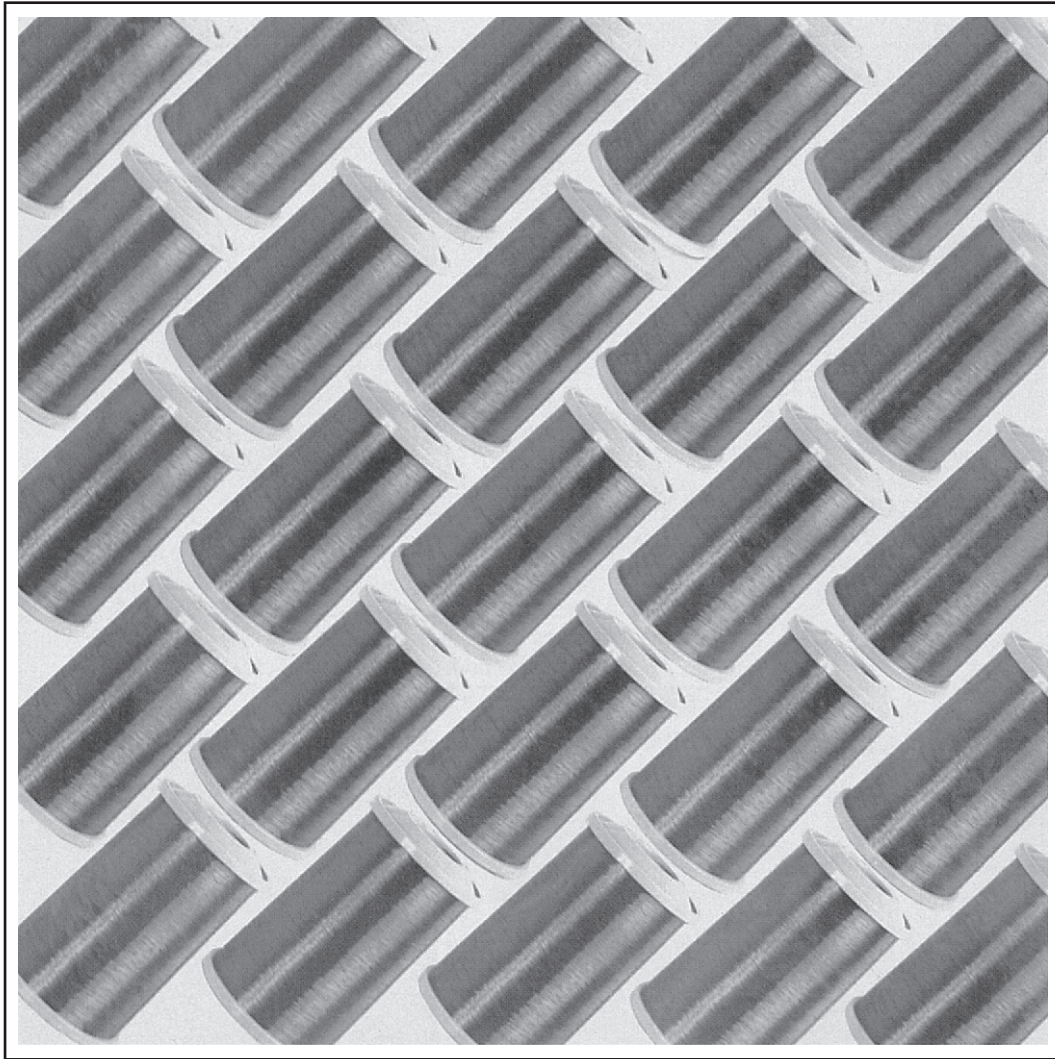


25th
Annual Report
2013-2014



PRECISION WIRES INDIA LIMITED

Financial Highlights

Rupees in Lacs

		2013/14	2012/13	2011/12	2010/11	2009/10
Equity Share Capital (Paid up)		1,156.36	1,156.36	1,156.36	1,156.36	1,156.36
Reserves & Surplus		19,154.31	19,063.43	17,992.69	16,982.86	14,690.29
Provision for Deferred Tax Liability (net)		1,795.91	1,691.83	1,672.98	1,784.11	1,739.36
Current Assets		30,527.62	39,241.27	30,122.38	32,631.37	21,849.16
Current Liabilities		21,127.55	30,355.87	23,885.44	20,543.93	11,806.35
Inventories		7,542.25	9,813.43	7,610.71	4,876.66	2,871.95
Sundry Debtors		18,599.89	19,260.05	16,834.52	19,187.81	13,742.37
Creditors		14,166.09	17,732.12	15,317.87	14,878.18	10,194.97
Secured Loans		4,769.04	5,373.65	5,226.70	5,448.51	5,408.71
Financial Charges		286.78	506.85	595.32	477.04	463.22
Depreciation		1,181.01	1,257.41	1,293.52	1,224.74	1087.82
Income Tax (incl. Deferred Tax)		862.07	792.41	549.78	1,556.53	929.60
Dividend paid Per Equity Share	Rs.	@ 10.00	4.00	3.00	6.00	4.40
Book Value of Shares	Rs.	175.64	174.85	165.59	156.86	137.04
E.P.S.	Rs.	12.49	13.80	12.23	26.81	19.56
No. of Shareholders		8,506	8,537	8,988	9,191	8,378

@ Proposed

PRECISION WIRES INDIA LIMITED



BOARD OF DIRECTORS:

Shri Mahendra R. Mehta	–	Chairman and Managing Director & CEO
Shri Milan M. Mehta	–	Vice Chairman and Managing Director
Shri Deepak M. Mehta	–	Whole time Director
Shri P. N. Vencatesan *		
Shri Vijay M. Crishna *		
Shri A. P. Kothari *		
Shri P. R. Merchant *		
Shri Pradip Roy *		

*Independent & Non-Executive Directors.

COMPANY SECRETARY	:	Mrs. Nishthi Haresh Dharmani
BANKERS	:	Bank of Baroda, Palej 392 220, Dist. Bharuch, Gujarat
AUDITORS	:	S R Divatia & Co., Chartered Accountants, Mumbai
REGISTERED OFFICE	:	Saiman House, J A Raul Street, Off Sayani Road, Prabhadevi, Mumbai-400 025. Telephone : 91-22-24376281 Fax : 91-22-24370687 Email : mumbai@pwil.net Website : www.precisionwires.com CIN : L31300MH1989PLC054356

WORKS :

UNIT I & UNIT II: ATLAS WIRES
Plot Survey No. 125/2
Amli Hanuman (66KVA) Road
Silvassa 396 230
(Union Territory of Dadra & Nagar Haveli)

PALEJ UNIT : ATLAS WIRES
Plot No. 3, G.I.D.C.
N.H. No. 8, Palej 392 220
Dist. Bharuch
(Gujarat)

PALGHAR UNIT :
Plot No. 44,
Phase I, Genesis
Industrial Complex,
Kolgaon, Palghar,
Dist. Thane - 401404,
Maharashtra

REGISTRAR AND TRANSFER AGENTS :

Sharepro Services (India) Private Limited
Samhita Warehousing Complex,
Warehouse No. 52 & 53, Plot No. 13AB,
2nd Floor, Sakinaka, Mumbai 400 072.
Tel No. 022-67720400 Fax No. 022-67720416;
Email Id : sharepro@shareproservices.com

Equity Shares are listed on the following Stock Exchanges:

Bombay Stock Exchange Ltd (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 023.

National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Plot No. C/1
G Block, Bandra-Kurla Complex
Bandra (E) Mumbai 400 051.

NOTICE TO THE MEMBER

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Precision Wires India Limited will be held on Monday, 29th September, 2014 at 2.30 PM, at the Hall of The Mysore Association, 1st Floor, 393, Bhau Daji Road, Maheshwari Udyan (King Circle), Matunga (Central Railway) Mumbai - 400 019 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm and approve Interim Dividends paid and Final Dividend payable for the Financial year ending 31st March, 2014.
3. To Appoint a Director in place of Shri Mahendra R. Mehta (DIN:00003558), Chairman & Managing Director who retires by rotation at the end of this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint S. R. Divatia & Co., Chartered Accountants (ICAI Registration No. 102646W) as statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

RESOLVED THAT M/s. S. R. Divatia & Company, Chartered Accountants having Firm Registration No. 102646W, be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, and Service Tax thereon, as may be fixed by the Board of Directors of the Company in addition to reimbursement of travel and other out of pocket expenses incurred by them.

SPECIAL BUSINESS:

5. **Appointment of Shri Vijay M. Crishna as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Shri Vijay M Crishna (holding DIN00066267), an Independent Director of the Company, not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

6. **Appointment of Shri Pazhyanur Narayanaier Vencatesan as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Shri. Pazhyanur Narayanaier Vencatesan (holding DIN00086652), an Independent Director of the Company, not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

7. **Appointment of Shri Ashwin Pannalal Kothari as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Shri Ashwin Pannalal Kothari (holding DIN00033730), an Independent Director of the Company, not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

8. **Appointment of Shri Pratap Ratilal Merchant as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Shri Pratap Ratilal Merchant (holding DIN00022223), an Independent Director of the Company, not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

9. **Appointment of Shri Pradip Roy as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

NOTICE TO THE MEMBER

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Shri Pradip Roy (holding DIN00026457), an Independent Director of the Company, not liable to retire by rotation, in respect of whom the Company has received a notice from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

10. Amendment in Articles of Association

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"Resolved that pursuant to the related provisions of the Companies Act, 2013 and Rules made thereunder, the Articles of association of the Company be and is hereby by amended by adding the following proviso at the end of the Article 138 (a):

Provided further that an individual can be appointed and re-appointed or continue as Chairman of the Company as well as Managing Director or Chief Executive Officer of the Company at the same time."

11. Re-appointment of Shri Mahendra Ratilal Mehta (holding DIN00003558) as a Chairman & Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to and in accordance with the provisions of Sections 2 (78) 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force thereto and subject to such sanctions and approvals as may be necessary in law, approval of the Company be and is hereby accorded to the re-appointment of Shri Mahendra Ratilal Mehta (holding DIN00003558) as a Chairman & Managing Director, designated as Executive Director of the Company, for a period of Three years with effect from 1st October, 2014 to 30th September, 2017, on remuneration and the terms and conditions as set out in the Letter of Appointment dated 28th May, 2014, a copy whereof initialed by the Chairman for the purpose of identification is placed before this meeting, which Letter of Appointment dated 28th May, 2014, is hereby specifically approved and sanctioned with the liberty to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee (N&RC) constituted by the Board) to alter, vary and modify the terms and conditions of the said appointment and/or remuneration including commission, perquisites and other allowances and/or the letter of appointment in such manner as may be agreed by the Board of Directors and Shri Mahendra R Mehta within and in accordance with and subject to the limits and conditions prescribed in Schedule V to the Companies Act, 2013, or any statutory amendments and modifications thereto, and if necessary as may be stipulated by the Central Government and as may be agreed to accordingly between Board of Directors and Shri Mahendra R Mehta.

RESOLVED FURTHER THAT subject to the provisions of Sections 2 (78) 196,197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Shri Mahendra R. Mehta as Chairman & Managing Director by way of salary, perquisites, commission and other allowances shall not exceed five percent of the profits of the Company computed under Section 197 of the Companies Act, 2013 and if the Company has more than one managerial personal, ten percent of such net profits for all such managerial personnel of the Company together in that financial year.

RESOLVED FURTHER THAT notwithstanding anything stated hereinabove if in any financial year of the company during the currency of tenure of Shri Mahendra R. Mehta as Chairman & Managing Director of the company, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances shall be governed by and paid in accordance with the limits and conditions prescribed in Part II of the Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and may take such steps considered necessary, expedient or desirable in the best interest of the Company.

12. Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148, all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such consent and approval as may be required, M/s. Gangan and Company, the Cost Auditors appointed by the Board of Directors of the Company, as Cost Auditor of the Company to conduct audit of Cost Accounting Records for Products covered under Central Excise tariff Act 1985 Chapter Heading 8544 (Winding Wires Made of Copper) manufactured at all the plants of the Company for the financial year 2014-15 ending 31-03-2015 at a remuneration of Rs.3,00,000/- (Rupees Three Lacs only) plus applicable Service Tax be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. Approval for change in designation of Shri Nirbhay D. Mehta, Manager (Commercial & Finance)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modifications, amendments or 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 the Company be and is hereby accorded for the change in Designation of Shri Nirbhay Deepak Mehta, son of Shri Deepak M Mehta, Whole-time Director, Grandson of Shri Mahendra Ratilal Mehta, Chairman and Nephew of Shri Milan Mahendra

NOTICE TO THE MEMBER

Mehta, Managing Director of the Company, from Manager (Commercial & Finance) to Senior Manager (Finance and Marketing) to hold office and place of profit in the company.

Resolved further that other terms and conditions as set out in the approved appointment letter dated 29th May, 2013 as placed before this Meeting including the remuneration, which was approved by the Members at the AGM held on 7th August, 2013, be and are hereby remain same.

RESOLVED FURTHER THAT the Managing Directors of the Company and the Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.

14. Reconfirmation of authority to the Board of Directors for borrowing money upto Rs.500 Crores:

To Consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of resolution passed in this regard at the Annual General Meeting of the Company held on 26th September, 2007 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.500 crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Managing Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.

15. Empowerment of Managing Directors for creation of charge on the Assets of the Company:

To consider and if thought fit, to pass with or without modifications(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and other applicable provisions, if any, of the Act, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company, both present and future and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults in favour of the Lender (s), Agent (s) and Trustee (s), for securing the borrowing availed by the Company by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under section 180 (1) (c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Managing Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

By Order of the Board

Nishthi H Dharmani
Company Secretary

Registered Office:

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

Mumbai
7th August, 2014.

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 20th September, 2014 to Monday 29th September, 2014 (both days inclusive) for annual closing and determining the eligibility of the shareholders to the final dividend for FY 2013-14.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 5 to 15 of the notice set out above is annexed herewith. Which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY/PROXIES NEED NOT

BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the 25th Annual General Meeting. A proxy form is sent herewith, Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolution/authority, as applicable.

4. Final Dividend of Rs. 2/- (20%) per equity share has been recommended by the Board of Directors for the Financial year ended 31st March, 2014 and subject to the approval of



NOTICE TO THE MEMBER

the shareholders at the Annual General Meeting will be paid to those share holders whose names stand on the Register of Members as on 29th September, 2014. First and Second interim dividend for the year 2013, at the rate of Rs. 4/- each per equity share, were paid on time.

5. a) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- b) Members holding shares in physical form and desirous to change their addresses, if any, or registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend and also their email id for the purpose of receiving the communication electronically, are requested to write M/s. Sharepro Services (India) Private Ltd., Samhita Warehousing Complex, Warehouse No. 52 & 53, Plot No.13AB, 2nd Floor, Sakinaka, Mumbai - 400072, the Registrar and Share Transfer Agents of the Company.
- c) Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company / RTA / Depository Participant, as the case may be.
6. Pursuant to provisions of Section 205C of the Companies Act, 1956 the amount of dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, till date the Company has transferred the unpaid and unclaimed amount pertaining to Dividend for the Financial Year ended up to 31.03.2006 to IEPF of the Central Government. Members who have not yet encashed their dividend warrants for financial year ended 31.3.2007 onwards are requested to make their claims to the Company immediately. Dividend for financial year ended 31.3.2007 declared on 26.09.2007 is due for such transfer to IEPF on or about 25.09.2014. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.

Further the Company has also uploaded the information regarding all Unclaimed Dividends in respect of the financial years 2006-07 to 2012-13 (interim), updated upto the date of 24th Annual General Meeting held on 7th August, 2013, on the website of the IEPF viz. www.iepf.gov.in and under "Investor Centre" on the website of the Company viz. www.precisionwires.com. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they are requested to lodge their claim, duly supported by relevant documents to the company before expiry of seven years from the date it is lying in the unpaid dividend account.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom

they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company / Registrars and Transfer Agents.

8. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2014 has been sent to all the members whose email address (es) are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same.

Members, who have not yet registered their email address with the Company / RTA / Depository Participant, are requested to do the same immediately. Members can also submit their request for registration of their e-mail ID along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

The Notice of the 25th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.precisionwires.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

9. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
10. Voting through electronic means:
 - I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members can exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting facility made available by the Company through Central Depository Services Limited (CDSL):

The instructions for members for voting electronically are as under:-

A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

NOTICE TO THE MEMBER

(vii) 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> <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RAO0000100 in the PAN field.
DOB	<p>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.</p>
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> <ul style="list-style-type: none"> 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

II. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

III. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

IV. 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.

V. 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.

VI. 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.

VII. The e-Voting period commences on Tuesday, September 23, 2014 (9 a.m.) and ends on Thursday, September 25, 2014 (6.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Friday, 22nd August, 2014, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time.

