

PRECISION CAMSHAFTS LIMITED

CIN: L24231PN1992PLC067126

Regd. Office: E 102/103, M.I.D.C., Akkalkot Road, Solapur - 413006. Maharashtra, India.

Tel.: +91 -9168646536/37 Fax: +91 (217) 2357645

Website: www.pclindia.in E-mail: info@pclindia.in;Date: 23rd June, 2020

Dear Member,

You are cordially invited to attend the 28th Annual General Meeting (AGM) of Precision Camshafts Limited ('the Company') which is scheduled to be held on Thursday, 30th July, 2020 at 3:30 PM through Video Conferencing ("VC")/ Other Audio Visual Means("OAVM").

The Notice of the meeting, containing business to be transacted, along with Explanatory Statement thereon is enclosed herewith.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before or during the Meeting. The instructions for e-voting are enclosed herewith AGM Notice.

Sincerely,**Mr. Yatin S. Shah****Chairman and Managing Director****(DIN: 00318140)**

Enclosures-

- Notice of the 28th AGM
- Instructions for e-voting
- Instructions for members to attend the AGM through **INSTAMEET** (VC/OAVM)
- Instructions for members to register themselves as **Speakers** during the AGM
- Instructions for members to vote during the AGM through **INSTAMEET**.
- Explanatory Statement as per Section 102 of the Companies Act, 2013

Notice

NOTICE is hereby given that the 28th (Twenty Eighth) Annual General Meeting (AGM) of the Members of Precision Camshafts Limited will be held on Thursday, 30th July, 2020 at 03:30 PM through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt: -
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 including Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 including the Reports of the Auditors thereon
2. To consider Interim Dividend of ₹ 0.95/- (Rupees Ninety Five Paise) per equity share of ₹ 10/- each for FY 2019-20 declared by Board at its Board Meeting held on 5th March, 2020 as Final Dividend on equity shares for the FY 2019-20.
3. To appoint a Director in place of Mr. Karan Yatin Shah (DIN: 07985441), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2021

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, the Members of the Company hereby ratify the remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand) plus taxes thereon, and out-of-pocket expenses incurred in connection with the audit, if any, chargeable extra on actual basis, payable to M/s. S. V. Vhatte & Associates, Cost Accountants (Membership No: 7501, Firm Registration No. 100280) who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the financial year ending 31st March, 2021.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby authorised to do or to authorise any person to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. TO APPROVE REMUNERATION OF MR. YATIN S. SHAH (DIN: 00318140), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE REMAINING TERM

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 provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and the Board of the Company, the consent of the Company be and is hereby accorded to pay Mr. Yatin Subhash Shah – Chairman and Managing Director (DIN: 00318140), remuneration upto maximum of ₹ 3,82,50,000/- p.a. (Rupees. Three Crores Eighty Two Lakhs and Fifty Thousand only) for the remaining period of 2 years from 1st April, 2020 to 31st March, 2022; which includes the variable pay and perquisites, with the authority to Board to revise the components of the remuneration within the said maximum amount from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to revise, amend, alter and/or vary the terms and conditions of the said appointment including remuneration to be paid to him, including in case of absence or inadequacy of profits, in such manner as may be agreed between the Board and Mr. Yatin Subhash Shah as may be deemed fit, but so as not to exceed the limits specified under Schedule V of the Act read with Section 197 and other applicable provisions, if any, of the Act or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT save and except as aforesaid, the special resolution approved and passed by the members at the annual general meeting held on 27th September 2017 shall continue to remain in full force and effect as far as it does not contradict with the instant resolution and approvals granted.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the Company be and are hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/ Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to severally to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution and matters incidental thereto.”

6. TO CONSIDER APPOINTMENT OF MRS. SAVANI ARVIND LADDHA (DIN: 03258295) AS DIRECTOR -DESIGNATED AS INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17(1) (a) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for appointment of Mrs. Savani Arvind Laddha (DIN: 03258295), Additional Director of the Company and designated as Independent Woman Director with effect from 10th February, 2020 and whose term of office as an additional director expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Mrs. Savani Arvind Laddha as a candidate for the office of Independent Women Director, be and is hereby appointed as Director of the Company AND THAT Mrs. Savani Arvind Laddha (DIN: 03258295), shall continue to be designated as Independent Woman Director of the Company for the first term of 2 years i.e. upto 9th February, 2022

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.”

7. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS

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 197 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the rules made thereunder read with Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the payment of commission of a sum not exceeding 1% of the annual net profits of the Company computed in accordance with the provisions of Section 197 read with Section



198 of the Act, to such Directors of the Company (other than Executive Directors) in such proportion and manner as may be directed by the Board of Directors, for a period of three (3) years and such payment shall be made in respect of the profits of the Company for the financial years commencing from 1st April, 2020 to 31st March, 2023.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the reimbursement of expenses for participation in the Board and other meetings.”

By order of the Board of Directors

For **Precision Camshafts Limited**

Mayuri Kulkarni
Company Secretary & Compliance Officer

Date: 23rd June, 2020

Pune

CIN : L24231PN1992PLC067126

Website : www.pclindia.in

E-mail ID : cs@pclindia.in

Registered Office

E 102/103 M.I.D.C
Akkalkot road, Solapur-413006,
Maharashtra, India
Phone: +91 9168646536/37

Corporate Office:

D-5 Chincholi, M.I.D.C, Solapur-413255,
Maharashtra, India
Phone: +91 9168646531/32/33

Pune Office

Office No. 501/502,
Kanchanban “B”, Sunit Capital,
CTS No. 967, FP No. 397,
Senapati Bapat Road Pune 411016
Phone:-020-25673050

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without physical presence of the members at common venue. In compliance of SEBI LODR, 2015 and MCA Circulars the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), setting out the material facts for each item of special business mentioned in items 4 to 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday 23rd July, 2020 to Thursday 30th July, 2020** (both days inclusive).
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
6. The Company’s Registrar and Transfer Agents for its Share Registry work (physical and electronic) are Link Intime India Private Limited. (Block No. 202, Akshay Complex, 2nd floor, near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at jbbhave@gmail.com and to The Company at cs@pclindia.in.
8. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice of the AGM along with the Annual Report 2019-20 has been uploaded on the website of the Company at www.pclindia.in. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. The Notice is also available on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Link Intime India Private Limited For members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.

11. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
12. Members are requested to note that The Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated 8th July, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
13. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to The Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in The Company's subsequent records.
14. Pursuant to Securities and Exchange Board of India Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 the members holding shares in physical form are requested to give self- attested PAN Copy and original cancelled cheque indicating bank account details. In case of residents of Sikkim the members holding shares in physical form are requested to give self- attested a valid Identity proof issued by Government.
15. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure I to the Notice.
16. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to The Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
17. All the documents referred to in the Notice and Explanatory Statement along with other relevant documents will be made available for inspection by the Members on the website of the Company during the meeting.

18. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be

transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency.

20. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Thursday, 23rd July, 2020** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Monday, 27th July, 2020** at 9.00 a.m. (IST) and ends on **Wednesday, 29th July, 2020** at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, 23rd July, 2020**.
21. CS Jayavant B Bhawe, proprietor of M/s J. B. Bhawe & Co., Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.
22. The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same. The Chairman or the authorised Director shall declare the result of the voting forthwith.
23. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website www.pclindia.in as well as on the website of LI IPL after the same is declared by the Chairman/authorised person. The Results shall also be simultaneously forwarded to the stock exchanges.
24. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

INSTRUCTIONS FOR E-VOTING

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- ❖ Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- ❖ Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- ❖ Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- ❖ Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- ❖ Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- ❖ Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> , and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- ❖ In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- ❖ Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- ❖ The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

❖ General Guidelines for shareholders:

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under **Help** section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

INSTRUCTIONS FOR MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (VC/OAVM) ARE AS UNDER:

Shareholders/Members are entitled to attend and participate in the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process.

1. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and shall be kept open till the expiry of 15 minutes after the schedule time on first come first basis.
2. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come first basis.
3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
 1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- ❖ Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- ❖ Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- ❖ Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.

