARES			
1	Saraswati Commercials India Limited	Non-Promoter	10,00,000
2	Sapientia Holdings LLP	Non-Promoter	3,00,000
3	Trishakti Power Holding Private Limited	Non-Promoter	83,000
CONVERTIBLE WARRANTS			
1	Saraswati Commercials India Limited	Non-Promoter	20,00,000
2	Sapientia Holdings LLP	Non-Promoter	6,00,000
3	Trishakti Power Holding Private Limited	Non-Promoter	1,67,000

Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Equity Share/ Warrant Issue Price.

The Board of Directors in its meeting held on 17th May, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot 13,83,000 (Thirteen Lakh Eighty-Three Thousand) Equity Shares and 27,67,000 (Twenty-Seven Lakh Sixty-Seven Thousand) Warrants convertible into 27,67,000 (Twenty-Seven Lakh Sixty-Seven Thousand) Equity Shares of Rs. 1 each fully, at an Issue price of Rs. 151 (One Fifty-One) each security including a premium of Rs. 150/- (Rupees One Fifty), on Preferential basis to Non-Promoter Investors on a Preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of Party	Category	No of Shares
EQUITY SHARES			
1	Saraswati Commercials India Limited	Non-Promoter	10,00,000
2	Sapientia Holdings LLP	Non-Promoter	3,00,000
3	Trishakti Power Holding Private Limited	Non-Promoter	83,000
CONVERTIBLE WARRANTS			
1	Saraswati Commercials India Limited	Non-Promoter	20,00,000
2	Sapientia Holdings LLP	Non-Promoter	6,00,000
3	Trishakti Power Holding Private Limited	Non-Promoter	1,67,000

Objects of the Preferential issue

The Company proposes to raise funds through issue of fresh Equity Shares/ Warrants Convertible into Equity Shares on preferential basis for the purpose as mentioned below:

- To meet the funding requirement for its New, ongoing and future expansion, modernization projects, Capital Expenditure and any other projects related to the business of the Company including long term business investments and;
- To meet Working Capital needs of the Company and General Corporate Purpose



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Particulars	Amount (Rs. in lakhs)	Tentative Time for Utilization
Gross Proceeds from Preferential Allotment*	6266.5 (100%)	
Utilization:		
Capital Expenditure, New, Future and ongoing expansion/modernization Projects Including Long Term Business Investments	5639.85 (90%)	Within 5 years
Working Capital and General Corporate Purpose	626.65 (10%)	Within 5 years

*Considering 100% subscription under Issue and conversion of 100% Warrants into Equity Shares within the stipulated time.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Amount which the company intends to raise by way of such securities:

- Rs. 20,88,33,000/- (Twenty Crore Eighty-Eight Lakhs Thirty-Three Thousand only) the against the issue and allotment of Equity Shares
- Rs. 10,44,54,250/ (Ten Crore Forty-Four Lakh Fifty-Four Thousand Two Fifty Only) i.e. 25% of total consideration at the time of Issue and allotment of convertible Warrants and Balance amount (75%) of Rs. 31,33,62,750/- (Rupees Thirty-One Crore Thirty-Three Lakh Sixty-Two Thousand and Seven Fifty only) at the time of conversion of Warrants into Equity Shares.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares and Convertible Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares and Convertible Warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them as follows:

EQUITY SHARES						
S.N.	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s)	Pre- issue holding	% to Pre- issue Capital	No of equity shares proposed to be Issued	% to post issue capital
1	Saraswati Commercial India Limited	Not applicable as its Listed Company	2,63,000	0.15	10,00,000	0.70%
2	Sapientia Holdings LLP	Akash Manek Bhansali	-	-	3,00,000	0.17%
3	Trishakti Holding Limited Power Private	Paresh Rajnikant Doshi	2,00,000	0.11	83,000	0.16%