VIII. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

IX. If you are already registered with CDSL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.

X. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

XI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, August 22, 2014.

XII. Mrs. Ragini Chokshi & Company, Company Secretaries Firm (Membership No. 2390) has been appointed as the Scrutinizer to scrutinize that the e-Voting process is conducted in a fair and transparent manner.

XIII. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.



NOTICE TO THE MEMBER

XIV. The results shall be declared on or after the day of the Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company' website www.precisionwires.com and on the websites of Stock Exchanges and CDSL with in two (2) working days of passing of the resolutions at the AGM of the Company.

XV. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-voting results and voting held at the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act").**Agenda Item No. 5:**

As per section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made thereunder.

Shri Vijay M Crishna is a Non-Executive Independent Director of the Company. He joined as an Additional Director on 11.9.1991 and as a Director on 25.9.1992 at the Annual General Meeting and thereafter re-appointed on retirement by rotation from time to time, the last such re-appointment being at the AGM held on 09.08.2012.

Shri Vijay M Crishna is the Director in the Board of Godrej Industries Ltd, Godrej Agrovet Ltd. and Godrej & Boyce Mfg. Co. Ltd. He has expertise in Engineering and I.T. Industry and extensive managerial experience. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vijay M Crishna retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Vijay M Crishna being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

The Nomination and Remuneration Committee (N&RC) recommended the appointment of Shri Vijay M. Crishna as an Independent Director for a period of five consecutive years.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the candidature of Shri Vijay M. Crishna, as a Director of the Company.

The Company has received a declaration from Shri Vijay M Crishna that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Vijay M Crishna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Vijay M Crishna as an Independent Director would be available for inspection without any fee by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

The Board considers that his continued association with the Company and long-Standing experience in the field of Engineering Industry, would be of immense benefit to the Company and it is desirable to continue to avail service of Shri Vijay M Crishna as an Independent Director. Accordingly, the Board recommends the resolution to appoint Shri Vijay M Crishna as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Vijay M Crishna, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.5. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Agenda Item No. 6:

As per section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made thereunder.

Shri Pazhyanur Narayanaier Vencatesan is a Non-Executive Independent Director of the Company. He joined as an Additional Director on 11.09.1991 and as Director on 25.09.1992 at the Annual General Meeting and thereafter re-appointed on retirement by rotation from time to time, the last such re-appointment being at the AGM held on 07.08.2013. Shri Vencatesan is the Chairman of Audit Committee, Nomination and Remuneration Committee (N&RC), and the Stakeholders Relationship Committee, of the Board of Directors of the Company. Shri Pazhyanur Narayanaier Vencatesan is not a Director in any other Company.

Shri Pazhyanur Narayanaier Vencatesan is a Chartered Accountant and also a Renowned Management Consultant and has extensive managerial experience. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Pazhyanur Narayanaier Vencatesan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Shri Pazhyanur Narayanaier Vencatesan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

The Nomination and Remuneration Committee recommended the appointment of Shri Pazhyanur Narayanaier Vencatesan as Independent Director for a period of five consecutive years.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the candidature of Shri Pazhyanur Narayanaier Vencatesan, as a Director of the Company.

The Company has received a declaration from Shri Pazhyanur Narayanaier Vencatesan that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

NOTICE TO THE MEMBER

In the opinion of the Board, Shri Pazhyanur Narayanaier Vencatesan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Pazhyanur Narayanaier Vencatesan as an Independent Director would be available for inspection without any fee by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

The Board considers that his continued association, and advice would be of immense benefit to the Company and it is desirable to continue to avail service of Shri Pazhyanur Narayanaier Vencatesan as an Independent Director. Accordingly, the Board recommends the resolution to appointment of Shri Pazhyanur Narayanaier Vencatesan as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Pazhyanur Narayanaier Vencatesan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.6. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Agenda Item No. 7:

As per section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made thereunder.

Shri Ashwin Pannalal Kothari is a Non-Executive Independent Director of the Company. He joined as an Additional Director on 28.10.1998 and as Director on 23.07.1999 at the Annual General Meeting and thereafter re-appointed on retirement by rotation from time to time, the last such re-appointment being at the AGM held on 09.08.2012. Shri Ashwin Pannalal Kothari is Member of Audit Committee and Nomination and Remuneration Committee (N&RC), of the Board of Directors of the Company.

Shri Ashwin Pannalal Kothari has Expertise in Ferrous and Non Ferrous Metal & Chemical Industries and extensive managerial experience. Shri Ashwin Pannalal Kothari is a Director in Geecee Ventures Ltd and several Leading Listed Companies.

Shri Ashwin Pannalal Kothari retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Ashwin Pannalal Kothari being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

He holds 50,000 equity shares of the Company in his own name as on 31st March, 2014.

The Nomination and Remuneration Committee recommended the appointment of Shri Ashwin Pannalal Kothari as an Independent Director for a period of five consecutive years.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the candidature of Shri Ashwin Pannalal Kothari, as a Director of the Company.

The Company has received a declaration from Shri Ashwin Pannalal Kothari that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Ashwin Pannalal Kothari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the

Company and is independent of the management. Copy of the draft letter for appointment of Shri Ashwin Pannalal Kothari as an Independent Director would be available for inspection without any fee by the members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the candidature of Shri Ashwin Pannalal Kothari, as a Director of the Company.

The Company has received a declaration from Shri Ashwin Pannalal Kothari that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board considers that his continued association with the Company and vast experience in Industry Management, would be of immense benefit to the Company and it is desirable to continue to avail service of Shri Ashwin Pannalal Kothari as an Independent Director. Accordingly, the Board recommends the resolution to appointment of Shri. Ashwin Pannalal Kothari as an Independent Director, for the approval by the shareholders of the Company.

Except, Shri Ashwin Pannalal Kothari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.7. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Agenda Item No. 8:

As per section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made thereunder.

Shri Pratap Ratilal Merchant is a Non-Executive Independent Director of the Company. He joined as an Additional Director on 28.10.1998 and as Director on 23.07.1999 at the Annual General Meeting and thereafter re-appointed on retirement by rotation from time to time, the last such re-appointment being at the AGM held on 07.08.2013. Shri Pratap Ratilal Merchant is Member of Audit Committee and Nomination and Remuneration Committee (N&RC), of the Board of Directors of the Company.

Shri Pratap Ratilal Merchant is Ex-Banker, having rich experience in Banking & Finance Sectors and extensive managerial experience. Shri Pratap Merchant is a Director in KJMC Asset Management Company Ltd, GeeCee Ventures Ltd. and Setco Automotive Ltd.

Shri Pratap Ratilal Merchant is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Shri Pratap Ratilal Merchant being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

He holds 1,000 equity shares of the Company in his own name as on 31st March, 2014.

The Nomination and Remuneration Committee recommended the appointment of Shri Pratap Ratilal Merchant as Independent Director for a period of five consecutive years.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the

NOTICE TO THE MEMBER

candidature of Shri Pratap Ratil Merchant, as a Director of the Company.

The Company has received a declaration from Shri Pratap Ratil Merchant that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Pratap Ratil Merchant fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Pratap Ratil Merchant as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

The Board considers that his continued association with the Company and his rich experience in the Financial Sector, would be immense benefit to the Company and it is desirable to continue to avail service of Shri Pratap Ratil Merchant as an Independent Director. Accordingly, the Board recommends the resolution to appointment of, Shri. Pratap Ratil Merchant as an Independent Director, for the approval by the shareholders of the Company.

Except, Shri Pratap Ratil Merchant, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.8. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Agenda Item No. 9:

As per section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said section and Rules made thereunder.

Shri Pradip Roy is a Non-Executive Independent Director of the Company. He joined as Additional Director on 14.11.2011 and as Director on 09.08.2012 at the Annual General Meeting. Shri Pradip Roy is Member of Audit Committee and Nomination and Remuneration Committee (N&RC), of the Board of Directors of the Company.

Shri Pradip Roy is a successful Banker and retired as Executive Director of IDBI Bank Ltd, having rich experience in Infrastructure and Financial Sectors and extensive managerial experience. Shri Pradip Roy is a Senior Adviser of Lincoln International Advisers (I) Ltd. and Pipavav Defence & Offshore Engg. Co. Ltd. and also Independent Director at several other leading listed & non listed Companies. He is also a member of the Audit Committee and Nomination and Remuneration Committee in GVK Gautami Power Ltd. and Mumbai International Airport Pvt. Ltd. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Pradip Roy is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Shri Pradip Roy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2019.

The Nomination and Remuneration Committee recommended the appointment of Shri Pradip Roy as Independent Director for a period of five consecutive years.

The Company has received Notice along with requisite deposit from a member under Section 160 of the Act proposing the candidature of Shri Pradip Roy, as a Director of the Company.

The Company has received a declaration from Shri Pradip Roy that he meets with the criteria of independence both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri. Pradip Roy fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri. Pradip Roy as an Independent Director would be available for inspection without any fee by the members at the Registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday.

The Board considers that his continued association with the Company and vast experience in Engineering Industry, Banking and Finance Sector for a long and long period, would be of immense benefit to the Company and it is desirable to continue to avail service of Shri. Pradip Roy as an Independent Director. Accordingly, the Board recommends the resolution to appointment of, Shri. Pradip Roy as an Independent Director, for the approval by the shareholders of the Company.

Except, Shri. Pradip Roy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.9. This Explanatory Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Agenda Item No. 10:

Amendment in Articles of Association:

As provided in the first Proviso to Section 203 of the Companies Act, 2013, an Individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time unless,

- (a) the articles of such a company provide otherwise; or
- (b) the company does not carry multiple businesses:

In case of Precision Wires India Limited, Shri Mahendra R Mehta is acting as Chairman and Managing Director cum CEO of the Company. The existing Articles of the Company doesn't contain the provisions for such appointment. Therefore, in view of the above provisions, Article 138(a) is proposed to be modified to include such enabling provisions for allowing appointment of Shri Mahendra R Mehta as Chairman and Managing Director cum CEO of the Company at the same time.

The Board of Directors has approved the proposed amendments to the Article of Association of the Company as above and recommends for approval of the Members by way of a Special Resolution at item no.10 of the accompanying notice.

None of the Directors, Key Managerial Persons and their relatives is interested in the Resolution at Item no. 10 of the notice.

Agenda Item No.11:

Re-appointment of Shri Mahendra R Mehta, Chairman & Managing Director:

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the resolution at Item no.11 of the Notice seeks approval of the Members in respect of the re-appointment and payment of remuneration to Shri Mahendra R. Mehta as Chairman & Managing Director of the Company. The present Term of Office of Shri Mahendra R. Mehta as Chairman & Managing Director expires on 30th September, 2014. The Board of Directors of the

NOTICE TO THE MEMBER

Company at its Meeting held on 28th May, 2014, has subject to the approval of the Members of the Company in General Meeting and any other approvals as may be necessary, re-appointed Shri Mahendra R. Mehta, as Chairman & Managing Director vide letter of appointment dated 28th May, 2014, for a further period of Three Years with effect from 1st October, 2014 to 30th September, 2017.

Shri Mahendra R. Mehta, is founder of the Company and has long experience in the Wire and Cable Industry, Engineering and Chemical Industry. With his initiative and zeal and due to his experience, our Company is market-Leader in the field in India. The Board of Directors recommends his re-appointment as Chairman & Managing Director of the Company for a period of Three Years w.e.f. 1st October, 2014 to 30th September, 2017.

The Principal Terms and Conditions as contained in the said Letter of Appointment dated 28th May, 2014 are as under:

Period:

For 3 Years with effect from 1st October, 2014 up to 30th September, 2017.

Salary per month (p.m.):

Rs.2,86,000/- (Rupees Two Lacs Eighty Six Thousand only) per month for the first year and Rs. 3,02,000/- (Rupees Three Lacs Two Thousand only) per month for the remainder of his term.

Commission:

In addition to salary, perquisites and other allowances, Commission at 1% based on the Net Profits of the Company, computed in the manner laid down in Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

In addition to salary and commission, the following perquisites shall be allowed to Shri Mahendra R. Mehta:

Perquisites

1. Housing:
Rent free furnished residential accommodation. In case no residential accommodation is provided by the Company the Chairman & Managing Director shall be entitled to house rent allowance as may be approved by the Board of Directors.
2. Medical Re-imbursement:
Reimbursement of medical expenses incurred for Shri Mahendra R. Mehta and his wife.
3. Reimbursement of gas, electricity, water charges and furnishings.
4. Leave travel concession for Shri Mahendra R. Mehta and his wife 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. Fees of clubs subject to a maximum of two clubs.
6. Personal accident insurance subject to a maximum premium of Rs. 15,000/- per annum.
7. Provision of car for business as well as for personal purposes with driver.
8. Telephone & Internet connection at the residence for business as well as personal use.
9. Provision of services of two domestic servants at his residence or reimbursement of expenses incurred on such two servants at his residence.
10. 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 Mahendra R. 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.
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Chairman & Managing Director, the Company has no profits or its profits are inadequate in any financial year of the Company during the currency of tenure of the Chairman & Managing 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.

Other terms

- a) As long as Shri Mahendra R. Mehta is functioning as Chairman & Managing Director of the Company no sitting fees will be paid to him for the meetings of the Board of Directors or any Committee thereof attended by him.
- b) The Chairman & Managing Director shall be entitled to reimbursement of all actual expenses, including entertainment, traveling, hotel and other expenses incurred by him in India and abroad exclusively on the company's business.
- c) 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.

Further particulars as per Part II, Section II of the Schedule V to the Companies Act, 2013:

- (i) The Board of Directors and Nomination and Remuneration Committee (N&RC) of the Board have approved the terms of remuneration payable to Shri Mahendra R. Mehta, as mentioned hereinabove at its meeting held on 28th May, 2014, which are in accordance with the provisions of Schedule V to the Companies Act, 2013.
- (ii) The company has not made any default in repayment of any of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of Shri Mahendra R. Mehta.
- (iii) The appointment of Shri Mahendra R. Mehta as Chairman & Managing Director of the Company with effect from 1st October, 2014 is being proposed to be made by a Special Resolution of the Company at its ensuing Annual General Meeting to be held on 29th September, 2014 for payment of remuneration for a period not exceeding three years.

Copy of the Draft Re-appointment Letter dated 28th May, 2014 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. & 1.00 p.m. on any working day of the Company except Saturday, upto and including the date of the Annual General Meeting.



NOTICE TO THE MEMBER

Shri Mahendra R Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 10/- each, amounting to 13.40% of the paid up capital of the Company. He is related to Shri Milan M Mehta, Managing Director, Shri Deepak M. Mehta, Whole-time Director and Shri Nirbhay D. Mehta Manager (Commercial and Finance), son of Shri Deepak M. Mehta.

- (iv) Other particulars as per Section II of Part II of Schedule V to the Companies Act, 2013 are as under:

(iv) I : GENERAL INFORMATION:

- [1] Nature of Industry : The Company is engaged in manufacture of winding wires of copper.
- [2] Date of commencement of commercial production: 31.12.1992.
- [3] In case of new companies, expected date of commencement of activities - not applicable.
- [4] Financial Performance based on given indicators : (rounded off to nearest rupees in lacs)

	2013-14	2012-13
Effective Capital:	20587	20885
Net Profit after Tax	1444	1595

- [5] Export Performance & foreign exchange outgo:

Exports (FOB)	13232	11060
Foreign Exchange Outgo [net]	27236	22772

- [6] Foreign Investments & Collaborations if any:
No Foreign Investments.