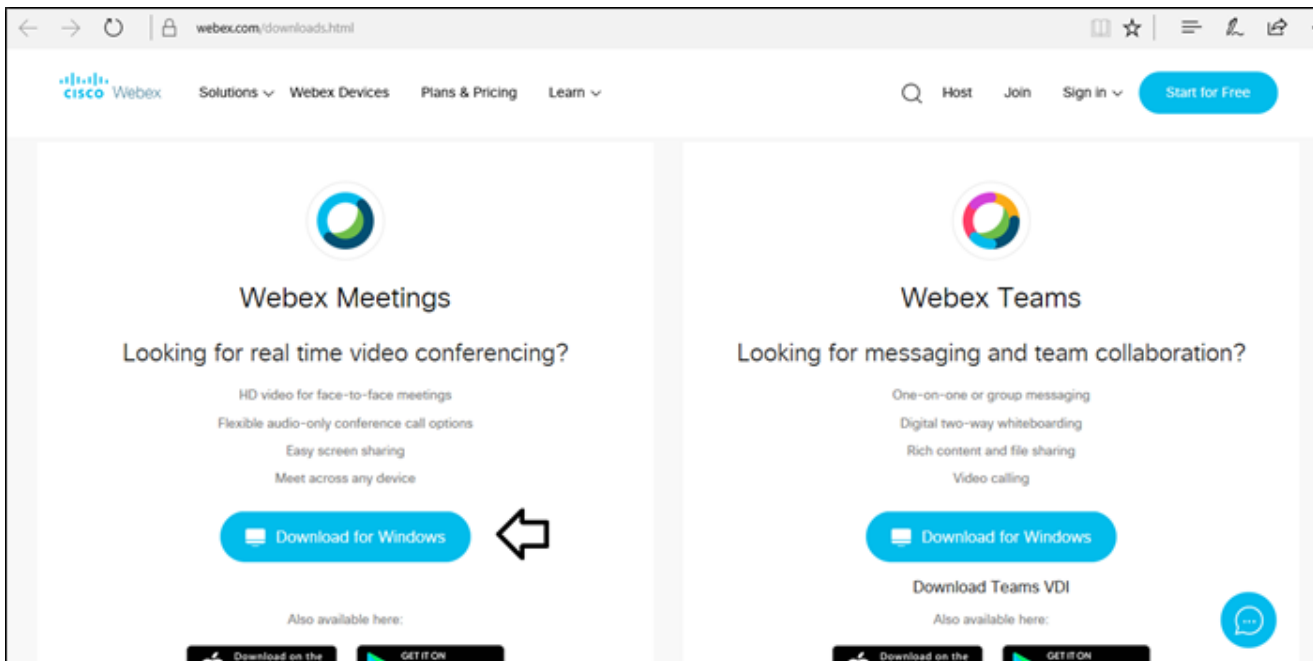
▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

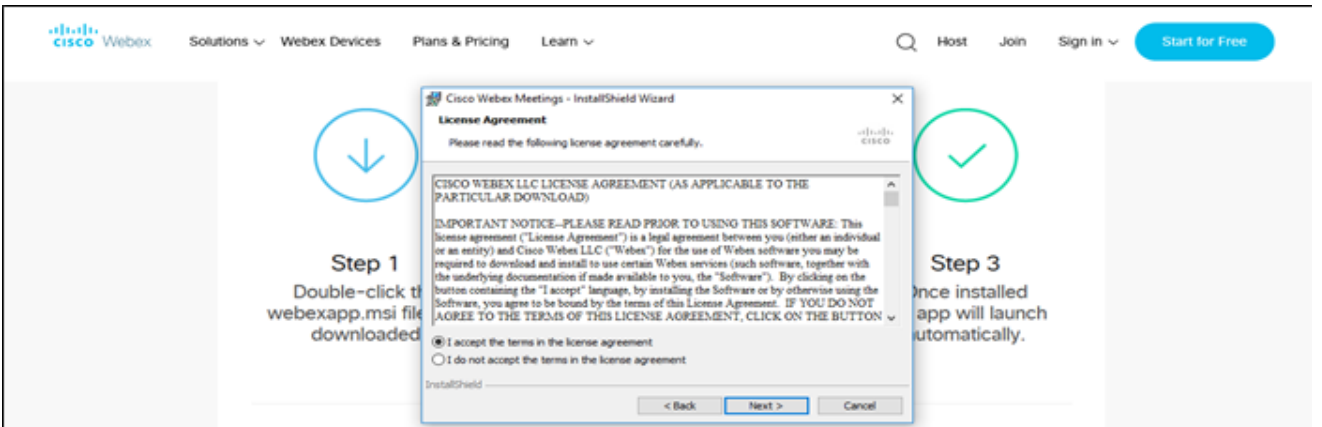
Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