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CONVERTIBLE WARRANTS						
S. N.	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s)	Pre- issue holding	% to Pre-issue Capital	No of equity shares proposed to be Issued on conversion	% to post issue capital on fully diluted basis
1	Saraswati Commercial India Limited	Not applicable as its Listed Company	-	-	20,00,000	1.78%
2	Sapientia Holdings LLP	Akash Manek Bhansali	-	-	6,00,000	0.49%
3	Trishakti Power Private Holding Limited	Paresh Rajnikant Doshi	-	-	1,67,000	0.25%

Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

It shall re-compute the price of the Equity Shares/Convertible Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

Terms of Issue Securities, if any:

For Equity Shares:

- The Equity Shares to be allotted shall be fully paid-up for cash consideration and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company, in all respects including the payment of dividend and voting rights from the date of allotment thereof, in line with the requirements of the Regulation 160 of the SEBI ICDR Regulation.
- 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares in line with the requirements of the Regulation 169(1) of the SEBI ICDR Regulations;
- The Equity Shares to be allotted will be listed on the BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be

For Convertible Warrants:

- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on conversion of such warrants into Equity Shares within a period of Six months.
- In case, the Warrant holder does not exercise the right to convert the Warrants within a period of 6 months, from the date of allotment of such Warrants, the Warrants shall lapse and the upfront consideration paid in respect of such Warrants shall be forfeited by the Company, as per Regulation 169(3) of the SEBI ICDR Regulations;
- The Warrant itself until converted into Equity Share, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrant. However, Warrant holders shall be entitled to any corporate action such as



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issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable.

- d. The resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- e. The allotment of Warrants shall only be made in dematerialised form.

Basis on which the price would be arrived at for Issue of Equity Shares and Convertible Warrants

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, and the same shall require a valuation report from an independent registered valuer for determining the price.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- a. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs. 150.43 or
- b. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.149.75/-

The said Valuation Report is uploaded on the Investor Relations page on the website of the Company i.e. www.precisionwires.com

The Board has fixed the issue price as Rs. 151/- per Equity Share/Convertible Warrant and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

Name and address of valuer who performed valuation:

Pursuant to the provision of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Company has obtained a Valuation Report dated 16th May, 2025 issued by a Registered Valuer Mr. Gaurang Rajesh Shah of M/s V G R S and Associates, Chartered Accountant & Registered Valuer (Securities and Financial Assets) 201, Neelkanth Commercial Centre, Sahar Road, Vile Parle East, Mumbai – 400 099 registration no. IBBI MRN: IBBI/RV/06/2019/11305

Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Equity Shares and Convertible Warrants is Friday, 16th May, 2025 being the 30 days prior to the date of on which the shareholder will pass resolution for approval of issue of Equity Shares and Convertible Warrants on Preferential Allotment basis

Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.



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However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

During the year, no preferential allotment has been made to any person.

Lock-in period

a. Lock-in in case of Equity Shares: The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 6 months from the date of trading approval as per Regulation 167 of the ICDR Regulations.

b. Lock-in in case of Convertible Warrants: The Equity Shares to be allotted to the Proposed Allottees belonging to the non-promoter category, pursuant to exercise of the option attached to the Warrants, shall be locked-in for a period of 06 (six) months from the date of trading approval granted for such equity shares, as required under Regulation 167(2) of the SEBI ICDR Regulations;

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of ninety trading days from the date of trading approval;

Certificate from Practicing Company Secretary

A Certificate from M/s Ragini Chokshi & Co., Practicing Company Secretary certifying that the issue of Equity Shares/Convertible Warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. till Friday, 13th June, 2025.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.precisionwires.com

Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the other Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

The intent of the Promoters, Directors or Key Management Personnel or Senior Management of the issuer to subscribe to the offer:

Except as disclosed above, none of the Promoters or other members of the Promoter Group or the directors or the key managerial personnel of the Company propose to subscribe to the Equity Shares or the Warrants.