(iv) II : INFORMATION ABOUT THE APPOINTEE: Shri Mahendra R. Mehta:

- [1] Background Details: Shri Mahendra R. Mehta is a founder - Promoter of the Company and he was Chairman & Managing Director of erst-while Atlas Wires Ltd., prior to its amalgamation with Precision Wires India Ltd. He has contributed immensely to the performance of the company over the years and played pivotal role in the growth of the Company who is continued to be the Market-Leader in its field in India.
- [2] Past Remuneration: Shri Mahendra R. Mehta was paid the following remuneration :

	2013-14	2012-13
	(Rs/Lacs)	(Rs/Lacs)
Salary	33.00	32.10
Perquisites	8.60	6.68
Commission	16.30	23.76
Contribution to Provident Fund & Provision for Gratuity	5.55	8.64
Total	63.45	71.18
	=====	=====

- [3] Recognition or awards: The Company has no information about it.
- [4] Job Profile and his suitability: Having regard to the vast experience as Chairman & Director of Erst-While Atlas Wires Ltd., prior to its amalgamation with Precision Wires India Ltd., the Board of Directors is of the opinion that Shri Mahendra R. Mehta is highly experienced and eminently suitable to hold the position and the proposed remuneration is reasonable.
- [5] Remuneration Proposed: as per the above explanatory statement, for a period of three years from 1-10-2014 to 30-09-2017.

- [6] Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The company has no information to offer, but having regard to the versatile experience and responsibility of the position held by him, the Board of Directors is of the opinion that the proposed remuneration is reasonable.

- [7] Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:

Shri Mahendra R. Mehta is a promoter of the Company holding fully paid Equity Shares of Rs. 10/- each, amounting to 13.40% of the paid up capital of the Company. He is related to Shri Milan M. Mehta, Managing Director and Shri Deepak M. Mehta, Whole-time Director.

(iv) III : OTHER INFORMATION:

- [1] Reasons for Loss or Inadequacy of Profits: Not applicable as Company is a profit making company.
- [2] Steps taken or proposed to be taken for improvement: Not applicable as the Company is a profit making company. However, company continues to strengthen internal procedures to control inventories and operating costs.
- [3] Expected increase in productivity and profits in measurable terms: Not applicable as the Company is a profit making company. However, considering the volatility in the price of the principal input of the company, copper rods, it is difficult to make any estimates of increase in productivity and profits in measurable terms.

(iv) IV : DISCLOSURES:

- [1] The Remuneration package of the Managerial Personnel for the year 01.04.2013 to 31.03.2014, is given in the explanatory statement above.
- [2] The following information has been disclosed in the Board of Directors' Report under the heading "Corporate Governance" attached to the annual report for the year 2013-14:
 - [i] All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc. of all the directors;
 - [ii] Details of fixed component and performance linked incentives along with the performance criteria;
 - [iii] Service contracts, notice period, severance fees;
 - [iv] Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Mahendra R Mehta under section 190 of the Companies Act, 2013 and a disclosure under Clause 49 of the Listing Agreement with the Stock Exchnages.

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. 11 of the Notice for approval by the Shareholders.

NOTICE TO THE MEMBER

Agenda Item No. 12:**Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015**

The Audit Committee and the Board has approved the appointment of M/s Gangan and Company, Cost Accountants as Cost Auditors for audit of the cost accounts for the year 2014-15 at a remuneration of Rs.3 lacs (Rupees Three lacs).

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the year 2014-15.

The Board recommends the Resolution for approval of the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

Agenda Item No. 13**Approval for change in designation of Shri Nirbhay D. Mehta, Manager (Commercial & Finance)**

The Remuneration & Nomination Committee (R&NC) and the Board of Directors at their Meetings held on 29th May 2013 have re-appointed Shri Nirbhay D Mehta as a Manager (Commercial and Finance) in the Company for a period of three years on such terms and conditions as are mentioned in the appointment letter dated 29th May 2013.

Since the scope of his duties and work has expanded, the Board at its Meeting held on 7th August, 2014 considered the change in his designation from Manager (Commercial and Finance) to Senior Manager (Finance and Marketing) with immediate effect, subject to the consent of the members of the Company in this regard at the ensuing Annual General Meeting to be held on 29th September, 2014, by special resolution.

The terms and conditions including remuneration as stated in appointment letter dated 29th May, 2013 will remain same as approved by the members at the Annual General Meeting held on 7th August, 2013, except the change in designation.

Shri Nirbhay D. Mehta holds fully paid Equity Shares of Rs. 10/- each, amounting to 3.85% of the paid up capital of the Company. He is related to Shri Mahendra R. Mehta, Chairman and Managing Director, Shri Milan M Mehta, Managing Director and Shri Deepak M. Mehta, Whole-time Director.

Save as aforesaid, None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

Agenda Item No. 14:**Borrowing Limits :**

The Shareholders of the Company at the Annual General Meeting held on September 26, 2007 had authorised the Board, through an special Resolution, to borrow monies upto Rs.500 Crores in excess of the aggregate of paid-up capital and free reserves of the Company. As per the provisions of Section 180 of the Companies Act, 2013, this authority requires approval of the Shareholders by way of a Special Resolution. The Rules notified in this regard require the companies to pass Special Resolution by the Shareholders within a period of one year from the date of notification of this section i.e. by September 12, 2014.

The Board recommends the Resolution for approval of the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

Agenda Item No.15:**Empowerment of Managing Directors for creation of charge on the Assets of the Company:**

In terms of the provisions of section 180(1) (a) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/Banks/ Trustees for availing term loan/other secured borrowings is regarded as disposal of the company's properties / undertakings, it is necessary for the members to pass the resolution under section 180 (1) (a) of the Companies Act, 2013 by way of special resolution. Accordingly, the Board of Directors recommends the resolution for your approval by way of a special resolution.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

DOCUMENTS OPEN FOR INSPECTION:

The following documents in relation to Item Nos. 5 to 11 and 13 of the accompanying Notice are open for inspection by the Members at the Registered Office of the Company between 11.00 AM and 1.00 PM on any working day of the Company, except Saturday:

- 1] Letter of appointment dated 28th May, 2014, issued to Shri Mahendra R. Mehta, referred to in the item No. 11 of the accompanying Notice.
- 2] Copy of the draft letters for respective appointments of Shri. Vijay M Crishna, Shri. Pazhyanur Narayanaier Vencatesan, Shri. Ashwin Pannalal Kothari, Shri. Pratap Ratilal Merchant and Shri. Pradip Roy referred to in the item No. 5 to 9 of the accompanying Notice.
- 3] Letter of appointment, issued to Shri Nirbhay D. Mehta, referred to in the item No. 13 of the accompanying Notice.
- 4] A copy of the existing Articles of Association of the Company and the proposed amendments thereto referred to in the item No. 10 of the accompanying Notice.

By Order of the Board

Nishthi H Dharmani
Company Secretary

Registered Office:

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

Mumbai

7th August, 2014.



DIRECTORS' REPORT

TO THE MEMBERS

The Directors hereby present the Twenty Fifth Annual Report of your Company, together with the Audited Accounts for the year ended 31st March, 2014.

1. Financial Results

	(Rupees in Lacs)	
	2013-14	2012-13
Sales (including Excise Duty)	111754.77	112779.44
Less : Excise Duty	(13585.92)	(15196.58)
Sales (Net of Excise Duty)	98168.85	97582.86
Operating Profit	3488.06	4025.80
Add: Other Income	285.99	126.30
Profit before Financial Charges, Depreciation & Taxes	3774.05	4152.10
Financial Charges	(286.78)	(506.85)
Depreciation	(1181.01)	(1257.41)
Profit before Taxes & Extra-ordinary Items	2306.26	2387.84
Extra-ordinary Items	—	—
Profit before Taxes	2306.26	2387.84
Less : Provision for Tax	(862.07)	(792.41)
Profit after Tax	1444.19	1595.43
Add: Balance brought forward from last Account	270.08	363.54
Balance available : (A)	1714.27	1958.97
Which the Board of Directors have appropriated as under:		
(i) Transfer to General Reserve	145.00	1150.00
(ii) Proposed Total Dividend @ Rs. 10.00 for the year (Previous year @ Rs. 4.00), which includes two Interim Dividends @ Rs. 4.00 + Rs. 4.00 = Rs. 8.00 (Previous year @ Rs. 2.50) per equity share already since paid.	1156.36	462.54
(iii) Corporate Tax on Dividend	196.53	76.38
(B)	1497.89	1688.91
Balance carried forwarded in Profit & Loss A/c (A-B)	216.38	270.08

2. Dividend

Board of Directors were pleased to recommend at the meeting held on 28.10.13 and 12.02.14 Interim Dividend of Rs.4/- each per Equity share of Rs.10/-, since already paid. Being the Jubilee Year, the Directors are pleased to recommend further final additional Dividend @ Rs.2/- (20%), total Dividend recommended is Rs.10/- (100%) per Equity share of Rs. 10/- each subject to the approval of the Members at the ensuing General Meeting for the year 2013-14.

3. Operations

Our Production during the year was slightly lower than the previous year. The overall economic industrial climate was unfortunately sluggish. Electrical Equipment Manufacturing Industry and Capital Goods Sector registered negative growth. Increasing import of electrical equipments from China, affected Domestic Industry.

Inflation, High cost of finance, lower capacity utilisation, inadequate availability of proper Grade fuel and issues pertaining to environmental clearances affected overall fiscal, economical and Industrial climate in the country.

Considering the prevailing adverse economical climate in the country during the year under Report, your Company has performed well.

The PBDIT is 3774.05 (4152.10) Finance charges 286.78 (506.85). Depreciation 1181.01 (1257.41) PBT 2306.26 (2387.84) Provision for Tax 862.07 (792.41) and PAT 1444.19 (1595.43) lacs which is slightly lower than previous year due to high volatility in USD/INR during QII of the Year, more imports of input, higher Employees Benefits Expenses, Insurance & freight and other expenses. Our Reserves and Surplus (excluding Revaluation) are about Rs.19154 (19063) at the end of March 2014.

Since our Winding Wires are used in the manufacture of Electrical Equipment, Long term prospect for the Industry is bright. Manufacturing -Sector also is likely to be given priority as the same generates more employment. Growth in Infrastructure-Sector such as Air Ports, Metros, Highways, surface Transport etc. besides the Power-Sector, is likely to have catalytic impact on Capital-Goods-Sector.

Notwithstanding whatever has been stated in the foregoing paragraphs, your Company continues to be optimistic about future growth in the sector. India, being a power-deficit country, long term prospects of the Electrical Equipment Manufacturing Industry is bright. Since around 40 crore people in our Country do not have access to electricity, Power-Sector enjoys utmost priority. Between now and 2050 Indian electricity supply and demand are projected to increase five-fold.

Inherent distortions arising from rapidly increasing trade deficit has attracted attention of the Government and remedial measures have been taken.

Prevailing adverse economic climate in the country is bound to change for the better and your Company is hopeful for upturn in the Economy. Your Company has been performing consistently well and continues to be the Market-leader with low-debt-gearing, Debt-Equity Ratio less than 0.25, and Current Ratio at about 1.44.

We have discharged all financial obligations in time, without delay or default.

4. Listing / Dematerialisation of the Company's Equity Shares

The Equity Shares of your Company continue to be listed at the Bombay Stock Exchange Ltd, (BSE) and National Stock Exchange of India Ltd (NSE) and the required Annual Listing Fees have been paid.

The Equity Shares of the Company are compulsorily traded in dematerialized form as prescribed by SEBI. The same are registered with both National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, and Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai – 400 023, under ISIN No. INE372C01011 common for both.

5. Particulars of Employees:

As required under the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, particulars of the employees are given in Annexure I hereto and form part of this report.

6. Disclosure of particulars in the Directors' Report:

As required under the provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988, the necessary particulars are given in Annexure II hereto and form part of this report.

DIRECTORS' REPORT

7. Auditors

a) Statutory Auditors:

The Auditors, M/s. S. R. Divatia & Company, Chartered Accountants, Mumbai, who have been Statutory Auditors of the Company, hold office until the ensuing Annual General Meeting. Subject to the approval of the Members, it is proposed to re-appoint them for the Financial Year 2014-15. The Auditors have furnished, u/s 224 (1B) of the Companies Act 1956, Certificate of Eligibility for reappointment.

b) Cost Auditors:

The Cost Accounting records maintained by the Company for Products covered under Central Excise Tariff Act, 1985 Chapter Heading 8544 (Winding Wires Made of Copper) are subject to yearly audit by qualified Cost Auditors.

Based on the Audit Committee recommendation at its meeting held on 29th May, 2013, the Board has appointed M/s. Gangan & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2013-14.

8. Corporate Governance:

As required by Clause 49 of the Listing Agreements with Stock Exchanges, a Corporate Governance Report, a Management Discussion and Analysis, and the Certificate of the Auditors of the Company regarding compliance of conditions of Corporate Governance are made a part of the Annual Report. Please refer Annexure III to the Directors' Report.

The Company has framed a Code of Conduct for all its Board Members and Senior Management Personnel of the Company, who have affirmed compliance thereto. The said Code of Conduct has been posted on the Company's website. The Declaration to this effect signed by the CEO is made a part of the Annual Report.

9. Directors' Responsibility Statement:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company based on the representations received from the operating management confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of financial year ended 31st March, 2014 and of the profit of the Company for that period;
- iii. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the directors had prepared the annual accounts for the year ended 31st March, 2014, on a going concern basis.

10. Directors:

- a) The term of appointment of Shri Mahendra R. Mehta, as Chairman & Managing Director, expires on 30th September, 2014. On the recommendation of

Nomination and Remuneration Committee (N&RC), the Board of Directors, at their meeting held on 28th May, 2014, re-appointed Shri Mahendra R. Mehta as Chairman & Managing Director for a period of three years w.e.f. 1st October, 2014 subject to the approval of the members at ensuing AGM and other statutory approval required, if any.

- b) Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting. Consequently, Shri Mahendra R. Mehta, Director will retire by rotation at the end of ensuing Annual General Meeting, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Further as per Section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors under Section 149(4) within a period of one year from 1.4.2014 i.e. the date of commencement of the said Section and Rules made thereunder. Since the Company had already appointed to Shri Vijay M. Crishna, Shri P. R. Merchant, Shri P. N. Vencatesan, Shri A. P. Kothari and Shri Pradip Roy as Non-Executive Independent Directors subject to retirement by rotation in the past, in terms of Companies Act, 1956 and the Listing Agreement, and out of them Shri Vijay M. Crishna and Shri A. P. Kothari are liable to retire by rotation at the ensuing Annual General Meeting, the Board of Directors in their meeting held on August 7, 2014 resolved to appoint all the above Non-Executive Independent Directors, subject to the approval of the Members at the ensuing Annual General Meeting as Non-Executive Independent Directors, within the meaning of Section 149 and 152 [including Section 149(10)] of the new Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of ensuing Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019.

The brief resume of the Directors being appointed/re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing Annual General Meeting.

Your Directors therefore, recommend their appointment/re-appointment at the ensuing Annual General Meeting.

11. Acknowledgements

The Directors wish to place on record their deep appreciation of the continued assistance and co-operation from Bank of Baroda, the Administration of Union Territory of Dadra and Nagar Haveli, Palej Gram Panchayat, Palghar Gram Panchayat, Shareholders and all the Staff and employees of the Company

For and on behalf of the Board,

Mahendra R. Mehta,
Chairman and Managing Director

Mumbai
Dated 7th August, 2014

**DIRECTORS' REPORT****ANNEXURE I TO DIRECTORS' REPORT**

Particulars of Employees as per Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March, 2014

Name	Age (Years)	Qualifications	Designation	Date of Commencement of Employment	Experience (Years)	Remuneration (Gross) Rs. #	Last Employment and position held
Shri Mahendra R. Mehta	85	—	Chairman & Managing Director	June 1975	62	63,44,344	Chairman & M.D of Erstwhile Atlas Wires Ltd.
Shri Milan M. Mehta	51	B.S.(E.E.)	Vice Chairman & Managing Director	April 1996	29	1,22,15,038	Technical Director of Erstwhile Atlas Wires Ltd.
Shri Deepak M. Mehta	57	B.Com.	Whole-time Director	January 1989	34	65,23,061	Whole time Director of Erstwhile Atlas Wires Ltd.

Notes:

- (1) All the above persons are relatives of each other
- (2) The above employments are contractual in nature.
- (3) Remuneration (Gross) includes Salary, Commission, taxable value of perquisites, Company's contribution to Provident Fund and provision for the year for Retirement Gratuity in case of Shri Mahendra R. Mehta and Shri Milan M. Mehta, Managing Directors, who each beneficially own more than 5% of the Paid-up Share Capital of the Company, and are ineligible on this ground for entitlement to retirement gratuity payment through the Trust created. Gratuity provision in the current year, therefore, has been made at Rs. 1,58,654/- for Shri Mahendra R. Mehta and Rs. 9,40,385/- for Shri Milan M. Mehta. Shri Deepak M Mehta is entitled for payment of gratuity through the Trust but since a separate computation of gratuity liability for the year is not available from actuarial valuation in this regard, the same has not been included in his gross remuneration.

