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CORPORATE GOVERNANCE REPORT

ANNEXUR I

Name of Listed Entity : **PRECISION WIRES INDIA LIMITED- CIN: L31300MH1989PLC054356.**
 Quarter ending : **31ST MARCH, 2017.**

I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Mahendra Ratilal Mehta	AABPM9983H 00003558	Chairperson	11/23/1989		1	0	0
Mr	Milan Mahendra Mehta	AANPM3671Q 00003624	Executive	11/23/1989		2	1	0
Mr	Deepak Mahendra Mehta	AAAPM7443F 00003646	Executive	11/23/1989		1	1	0
Mr	Pazhyanur Narayanaier Vencatesan	AACPV5776A 00086652	Non-Executive-independent	9/29/2014	5 years	1	0	2
Mr	Vijay Mohan Krishna	AACPC1580F 00066267	Non-Executive-independent	9/29/2014	5 years	1	0	0
Mr	Ashwin Pannalal Kothari	AFYPK7068M 00033730	Non-Executive-independent	9/29/2014	5 years	3	2	0
Mr	Pratap Ratilal Merchant	AACPM7731N 00022223	Non-Executive-independent	9/29/2014	5 years	3	1	2
Mr	Pradip Roy	AAHPR4619K 00026457	Non-Executive-independent	9/29/2014	5 years	3	6	1
Mrs	Swati Gokul Maheshwari	AGCPP3182G 07091067	Non-Executive-independent	8/28/2015	3 years	1	0	0

PAN number of any director would not be displayed on the website of Stock Exchange

* Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive-independent Nominee)
1. Audit Committee	Pazhyanur Narayanaier Vencatesan	Chairperson-Non-Executive-independent
	Ashwin Pannalal Kothari	Non-Executive-independent
	Pratap Ratilal Merchant	Non-Executive-independent
	Pradip Roy	Non-Executive-independent
2. Nomination & Remuneration Committee	Pazhyanur Narayanaier Vencatesan	Chairperson-Non-Executive-independent
	Ashwin Pannalal Kothari	Non-Executive-independent
	Pratap Ratilal Merchant	Non-Executive-independent
	Pradip Roy	Non-Executive-independent

PRECISION WIRES INDIA LIMITED

Maheshwari

MANAGING DIRECTOR

For PRECISION WIRES INDIA LTD.

Maheshwari
COMPANY SECRETARY

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CORPORATE GOVERNANCE REPORT			
(Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)			
Name of Listed Entity : PRECISION WIRES INDIA LIMITED- CIN: L31300MH1989PLC054356.			
Quarter ending : 31ST MARCH, 2017.			
3. Stakeholders Relationship Committee	Pazhyanur Narayanaier Vencatesan	Chairperson-Non-Executive-independent	
	Milan Mahendra Mehta	Executive	
	Deepak Mahendra Mehta	Executive	
4. CSR Committee	Mahendra Ratilal Mehta	Chairperson-Executive	
	Ashwin Pannaial Kothari	Non-Executive- independent	
	Milan Mahendra Mehta	Executive	
Category of directors means executive/non-executive independent/Nominee. If a director fits into more than one category write all categories separating them with hypen			
III. Meeting of Board of Directors			
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
11/9/2016	2/13/2017	09/11/2016 - 13/02/2017 95days	
IV. Meeting of Committees			
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
AUDIT COMMITTEE			
2/13/2017	Yes	11/9/2016	09/11/2016- 13/02/2017 95days
NOMINATION & REMUNERATION COMMITTEE			
STAKEHOLDER'S RELATIONSHIP COMMITTEE			
1/10/2017	Yes	11/9/2016	
1/31/2017	Yes		
3/17/2017	Yes		
CSR COMMITTEE			
2/13/2017	Yes		

For PRECISION WIRES INDIA LIMITED
[Signature]
MANAGING DIRECTOR

For PRECISION WIRES INDIA LTD.
[Signature]
COMPANY SECRETARY

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CORPORATE GOVERNANCE REPORT	
(Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)	
Name of Listed Entity : PRECISION WIRES INDIA LIMITED- CIN: L31300MH1989PLC054356.	
Quarter ending : 31ST MARCH, 2017.	
This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.	Yes
Name & Designation Company Secretary/Compliance Officer/Managing Director/CEO	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of the financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

For PRECISION WIRES INDIA LTD.
M. S. Malhotra
 COMPANY SECRETARY

PRECISION WIRES INDIA LIMITED
M. S. Malhotra
 MANAGING DIRECTOR

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR ENDED 31ST MARCH 2017 (for the whole of financial year)

1. Name of Listed Entity: **PRECISION WIRES INDIA LIMITED -CIN: L31300MH1989PLC084356**

2. **FINANCIAL YEAR ENDED ON: 31ST MARCH, 2017.** ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of fancial year)

i. disclosure on website in terms of Listing Regulations	
<i>Item</i>	<i>Compliance status (Yes/No/N.A)</i>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	We don't have any subsidiary
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	Not entered into any agreement.
New name and the old name of the listed entity	N.A.

ii Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	Appointed Vice Chairman and Managing Director
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	yes
Performance Evaluation of Independent Directors	17(10)	All Independent Directors are highly experienced & qualified. They attend all Meetings of the Board of Directors and Committees thereof as far as possible and are encouraged by the Chairman to express freely their opinion on each item of Agenda. Some of them were Executive Directors of large public Sector Banks and other are at present at helm of some of the large Industrial Enterprises. They all attend the Meetings of the Board and other Committees regularly and provide guidance. The Management is proud to have them on the Board and appreciate their keen interest as useful contribution.
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committte for all related party transactions	23(2), (3)	YES

For PRECISION WIRES INDIA LTD

PRECISION WIRES INDIA LIMITED

COMPANY SECRETARY

[Signature]
MANAGING DIRECTOR

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CORPORATE GOVERNANCE REPORT

{Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015}

Name of Listed Entity : **PRECISION WIRES INDIA LIMITED- CIN: L31300MH1989PLC054356.**

Quarter ending : **31ST MARCH, 2017.**

Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of Independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	Out of Six Independent Directors, two are Ex- Executive Directors of large public Sector Banks; one chartered Accountant and retired Vice Chairman / Director of large Engineering Unit, one Technocrat -Entrepreneur, having experience of more than 40 Years in the Industry. One Director of very large Industrial group. Lady Director, MBA & Ex-Banker. The Managing Directors apprise them during Meetings of teh Board and Audit Committees about the status of our Industry and various important issues connected thereto.
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and Senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transacrtons, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.

PRECISION WIRES INDIA LIMTEL

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For PRECISION WIRES INDIA LTD.

Name & Designation

Company Secretary/Compliance Officer/Managing Director/CEO

MANAGING DIRECTOR

Handwritten signature

COMPANY SECRETARY