Change in control, if any, upon preferential issue:

Consequent to the proposed Preferential issue of Equity Share/ Warrants/ Resulting Equity Shares, there shall not be any change in control or change in management of the Company. The Preferential Issue shall not attract an obligation to make an open offer for Shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Other disclosures

In accordance with SEBI ICDR Regulations, The Company has not made any Preferential allotment in the Financial Year.

Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.



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The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company

The pre-preferential allotment of the Investor is in Dematerialized form.

The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not being allotted more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No.1 & 2 as special resolution for your approval.

Shareholding pattern pre- and post-issue

S.N.	Category	Pre-Issue Equity and Conversion of Warrants		Post Issue of Equity Shares		Post Conversion of Warrants into Equity Issue	
		No	%	No	%	No	%
A	Promoter Holding						
1	Indian						
	Individual PAC	77476724	43.37	77476724	43.03	77476724	42.38
	Bodies Corporate	26020020	14.56	26020020	14.45	26020020	14.23
	Any other	-	-				
	Sub Total A1						
2	Foreign Promoter						
	Individuals/NRI/Foreign individuals/PAC	-	-				
	Bodies Corporate	-	-				
	Sub Total A 2	-	-				
	TOTAL A1+A2	103496744	57.93	103496744	57.49	103496744	56.62
B.	Public and Non- Promoter Holding						
1	Institutional Investors						
A	Mutual Funds/Banks/FI	12750	0.01	12750	0.01	12750	0.01
B	FII's	831675	0.47	831675	0.46	831675	0.45
	Sub Total B 1	844425	0.47	844425	0.47	844425	0.46
2	Non-Institutions						
	Individual share capital upto Rs. 2 Lacs	33969585	19.01	33969585	18.87	33969585	18.58
	Individual share capital in excess of Rs. 2 Lacs	17627351	9.87	19010351	10.56	21777351	11.91
	Non-Resident Indian (NRI)	5476474	3.07	5476474	3.04	5476474	3.00
	Clearing Members	435	0.00	435	0.00	435	0.00



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	Foreign Bodies Corporate	-		-			
	Indian Bodies Corporate	12772911	7.15	12772911	7.09	12772911	6.99
	IEPF	1611645	0.90	1611645	0.90	1611645	0.88
	Others (HUF, LLP and Trusts)	2858405	1.60	2858405	1.59	2858405	1.56
	Sub Total B 2	74316806	41.60	75699806	42.05	78466806	42.92
	Total Public Shareholding B-B1+B2	7,51,61,231	42.07	7,51,61,231	41.75	7,51,61,231	41.11
C	GRAND TOTAL A+B	178657975	100.00	180040975	100.00	182807975	100.00

None of the other Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

ITEM NO: 3

In view of the provisions of Sections 196, 188, 197, 198, 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. 4 of the Notice seeks approval of the Members in respect of the re-appointment and payment of remuneration to Shri Deepak M. Mehta as a Vice Chairman and Whole Time Director of the Company. The present Term of Office of Shri Deepak M. Mehta as Vice Chairman and Whole Time Director expires on 31st July, 2025. The Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their Meetings held on 17th May, 2025 have, subject to the approval of the Members of the Company and subject to any other approvals as may be necessary, reappointed Shri Deepak M. Mehta, as Vice Chairman and Whole Time Director of the Company, for a further period of three Years with effect from 1st August, 2025 to 31st July, 2028, on the terms, conditions, remuneration and perquisites as set out in draft letter of appointment dated 17th May, 2025 signed by the Chairman of Nomination and Remuneration Committee is available with the Company Secretary at this Meeting for inspection

Shri Deepak M. Mehta is a Promoter Director of Precision Wires India Limited, Mumbai since its inception in 1989, has an extensive knowledge and experience in sourcing of Copper primary input of the Company and tying-up fiscal products there against. He has operational experience in this Industry and Copper Trade since more than 25 years. He was Executive Director of the erstwhile Atlas Wires Ltd. which merged with this Company in 2001 and thereafter he continues as a Whole-Time Director of the Company. He was re-designated as Vice Chairman and Whole Time Director w.e.f. 1st October, 2024. He also looks after the logistics and inventory control of the input and also some of the branches/depots of the Company. 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 Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Shri Deepak M. Mehta for the office of Director of the Company. Shri Deepak M. Mehta, has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. Shri. Deepak M. Mehta, satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment. The Company has also received other necessary disclosures from Shri Deepak M. Mehta. Accordingly, it is proposed to appoint Shri Deepak M. Mehta as a Director of the Company liable to retire by rotation.

