

## CORPORATE GOVERNANCE REPORT

ANNEXUR I

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

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

ISIN: INE372C01029

Quarter ending : 31ST MARCH, 2019

**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* to Director's in months	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr	Mahendra Ratilal Mehta	AABPM9983H 00003558	Chairperson	23-11-1989		1	0	0
Mr	Milan Mahendra Mehta	AANPM3671Q 00003624	Executive	23-11-1989		1	1	0
Mr	Deepak Mahendra Mehta	AAAPM7443F 00003646	Executive	23-11-1989		1	1	0
Mr	Vijay Mohan Crishna	AACPC1580F 00066267	Non-Executive-independent	29-09-2014	60	3	1	0
Mr	Ashwin Pannalal Kothari	AFYPK7068M 00033730	Non-Executive-independent	29-09-2014	60	3	1	1
Mr	Pradip Roy	AAHPR4619K 00026457	Non-Executive-independent	29-09-2014	60	3	3	0
Mrs	Swati Gokul Maheshwari	AGCPP3182G 07091067	Non-Executive-independent	08-09-2018	60	1	1	1

Not an Independent Director in any Listed entity including this listed entity.

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

&amp; 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)	Date Of Appointment
1. Audit Committee	Ashwin Pannalal Kothari	Chairperson-Non-Executive-Independent	24-04-2001
	Pradip Roy	Non-Executive-Independent	14-11-2011
	Swati Gokul Maheshwari	Non-Executive-Independent	07-04-2018
2. Nomination & Remuneration Committee	Ashwin Pannalal Kothari	Chairperson-Non-Executive-Independent	07-05-2002
	Pradip Roy	Non-Executive-Independent	14-11-2011
	Swati Gokul Maheshwari	Non-Executive-Independent	07-04-2018
	Mahendra Ratilal Mehta	Executive	06-09-2017
3. Stakeholders relationship Committee	Swati Gokul Maheshwari	Chairperson-Non-Executive-Independent	07-04-2018
	Deepak Mahendra Mehta	Executive	24-06-1992
	Milan Mahendra Mehta	Executive	06-02-2019
	Nirbhay Deepak Mehta	Vice President	07-04-2018
	Mahendra Ratilal Mehta	Chairperson-Executive	10-02-2015
4. CSR Committee	Ashwin Pannalal Kothari	Non-Executive-Independent	10-02-2015
	Milan Mahendra Mehta	Executive	10-02-2015

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

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PRECISION WIRES INDIA LTD.  
SAIMAN HOUSE,  
J. A. RAL ST., OFF SAYANI ROAD,  
PRABHADEVI, MUMBAI - 400 025.  
TEL. NO.: 24376281

For PRECISION WIRES INDIA LIMITED



Company Secretary

**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, 2019.**

**PRECISION WIRES INDIA LTD.**  
**SALMAN HOUSE,**  
**J. A. RAL ST., OFF SAYANI ROAD,**  
**PRABHADEVI, MUMBAI - 400 025.**  
**TEL. NO.: 24376281**

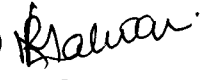
**III. Meeting of Board of Directors**

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)
05-11-2018	06-02-2019	05/11/2018 - 06/02/2019 92

**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)*
<b>AUDIT COMMITTEE</b>			
06-02-2019	Yes	05-11-2018	05/11/2018 - 06/02/2019 92
<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>			
06-02-2019			
<b>STAKEHOLDER'S RELATIONSHIP COMMITTEE</b>			
11-01-2019	Yes	25-10-2018	11-01-2019 - 25-10-2018 77
23-01-2019	Yes	05-11-2018	23-01-2019 - 05-11-2018 78
06-02-2019	Yes	03-12-2018	06-02-2019 - 03-12-2018 64
22-02-2019	Yes	14-12-2018	22-02-2019 - 14-12-2018 69
27-03-2019	Yes	28-12-2018	27-03-2019 - 28/12-2018 88
<b>CSR COMMITTEE</b>			
		05-11-2018	

  
**Company Secretary**

<b>CORPORATE GOVERNANCE REPORT</b>	
<b>{Regulation 27(2) of the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015}</b>	
Name of Listed Entity : <b>PRECISION WIRES INDIA LIMITED- CIN: L31300MH1989PLC054356.</b>	
Quarter ending : <b>31ST MARCH, 2019.</b>	
This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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.	
<b>VI. Affirmations</b>	
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)	N.A.
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
For <b>PRECISION WIRES INDIA LIMITED</b>	
(Nishthi H Dharmani)  Name & Designation Company Secretary/Compliance Officer/Managing Director/CEO	

PRECISION WIRES INDIA LTD.  
 SAIMAN HOUSE,  
 J. A. RAJ ST., OFF SAYANI ROAD,  
 PRABHADEVI, MUMBAI - 400 025.  
 TEL. NO.: 24376281

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.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY AT THE END OF  
31ST MARCH 2019 (for the whole of financial year)**

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

2. **FINANCIAL YEAR ENDED ON: 31ST MARCH, 2019.**

ANNEXURE II

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

<b>I. disclosure on website in terms of Listing Regulations</b>		Website Address
<i>Item</i>	<i>Compliance status (Yes/No/N.A)</i>	
Details of business	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Terms and conditions of appointment of independent directors	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Composition of various committees of board of directors	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Code of conduct of board of directors and senior management	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Details of establishment of vigil mechanism/ Whistle Blower	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Criteria of making payments to non-executive directors	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Policy on dealing with related party transactions	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
email address for grievance redressal and other relevant matters	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Financial results	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Shareholding pattern	YES	<a href="http://www.precisionwires.com">www.precisionwires.com</a>
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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)	YES
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)	YES
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 Committee for all related party transactions	23(2), (3)	YES

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*Kalwan*  
Company Secretary

**CORPORATE GOVERNANCE REPORT**

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Quarter ending : **31ST MARCH, 2019.**

**PRECISION WIRES INDIA LTD.**  
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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)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior	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 Affirmatios:**

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.

**For PRECISION WIRES INDIA LIMITED**



Name & Designation: **Company Secretary**  
 Company Secretary/Compliance Officer/Managing Director/CEO