ANNEXURE II TO DIRECTORS' REPORT**1. Conservation of energy:**

Energy consumption details in form "A" have not been prescribed for the class of industry to which your Company belongs.

2. Technology Absorption :

Efforts made in technology absorption – as per Form B are given below:

FORM "B"**Research and Development (R&D)**

- | | |
|--|-------------------------|
| 1. Special areas in which R & D Carried out by the Company | Insulating Varnish |
| 2. Benefits derived as a result of the above R & D. | Up gradation of quality |
| 3. Future plan of action | Energy conservation |
| 4. Expenditure on R & D | — |

Technology Absorption, Adaptation and Innovation:

- | | |
|---|----------------------|
| 1. Efforts in brief made towards technology absorption and innovation | Under implementation |
| 2. Benefits derived as a result of the above efforts. | — |
| 3. Information about Imported Technology | — |

3. Foreign Exchange Earnings and Outgo:

Earnings	13,232 (11,060) (Rs. in Lacs)
Outgoings	27,236 (22,772) (Rs. in Lacs)

Declaration on Compliance of the Company's Code of Conduct

This is to certify that the Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them.

Mahendra R. Mehta
Chairman & CEO.

Place: Mumbai,
Date: 7th August, 2014

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-2014 (PERIOD : 1st APRIL, 2013 TO 31st MARCH, 2014)
(ANNEXURE III TO THE DIRECTORS' REPORT)

(as required under clause 49 of the Listing Agreements with the Stock Exchanges)

1. A brief statement on Company's Philosophy on code of Corporate Governance:

The Company continues to remain committed to satisfy the need for transparency in providing the necessary information to Shareholders about the functioning of the Board, the Management and upholding the Corporate Governance practices, within the limits set by the Company's competitive position.

2. Board of Directors:

The names and categories of the Directors on the Board, their attendances at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorship and Committee Membership held by them in other Companies are as under:

Composition and category of Directors			Member of other Boards or Other Board Committees		Attendance		
Name of Director	Designation	Category	Number of Directorship in other companies*	Number of Board Committee membership held in other companies	Meetings of Board of Directors		AGM
					Held	Attended	
Shri Mahendra R Mehta	Chairman and Managing Director	Promoter, Executive	–	–	4	4	Yes
Shri Milan M Mehta	Vice-Chairman and Managing Director	Promoter, Executive	1	1	4	4	Yes
Shri Deepak M Mehta	Whole-time Director	Promoter, Executive	–	–	4	3	Yes
Shri Vijay M Krishna	Director	Non-Executive, Independent	3	M = 1	4	1	No
Shri P N Vencatesan	Director	Non-Executive, Independent	–	–	4	4	Yes
Shri P R Merchant	Director	Non-Executive, Independent	3	C = 1 M = 3	4	3	Yes
Shri AP Kothari	Director	Non-Executive, Independent	7	M = 1	4	4	No
Shri Pradip Roy	Director	Non-Executive, Independent	5	C = 2 M = 2	4	3	No

C = Chairman of Board Committee in other companies,
M = Member of Board Committee in other companies

* Excluding Private, Foreign and Companies registered under Section 25 of the Companies Act, 1956.

Number of Board Meetings held and dates on which held:

Four Meetings of the Board of Directors were held, on 29-05-2013, 07-08-2013, 28-10-2013 and 12-02-2014 and the gap between two meetings did not exceed four months.

Annual General Meeting (AGM) of the company was held on 07-08-2013.

3) Audit Committee:

The Board of Directors had constituted an Audit Committee in the Year 2001.

Brief Description of Terms of Reference are as under:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To fix audit fees of the internal auditors and to approve payment for any other services.
- To meet Statutory Auditors and Internal Auditors, discuss their findings and related matters and to review with the Management the Quarterly Financial Results and also Annual Accounts before same are submitted to the Board for its consideration.
- To look into the various aspects envisaged by relevant SEBI guidelines in this regard.

The Composition of the Audit Committee and the details of meetings held and attended by the Members are given below:

During the year, Four Meetings of the Audit Committee of the Board of Directors were held, on 29-05-2013, 07-08-2013, 28-10-2013 and 12-02-2014.

Name of the Members	Category	Audit Committee Meeting	
		Held	Attended
Shri P N Vencatesan, Chairman (Chartered Accountant)	Independent, Non-Executive	4	4
Shri P R Merchant (Retired Senior Banker)	Independent, Non-Executive	4	3
Shri AP Kothari (Technocrat-Entrepreneur)	Independent, Non-Executive	4	4
Shri Pradip Roy	Independent, Non-Executive	4	3

4. Nomination and Remuneration Committee (N&RC):

The Board of Directors at its meeting held on 28th May, 2014 re-named the Committee name from Remuneration-Cum-Selection Committee to Nomination and Remuneration Committee to realign with the provisions of the Companies Act, 2013.

Brief description of Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee include to determine Company's policy on specific remuneration packages for Executive Directors and relatives of Directors employed in the Company, if any, including pension rights and compensation payment, after taking into account the financial position of the Company, trends in the industry, appointee's qualifications, experience, past performance, past remuneration etc., and considering interest of the company and shareholders.

Composition, name of members, Chairperson and attendance:

The Nomination and Remuneration Committee comprises of Four Independent & Non-Executive Directors--- Shri P. N. Vencatesan (Chairman), Shri P. R. Merchant (Member), Shri A. P. Kothari (Member) and Shri Pradip Roy (Member). During the year, there was ONE meeting of the Nomination and Remuneration Committee held.

Remuneration Policy:

The remuneration of Executive Directors and their relatives employed in the Company is approved by the shareholders at their Meetings on the basis of recommendations of the Nomination and Remuneration Committee and the Board of Directors. The recommendations by these bodies are based on trends in the industry, appointee's qualifications, experience and past performance.

Non- Executive Directors do not receive any remuneration except the sitting fees for attending Meetings of the Board of Directors and/ or the Committees of Directors..

Details of remuneration to all the Directors are as under:

[i] Gross Remuneration paid / payable to Executive Directors for financial year 2013-14.

Name of Director and Service Contract	Salary Rs.	Commission Rs.	Perquisites # Rs.	Contribution to PF & Provision for Gratuity Rs.	Total Rs.
Shri Mahendra R Mehta (Re-appointed w. e. f. 01.10.2011 for 3 years)	33,00,000	16,30,011	8,59,679	*5,54,654	63,44,344
Shri Milan M Mehta (Re-appointed w. e. f. 01.04.2012 for 3 years)	73,20,000	16,30,011	14,46,242	**18,18,785	1,22,15,038
Shri Deepak M Mehta (Re-appointed w. e. f. 01.08.2013 for 3 years)	32,72,000	16,30,011	12,28,410	3,92,640	65,23,061

Perquisites include Reimbursement of medical expenses for self and family, Reimbursement of gas, electricity, water charges and furnishings, Leave travel concession for self and family once in a year not exceeding one month's salary for each year, accumulated subject to a maximum of three years, Fees of clubs subject to a maximum of two clubs, Leave Encashment at end of contract, wages of servants and personal drivers. The above Directors are not entitled to Bonuses, but are entitled to Provident Fund and Retirement Gratuity in accordance with Law.

* Includes Provision for Gratuity of Rs. 1,58,654/-

** Includes Provision for Gratuity of Rs. 9,40,385/-

The variable component of above remuneration is the payment of Commission based on profits of the Company computed as per provisions of Section 198 of the Companies Act, 1956. There is no other performance linked component of the remuneration. The employments are contractual, for a period of three years, terminable by notice in writing of 90 days by either side. No severance fees are payable to any of the managerial personnel. The Company does not have Stock Option plan for its employees or other Managerial Personnel.

No sitting fees are paid to Executive Directors for attending Meetings of Board or Committees of Board.

[ii] Remuneration paid to Non-Executive Directors for financial year 2013-14

	Shri P N Vencatesan	Shri P R Merchant	Shri A P Kothari	Shri V M Crishna	Shri Pradip Roy
Sitting Fees for attending Board and Committee Meetings.	Rs. 73,000	Rs. 51,000	Rs. 73,000	Rs. 17,000	Rs. 56,000
Non-executive Directors are not paid any other remuneration. The above figures are exclusive of Service Tax.					

5. Stakeholders Relationship Committee:

The Board of Directors at its meeting held on 28th May, 2014 re-named the Committee's name from Share Transfer & Shareholders Grievances Committee to Stakeholders Relationship Committee to realign with the provisions of the Companies Act, 2013.

Name of non-executive director heading the committee : Shri P. N. Vencatesan,
Name and designation of compliance officer : Ms. Nishthi H Dharmani, Company Secretary.
Number of complaints received up to 31.03.2014 : 03 (Three)
Number not solved to the satisfaction of shareholders as on 31.03.2014 : NIL
Number Pending complaints : NIL

The Company has also conducted Share Capital Audit relating to the issue of shares, request for dematerialization of shares, Register of Members and changes in share capital, for every quarter.

6. General Body Meetings:

- i. Location and time where the last three Annual General Meetings were held & special resolutions passed thereat:

Financial Year	Date	Time	Location	Number of Special Resolutions passed at the AGMs
2012-2013	07-08-2013	02.30 p.m.	Hall of Mysore Association, 1 st Floor, 393 Bhau Daji Road, Maheshwari Udyan (King Circle), Matunga (Central Railway), Mumbai - 400 019.	Two
2011-2012	09-08-2012	02.30 p.m.		One
2010-2011	03-08-2011	02.30 p.m.		One

- ii. Resolutions by Postal Ballots, etc.:
Special Resolutions passed by Postal Ballot during the year- NIL.

7. Disclosures:

- i. Materially significant related party transactions:
Transactions of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc. are disclosed in Notes to Accounts as per requirements of Accounting Standard -18. None of these transactions have potential conflict with interest of the Company at large.
- ii. No penalties have been imposed and no strictures have been passed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Markets during the last three years and there are no instances of non-compliance of relevant regulatory requirements by the Company.
- iii. As a matter of policy, all employees of the company have free access to all executive and non-executive directors of the company, including the Audit Committee, and are encouraged to report any ultra virus acts or omissions.
- iv. The Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreements Regarding the status of the compliance with the Non-mandatory requirements of the said Clause, the Company has constituted a Nomination and Remuneration Committee (N&RC) comprising of Non-Executive & Independent Directors.

8. Means of communication:

Quarterly / Annual Results are filed with NSE/BSE and are published in English and Vernacular news papers within the prescribed time limits.

The quarterly and annual financial results are normally published in the Free Press Journal and vernacular "Navshakti" news papers.

The Quarterly Financial Statements, Corporate Governance Reports & Quarterly Shareholding Pattern and Annual Report are available on websites of BSE and NSE. The same are also available on the Company's website <http://www.precisionwires.com>

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern and Corporate Governance Report are also filed electronically on NEAPS.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are : Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

9. General Shareholder Information:**i. Annual General Meeting:**

Day, Date, Month & Time : Monday, 29th September, 2014 at 02.30 p.m.

Venue: Hall of Mysore Association, 1st Floor, 393 Bhau Daji Road, Maheshwari Udyan (King Circle), Matunga (Central Railway), Mumbai - 400019.

ii. Financial Calendar:

Financial Year 1st April 2014 to 31st March, 2015.

Quarterly Results (tentative):

Unaudited quarterly results for the first three quarters will be declared within Forty Five days from the close of each quarter. Company generally declares audited results within Sixty days from the end of the financial year and hence it generally does not declare unaudited results for the fourth quarter within Forty five days from end of fourth quarter, as permitted by Clause 41 of the Listing Agreement.

iii. Date of Book closure: 20th September, 2014 to 29th September, 2014 (both days inclusive)**iv. Dividend payment date:**

Final Dividend on Equity shares, subject to the approval of Members at the ensuing Annual General Meeting, @ Rs. 2/- per fully paid equity share of Rs. 10/- each shall be paid on or before 28.10.2014.

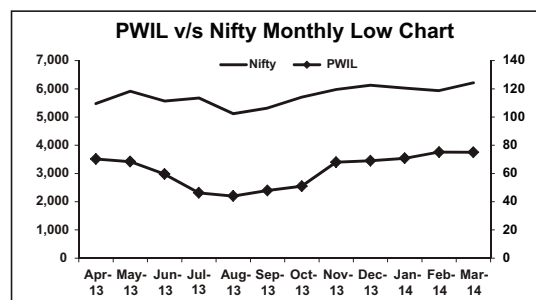
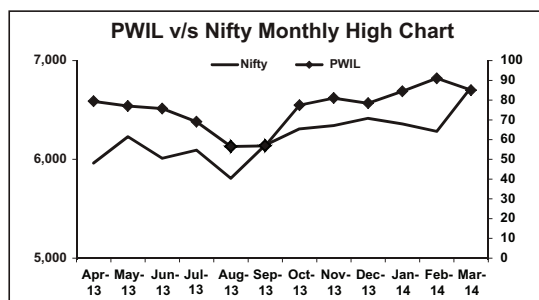
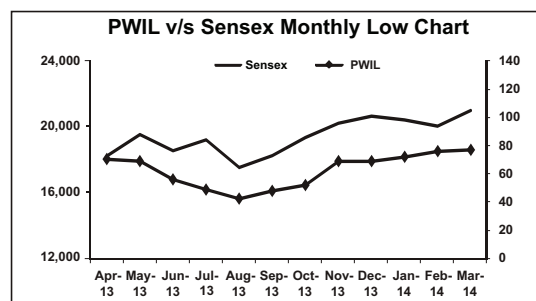
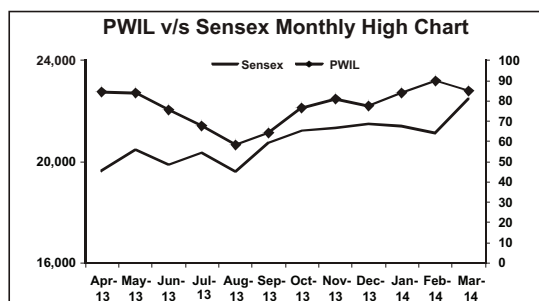
v. Listing on Stock Exchanges:

The Equity shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid annual listing fees to each of the above Stock Exchanges for the financial year 2014-15. The Company's shares are regularly traded on the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

vi. Stock Code: BSE – 523539, NSE SYMBOL – PRECWARE

vii. Market Price Data - High, Low during each month in financial year 2013-14:

Month & Year	PWIL @ BSE		SENSEX		PWIL @ NSE		NIFTY	
	High	Low	High	Low	High	Low	High	Low
Apr-13	84.15	69.50	19622.68	18144.22	79.40	70.25	5962.30	5477.20
May-13	83.95	68.10	20443.62	19451.26	77.00	68.40	6229.45	5910.95
Jun-13	75.25	55.10	19860.19	18467.16	75.70	59.55	6011.00	5566.25
Jul-13	67.65	47.95	20351.06	19126.82	69.00	46.25	6093.35	5675.75
Aug-13	57.95	41.50	19569.20	17448.71	56.50	44.00	5808.50	5118.85
Sep-13	64.35	47.00	20739.69	18166.17	58.55	47.90	6142.50	5318.90
Oct-13	76.50	51.15	21205.44	19264.72	77.40	50.95	6309.05	5700.95
Nov-13	80.90	68.00	21321.53	20137.67	81.00	68.00	6342.95	5972.45
Dec-13	77.50	68.00	21483.74	20568.70	78.40	69.00	6415.25	6129.95
Jan-14	84.00	71.10	21409.66	20343.78	84.45	70.75	6358.30	6027.25
Feb-14	90.00	75.10	21140.51	19963.12	91.00	75.10	6282.70	5933.30
Mar-14	84.80	76.10	22467.21	20920.98	85.00	75.00	6730.05	6212.25



viii. Registrar and Transfer Agents:

M/s. Sharepro Services (India) Private Ltd,
Samhita Warhousing Complex, Warehouse No. 52 & 53, Plot No. 13AB, 2nd Floor, Sakinaka, Mumbai – 400072.
Tel No. : (022) 67720400 Fax No. (022) 67720416

ix. Share Transfer System:

Transfers in physical form are lodged with the Company / Transfer Agents. The Transfer Agents have complete computerized facility for processing the transfers. After verification of the transfers lodged in physical form, the transfer agents prepare a statement of transfers which is reviewed by the Stakeholders Relationship Committee of Directors and if in order, the transfers are approved, once in a fortnight. The share certificates duly transferred are then sent by the transfer agents to the transferees, which completes the transaction. In case of any complaint from shareholders for delay in transfer, the matter is actively followed up by the company with the transfer agents and the same is resolved to the satisfaction of the shareholder. Transfer of dematerialized shares takes place under the standard system of CDSL / NSDL.

x. **Distribution of holding as on 31-03-2014:**

No. of Shares			No. of Shareholders		No. of Shares	
From	To		Number	%	Number	%
Less than 501			7606	89.42	982808	8.50
501	-	1000	401	4.71	326103	2.82
1001	-	2000	214	2.52	327542	2.83
2001	-	3000	83	0.98	213471	1.85
3001	-	4000	39	0.46	138933	1.20
4001	-	5000	36	0.42	168476	1.46
5001	-	10000	51	0.60	363089	3.14
10001 & above			76	0.89	9043201	78.20
Total			8506	100.00	11563623	100.00

Shareholding Pattern as on 31.03.2014:

		<u>Number of Shares</u>	<u>%</u>
Promoters & Promoter Group Shareholding	:	6899783	59.67
Public Shareholding	:	4663840	40.33
Total		11563623	100.00
		=====	=====

xi. **Dematerialisation of shares and liquidity:**

The Equity Shares of the Company are in compulsory demat segment. The same are registered with both **National Securities Depository Ltd.**, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 and **Central Depository Services (India) Limited**, Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai 400 023, under ISIN No.INE372C01011, common for both. 95.99% of Company's Share Capital is dematerialised as on 31.03.2014.

xii. **Outstanding GDRs / ADRs / Warrants and Convertible instruments etc –**

The Company has not issued any GDRs or ADRs.

xiii. **Plant Locations:**

Unit I & Unit II (ATLAS WIRES, SILVASSA) of the Company are located at Plot No. 125/2, Amli Hanuman (66KVA) Road, Silvassa 396 230 U.T. of Dadra & Nagar Haveli.