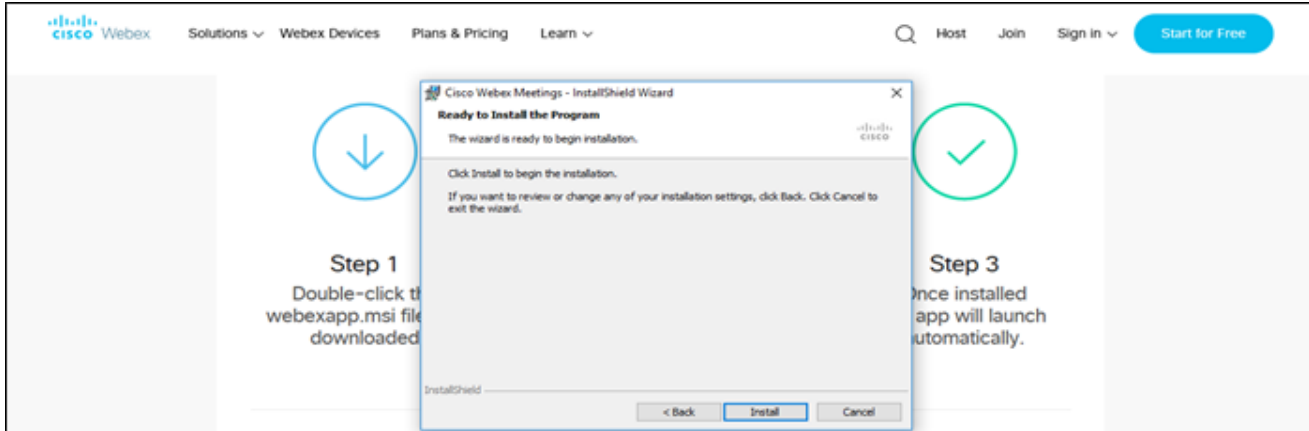
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>







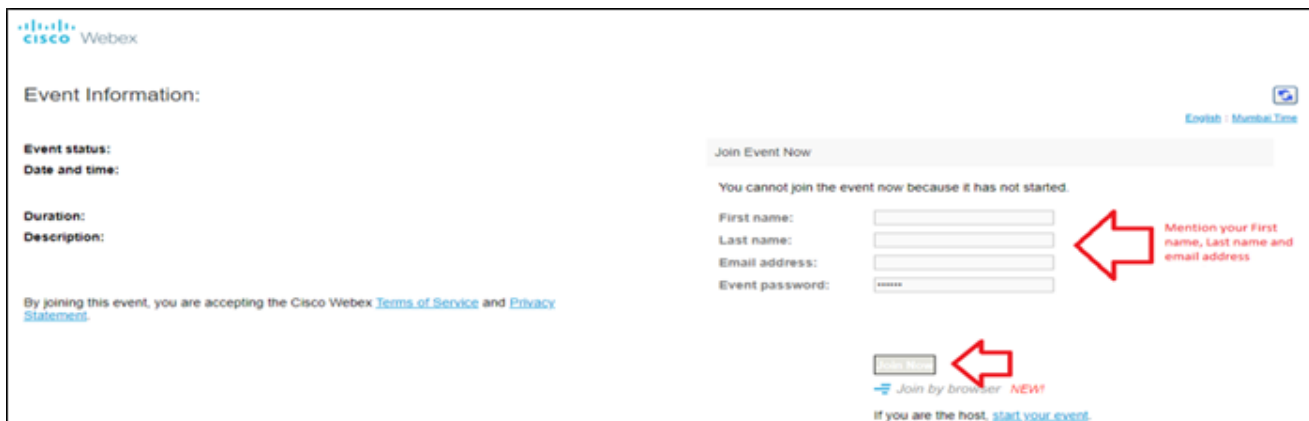
or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on **Join Now**
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on **Join Now**



INSTRUCTIONS FOR MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING Through INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number **3 days in advance** with the Company at cs@pclindia.in
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting **“Cast your vote”**
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on **“Submit”**.
3. After successful login, you will see **“Resolution Description”** and against the same the option **“Favour/ Against”** for voting.
4. Cast your vote by selecting appropriate option i.e. **“Favour/Against”** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **“Favour/Against”**.
5. After selecting the appropriate option i.e. **“Favour/Against”** as desired and you have decided to vote, click on **“Save”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“Confirm”**, else to change your vote, click on **“Back”** and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

RATIFICATION OF REMUNERATION TO M/S. S. V. VHATTE & ASSOCIATES, COST ACCOUNTANTS AS COST AUDITOR:

The Board of Directors of the Company in their meeting held on June 23, 2020, approved the appointment and remuneration of M/s S. V. Vhatte & Associates, Cost Accountants [Firm Registration No.: 100280] as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at a remuneration of ₹ 1,50,000/- (Rupees One Lakhs Fifty Thousand only) plus taxes thereon and out-of-pocket expenses to be incurred during the Audit subject to the approval of members at general meeting.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 4 of the Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

TO APPROVE REMUNERATION OF MR. YATIN SUBHASH SHAH AS CHAIRMAN AND MANAGING DIRECTOR (DIN: 00318140) FOR THE REMAINING TERM

Mr. Yatin S. Shah was appointed as Chairman and Managing Director of the Company in the 25th Annual General Meeting held on the 27th September, 2017 for a term of 5 years upto 31st March, 2022.