The Principal Terms and Conditions as contained in the said draft Letter of Appointment dated 17th May, 2025 are reproduced as under:

I. Managerial Remuneration

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 statues / provisions under Law, and subject to a ceiling



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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 Deepak M. Mehta

A) Monthly Salary:

- i. Rs.5,30,000/- (Rupees Five Lakh Thirty Thousand only) per month from 1st August, 2025 to 31st July, 2026
- ii. Rs.5,50,000/- (Rupees Five Lakh Fifty Thousand only) per month from 1st August, 2026 to 31st July, 2027
- iii. Rs.5,70,000/- (Rupees Five Lakh Seventy Thousand only) per month from 1st August, 2027 to 31st July, 2028

B) Variable Annual Pay: As part of your overall managerial remuneration, in accordance with the provisions of Section 197(6) of the Companies Act, 2013, you shall be entitled to receive a Variable Annual Pay at a rate not exceeding 1.5% (One point five percent) of the Net Profits of the Company, computed in the manner prescribed under Section 198 of the Companies Act, 2013, and subject to the provisions of Section 197 and other applicable provisions, if any, of the said Act.

Period: For 3 (Three) Years with effect from 1st August, 2025

Perquisites and Allowances:

In addition, above Managerial Remuneration, the following perquisites and allowance shall be allowed to Shri Deepak M. Mehta.

1. Vice Chairman and Whole-time Director shall be entitled to rent free furnished residential accommodation. In case no residential accommodation is provided by the company the Whole Time Director shall be entitled to house rent allowance as may be approved by the Board of Directors.
2. Reimbursement of medical expenses incurred for Shri Deepak M Mehta and family.
3. Reimbursement of gas, electricity, water charges and furnishings.
4. Leave travel concession for Shri Deepak M 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. Entrance 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.
 - a. Telephone & Internet connection at the residence for business as well as personal use.
8. Provision of services of two domestic servants at his residence or reimbursement of expenses incurred on such two servants at his residence.
9. 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 Deepak 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.



PRECISION WIRES INDIA LIMITED

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- 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 each calendar year.

Explanation : 'Family' means the spouse, the dependent children and dependent parents of the Whole-time Director.

In the event of loss or inadequacy of profits in any financial year of the Company during the currency of tenure of the Whole-time 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.

II. Other Terms:

- a) As long as Shri Deepak M. Mehta is functioning as Vice Chairman and Whole-time Director of the Company no sitting fees will be paid to him for the meetings of the Board of the Directors or any Committee thereof attended by him.
- b) The whole-time Director shall be entitled to re-imbusement 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. Either party shall also not be entitled for the claim, demand or payment of any severance benefit.

Copy of the Re-appointment Letter dated 17th May, 2025 referred to the resolution would be available for inspection without any fee by the members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day of the Company except Saturday' Sunday and holidays at the Registered Office of the Company, upto and including the date of the Extra Ordinary General Meeting

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Except mentioned above, none of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the proposed resolution. The Board commends the Ordinary resolution set out at item No. 3 of this Notice for approval by the shareholders.

ITEM NO. 4

The provisions of section 188(1) of the Companies Act, 2013, that govern the Related Party Transactions requires a Company to obtain prior approval of the Audit Committee and Board of Directors and in certain cases approval of the shareholders also required.