PALEJ UNIT (ATLAS WIRES) is located at Plot No. 3, GIDC, National Highway No.8, Palej 392 220 Dist Bharuch, Gujarat.

PALGHAR UNIT is located at Plot No. 44, Phase I, Genesis Industrial Complex, Kolgaon, Palghar, Dist. Thane – 401404, Maharashtra

xiv. **Address for correspondence:**

For transfer / dematerialization of shares, and queries relating to share transfer etc., shareholders are requested to directly communicate with the Registrars and Transfer (R & T) Agents at the address given in para (viii) above. In case their issues are not resolved by R & T Agents in reasonable time, or for any other matter, they may communicate with the company at its Registered Office, at Saiman House, J.A. Raul Street, Off Sayani Road, Prabhadevi, Mumbai - 400 025. Tel. : 022- 2437 6281 Fax: 022-2437 0687 Email: investorgrievances@pwil.net; mumbai@pwil.net.

Mahendra R Mehta
Chairman & CEO

Mumbai,
Dated 7th August, 2014



MANAGEMENT DISCUSSION & ANALYSIS

a) Industry Structure & Development:

The Company produces Winding Wires made of Copper which are used in the manufacture of both rotating and static electrical equipments. Though there are number of players in the Industry including many in SSI sector, due to quality of our products and long standing relationship with OEM customers, we continue to remain Industry-Leader. Despite adverse operational conditions prevailing in the country, we have performed well.

The overall capacity utilization of the Industry in the Country is marginally lower than the previous year. This is due to the sluggish demand from Electrical Equipment Manufacturing Sector which did not have adequate orders from Electric-Power-Sector and infrastructural projects. Both Industrial & economic structure of the Industry remains affected due to high Cost of input, inflation, substantial volatility in Forex. Your Company continues to cater to the OEM sector. Emphasis on direct physical export abroad continues.

b) Opportunities & Threats:

As ours is a power-deficit country, massive investment in the power sector, is likely to continue. Government has ambitious plans for increasing installed capacity for electric power generation rapidly. Constraints such as high cost of finance and availability of proper grade of fuel, improving electrical transmission and distribution network are on the fast track agenda of the Government. This will induce the growth in both Electrical Equipments/Capital goods Sector. Since your Company continuous to cater primarily to OEM Sector, the prospect for the Industry is good. As demand of electricity is substantially higher than production in our country, there is no other way, but to resort to faster growth by providing adequate resources, reorientation in the policy matters.

The living standard of the people in the country is generally improving so also the Industrial Development & combined effect thereof will anyhow force the accelerated growth of Electric-Power-Sector and consequently that of Electricity Equipment Manufacturing and Winding Wire Sector.

However, due to economic downturn at home, and inadequate availability of proper grade coal required, and high cost of fuel for thermal power generating Stations, implementation of such undertaking by large Private Sector firms has been delayed. Foreign Direct Investment (FDI), as expected, has also slowed down considerably. Rapidly increasing Trade deficit generates pressure on our Currency, which fuels inflationary cycles. Imports of electrical equipments are high through FTA/PTA route, despite availability of capacity in domestic-manufacturing-sector.

Though the Government is seized of the issues, some genuine constraints for time being exist. These factors may be temporarily non-conducive for the fast track growth but reorientation of policy is imminent. Ultimately increasing paucity of electric power in the Country shall activate the reorientation in the policy. However, it may take atleast a year or more for the Economic activity to revive.

Substitution of copper by aluminum, in small rotating and static electrical equipments is visible. Before making sizable new investment, your company would like to explore in-depth.

Operating conditions, during next two years may pose interesting challenges, competition may continue to be intense; however, we are well equipped to face, due to our low-debt-gearing and considerable experience in the industry.

c) Segment-wise or Product-wise performance:

The Company's core activity is production and sale of only one product i.e. Winding Wires made of Copper. Despite adverse operating condition, we have almost maintained production level. Sale income is marginally higher. Profit during the year under review is lower than the previous year.

Our emphasis on export continues. Our insulating varnish division at Palej continues to operate satisfactory and provides important contribution to the quality of our finished product.

d) Outlook:

Long Term outlook of the Indian Economy, and consequently, electric-power-sector is healthy.

e) Risks and concerns:

Please refer to foregoing paragraphs.

f) Internal control systems and their adequacy:

Commensurate with the size of your Company and the nature of its business, your Company has adequate internal control procedures and regular Internal Audit systems. This has been confirmed by the Auditors in their report to the members.

g) Discussion on Financial Performance with respect to Operational performance (All figures rounded off in Rupees Lacs only):

Reserve and surplus (excluding revaluation) increased to 19154[19063].

Debt / Equity ratio less than 0.25.

Subject to the approval by Members at the ensuing AGM, the Year under review, being the 25th Year of the Company (The Jubilee Year), Total Dividend declared is 100%, on Fully paid equity shares. Out of which, till now 80% has been since paid as interim dividend and further 20% has been recommended as Final Dividend in the last Meeting of the Board of Directors.

During the year under review, our production was slightly lower than last year. Gross Revenue from operations increased marginally.

Finance cost 287[507], Depreciation and amortization expenses 1181[1257] were lower.

Inflation and more direct exports resulted into higher expenses for freight/ transportation, 948[926].

Other expenses are 6193[5752], mainly due to higher expenses on foreign exchange loss 236(50) and other expenses 1275(1032).

Employees Benefit Expenses were higher at 1446[1356] due to full-year impact of the wage Agreement revised last year. These include contribution to provident fund and bonus etc.

Long term borrowing was lower at 305[791].

Short term borrowing 4624[8217], Trade payables 14166[17732] and other current liabilities 1821[4056].

Your Company's financial performance is satisfactory and considering the low economic activity in the country, operational performance is good.

Your Company continues to be market leader in the field of Winding Wires made of Copper in India. The Company has discharged all financial obligations in time on due dates, without any default or delay.

h) Material Developments in Human Resources / Industrial Relations including number of people employed:

Industrial relations during the year were generally satisfactory and new wage agreements with the labour at Silvassa Plants have been concluded.

i) Cautionary Statements:

Statements in this Management Discussion and Analysis describing the company objectives, estimates and expectations may be Forward Looking statements within the meaning of applicable laws and regulations. Actual performance may differ substantially or materially from those expressed or implied.

Mahendra R Mehta
Chairman & CEO

Mumbai,
Dated 7th August, 2014

INDEPENDENT AUDITOR'S REPORT

To the Members of
Precision Wires India Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Precision Wires India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility Statement

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act read with General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

FOR S.R. DIVATIA & CO.

Chartered Accountants
Firms Registration No. 102646W

Shalin S. Divatia

Partner
Membership No. 39755

Place : Mumbai

Dated 28th May, 2014



INDEPENDENT AUDITOR'S REPORT

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph 7 of our Report on even date:

(I) In respect of Fixed Assets :

- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- b) The Company has a regular programme of physical verification of fixed assets which in our opinion, is reasonable having regard to the size of the Company and the nature of its business. In accordance with this programme, certain fixed assets were physically verified by the management during the year and we are informed that no material discrepancies were noticed on such verification.
- c) In our opinion, the Company has not disposed of a substantial part of its fixed assets during the year and the going concern status of the company is not affected.

(ii) In respect of its inventories :

- a) The inventory (except Returnable Plastic Spools lying with Customers) of the Company has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) On the basis of our examination of records of inventory, in our opinion, the Company has maintained proper records of inventory and no material discrepancies were noticed on physical verification of inventories as compared to the book records.

(iii) In respect of the loans, secured or unsecured, granted or taken by the company to / from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :

- a) The Company has neither granted nor taken any loan, secured or unsecured to the companies, firm or other parties listed in the register maintained under section 301 of the companies Act, 1956. Consequently the requirement of clauses (iii)(b), (iii)(c) and (iii)(d) of para 4 of the order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in the internal control system.

(v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:

- a) In our opinion and according to the information and explanations given to us, the transaction made in pursuance of contracts / arrangements that need to be entered into the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us each of the transactions in excess of Rs. 5 lakhs in respect of any party has been made at prices, which are prima facie reasonable having regard to the prevailing market prices, of such goods, materials or services at the relevant time.
- (vi) The Company has not accepted deposits from the public. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant Provisions of the Act and the rules framed thereunder are not applicable to the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956. We are of the opinion that prima facie the prescribed accounts and records have been maintained and made up. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (ix) In respect of statutory dues :
 - a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess as applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2014 for a period of more than 6 months from the date of becoming payable.
 - b) According to the records of the Company, the dues outstanding of income tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute are as follows.

Nature of Statute	Nature of Dues	Financial Year	Amount (Rs.)	Forum where dispute is pending
Central Excise Act	Excise Duty	1983-1984	4,55,000/-	CESTAT, Delhi
Central Excise Act	Excise Duty	2004-2005 2005-2006	5,00,000/-	CESTAT, Ahmedabad

INDEPENDENT AUDITOR'S REPORT

- (x) The Company does not have accumulated losses as at 31st March 2014. The Company has not incurred any cash loss during the financial year covered by the audit or in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the basis of the information and explanations given to us, by the management we are of the opinion that the Company has not defaulted in repayment of its dues to any financial institution, bank or to debenture holders during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society. Accordingly in our opinion the provisions of any special statute as specified under clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanation given to us the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xix) The Company has not issued any secured debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we report that no material fraud on or by the Company has been noticed or reported during the course of our audit.

FOR S.R. DIVATIA & CO.
Chartered Accountants
Firms Registration No. 102646W

Shalin S. Divatia
Partner
Membership No. 39755

Place : Mumbai
Dated 28th May, 2014



AUDITOR'S REPORT

S.R. DIVATIA & CO.
CHARTERED ACCOUNTANTS

To the Members of
Precision Wires India Limited

We have examined the compliance of conditions of corporate governance by Precision Wires India Limited ("the Company") for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on the aforesaid examination, in our opinion and to the best of our information and according to the explanation given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement. We have to state that the records of investor grievances are maintained by the Registrar and Transfer Agents appointed by the Company. The Registrar and Transfer Agents have certified that during the year under review there were no investor grievances pending/unattended to for more than 30 days.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR S.R. DIVATIA & CO.
Chartered Accountants
Firms Registration No. 102646W

Shalin S. Divatia
Partner
Membership No. 39755

Place : Mumbai
Dated 28th May, 2014

221, Avon Arcade, D.J. Road, Near Rly. Station, Vile Parle (W), Mumbai - 400 056
Tel. (O): 2616 0791/2663 1923 (R): 2671 4708 Fax: 2610 4926 Email: mail@srdivatia.com

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note	Rupees	As at 31/03/2014 Rupees	Rupees	As at 31/03/2014 Rupees
<u>EQUITY AND LIABILITIES</u>					
SHAREHOLDERS' FUNDS					
Share Capital	1	11,56,44,230		11,56,44,230	
Reserves and Surplus	2	1,91,54,30,853		1,90,63,43,019	
			2,03,10,75,083		2,02,19,87,249
NON-CURRENT LIABILITIES					
Long-Term Borrowings	3	3,05,04,542		7,91,47,983	
Other Long-Term Liabilities	4	2,00,000		1,75,000	
Deferred Tax Liabilities (Net)	5	17,95,90,806		16,91,83,262	
			21,02,95,348		24,85,06,245
CURRENT LIABILITIES					
Short-Term Borrowings	6	46,23,59,987		82,16,78,462	
Trade Payables	7	1,41,66,08,700		1,77,32,11,873	
Other Current Liabilities	8	18,21,41,667		40,56,28,629	
Short-Term Provisions	9	5,16,44,256		3,50,68,517	
			2,11,27,54,610		3,03,55,87,481
TOTAL			4,35,41,25,041		5,30,60,80,975
<u>ASSETS</u>					
NON-CURRENT ASSETS					
Fixed Assets	10				
Tangible Assets		1,26,58,06,289		1,33,23,81,323	
Intangible Assets		28,21,458		76,52,880	
Capital Work-in-Progress		2,66,84,536		2,94,07,627	
			1,29,53,12,283		1,36,94,41,830
Non-Current Investments	11	13,522		5,01,35,22	
Other Non-Current Assets	12	60,36,889		74,98,408	
			60,50,411		1,25,11,930
CURRENT ASSETS					
Current Investments	13	—		19,20,00,000	
Inventories	14	75,42,24,960		98,13,43,356	
Trade Receivables	15	1,85,99,88,980		1,92,60,05,434	
Cash and Cash-equivalents	16	26,60,06,555		39,74,20,792	
Short Term Loans and Advances	17	14,31,54,287		36,75,55,522	
Other Current Assets	18	2,93,87,565		5,98,02,111	
			3,05,27,62,347		3,92,41,27,215
TOTAL			4,35,41,25,041		5,30,60,80,975
Significant Accounting Policies and Notes on Accounts					
	26				

As per our report of even date.

For S.R. Divatia & Co.
Chartered AccountantsShalin S. Divatia
Partner
Membership No. 39755
Firm Registration No. 102646W
Mumbai,
Dated : 28th May, 2014

For and on behalf of the Board

Mahendra R. Mehta
Chairman, Managing Director & CEONishthi H. Dharmani
Company SecretaryMilan M. Mehta
Vice Chairman & Managing DirectorC. Mohandas Pai
Chief Financial OfficerMumbai,
Dated : 28th May, 2014



**PROFIT AND LOSS STATEMENT FOR
THE YEAR ENDED 31ST MARCH, 2014**

	Note	2013/14 Rupees	2012/13 Rupees
INCOME			
Revenue from Operations (Gross)	19	11,17,54,77,505	1,12,779,45,099
Less : Excise Duty		(1,35,85,92,422)	(1,51,96,57,950)
Revenue from Operations (Net)		9,81,68,85,083	9,75,82,87,149
Other Income	20	2,85,99,354	1,26,29,852
TOTAL REVENUE		9,84,54,84,437	9,77,09,17,001
EXPENSES			
Cost of Raw Material consumed	21	8,55,68,38,337	8,74,60,83,418
Purchase of Stock-in-Trade		4,98,11,426	4,45,379
Changes in inventories of Finished Goods, Work-in-progress and Stock-in-Trade	22	9,75,99,351	(10,16,86,161)
Employee Benefits Expense	23	14,45,61,287	13,56,14,445
Finance Cost	24	2,86,77,515	5,06,85,060
Depreciation & Amortisation Expenses	10	11,81,01,466	12,57,41,238
Other Expenses	25	61,92,68,953	57,52,46,665
TOTAL		9,61,48,58,335	9,53,21,30,044
Profit before Exceptional & Extraordinary Items and Taxes		23,06,26,102	23,87,86,957
Exceptional and Extraordinary Item		—	—
Profit before Taxes		23,06,26,102	23,87,86,957
Tax Expenses :			
Current Tax :			
Provision for Income Tax		(7,57,00,000)	(7,72,50,000)
Provision for Wealth Tax		(50,000)	(50,000)
Income Tax Adjustments in respect of earlier years		(49,889)	(55,956)
		(7,57,99,889)	(7,73,55,956)
Provision for Deferred Tax		(1,04,07,544)	(18,84,822)
Profit after Taxes from continuing operations		14,44,18,669	15,95,46,179
Earnings per Share of Rs. 10/- each (in Rs.)			
Basic & Diluted EPS before Extra Ordinary Items		12.49	13.80
Basic & Diluted EPS after Extra Ordinary Items (Refer Clause B-12 of Note 26)		12.49	13.80
Significant Accounting Policies and Notes on Accounts	26		

As per our report of even date.

