



## 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

### NOTICE OF POSTAL BALLOT

Dear Member(s),

#### **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 Special resolution as set out below are proposed for approval of the Shareholders of the Company through Postal Ballot ("Postal Ballot")/ Electronic Voting.

#### **Special Resolution :**

#### **Item No. 1 To consider and to give assent / dissent for passing the following resolution as a Special Resolution:**

#### **Continuation of Directorship of Shri Ashwin Pannalal Kothari (DIN 00033730), as a Non-Executive Independent Director:**

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded, thus this Special Resolution, for the continuation of Shri Ashwin Kumar Kothari (DIN 000 33730), aged 76 years as a Non-Executive Independent Director of the Company, who is not liable to retire by rotation, from April 1, 2019, till the conclusion of his present tenure, i.e. upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019".

"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."

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

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: 6th February, 2019

## **IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the aforesaid resolution setting out the material facts concerning each resolution and reasons thereof the annexed hereto along with a Postal Ballot form ("the Form") for your consideration.

2. 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 Thursday, 28<sup>th</sup> March, 2019**. Please note that the Postal Ballot Form(s) received after the said date will be strictly treated as if reply from the Shareholder(s) 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, Saturday, March 30<sup>th</sup>, 2019 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](http://www.precisionwires.com).

3. The Shareholders whose names appear on the Register of Members / List of beneficial owners as on February 15, 2019 will be considered for the purpose of voting.

4. 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 15, 2019. 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.

5. Members can also download the Postal Ballot Form from the link <https://instavote.linkintime.co.in> or seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited, Registrar & Transfer Agents of the Company, having its office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

6. The Board of Directors of the Company has appointed M/s. Ragini Chokshi & Co., Company Secretaries, (Membership No. 2390 & C.P. No. 1436) having office at 34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort Mumbai - 400 001, as an independent Scrutinizer to scrutinize the voting through Postal Ballot and remote e-Voting process in a fair and transparent manner.

7. Resolution 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.

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

9. 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 Link Intime India Pvt. Ltd. (LIPL) platform. The members may cast their votes electronically ("remote e-voting").

10. The remote e-voting period begins on, Wednesday, 27<sup>th</sup>, February 2019, (10.00 a.m.) IST, and ends on Thursday, 28<sup>th</sup> March, 2019, (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 15<sup>th</sup> February, 2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

### Voting through electronic means

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Pvt. Ltd, (LI IPL) for the purpose of providing e-voting facility to all its members.

### **The instructions for e-voting are as follows:**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:  
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4,"c").</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

▪ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

▪ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call :- Tel : 022 - 49186000.

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013, for Special Resolution vide Agenda Item No. 1 of the EGM through Postal Ballot Notice, to consider appointment of Shri Ashwin Pannalal Kothari, age 76 years w.e.f. 1<sup>st</sup> April, 2019:**

**Continuation of Directorship of Shri Ashwin Pannalal Kothari (DIN 00033730), (Shri Kothari) as a Non-Executive Independent Director:**

Shri Ashwin Pannalal Kothari ( Shri Kothari) was appointed by an Ordinary Resolution in the AGM of the Company held on 29.09.2014, not liable to retire by rotation, as a Non- Executive Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

However, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, it is required that Non- Executive Director who have attained the age of 75 Years are required to be appointed by Special Resolution and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Kothari is our Non-Executive Independent Director on the Board since 28.10.1998 onwards. His last appointment was by an Ordinary Resolution at the AGM held on 29.09.2014.

Shri Kothari is a technocrat from MIT, USA and an Industrialist having vast experience in the field of non-ferrous metals and chemicals including varied experience in Management of Industries for a long time.

Shri Ashwin Pannalal Kothari is Chairman of Audit Committee and Nomination and Remuneration Committee (N&RC) and Member of the CSR Committee of the Board of Directors of the Company.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that the Company has benefited immensely through his association, the suggestions he made has enhanced the value of the Company and his contribution has been enormous and beneficial to the Company throughout the last so many years.

The Board recommends the proposal set forth in the Notice for consideration and approval of the shareholders.

The brief resume of said Director, nature of his expertise in functional areas, disclosure of relationships between Director, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives**

Shri Ashwin Pannalal Kothari, Non-Executive Director is deemed to be interested in this item of business.

No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

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

**By Order of the Board**

Nishthi H Dharmani  
Company Secretary

Dated: 6th February, 2019

**PARTICULARS OF DIRECTOR SEEKING / RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

Name of the Director	Shri Ashwin Kumar Kothari ( DIN : 00033730)
Date of Birth	14-09-1942
Date of First Appointment on the Board	28-10-1998
Expertise in specific Functional areas	Shri Ashwin Pannalal Kothari has Expertise in Ferrous and Non Ferrous Metal & Chemical Industries and extensive managerial experience.
Qualifications	Shri Ashwin Pannalal Kothari is a qualified graduate in Chemical Sciences from Massachusetts Institute of Technology, USA.
No of Board Meetings attended during the financial year 2018-19	5 out of 6
Details of remuneration (last drawn remuneration and Currently proposed)	Only sitting fees.
Shareholding in the Company	175989 Equity Shares of face value of Rs. 5/- each. (0.76%)
Directorship held in other bodies corporates as on the date of this notice.	Equity Listed Companies: 1. GEECEE Ventures Limited 2. Meenakshi Steel Industries Limited Unlisted Companies: 3. Essel Mining & Industries Ltd. 4. Vaibhav Medical And Education Foundation 5. G.D. Birla Medical Research And Education Foundation 6. Aditya Birla Health Services Limited
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship / Shareholders' / Investors Grievance Committee)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment	Non - Executive Independent Director, not liable to retire by rotation

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: 6th February, 2019





## PRECISION WIRES INDIA LIMITED

**REGD. OFFICE:** SAIMAN HOUSE, J. A. RAUL STREET,  
OFF SAYANI ROAD, PRABHADEVI, MUMBAI - 400 025, INDIA.  
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SILVASSA - 396 230, U.T OF D.N.H., INDIA.  
TEL: +91-260-2642614 FAX: +91-260-264235

### 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 Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 06, 2019 of Precision Wires India Limited (“the Company”) by conveying/ recording my/ our assent or dissent to the said Special Resolution 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	To consider and to give assent / dissent for passing the following resolution as a Special Resolution: Continuation of Directorship of Shri Ashwin Kumar Kothari (DIN 00033730), as a Non-Executive 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 Thursday, March 28, 2019.
- 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 (V ) 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 Wednesday, February 27, 2019 (10:00 AM IST) and ends on Thursday, March 28, 2019 (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 Thursday, March 28, 2019. 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 15, 2019.
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.