



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

To

The Members,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act and Companies (Management and Administration) Rules, 2014.

NOTICE is hereby given, pursuant to the Provisions of Section 110 and other applicable provisions, If any of the Companies Act, 2013 ("the Act") read together with the Companies (Management & Administration) Rules, 2014 ("the Rules"), Secretarial Standard – 2 (SS 2), Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, that the resolutions as set out below are proposed for approval of the Shareholders of the Company through Postal Ballot ("Postal Ballot")/ Electronic Voting.

The Company is, therefore, seeking Shareholders'/ Members' consent for the said proposals by Special Resolutions. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each resolution and reasons thereof is annexed hereto along with a Postal Ballot form ("the Form") for your consideration. The Board of Directors of the Company has appointed Mrs. Ragini Chokshi, Partner Ragini Chokshi & Co. Practicing Company Secretaries, as an Independent Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope , postage pre-paid envelope (If posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on or before Wednesday, 4th April, 2018, Please note that the Postal Ballot Form(s) received after the said date will be strictly treated as if reply from the Shareholder has not been received in terms of the Rule. A Postal Ballot Form sent by Shareholders/ Members either by courier or by registered post / by Speed post at the expense of the Shareholder(s) will also be accepted.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes and instructions printed in this Notice. References to Postal Ballot(s) in this Postal Ballot Notice (Postal Ballot Notice) include votes received electronically.

Shareholders have the option to vote either by Postal Ballot or through e-voting. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through valid physical ballot form shall be considered and the voting through e voting shall not be considered by the Scrutinizer.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting in a fair and transparent manner, the Independent Scrutinizer will submit his/her report to the Chairman of the Company. The result of the Postal Ballot shall be declared on or before, Friday, April 6th, 2018 and communicated to the Stock Exchanges where the Company's shares are listed and would be displayed along with the Scrutinizer's report on the Company's website www.precisionwires.com. The e-voting facility is available at the Central Depository Services Ltd. (CDSL) link <https://www.evotingindia.com>.

Resolution No : 1 ---- To approve increase in the Borrowing limits of the Company from the existing Rs. 600 Crores to Rs. 900 Crores (Rupees Nine Hundred Crores):

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

RESOLVED THAT in supersession of the Special Resolution passed at the 26th Annual General Meeting held on 28th August, 2015 and pursuant to Section 180 (1) (c), read with the relevant Rules thereof, all other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors

(hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the limit of Rs.900 Crores (Rupees Nine Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

Resolution No : 2 ---- Create charge on Company's Assets :

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

"RESOLVED THAT in supersession of all the special Resolution passed earlier in this behalf, and pursuant to the provisions of Section180(1)(a)and all other applicable provisions, If any, of the Companies Act 2013,(Including any amendment thereto or re-enactment thereof),the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as" the Board" which term shall be deemed to Include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit together with power to take over both management and concern of the Company in certain events, to or in favour of the Banks/Financial Institutions, other investing agencies, bodies corporate and Trustees for the holders of debentures/bonds and/or other Instruments to secure the loans and/or the Issue of debentures/bonds, whether partly/fully convertible or non convertible (hereinafter collectively referred to as" Loans") provided that the total amount of Loans together with Interest thereon, additional interest, compound Interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company In respect of the said Loans, shall not, at any time exceed the limit of Rs.900 Crores (Rupees Nine Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

Resolution No : 3 ---- Re-appointment of Mrs. Swati Gokul Maheshwari (DIN: 07091067), as an Independent Non- Executive Director for second consecutive term of Five Years. (Lady Director):

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Swati Gokul Maheshwari (DIN: 07091067) be and is hereby re-appointed as an Independent Non- Executive Director of the Company, not liable to retire by rotation, to hold office for second consecutive term of Five years with effect from conclusion of the 29th Annual General Meeting to be held during the calendar year 2018 and upto the conclusion of 34th Annual General Meeting of the Company to be held in the calendar year 2023."

Registered Office:
Saiman House,
JA Raul Street, Off Sayani Road,
Prabhadevi, Mumbai-400 025

By Order of the Board

Nishthi H Dharmani
Company Secretary

Dated: 12th February, 2018

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, stating all material facts and the reasons for the proposals is annexed herewith.

2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on February 23, 2018. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Shareholder can opt for only one mode of voting i.e. in person through e-voting or by Postal ballot. If a Shareholder casts votes by both the modes, then the valid vote cast through Postal Ballot Form shall prevail and the vote cast through other means shall be treated as invalid.

3. The Shareholders whose names appear on the Register of Members / List of beneficial owners as on February 23, 2018 will be considered for the purpose of voting.

4. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorgrievances@pwil.net. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the shareholder.

5. M/s.Ragini Chokshi & Company, Company Secretaries, (Membership No. 2390) having office at 34, Kamer Building, 5th Floor,38, Cawasji Patel Street, Fort Mumbai - 400 001, has been appointed as the an independent Scrutinizer to scrutinize the voting through Postal Ballot and remote e-Voting process in a fair and transparent manner.

6. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

7. The resolutions, if passed by the requisite majority, shall be considered as passed on the date of declaration of the Postal Ballot results.

8. Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using the Central Depository Services Ltd., (CDSL) platform. The members may cast their votes electronically ("remote e-voting").

9. The remote e-voting period begins on, Monday, 5th, March, 2018, (10.00 a.m.) IST, and ends on Wednesday, 4th April, 2018, (5.00 p.m.) IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd February, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

10. **The Instructions for Members/ Shareholders for Electronic voting are as under:**

Log on to the e-voting website www.evotingindia.com

Click on "Shareholders" tab.

Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.
Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013

Resolution Nos. 1 & 2 : The Members had earlier passed in their General Meeting held on 28th August, 2015, special Resolutions for Nos.1 and 2 according their consent to the Board of Directors for the existing borrowing limit. The current borrowing limit as approved by the shareholders is INR 600 Crores. The Company's current borrowings are reaching close to the INR 600 Crores threshold.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 600 Crores (Rupees Six Hundred Crores) to INR 900 Crores (Rupees Nine Hundred Crores).

Also, as explained above consequent upon the proposed increase in the borrowing limits of the Company it would be necessary to seek approval of Members for creation of charge on assets of the Company from Rs. 600 Crs (Rupees Six Hundred Crores only) to Rs. 900 Crs (Rupees Nine Hundred Crores Only).

The approval of the members is sought pursuant to Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 and rules made there under.

The above proposals as set out in the Special Resolutions, at Resolutions Nos.1 and 2 of the Postal Ballot Notice are in the interest of the Company and your Directors commend the same for approval by the Shareholders / Members by way of Postal Ballot. None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the said Resolution.

Resolution No. 3: Re-appointment of Mrs. Swati Gokul Maheshwari (DIN: 07091067) as an Independent Non-Executive Director of the Company.

Mrs. Swati Gokul Maheshwari is an MBA from Institute of Management Studies, D.A.V.V., Indore.

She was a Branch Operations Manager in HDFC Bank. And she was independently in-charge of day to day affairs of the Branch. During her tenure, she has gained very good experience. She also has analytical skills in Accounts and Finance.

Her present term is up to and including the close of the 29th AGM of the Company to be held during calendar year 2018. She has offered herself for re-appointment as an Independent Non-Executive Director for 2nd (second) consecutive term of Five Years ending with the conclusion of AGM of the Company to be held in the calendar year 2023.

Accordingly, the Board herewith recommends the resolution in relation to re-appointment of Mrs. Swati Gokul Maheshwari (DIN: 07091067) as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company by Special Resolution.

Except Mrs. Swati Gokul Maheshwari (DIN: 07091067), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

This explanatory statement may also be regarded as a disclosure under Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Registered Office:
Saiman House,
JA Raul Street, Off Sayani Road,
Prabhadevi, Mumbai-400 025.

By Order of the Board

Nishthi H Dharmani
Company Secretary

Dated: 12th February, 2018

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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

1.	Name and Registered address of the Sole/first named Shareholder	
2.	Name(s) of Joint holder(s) if any : (in block letters)	
3.	Registered Folio No./ DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares Held	

I/ We hereby exercise my/ our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 12, 2018 of Precision Wires India Limited ("**the Company**") by conveying/ recording my/ our assent or dissent to the said Special Resolutions by placing the tick (v) mark in the appropriate box below:

ITEM No.	Description	No. of Shares held by me/ us	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Special Resolution for approval of increase in the Borrowing limits of the Company from the existing Rs. 600 Crores to Rs. 900 Crores (Rupees Nine Hundred Crores).			
2	Special Resolution for approval to Create charge on Company's Assets.			
3	Special Resolution for approval of Re-appointment of Mrs. Swati Gokul Maheshwari (DIN: 07091067), as an Independent Non- Executive Director for second consecutive term of Five Years. (Lady Director).			

Place:

Date:

Signature of Sole/First Joint Shareholder

Remote E-Voting Information

The electronic voting particulars are set out below:

EVSN (E-Voting Sequence Number)	*Default Sequence Number

* Members who have not updated their PAN with the Company/ Depository Participant shall use Default Sequence Number in the PAN field. Other Members should use their PAN.

Notes:

- The detailed resolution along with explanatory statement is in Postal Ballot Notice annexed / attached herewith.
- Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of working hours (i.e., 5:00 PM IST) on Wednesday, April 4, 2018.
- Please read the instructions overleaf before exercising your vote. For remote e-voting, please refer procedure / instructions under the head "Voting through electronic means" in the Notes to the Postal Ballot Notice annexed / attached herewith.

Instructions:

1. A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. An envelope containing Postal Ballot Form, if deposited in person or sent by courier or registered post/ speed post at the expense of the registered Member will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Postal Ballot Form should be completed and signed by the first-named Member and in his or her absence, by the next named Member. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Registrar of the Company (i.e., Link Intime India Private Limited), in respect of shares held in the physical form or furnished to National Securities Depository Limited / Central Depository Services (India) Limited in respect of shares held in the dematerialized form).
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority letter together with attested specimen signature(s) of the duly authorized signatory(ies). A Postal Ballot Form signed by the holder of a power of attorney for and on behalf of a Member of the Company must be accompanied by the copy of power of attorney duly certified by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their details, assent or dissent for the proposed resolution and putting their shares and signature. If any extraneous paper / document is found, the same will be destroyed by the Scrutinizer.
5. Please convey your assent or dissent in this Postal Ballot Form only by putting a tick (✓) mark in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are entitled to cast their votes in any manner -- i.e., all the votes either in favour or against or partly in favour or against.
7. Voting period commences on Monday, March 05, 2018 (10:00 AM IST) and ends on Wednesday, April 4, 2018 (5:00 PM IST).
8. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) must reach the Scrutinizer not later than the close of working hours (i.e. 5:00 PM IST) on Wednesday, April 4, 2018. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the Member has not been received, incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot shall be final and binding.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Friday, February 23, 2018.
10. A member cannot exercise his/ her vote through proxy on Postal Ballot.
11. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of joint holder(s).
12. Votes will be considered invalid on the following grounds:
 - if the member's signature does not tally.
 - if the member has marked all his shares both in favour and also against the respective resolution or neither assent nor dissent is mentioned.
 - any competent authority has given directions in writing to the company to freeze the voting rights of the member.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the postal ballot form is incomplete.
13. The resolution, if assented by requisite majority, shall be considered as passed on the date of declaration of the Postal Ballot /e-voting results.