Shri Nirbhay Mehta, re-appointed as a President w.e.f. 01st July, 2025 in the Company. He is son and nephew of Shri Deepak Mehta, Whole Time Director and Shri Milan Mehta, Chairman and Managing Director respectively. In view of the same the position held by Shri Nirbhay Mehta falls within the preview of section 188(1)(f) and remuneration payable is exceeding the maximum limit provided under the Section 188 (1)(f) for appointment of related party to hold office or place of profit in the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 17th May, 2025 had recommended re-appointment of Shri Nirbhay D. Mehta, as a President of the Company for a further period of Three years w.e.f. 1st July 2025, subject to approval of the shareholders by way of Special resolution.

Mr. Nirbhay Mehta is MBA from Columbia University and has varied experience. He is associated with the Company for about 15 years and is currently playing an important role in the Operations/Expansion/Modernization of the Company. He is also an integral part of the Overseas Market Development and Exports of the Company.



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The main terms and conditions for appointment of Shri Nirbhay Mehta, is detailed below:

Remuneration:

Sr. No	Item	1 st July 20022 – 30 th June 2023		1 st July 2023 – 30 th June 2024		1 st July 2024 – 30 th June 2025	
		Monthly	Annual	Monthly	Annual	Monthly	Annual
1	Basic Salary	3,53,000	42,36,000	3,73,000	44,76,000	3,93,000	47,16,000
2	Medical Reimbursement	1,250	15,000	1,250	15,000	1,250	15,000
3	Transport Allowance	10,000	1,20,000	10,000	1,20,000	10,000	1,20,000
4	Employer's Contribution to Provident Fund	1,800	21,600	1,800	21,600	1,800	21,600
	Sub Total	3,66,050	43,92,600	3,86,050	46,32,600	4,06,050	48,72,600
5	Bonus	-	60,000	-	60,000	-	60,000
6	Leave Travel Allowance		3,53,000		3,73,000		3,93,000
	Total		48,05,600		50,65,600		53,25,600

Other perquisites:

- You will be reimbursed at actuals for expenses incurred by you on your personally owned motor vehicle including fuel, repairs, insurance, vehicle taxes etc. up to a maximum of Rs. 72,000/- per year.
- You will be entitled to gratuity @ 15 days' basic salary per completed year of uninterrupted service in excess of Five Years, to be recorded from 1st July 2016 being the date of commencement of your first contract.
- You will also be entitled to contribute to Employees' Provident Fund as per the prevailing rules and also to the leave benefits and encashment of leave as per Company rules.
- No other remuneration or commission is payable to you.

As per section 188(1)(f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval. Shri. Nirbhay D. Mehta, President of the Company, is son of Shri Deepak M. Mehta (Whole-Time Director) and Nephew of Shri Milan Mahendra Mehta (Chairman and Managing Director), First cousin of Shri Arjun Mehta, Vice President of the Company, being relative are deemed to be interested or concerned in the respective offices. Further they are part of promoter group of the Company.

Justification for appointment: Mr. Nirbhay Mehta is MBA from Columbia University and has varied experience. He is associated with the Company for about 15 years and is currently playing an important role in the Operations/Expansion/Modernization of the Company. He is also an integral part of the Overseas Market Development and Exports of the Company, it is beneficial and in the best interest of the Company to continue the employment of Shri Nirbhay Mehta.

Further the Appointment of Nirbhay Mehta, is in ordinary course of Business and is at arms length. Copy of the Re-appointment Letter dated 17th May, 2025 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. to 1.00 p.m. on any working day of the Company except Saturday' Sunday and holidays at the Registered Office of the Company, upto and including the date of the Extra Ordinary General Meeting.

Except mentioned above, none of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed resolution.

The Board commends the Special resolution set out at item No.4 of the Notice for approval by the shareholders.



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ITEM NO. 5

The Board of Directors at its meeting held on 17th May, 2025, based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, approved the revision in terms of remuneration of Shri Milan Mahendra Mehta (DIN: 00003624), Chairman and Managing Director of the Company.