In the said meeting it was resolved that he be paid a remuneration upto a maximum of ₹ 3,82,50,000/- (Rupees Three Crores Eighty Two Lakhs and Fifty Thousand Only) p.a. for the period of 3 years from 1st April, 2017 to 31st March, 2020; which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time and that the remuneration payable to Mr. Yatin Subhash Shah, (DIN: 00318140) Chairman & Managing Director of the Company shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 Schedule V of the Companies Act 2013, SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 or such other limits as may be prescribed from time to time.

It is proposed to approve the said remuneration payable to Mr. Yatin Subhash Shah, as Chairman and Managing Director of the Company for the remaining period of his term i.e. from 1st April, 2020 to 31st March, 2022.

Mr. Yatin S. Shah, Dr. Suhasini Y. Shah, Mr. Karan Y. Shah, Whole-time Directors and their relatives shall be deemed to be concerned or interested in the resolution to the extent of their shareholding in the Company and the remuneration payable to Mr. Yatin S. Shah under the resolution.

The Board of Directors recommends the relevant resolution for your consideration and approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Yatin S. Shah and his relatives are, in any way, concerned or interested in the said resolution no. 5.

Item No. 6**TO CONSIDER APPOINTMENT OF MRS. SAVANI ARVIND LADDHA (DIN: 03258295) AS DIRECTOR - DESIGNATED AS INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.**

Pursuant to Regulation 17 (1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to appoint Woman Independent Director before 31st March, 2020. Based on the recommendation of Nomination and Remuneration Committee, Mrs. Savani Arvind Laddha was appointed as Additional Director designated as Independent Woman Director of the Company, under section 149, 150, 152 and 161 of the Companies Act 2013 in the Board Meeting held on the 10th February, 2020 and holds office till the conclusion of this Annual General Meeting.

Brief Profile

- ❖ Mrs. Savani Laddha is B.Com, M.Com and Chartered Accountant and has training courses on Information System Audit & Control by E & Y and Broker`s Training & Examination conducted by National Insurance Academy by IRDA.
- ❖ dynamic professional with over 20 years of experience in wide spectrum including Statutory Compliances, Finance, Accounting, Taxation, Insurance.
- ❖ Capable of effectuating innovative strategies for Conducting and managing regular business processes and internal control system.
- ❖ worked for Budgeting, forecasting & planning for the profitability of an Organization.
- ❖ area of work mainly included statutory compliances, apart from core practice like Audit taxation advisory.
- ❖ has excellent communication, interpersonal, analytical & management skills with proven track record of achieving set goals.

She has worked with following: -

- ❖ ICICI Bank, Bilcare Research, Price Waterhouse Coopers (earlier RSM & co.),
- ❖ Association with M/s. Vantage Insurance Brokers & Risk Advisors Private. Limited, (as a consultant)
- ❖ Partner at L.B. Laddha & Co, Chartered Accountants

She does not hold any Equity Shares in the Company. The Board has acquired the necessary Declarations and disclosures to assure itself of her independence. She is a Director of the following other Companies

| Sr. No. | Name of the Company |
|---------|---|
| 1 | Autus Corporate Mentors Private Limited |
| 2 | Autus Wealth Management Private Limited |

Board of Directors recommends Mrs. Savani A. Laddha's Appointment, considering her experience over 20 years in Statutory Compliances, Finance, Accounting, Taxation, Insurance, strategies for Conducting and managing regular business processes and internal control system. Her addition to the Board will enable Board to take her valuable inputs bases on her experience.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Savani Arvind Laddha as a candidate for the office of Director.

The Board recommends her appointment as Director and continuation of her designation as Independent Woman Director of the Company for a first term of 2 years i.e. till 9th February, 2022. Accordingly, approval of the members of the Company is sought for appointment of Mrs. Savani A. Laddha as Director designated as Independent Woman Director of the Company.

The Board of Director recommends the relevant resolution for your consideration and approval as a **Ordinary Resolution**

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the item no. 6 of the notice.

Item No. 7

APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY.