For S.R. Divatia & Co.
Chartered Accountants

Shalin S. Divatia
Partner
Membership No. 39755
Firm Registration No. 102646W
Mumbai,
Dated : 28th May, 2014

For and on behalf of the Board

Mahendra R. Mehta
Chairman, Managing Director & CEO

Nishthi H. Dharmani
Company Secretary

Milan M. Mehta
Vice Chairman & Managing Director

C. Mohandas Pai
Chief Financial Officer

Mumbai,
Dated : 28th May, 2014

NOTES TO BALANCE SHEET

	As at 31/03/2014 Rupees	As at 31/03/2013 Rupees
NOTE 1 : SHARE CAPITAL		
AUTHORISED :		
1,20,00,000 (1,20,00,000) Equity Shares of Rs. 10/- each.	12,00,00,000	12,00,00,000
30,00,000 (30,00,000) Unclassified Shares of Rs. 10/- each.	3,00,00,000	3,00,00,000
	<u>15,00,00,000</u>	<u>15,00,00,000</u>
ISSUED :		
1,15,65,223 (1,15,65,223) Equity shares of Rs. 10/- each.	11,56,52,230	11,56,52,230
SUBSCRIBED AND PAID-UP:		
1,15,63,623 (1,15,63,623) Equity shares fully paid-up	11,56,36,230	11,56,36,230
Add : Forfeiture of 1,600 (1,600)		
Equity shares (Amount originally paid-up)	8,000	8,000
TOTAL	<u>11,56,44,230</u>	<u>11,56,44,230</u>

1.1 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% held	No. of Shares held	% held
Galvawire Agencies Pvt. Ltd.	17,34,668	15	17,34,668	15
Mr. Mahendra R. Mehta	15,49,034	13	15,51,635	13
Mrs. Sharda M. Mehta	8,12,554	7	8,12,453	7
Mr. Milan M. Mehta (including as Karta of HUF)	7,87,948	7	7,87,948	7

1.2 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2014	As at 31st March, 2013
	No. of Shares held	No. of Shares held
Equity Shares at the beginning of the year	1,15,63,623	1,15,63,623
Equity Shares at the end of the year	1,15,63,623	1,15,63,623

NOTE 2 : RESERVES AND SURPLUS

(a) Central and State Government Subsidies		
Balance as per last Balance Sheet	20,00,000	20,00,000
(b) Capital Redemption Reserve		
Balance as per last Balance Sheet	1,16,98,500	1,16,98,500
(c) Share Premium		
Balance as per last Balance Sheet	18,38,65,000	18,38,65,000
(d) Hedging Reserve		
Balance as per last Balance Sheet	12,71,148	(1,48,937)
Add : Effect of Foreign Exchange Rate Variation on Hedging Instruments outstanding at the year end	12,28,921	12,71,148
Less : Amount transferred to Statement of Profit & Loss Account	(12,71,148)	1,48,937
	12,28,921	12,71,148
(e) General Reserve :		
Balance as per last Balance Sheet	1,68,05,00,000	1,56,55,00,000
Add : Transfer from Profit and Loss Account	1,45,00,000	11,50,00,000
	1,69,50,00,000	1,68,05,00,000
(f) Surplus in Statement of Profit and Loss Account :		
Balance as per last Balance Sheet	2,70,08,371	3,63,54,315
Add : Net Profit after tax for the year	14,44,18,669	15,95,46,179
Less :		
Transfer to General Reserve	(1,45,00,000)	(11,50,00,000)
Interim Dividend		
[@ Rs. 8/- (Rs. 2.50) per Equity Share]	(9,25,08,984)	(2,89,09,058)
Corporate Tax on Interim Dividend	(1,57,21,902)	(46,89,773)
Provision for :		
Final Dividend [@ Rs. 2/- (Rs. 1.50) per Equity Share]	(2,31,27,246)	(1,73,45,435)
Corporate Tax on Final Dividend	(39,30,476)	(29,47,857)
	2,16,38,432	2,70,08,371
TOTAL	<u>1,91,54,30,853</u>	<u>1,90,63,43,019</u>



NOTES TO BALANCE SHEET

	As at 31/03/2014 Rupees	As at 31/03/2013 Rupees
NOTE 3 : LONG-TERM BORROWINGS		
Secured Loans from Banks	3,05,04,542	7,91,47,983
TOTAL	3,05,04,542	7,91,47,983
3.1 Maturity Profile of Secured Term Loans are as set out below :		
F.Y. 2014-15 2015-16		
Rs. 4,06,72,720 3,05,04,542		
(Refer Clause B-3(a) of Note 26)		
NOTE 4 : OTHER LONG-TERM LIABILITIES		
Security Deposits	2,00,000	1,75,000
TOTAL	2,00,000	1,75,000
NOTE 5 : DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability arising on account of Depreciation	18,48,79,351	17,71,38,759
	18,48,79,351	17,71,38,759
LESS :		
Deferred Tax Assets arising on account of:		
Unamortized / Unpaid Expenditure	(39,052)	(37,277)
Retirement benefits	(52,49,493)	(79,18,220)
	(52,88,545)	(79,55,497)
TOTAL	17,95,90,806	16,91,83,262
NOTE 6 : SHORT-TERM BORROWINGS		
Secured :		
Foreign Currency Loans - Buyers Credit (from Bank)	30,15,02,856	19,09,40,767
Working Capital Borrowings (from Bank)	10,42,23,375	21,13,67,929
Unsecured :-		
Foreign Currency Loans - Buyers Credit (from Banks)	5,66,33,756	41,93,69,766
TOTAL	46,23,59,987	82,16,78,462
(Refer Clause B-3(a) and 3(b) of Note 26)		
NOTE 7 : TRADE PAYABLES		
Sundry Creditors		
Micro / Small and medium scale industrial undertakings	6,01,585	9,39,906
Others	1,41,60,07,115	1,77,22,71,967
TOTAL	1,41,66,08,700	1,77,32,11,873
NOTE 8 : OTHER CURRENT LIABILITIES		
Current maturities of Long Term Debts	4,06,72,720	5,59,08,000
Unclaimed Dividend *	49,23,797	36,79,879
Creditors for Capital Expenditure	14,87,695	35,61,554
Other Liabilities #	13,50,57,455	34,24,79,196
TOTAL	18,21,41,667	40,56,28,629
* There is no amount, due and outstanding, to be credited to the Investor Education and Protection Fund.		
# Includes Foreign Currency Payable under Forward Contracts.		
NOTE 9 : SHORT-TERM PROVISIONS		
Provision for Leave Encashment	29,22,108	33,02,146
Provision for Gratuity payable	1,25,22,118	1,14,23,079
Provision for Income Tax	90,92,308	—
Provision for Wealth Tax	50,000	50,000
Proposed Dividend	2,31,27,246	1,73,45,435
Provision for Corporate Tax on Dividend	39,30,476	29,47,857
TOTAL	5,16,44,256	3,50,68,517

NOTES TO BALANCE SHEET

NOTE 10 : FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2013	Additions	Deductions / Adjustment	As at 31.03.2014	Upto 31.03.2013	For the Year	Deductions / Adjustment	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1) Tangible Assets :										
Land - Free Hold	2,39,96,417	-	-	2,39,96,417	-	-	-	-	2,39,96,417	2,39,96,417
Buildings*	32,80,38,464	38,02,725	-	33,18,41,189	8,07,83,324	1,05,99,231	-	9,13,82,555	24,04,58,634	24,72,55,140
Plant and Machinery	1,86,59,62,361	4,13,04,644	(52,02,147)	1,90,20,64,858	82,25,89,394	9,61,37,321	(4,37,224)	91,82,89,491	98,37,75,367	1,04,33,72,967
Vehicles	1,12,98,241	24,35,693	(8,47,866)	1,28,86,068	52,70,377	11,53,781	(8,39,034)	55,85,124	73,00,944	60,27,864
Office Equipments	3,81,77,775	21,98,039	(22,58,614)	3,81,17,200	2,84,71,315	41,25,825	(22,58,614)	3,03,38,526	77,78,674	97,06,460
Furniture and Fixtures	2,19,17,174	17,27,664	-	2,36,44,838	1,98,94,699	12,53,886	-	2,11,48,585	24,96,253	20,22,475
	2,28,93,90,432	5,14,68,765	(83,08,627)	2,33,25,50,570	95,70,09,109	11,32,70,044	(35,34,872)	1,06,67,44,281	1,26,58,06,289	1,33,23,81,323
2) Intangible Assets :										
Technology Transfer Cost	11,54,50,651	-	-	11,54,50,651	10,77,97,771	48,31,422	-	11,26,29,193	28,21,458	76,52,880
	11,54,50,651	-	-	11,54,50,651	10,77,97,771	48,31,422	-	11,26,29,193	28,21,458	76,52,880
TOTAL	2,40,48,41,083	5,14,68,765	(83,08,627)	2,44,80,01,221	1,06,48,06,880	11,81,01,466	(35,34,872)	1,17,93,73,474	1,26,86,27,747	1,34,00,34,203
Previous Year	(2,41,42,69,144)	(3,58,39,535)	(4,52,67,596)	(2,40,48,41,083)	(93,99,03,296)	(12,57,41,238)	(8,37,654)	(1,06,48,06,880)	(1,34,00,34,203)	(1,47,43,65,848)
3) Capital Work in Progress (Including Advances on Capital Account)									2,66,84,536	2,94,07,627
									1,29,53,12,283	1,36,94,41,830

* Building includes Rs. 1,16,49,377/- (Rs. 1,16,49,377/-) being the cost of Residential Flats for employees at Palej / Silvassa

* Excluding cost of Shares held in Co-operative Housing Society disclosed under Investments



NOTES TO BALANCE SHEET

	As at 31/03/2014 Rupees	As at 31/03/2013 Rupees
NOTE 11 : NON-CURRENT INVESTMENTS		
(Long Term, other than Trade Investments, at cost, unless otherwise stated)		
LONG TERM :		
UNQUOTED		
Government Securities -		
6 years National Savings Certificates (deposited with Government Authorities)	6,000	6,000
Other Investments :		
Nil (500) Non-Convertible Redeemable Taxable Bonds in the Nature of Debentures of Rs.10,000/- each of "Rural Electrification Corporation Ltd" (Repurchase Value Rs. NIL (NIL)) (u/s 54 EC of Income Tax Act, 1961)	—	50,00,000
100 (100) Equity Shares of Rs. 10/- each of Mogaveera Co-Op Bank Ltd, fully paid	1,000	1,000
100 (100) Equity Shares of Rs. 10/- each of Jankalyan Co-Op Bank Ltd, fully paid	1,000	1,000
110 (110) Equity Shares of Rs. 50/- each of Basera Co-Op Hsg. Soc. Ltd, fully paid (Relating to Residential Flats owned by the Company and shown under the Note 10 - Fixed Assets)	5,522	5,522
TOTAL	13,522	50,13,522
NOTE 12 : OTHER NON-CURRENT ASSETS		
Deposits	60,36,889	74,98,408
TOTAL	60,36,889	74,98,408
NOTE 13 : CURRENT INVESTMENTS		
QUOTED		
Axis Liquid Fund - Growth CFGP - No of Units Nil (148200.416) [Face Value Rs. 1,000/- per Unit; NAV as on 31.03.2014 N.A. (Rs.19,26,50,759/-)]	—	19,20,00,000
TOTAL	—	19,20,00,000

NOTES TO BALANCE SHEET

	As at 31/03/2014 Rupees	As at 31/03/2013 Rupees
NOTE 14 : INVENTORIES		
INVENTORIES (At lower of cost or net realisable value)		
Raw Materials in Transit	10,33,90,218	22,95,78,097
Raw Materials	8,11,67,310	8,13,99,413
Work in Progress	19,06,90,556	25,25,23,385
Finished Goods	31,03,75,171	34,86,37,666
Copper Scrap	33,29,011	6,06,499
Stores, Spares and Consumables	4,98,85,026	4,80,05,323
Reels and Packing Material	1,53,87,668	2,05,92,973
TOTAL	75,42,24,960	98,13,43,356
NOTE 15 : TRADE RECEIVABLES		
(Unsecured, Considered Good)		
Outstanding overdue for a period exceeding six months	1,81,72,244	1,19,92,553
Others	1,84,18,16,736	1,91,40,12,881
TOTAL	1,85,99,88,980	1,92,60,05,434
NOTE 16 : CASH AND CASH - EQUIVALENTS		
Balances with Banks		
– In Current Accounts	26,01,45,916	39,10,55,774
– In Term Deposits	92,000	92,000
Cheques in hand	25,000	12,45,597
Cash on hand	6,93,373	5,11,949
Balance in Margin Money Accounts	1,26,465	8,35,589
Balance in Dividend Accounts	49,23,801	36,79,883
TOTAL	26,60,06,555	39,74,20,792
NOTE 17 : SHORT-TERM LOANS AND ADVANCES		
LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances Recoverable in Cash or in kind or for value to be received *	7,53,67,874	29,71,28,302
Advance Payment of Taxes (net)	3,02,92,289	2,82,95,253
Balance with Customs and Central Excise Authorities	3,74,94,124	4,21,31,967
TOTAL	14,31,54,287	36,75,55,522
* Includes Foreign Currency Receivable under Forward Contracts		
NOTE 18 : OTHER CURRENT ASSETS		
Interest accrued but not due	–	3,00,948
Export benefits accrued	2,93,87,565	5,95,01,163
TOTAL	2,93,87,565	5,98,02,111



NOTES TO PROFIT AND LOSS STATEMENT

	2013/14 Rupees	2012/13 Rupees
NOTE 19 : REVENUE FROM OPERATIONS (GROSS)		
Sale and Processing Income of Products		
Finished Goods (Own + Jobwork)	10,44,36,38,820	10,66,97,82,313
Traded Goods	17,41,26,739	11,21,305
Other Operating Revenue		
Scrap Sales	50,63,13,423	60,41,91,259
Other Sales	5,13,98,523	28,50,222
Revenue from Operations (gross)	11,17,54,77,505	11,27,79,45,099
NOTE 20 : OTHER INCOME		
Interest	46,63,478	65,90,866
Miscellaneous Receipts	1,87,48,411	35,38,083
Excess Provision of Previous Years (Net)	—	2,75,946
Profit on sale of asset (Net)	1,27,535	—
Profit on sale of investment (Net)	50,59,930	22,24,957
TOTAL	2,85,99,354	1,26,29,852
NOTE 21 : COST OF RAW MATERIAL CONSUMED		
Stock at commencement		
Copper Wire Rods	23,78,85,614	13,20,40,990
Enamels & Chemicals	5,98,61,575	5,22,72,573
Others	1,32,30,321	1,00,04,044
	31,09,77,510	19,43,17,607
Add : Purchases		
Copper Wire Rods @**	8,06,02,16,946	8,54,72,86,629
Enamels & Chemicals ##	31,75,43,338	28,92,78,777
Others	5,26,58,071	2,61,77,915
	8,43,04,18,355	8,86,27,43,321
Less : Stock at close		
Copper Wire Rods @	(10,30,06,719)	(23,78,85,614)
Enamels & Chemicals ##	(5,31,74,742)	(5,98,61,575)
Others	(2,83,76,067)	(1,32,30,321)
	(18,45,57,528)	(31,09,77,510)
Total Cost of Raw Material Consumed	8,55,68,38,337	8,74,60,83,418
@ Includes Material in Transit of 185 MTs (450 MTs) amounting to Rs. 10,05,82,889/- (Rs. 22,95,78,097/-).		
## Includes material in Transit of 20 MTs (NIL MTs) amount to Rs. 28,07,329/- (Rs. Nil).		
** Refer Clause B-10 of Note 26.		
NOTE 22 : CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Stock at close		
Finished Goods	(29,08,40,720)	(34,39,98,340)
Copper Scrap	(33,29,011)	(6,06,499)
Work-in-progress	(19,06,90,556)	(25,25,23,385)
Wire Enamels	(1,95,34,451)	(46,39,326)
	(50,43,94,738)	(60,17,67,550)
LESS :		
Stock at commencement		
Finished Goods	34,39,98,340	26,47,18,579
Copper Scrap	6,06,499	16,84,710
Work-in-progress	25,25,23,385	22,19,30,577
Wire Enamels	46,39,326	1,46,73,838
	60,17,67,550	50,30,07,704
(ACCRETION) / DECRETION IN INVENTORY	9,73,72,812	(9,87,59,846)
(Accretion) / Decretion in Excise Duty on Inventory of Finished Goods & Copper Scrap	2,26,539	(29,26,315)
TOTAL	9,75,99,351	(10,16,86,161)