Shri Milan Mahendra Mehta has been instrumental in driving the Company's growth, strategy, and performance. Recognising his leadership and consistent efforts, the Board has approved a revision in the structure of his managerial remuneration. As per the revised terms, the existing provision relating to commission (as contained in his appointment letter dated 08th February, 2024) has been withdrawn. In its place, Shri Milan Mahendra Mehta shall be entitled to a Variable Annual Pay at a rate not exceeding 1.5% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013 and subject to the provisions of Section 197 and other applicable laws. The revised remuneration will be applicable from 01st April, 2025 for the remainder of his current tenure.

Shri Milan Mahendra Mehta is part of the Promoter Group and serves as the Chairman and Managing Director, thereby qualifying as a Related Party under Section 2(76) of the Companies Act, 2013. Consequently, the said revision in remuneration constitutes a Related Party Transaction (RPT) under the Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, since the revision is in the nature of managerial remuneration approved by the Board on the recommendation of the Nomination and Remuneration Committee and the Audit Committee and is in line with applicable provisions of the Companies Act, 2013, the transaction is considered to be in the ordinary course of business and at arm's length basis.

Accordingly, approval of the Members is being sought by way of a Special resolution to ratify and approve the revision in remuneration structure as set out at item No.5 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Milan Mahendra Mehta and his relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

In terms of the provisions of Section 197(1) of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including Managing Director(s), Whole-time Director(s), Executive Director(s), and Manager, in any financial year shall not exceed 11% of the net profits of that company computed as per Section 198 of the Act, unless otherwise approved by the shareholders through a special resolution.

Given the increased scale of operations and the enhanced responsibilities of the Company's managerial personnel, the Board, on the recommendation of the Nomination and Remuneration Committee, has proposed to enhance the ceiling of the overall managerial remuneration to 15% of the net profits of the Company, computed in the manner laid down under Section 198 of the Act. This step is also aimed at attracting, retaining, and adequately compensating high-Caliber professionals in key management roles, thereby supporting the sustained growth of the Company.

The said increase is only in the overall ceiling and does not result in any immediate change in individual remuneration, which will continue to be determined by the Board, subject to the limits approved by the shareholders and in accordance with the Company's remuneration policy.

Accordingly, approval of the Members is being sought by way of a Special resolution to increase the ceiling of total managerial remuneration to 15% of net profits, in accordance with the applicable provisions of the Companies Act, 2013.

The Board recommends the passing of the resolution as a Special resolution as set out in Item No.6. None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their respective remuneration (if any), are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6



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ITEM NO.7

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where any payment of remuneration is made to an executive director who is a promoter or member of the promoter group and such remuneration exceeds 5% of the net profits of the listed entity, the approval of shareholders by way of a special resolution is required.

In view of the significant contribution made by Mr. Milan Mehta (Chairman and Managing Director) and Mr. Deepak Mehta (Whole-Time Director), both of whom belong to the Promoter/Promoter Group, and considering the increased responsibilities and time commitments necessitated by the growth, expansion, and complexity of the Company's operations, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal to revise their remuneration to ₹8 Crores per annum each, for the balance period of their respective appointments.

This proposed remuneration may exceed the threshold of 5% of the net profits of the Company for each such director individually and thus attracts the requirement of obtaining shareholder approval by way of special resolution, as per the above-mentioned SEBI regulations and provisions of the Companies Act, 2013.

The terms and conditions of their respective appointments, other than the revised remuneration, remain unchanged.