The members of the Company at the 25th Annual General Meeting held on 27th September 2017 approved by way of an Ordinary Resolution under Section 197 of the Companies Act, 2013, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013 for the period of 1st April, 2017 to 31st March, 2020.

It is proposed to renew the said approval for a further period of 3 years commencing from 1st April, 2020 to 31st March, 2023. It is proposed that the Non Executive Directors be paid remuneration in form of commission as may be decided by the Board of Directors subject to such aggregate commission amount not exceeding 1% per annum of the net profits of the Company computed in accordance with the applicable provisions of the Companies Act, 2013 as well as Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

This remuneration will be distributed amongst Non Executive Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013 as well as Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. This remuneration shall be in addition to reimbursement of expenses for participation in the Board and other meetings.

Accordingly, approval of the Members is sought by way of a Ordinary Resolution at Item No. 7 of the Notice.

The Board of Directors recommends the relevant resolution for your consideration and approval as **Ordinary Resolution**.

Directors other than the Chairman and Managing Director and Whole-time Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

By order of the Board of Directors
For **Precision Camshafts Limited**

Mayuri I. Kulkarni
Company Secretary & Compliance Officer

Date: 23rd June, 2020

Place: Pune

CIN: L24231PN1992PLC067126

Website: www.pclindia.in

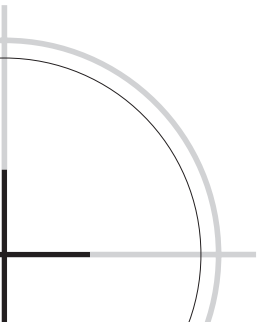
E-mail ID: cs@pclindia.in

ANNEXURE I TO ITEM NO. 03, 05, 06 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed/re-appointed.

| Name of Director | Mr. Yatin Subhash Shah | Mr. Karan Yatin Shah | Mrs. Savani Arvind Laddha |
|--|---|--|--|
| DIN | 00318140 | 07985441 | 03258295 |
| Age | 58 | 30 | 44 |
| Date of First Appointment | 08 th June, 1992 | 13 th August, 2018 | 10 th February, 2020 |
| Qualifications | B.com, MBA (Fin.) | Bachelors in Mechanical Engineering and Masters of Business Administration | B.com, M.com , Chartered Accountant |
| Relationship with Director | Relative - spouse of Dr. Suhasini Yatin Shah and Father of Karan Shah. | Relative - Son of Mr. Yatin Shah and Dr. Suhasini Yatin Shah | None |
| Experience (including Expertise in Specific area/ Brief Resume) | Managerial and Engineering Experience | Managerial and Engineering Experience | Statutory Compliances, Finance, Accounting, Taxation, Insurance. |
| Number of Board Meetings attended during the year | 4 | 5 | 1 |
| Board membership of Companies as of 31 st March, 2020 | Precision Camshafts Limited Cams Technology Limited Memco Engineering Private Limited | Precision Camshafts Limited Memco Engineering Private Limited Mayura Davda Shah Ventures Private Limited | Autus Corporate Mentors Private Limited Autus Wealth Management Private Limited |

| | | | |
|---|--|---|--|
| Terms and Conditions of appointment/ re-appointment | Terms same as earlier resolution passed at 25 th AGM for appointment as Managing Director of the Company at 25 th Annual General Meeting. Resolution proposed to be passed for approving remuneration at 28 th Annual General Meeting. | As per the resolution passed at the 26 th Annual General Meeting | As per the Company's Policy |
| Remuneration last drawn (including sitting fees, if any) | ₹ 3,04,39,434/- | ₹ 41,42,404/- | ₹ 50,000/- |
| Remuneration proposed to be paid | As per Agenda Item No. 5 of Notice 28 th Annual General Meeting of the Company. | As per resolution passed at 26 th Annual General Meeting | As decided by the Board of Directors from time to time |
| Membership/Chairmanship of Committee of other Boards as on 31 st March, 2020 | Precision Camshafts Limited-member of CSR Committee-Chairman and Member | None | Precision Camshafts Limited-member of Audit Committee. |
| Number of Shares held in The Company as on 31 March, 2020 | 3,77,88,717 | 14,500 | 0 |





PRECISION CAMSHAFTS LIMITED, SOLAPUR (INDIA)

MANUFACTURING FACILITIES

D - 5, 6, 7 7/1 MIDC, Chincholi, Solapur - 413255

Ph : 9168646531/32/33

E - 90, 102/103, MIDC, Akkalkot Road, Solapur - 413006

Ph : 9168646536/37

A MOVEMENT CALLED PRECISION!