NOTES TO PROFIT AND LOSS STATEMENT

	2013/14 Rupees	2012/13 Rupees
NOTE 23 : EMPLOYEE BENEFITS EXPENSE		
Salary, Wages & Bonus etc.	12,95,59,094	12,21,07,591
Contributions to Provident and Other Funds	1,14,96,251	1,03,58,859
Staff and Labour Welfare	35,05,942	31,47,995
TOTAL	14,45,61,287	13,56,14,445
NOTE 24 : FINANCE COSTS		
Interest on Term Loans	1,17,28,609	1,93,26,237
Other Interest (Bank & Others)	98,32,875	1,31,75,594
Discounting Charges	71,16,031	1,81,83,229
TOTAL	2,86,77,515	5,06,85,060
NOTE 25 : OTHER EXPENSES		
Packing Material Consumed	7,58,19,000	7,71,57,040
Stores and Spares	3,42,92,356	3,18,34,991
Power and Fuel	16,72,51,531	17,38,79,280
Repairs and Maintenance		
Building	28,92,682	15,89,305
Machineries	4,57,20,416	4,34,99,615
Other Assets	33,01,562	36,53,914
Directors' Sitting Fees	3,03,361	3,40,000
Rent	1,32,09,255	1,34,09,081
Rates and Taxes	17,59,102	19,15,027
Travelling Expenses	71,46,058	59,56,745
Insurance	1,03,55,907	76,96,179
Freight and Transportation	9,47,86,274	9,25,59,930
Commission on Sales	1,07,56,892	95,04,773
Bad Debts Written Off	4,99,500	13,45,184
Other Expenses	12,74,73,162	10,32,04,788
Sundry Balance Written Off	—	4,782
Prior Period Expenses	1,02,365	—
Loss on Sale of Assets (net)	—	17,88,050
Insurance Claims Written Off	—	9,21,837
Foreign Exchange Loss (net)	2,35,99,530	49,86,144
TOTAL	61,92,68,953	57,52,46,665



**NOTE 26 : SIGNIFICANT ACCOUNTING
POLICIES AND NOTES ON ACCOUNTS**

A. SIGNIFICANT ACCOUNTING POLICIES**1. Basis of Preparation of Financial Statements :**

The Financial Statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles and comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, as adopted consistently by the Company.

2. Use of Estimates :

The preparation of financial statements in conformity with GAAP requires the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. These estimates are based upon management's best knowledge of current events and actions. Difference if any between the actual results and estimates is recognised in the period in which the results are known.

3. Fixed Assets and Depreciation :

i. Fixed Assets are stated at cost, net of Cenvat credit, where applicable, less accumulated depreciation and impairment losses. Cost includes financing and other costs incurred for bringing the assets to its working condition for the intended use. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the period up to the completion of their acquisition or construction are capitalised. Cost of fixed assets not ready for their intended use before such date are disclosed under capital work in progress.

ii. Depreciation on Fixed Assets (except those described below) is provided on the Straight Line Method at the rates not less than those specified from time to time in Schedule XIV to the Companies Act, 1956, which management considers as being representative of the useful economic life of such assets:

The management estimates the useful life of certain assets as follows :

Office Equipments 5 years

Computers 3 years

Furniture and Fixtures 5 years

Technology Transfer Cost is amortised over a period of 6 years.

iii. Depreciation on additions to assets or on sale of assets as the case may be is calculated pro-rata from the month of such addition or upto the month of such sale.

iv. Assets scrapped / discarded from use and held for disposal, if any, are stated at lower of book value or their estimated net realisable value.

4. Impairment of Assets :

An asset is treated as impaired when the carrying cost of assets exceeds its estimated recoverable value. The recoverable amount is greater of the Assets' Net Selling Price and Value in Use. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

5. Investments :

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary, if any, in the value of the investments.

6. Inventories :

i. Inventories are valued on FIFO basis at lower of cost or estimated net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

ii. Cost of Work in progress includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

iii. Closing stock of finished goods includes Excise duty payable thereon wherever applicable.

7. Excise duty / Service Tax :

Credit availed of Excise duty / Service Tax paid on inputs is reduced from the cost of material / services and is carried forward in Current Assets, Loans and Advances pending utilisation.

8. Income and Expenditure :

i. Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned or incurred, except those with significant uncertainties.

ii. In cases where duty paid materials are consumed prior to duty-free import of material for manufacture of products for export, the estimated excess cost of such material over that of duty free materials is carried forward and charged to revenue on consumption of such duty-free materials.

iii. Sales are recognised at the point of despatch of goods to the customers. Sales are net of discounts, Sales Tax / VAT and Sales Returns.

iv. Interest income is recognised on time proportion basis.

v. Dividend on Investments is accounted when received.

vi. Insurance claim receivable is recognised in the year of the loss to the extent ascertainable.

NOTE 26 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

9. Foreign Currency Transactions :

- i. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. Non Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.
- ii. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign transactions are recognised in the Profit and Loss Account.
- iii. Premium or discount on forward contracts are amortised over the life of the contract. Foreign Exchange Forward Contracts are re-expressed at the Balance Sheet date and Exchange difference between the spot rate at the date of contract and spot rate on the Balance Sheet date is recognised as gain/loss in the Profit & Loss Account, in terms of pronouncement of the Institute of Chartered Accountants of India.

10. Derivative Instruments :

The Company uses forward contracts to hedge its risks associated with foreign currency fluctuations relating to firm commitment contracts and highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement". These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in "Hedging reserve account" under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Hedging reserve account" are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Hedging reserve account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging reserve account" is immediately transferred to the Statement of Profit and Loss.

In accordance with Accounting Standard 11 ["Effects of changes in Foreign Exchange Rates"] and Accounting Standard 30 ["Financial Instruments – Recognition and Measurement"] as also Accounting Standard 16 ["Borrowing Costs"] issued by the Institute of Chartered Accountants of India, on the Buyers Credits in Foreign Currency availed from time to time up to the time of their settlement or up to the time of creating hedge thereagainst, the Foreign Exchange Gain / Loss applicable on the amount of difference in borrowing cost in Indian Currency and borrowing cost of Buyers' Credits in Foreign Currency is accounted as "Applicable loss on foreign currency transactions and translations" under Finance Cost in the Profit and Loss Account.

11. Employees Benefits :

- i. "Gratuity Benefits are accounted for on the basis of amount determined by actuarial valuation made by Life Insurance Corporation of India (LIC) using the Projected Unit Credit Method and are funded accordingly by the approved Trust. Contribution made to LIC is charged to Profit and Loss Account. Actuarial gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the Profit and Loss in the period in which they arise".
"In respect of certain employees who are not covered under approved Gratuity Fund, the liability is determined on the basis of Actuarial Valuation and is charged to Profit and Loss Account".
- ii. The Company's provident fund and pension scheme are in form of defined contribution plans where contribution is made to funds / Government managed schemes. These are accounted on accrual basis and charged to the Profit and Loss Account of the year in which the employee renders the related service.
- iii. The monetary value of leave encashment benefit is provided on the basis of actuarial valuation.

12. Taxes on Income :

In accordance with Accounting Standard AS 22 - Accounting for Taxes on Income, issued by the Institute of Chartered Accountants of India, the deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and the laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the asset can be realised in future.

13. Provisions, Contingent liabilities and Contingent Assets:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- (a) the company has a present obligation as a result of a past event
- (b) a probable outflow of resources is expected to settle the obligation; and
- (c) the amount of the obligation can be reliably estimated.

Contingent liability is disclosed in case of

- (a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation
- (b) a present obligation when no reliable estimate is possible
- (c) a possible obligation arising from past events where the probability of outflow of resources is remote.

Contingent Assets are neither recognised, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.



**NOTE 26 : SIGNIFICANT ACCOUNTING
POLICIES AND NOTES ON ACCOUNTS**

B. NOTES TO ACCOUNTS

	Rs. Lakhs 2013-14	Rs. Lakhs 2012-13
1. A. Contingent Liabilities :		
a. Guarantees given by Bank to third parties	1,140.94	615.94
b. Disputed Wealth Tax Demands (not acknowledged) against which Company has preferred an appeal	3.40	3.40
c. Disputed demands of Central Excise against erstwhile Atlas Wires Limited pending in Appeal	4.55	4.55
d. Disputed demands of Central Excise pending in Appeal	5.00	5.00
1. B. Estimated amount of Contracts remaining to be executed on Capital Account (net of advances paid) and not provided for	127.36	40.76
2. Information pursuant to part II of Schedule VI.		
2. (A) Value of Imports calculated on CIF Basis. (Including Material in Transit)	2013-14 Rs.	2012-13 Rs.
1. Raw Materials	2,68,92,77,388	2,25,14,35,603
2. Consumable Stores & Spares, Packing Material & Repairs to Plant	72,08,331	84,37,089
3. Capital Goods	1,15,11,826	49,31,568
2. (B) Value of Raw Materials and Stores & Spares consumed:	Percentage	Rs.
a. Raw Materials		
Imported	32 (27)	2,75,96,94,177 (2,33,75,20,688)
Indigenous	68 (73)	5,79,71,44,160 (6,40,85,62,730)
Total	100 (100)	8,55,68,38,337 (8,74,60,83,418)
b. Stores & Spares :		
Imported	15 (11)	50,97,470 (36,06,623)
Indigenous	85 (89)	2,91,94,886 (2,82,28,368)
Total	100 (100)	3,42,92,356 (3,18,34,991)
2. (C) Expenditure in foreign Currency : (Other than Imports, on Accrual basis)	2013-14 Rs.	2012-13 Rs.
Membership Fees	5,59,750	4,01,241
Professional Fees	6,78,418	—
Travelling	9,84,136	7,03,470
Interest on Buyers Credit	75,00,333	86,79,108
Commission on Sales	13,49,726	3,61,597
Exhibition Expenses	14,19,913	22,94,525
Technical Knowhow fees	31,26,723	—

**NOTE 26 : SIGNIFICANT ACCOUNTING
POLICIES AND NOTES ON ACCOUNTS**

B. NOTES TO ACCOUNTS (Contd.)**2. (D) REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND :**

The Company has paid dividend in respect of shares held by Non-Residents on repatriation basis. This inter-alia includes investment where the amount is also credited to Non-Resident External Account (NRE A/c.). The exact amount of dividend remitted in foreign currency cannot be ascertained. The total amount remittable in this respect is given herein below :-

	2013-14	2012-13
INTERIM DIVIDEND - I		
(a) Number of Non-Resident Shareholders	43	42
(b) Number of Equity Shares held by them	92,044	41,038
(c) (i) Amount of Dividend Paid (Gross) (in Rupees)	3,68,176	1,02,595
(ii) Tax Deducted at Source	—	—
(iii) Year to which dividend relates	2013-14	2012-13
INTERIM DIVIDEND - II		
(a) Number of Non-Resident Shareholders	44	—
(b) Number of Equity Shares held by them	1,17,095	—
(c) (i) Amount of Dividend Paid (Gross) (in Rupees)	4,68,380	—
(ii) Tax Deducted at Source	—	—
(iii) Year to which dividend relates	2013-14	—
FINAL DIVIDEND		
(a) Number of Non-Resident Shareholders	42	45
(b) Number of Equity Shares held by them	68,287	31,442
(c) (i) Amount of Dividend Paid (Gross) (in Rupees)	1,02,430	37,730
(ii) Tax Deducted at Source	—	—
(iii) Year to which dividend relates	2012-13	2011-12

2. (E) Earnings in Foreign Exchange :

	Rs.	Rs.
Export of Goods on FOB Basis	1,30,88,94,774	1,08,00,15,721
Freight, Insurance	1,42,70,484	2,59,96,570
TOTAL	1,32,31,65,258	1,10,60,12,291

2. (F) Employee benefits :

As per Accounting Standard 15 "Employee Benefits", the disclosure as defined in the Accounting Standard are given below :

A. Defined Contribution Plan :

Contribution to Defined Contribution Plan, recognised as expense for the year are as under :

	2013-14	2012-13
	Rs.	Rs.
Employers Contribution to Provident Fund	64,72,232	57,55,090
Employers Contribution to Employees Pension Scheme 1995	25,90,941	23,00,063
TOTAL	90,63,173	80,55,153

The above Plans are State Plans and the Company has no obligation to pay future benefits and its only obligation is to pay Contributions as they fall due.

B. Defined Benefit Plan :

The employees gratuity fund scheme managed by a Trust is a Defined Benefit Plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

NOTE 26 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

B. NOTES TO ACCOUNTS (Contd.)

I. Reconciliation of Opening and closing Balances of Defined Benefit Obligation	Gratuity (Funded) 2013-14 Rs.	Gratuity (Un-Funded) 2013-14 Rs.	Gratuity (Funded) 2012-13 Rs.	Gratuity (Un-Funded) 2012-13 Rs.
Present Value of Defined Benefit Obligation as at beginning of the year	1,97,50,359	1,14,23,079	1,58,84,765	92,42,310
Interest Cost	15,80,029	—	12,70,781	—
Current Service Cost	14,87,339	10,99,038	14,16,033	21,80,769
Benefits Paid	(7,13,204)	—	(107,424)	—
Actuarial (Gain)/Loss	11,38,674	—	12,86,204	—
Present Value of Defined Benefit Obligation as at end of the year	2,32,43,197	1,25,22,117	1,97,50,359	1,14,23,079
II. Reconciliation of Opening and closing Balances of Fair Value of Plan Assets				
Fair Value of Plan assets at beginning of the year	2,39,56,401	—	1,98,57,783	—
Expected Return on Plan assets	20,96,185	—	18,36,845	—
Employers Contribution	23,37,362	—	23,70,250	—
Benefits Paid	(7,13,204)	—	(1,07,424)	—
Actuarial (Gain)/Loss	(33,626)	—	(1,053)	—
Fair Value of Plan assets at end of the year	2,76,43,118	—	2,39,56,401	—
Actual return on plan assets	20,62,559	—	18,35,792	—
III. Reconciliation of fair value of assets and obligations				
Fair Value of Plan assets at end of the year	2,76,43,118	—	2,39,56,401	—
Present Value of Defined Benefit Obligation as at end of the year	2,32,43,197	—	1,97,50,359	—
Net Liability/(Asset) Recognised in the Balance Sheet	(43,99,921)	—	(42,06,042)	—
IV. Expenses Recognised During the year				
Current Service Cost	14,87,339	—	14,16,033	—
Interest Cost	15,80,029	—	12,70,781	—
Expected Return on Plan assets	(20,96,185)	—	(18,36,845)	—
Net Actuarial (Gain) / Loss	11,05,048	—	12,85,151	—
Expenses Recognised During the year in Profit & Loss Account	20,76,231	—	21,35,120	—
V. Actuarial Assumptions				
Mortality Table (LIC)	1994-96 (Ultimate)		1994-96 (Ultimate)	
Discount Rate (Per Annum)	8%		8%	
Expected rate of Return on Plan assets	8.75%		9.25%	
Rate of Escalation in Salary (Per Annum)	4%		4%	

Basis used to determine expected rate of return on assets: The expected return on plan assets is based on market expectation, at the beginning of the period, for returns over the entire life of the related obligation. The Gratuity scheme is invested in a Group Gratuity Cum Life Assurance cash accumulation policy offered by Life Insurance Corporation (LIC) of India.