The Board recommends the passing of the resolution as a Special resolution as set out in Item No.7 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Milan Mehta and Mr. Deepak Mehta, to the extent of their interest in the above resolution, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

By Order of the Board

For Precision Wires India Limited

Sd/-

Milan Mahendra Mehta

Chairman and Managing Director

DIN: 0003624

Place: Mumbai

Dated: 17th May, 2025



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Details of Directors seeking Appointment/re-appointment at the forthcoming Annual General Meeting of the Company [Pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI]

Particulars	DEEPAK MAHENDRA MEHTA	MILAN MAHENDRA MEHTA												
Directorship	Whole Time Director	Chairman and Managing Director												
DIN	00003646	00003624												
Age	66 years	62 years												
Nationality	Indian	Indian												
Date of first appointment on the Board	23 rd November, 1989	23 rd November, 1989												
Qualification	B.com	Qualified Electric & Electronic Engineer from U.S.A												
Experience and Expertise	Firsthand experience in management, administration, marketing, accounts and technology for more than 35 years in Wire-Cable, Non-Ferrous Metal and Resins/ Insulating Varnish Industries.	Shri Milan M. Mehta, is a Promoter Director of Precision Wires India Limited, Mumbai, since its inception in 1989, a qualified Engineer, having vast and varied experience in Winding Wires Industry. Besides having knowledge of Industry Trend in General, has long experience in the Wire & Cable Industry, Engineering and Chemical Industry. With his initiative, zeal and due to his experience, our Company is market-leader in the field in India. He has contributed immensely to the performance of the Company since inception and played pivotal role in the operation and growth of the Company. The Board of Directors is of the opinion that his vast experience is very useful and is required by the Company												
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Galvawire Agencies Private Limited	Galvawire Agencies Private Limited												
Chairmanships/ Memberships of Committees in other companies	Galvawire Agencies Private Limited-Director	Galvawire Agencies Private Limited-Director												
Relationship with other directors, manager and other key managerial personnel of the Company	Son of Shri Mahendra Mehta, Chairman Emeritus of the Company, Brother of Shri Milan Mehta, Chairman and Managing Director of Company, Father of Shri Nirbhay Mehta, President of Company. Uncle of Shri Arjun Milan Mehta, Vice President of Company a member of promoter group of Precision Wires India Limited	Son of Shri Mahendra Mehta, Chairman Emeritus of Company, Brother of Shri Deepak Mehta, Vice Chairman and Whole Time Director of Company, Uncle of Shri Nirbhay Deepak Mehta, President of Company, Father of Shri Arjun Milan Mehta, Vice President of Company a member of promoter group of Precision Wires India Limited												
No. of Shares Held <ul style="list-style-type: none"> • Own • For other persons on a beneficial basis • By relatives 	1,51,23,345 Equity Shares (8.46%) <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Name of Relative</th> <th>No. of shares Held</th> <th>Percentage of Shares held</th> </tr> </thead> <tbody> <tr> <td>Mahendra Ratilal Mehta</td> <td>6617624</td> <td>3.70</td> </tr> <tr> <td>Gira Milan Mehta</td> <td>16110330</td> <td>9.02</td> </tr> <tr> <td>Nirbhay Deepak Mehta</td> <td>13122375</td> <td>7.34</td> </tr> </tbody> </table>		Name of Relative	No. of shares Held	Percentage of Shares held	Mahendra Ratilal Mehta	6617624	3.70	Gira Milan Mehta	16110330	9.02	Nirbhay Deepak Mehta	13122375	7.34
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	Milan M Mehta	15123345	8.46
	Deepak M Mehta	13785900	7.72
	Sujata D Mehta	5843580	3.27
	Milan M Mehta HUF	4195875	2.35
	Deepak M Mehta HUF	2296500	1.29
	Aanchal Nirbhay Mehta	381195	0.21
	Galva wire Agencies Pvt. Ltd.	26020020	14.56
	Total	103496744	57.93
Number of Meetings attended during the Year	All Five Board Meeting	All Five Board Meeting	
Terms & Conditions of re-appointment / variation of remuneration	As per Appointment Letter dated 17 th May, 2025	As per Appointment Letter dated 08 th February, 2024 and 17 th May, 2025	
Remuneration last drawn/ Sitting Fees	Rs. 5,68,860/- Per Month (excluding perquisites and Commission)	Rs. 18,44,041/- Per Month (excluding perquisites and Commission)	