2. (G) Remuneration to Auditors (excluding Service Tax) :	2013-14 Rs.	2012-13 Rs.
Remuneration to Auditors		
(a) Audit Fees	8,00,000	8,00,000
(b) Tax Audit Fees	1,00,000	1,00,000
(c) Certification Fees	2,56,000	2,04,399
TOTAL	11,56,000	11,04,399

In addition to the above, an aggregate sum of Rs. 40,000/- (Previous Year - Rs. 40,000/-) has been paid /is payable to a partner of the firm of Auditors in his personal capacity for Company Law matters.

2. (H) Expenses/Debits and (Income / Credits) pertaining to previous year(s) :	2013-14 Rs.	2012-13 Rs.
Manufacturing	—	(4,18,753)
Administration & Selling Expenses	1,02,365	1,42,807
TOTAL	1,02,365	(2,75,946)

**NOTE 26 : SIGNIFICANT ACCOUNTING
POLICIES AND NOTES ON ACCOUNTS**

B. NOTES TO ACCOUNTS (Contd.)

3. a) Bank borrowings from Bank of Baroda (Term Loan and Working Capital facilities) are secured by a first charge on Hypothecation of Machinery, Stock-in-Trade, Book debts and Equitable Mortgage of Land, Factory & Residential Buildings of the Company and in addition, are guaranteed by Executive Directors.
- b) Unsecured Working capital facilities from ING Vysya Bank, BNP Paribas, HSBC Bank and Societe Generale Bank are guaranteed by Executive Directors.

4. Forward Contracts :

In respect of the import of raw materials and equipments, the Company used forward cover contracts to hedge its exposure to the movements in foreign currency exchange rates. Such forward covers are used to reduce the risk which may result from foreign currency rates fluctuations and is not used by the company for trading or speculation purposes.

A. Details of Derivative Instruments (Forward Contracts) outstanding (for hedged transactions mentioned below) as on 31.03.2014 :

Particulars	2013-14		2012-13	
	Amount in Foreign Currency	Equivalent Amount in Rs.	Amount in Foreign Currency	Equivalent Amount in Rs.
Creditors(Raw Material)	€ - \$ 40,77,487	- 24,50,56,125	€ 1,03,320 \$ 71,85,889	71,91,813 39,01,93,722
Debtors	€ 18,35,900 \$ 16,86,738	15,16,02,169 10,13,72,590	€ 11,62,000 \$ 21,65,492	8,08,86,820 11,75,86,246

- B. Details of foreign currency exposure that are not hedged by derivative instrument or otherwise as on 31.03.2014 - Figures mentioned in Table below for Sundry Creditors are in respect of Import of Plant & Machinery / Raw Material :

Particulars	2013-14		2012-13	
	Amount in Foreign Currency	Equivalent Amount in Rs.	Amount in Foreign Currency	Equivalent Amount in Rs.
Creditors(Raw Material)	€ 64,534	53,29,005	€ -	-
Creditors(Raw Material)	\$ 20,09,004	14,47,64,138	\$ 21,84,342	11,86,09,728
Loans & Advances	€ 11,000 \$ -	9,08,342 -	€ 2,667 \$ 18,945	1,85,624 10,28,714
Debtors	€ 3,45,355 \$ 7,73,274	2,85,18,196 4,64,73,606	€ 5,43,748 \$ 25,47,936	3,78,50,281 13,83,52,914

5. In accordance with AS 14 (Revised) on 'Disclosure of Revenue from Sales Transactions' issued by Institute of Chartered Accountants of India, excise duty on sales amounting to Rs. 1,35,85,92,422/- (Rs. 1,51,96,57,950/-) has been reduced from sales in Profit and Loss account and [Accretion]/Decretion of Excise Duty on Inventory of Finished Goods & Copper Scrap amounting to Rs. 2,26,539/- (Rs. 29,26,315/-) has been accounted in the profit and loss account under Note 22 - "Changes in Inventory of Finished Goods, Work-in-Progress and Stock-In-Trade".
6. As the Company operates in the single business segment of Winding Wires made of Copper, there are no reportable segments of business as defined under the Accounting Standard AS 17-Segment Reporting issued by The Institute of Chartered Accountants of India.
7. Disclosure of Transactions with related parties as required under Accounting Standard AS 18 on Related Party disclosures issued by The Institute of Chartered Accountants of India are given below :
- a) Key Management personnel and their relatives :

Chairman & Managing Director Shri Mahendra R. Mehta	Managing Director Shri Milan M. Mehta	Whole Time Director Shri Deepak M. Mehta
Relative Mrs. S. M. Mehta, Wife	Relative Mrs. G. M. Mehta, Wife Master A. M. Mehta, Son Miss M. M. Mehta, Daughter Milan Mahendra Mehta (HUF)	Relative Mrs. S. D. Mehta - Wife Mr. N. D. Mehta, Son Mrs. A. N. Mehta, Daughter-in-law Deepak Mahendra Mehta (HUF)

Shri Mahendra R. Mehta and Mrs. S. M. Mehta are parents of Shri Milan M. Mehta and Shri Deepak M. Mehta
Shri Milan M. Mehta and Shri Deepak M. Mehta are brothers.

**NOTE 26 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****B. NOTES TO ACCOUNTS (Contd.)**

- b) The following transactions were carried out with related parties in the ordinary course of business:

Nature of Transaction	2013-14 Rs.	2012-13 Rs.	
Rent Paid	62,82,720	62,82,720	Key Management Personnel and Relatives
Remuneration	2,63,77,264	2,73,19,793	Key Management Personnel and a Relative
Loan taken & repaid during the year	—	3,00,00,000	Key Management Personnel
Interest on Loan taken & repaid during the year	—	1,57,808	Key Management Personnel

- c) The Company does not have any subsidiary Company.

8. a) The following being Inter Unit Transactions during the year have been excluded in the Profit & Loss Account.

Sales / Purchase & Processing Income etc.	2013-14 Rs.	2012-13 Rs.
- Enamels, Chemicals etc.	15,41,74,121	13,82,52,294
- Stores, Spares & Packing Material	47,89,914	35,35,750
- Copper Wire Rods Conversion Chgs	74,99,387	42,80,077

- b) The profit arising on transfer of material by one Unit to another and in Stock as at 31st March 2014 has been excluded from the valuation of relevant closing stock in the accounts of the Company.

9. (a) The Company has amounts due to Micro and Small Enterprises under The Micro Small and Medium Enterprises development Act, 2006 (MSMEDACT) at the Year End. Rs. NIL (Rs. 8,103/-)

10. Interest paid to Suppliers/Bank Discounting Charges in relation to purchase of Copper of Rs.1207.33 Lacs (Rs.1564.81 Lacs) is grouped with the cost of Raw Material (Copper).

11. Future Obligations in case of Lease Agreements:

	As on 31.03.2014 Rs.	As on 31.03.2013 Rs.
Within one year	1,07,80,433	96,85,000
Later than one year and not later than five years	2,17,00,250	28,57,000
Total	3,24,80,683	1,25,42,000

12. Earning Per Share (EPS) - EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year as stated below.

	As on 31.03.2014 Rs.	As on 31.03.2013 Rs.
a Profit after tax	14,44,18,669	15,95,46,179
b Weighted Average Number of Shares	1,15,63,623	1,15,63,623
c Basic & Diluted EPS before Extra Ordinary Items	12.49	13.80
d Basic & Diluted EPS after Extra Ordinary Items	12.49	13.80
e Face value per share	10.00	10.00

13. Figures in brackets pertain to the previous year.

14. Previous year's figures have been regrouped/reworked wherever necessary.

As per our report of even date.

For S.R. Divatia & Co.
Chartered Accountants

Shalin S. Divatia
Partner
Membership No. 39755
Firm Registration No. 102646W
Mumbai,
Dated : 28th May, 2014

For and on behalf of the Board

Mahendra R. Mehta
Chairman, Managing Director & CEO

Nishthi H. Dharmani
Company Secretary

Milan M. Mehta
Vice Chairman & Managing Director

C. Mohandas Pai
Chief Financial Officer

Mumbai,
Dated : 28th May, 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED
31ST MARCH, 2014**

	Rupees in Lacs	
	31/03/2014	31/03/2013
A. Cash Flow From Operating Activities		
Net Profit before tax and extraordinary items	2,306.26	2,387.87
Add / (Deduct) : Adjustments for		
a) Financial Charges	286.78	506.85
b) Depreciation (net)	1,181.01	1,257.41
c) Insurance Spares issued	48.36	76.78
d) (Profit)/Loss on sale of assets	(1.28)	17.88
e) Hedging Reserve Income	(0.42)	14.20
f) Insurance Claim return off	-	9.22
g) Bad Debts/Other Losses W/off	158.07	13.45
h) Income from investments	(50.60)	1,873.54
Operating Profit before working capital changes	3,928.18	4,261.41
Add / (Deduct) Adjustments for :		
Trade and Other Receivables	660.17	(2,438.99)
Inventories	2,271.18	(2,202.72)
Trade and Other Payables	(5,905.72)	4,019.11
Other Current Assets	304.14	(89.39)
Cash generated from operations	1,257.95	3,549.42
Direct Taxes paid(net of refunds)	(659.42)	(818.88)
Cash flow before extraordinary items	598.53	2,730.54
Extraordinary items	-	-
Net cash from operating activities	598.53	2,730.54
B. CASH FLOW FROM INVESTING ACTIVITIES - Inflow / (Outflow)		
Purchase of fixed assets (including Capital Work in Progress)	(541.91)	(390.15)
Proceeds from Sale of Fixed assets	1.36	349.64
Proceeds from Sale of Investment	1,970.00	-
Purchase of Investment	-	(1,920.00)
Loans and Advances / Other Non-Current Assets	2,258.63	(1,196.33)
Income from Investments	50.60	22.25
Net cash generated / (used) in investing activities	3,738.68	(3,134.59)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings	(3,593.17)	2,409.43
Proceeds from Long Term Borrowings	(486.18)	265.08
Financial Charges Paid	(286.78)	(506.85)
Dividends paid	(1,285.24)	(497.26)
Net cash generated / (used) in financing activities	(5,651.37)	1,670.40
Net increase / (decrease) in cash equivalents	(1,314.16)	1,266.35
Cash and cash equivalents as at 1st April	3,974.21	2,707.86
Cash and cash equivalents as at 31st March	2,660.05	3,974.21

Note : Interest Income represents mainly amounts received from customers for delayed payments and income on Fixed- Deposits with the Bank. Hence the Interest Income is considered as a part of the operational activities of the Company.

As per our report of even date.

For S.R. Divatia & Co.
Chartered Accountants

Shalin S. Divatia
Partner
Membership No. 39755
Firm Registration No. 102646W
Mumbai,
Dated : 28th May, 2014

For and on behalf of the Board

Mahendra R. Mehta
Chairman, Managing Director & CEO

Nishthi H. Dharmani
Company Secretary

Milan M. Mehta
Vice Chairman & Managing Director

C. Mohandas Pai
Chief Financial Officer

Mumbai,
Dated : 28th May, 2014

**ATTENDANCE SLIP****PRECISION WIRES INDIA LIMITED**

CIN: L31300MH1989PLC054356

Registered Office : Saiman House, J A Raul Street, Off Sayani Road, Prabhadevi, Mumbai-400 025.
 Tel.: 91-22-24376281 • Fax : 91-22-24370687 • Email: mumbai@pwil.net • Website: www.precisionwires.com

THIS SLIP MAY PLEASE BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

*DP Id	
--------	--

Regd. Folio No.	
-----------------	--

*Client Id	
------------	--

No. of Shares held	
--------------------	--

Full Name of Shareholders/ Proxy (in Block Letters) _____

I/We hereby record my presence at the **TWENTY FIFTH ANNUAL GENERAL MEETING** OF THE Company to be held on **Monday, 29th September, 2014** at the Hall of The Mysore Association, 1st Floor, 393 Bhaudaji Road, Maheshwari Udyan (Kings' Circle), Matunga (Central Railway), Mumbai – 400 019.

* Applicable for members holding shares in electronic form.

Signature of the Shareholder / Proxy _____

NOTES :

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2013-14 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013-14 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email is not registered or have requested for a hard copy

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PRECISION WIRES INDIA LIMITED

CIN: L31300MH1989PLC054356

Registered Office : Saiman House, J A Raul Street, Off Sayani Road, Prabhadevi, Mumbai-400 025.
 Tel.: 91-22-24376281 • Fax : 91-22-24370687 • Email: mumbai@pwil.net • Website: www.precisionwires.com

Name of the members(s)		E-mail Id:	
Registered Address		Folio No./*Client Id	
		*DP Id:	

I/We, being the members(s) of _____ shares of Precision Wires India Limited, hereby appoint:

1. Name _____
 Address _____
 E-mail Id : _____ Signature: _____ or failing him _____
2. Name _____
 Address _____
 E-mail Id : _____ Signature: _____ or failing him _____
3. Name _____
 Address _____
 E-mail Id : _____ Signature: _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company, to be held on Monday, September 29, 2014 at 02.30 p.m. at the Hall of The Mysore Association, 1st Floor, 393, Bhau Daji Road, Maheshwari Udyan (King Circle), Matunga (Central Railway) Mumbai - 400019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolutions
	Ordinary Business
01	Adoption of Audited Balance Sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.
02	Declare the final dividend and confirm the two interim dividends for the financial year 2013-14.

P.T.O.





Sr.No.	Resolutions
	Ordinary Business
03	Re-appointment of Shri Mahendra R. Mehta , Chairman & Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
04	Re-appointment of M/s. S. R. Divatia & Co., Chartered Accountants (ICAI Registration No.102646W) as statutory auditors of the Company and fix their remuneration.
	Special Business / Ordinary Resolution:
05	Appointment of Shri Vijay M Crishna as Independent Director for Five consecutive years.
06	Appointment of Shri Pazhyanur Narayanaier Vencatesan as Independent Director for Five consecutive years.
07	Appointment of Shri Ashwin Pannalal Kothari as Independent Director for Five consecutive years.
08	Appointment of Shri Pratap Ratilal Merchant as Independent Director for Five consecutive years.
09	Appointment of Shri Pradip Roy as Independent Director for Five consecutive years.
10	Ratification/confirmation of remuneration of Cost Auditor for the FY 14-15.
	Special Business / Special Resolution:
11	Amendment in Articles of Association of the Company.
12	Re-appointment of Shri Mahendra Ratilal Mehta (holding DIN00003558) as a Chairman & Managing Director of the Company for a period of Three years w.e.f. 1st October, 2014
13	Approve change in designation of Shri Nirbhay D. Mehta , u/s 188 of the Companies Act, 2013.
14	Reconfirm authority to the Board of Directors for borrowing money upto Rs.500 Crores.
15	Empowerment of Managing Directors for creation of charge on the Assets of the Company.

Signed this _____ day of _____, 2014

Signature of shareholder _____

Signature of Proxy holder(s) _____

Signature
with
Revenue
Stamp of
Re.1/-

NOTES :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 25th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

***APPLICABLE FOR MEMBERS HOLDING SHARES IN ELECTRONIC FORM**

COURIER



If undelivered, please return to :

PRECISION WIRES INDIA LTD.

CIN : L31300MH1989PLC054356

Saiman House, J A Raul Street, Off Sayani Road,
Prabhadevi, Mumbai-400 025.

Telephone : 91-22-24376281 • Fax : 91-22-24370687

Email : mumbai@pwil.net • Website : www.precisionwires.com



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 : L31309MH1989PLC054356

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

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	PRECISION WIRES INDIA LIMITED
2.	Annual financial statements for the year ended	31 st March, 2014.
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Whether appeared first time.... / Repetitive ... / since how long Period
5.	To be signed by- <input checked="" type="checkbox"/> CEO/Managing Director <input checked="" type="checkbox"/> CFO <input checked="" type="checkbox"/> Auditor of the company <input checked="" type="checkbox"/> Audit Committee Chairman	<p><i>Handwritten signatures and stamps:</i></p> <p><i>Handwritten signature: "Mehar" (above a line)</i></p> <p><i>Handwritten signature: "Shah A. D." (above a line)</i></p> <p><i>Handwritten signature: "Allum" (above a line)</i></p> <p><i>Four circular stamps: "PRECISION WIRES INDIA LIMITED MUMBAI" (two on the right, two at the bottom)</i></p>

Date: 27/08/2014