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meets **Performance**

**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](http://www.pclindia.in) E-mail: [info@pclindia.in](mailto:info@pclindia.in)

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**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014**

Dear Members,

**NOTICE** is given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 and 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) that the resolutions appended below are proposed to be passed as a Special Resolutions, by the Members of Precision Camshafts Limited (“Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) only.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed.

The Board of Directors have appointed Mr. Jayavant B. Bhave (Membership No. FCS 4266), Proprietor, M/s J.B. Bhave & Co., Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote/s electronically not later than 5:00 p.m. IST on Friday, 12<sup>th</sup> May 2023 (the last day to cast vote electronically) to be eligible for

being considered. In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or **before Sunday, 14<sup>th</sup> May 2023** and will be displayed on the Company's website [www.pclindia.in](http://www.pclindia.in) and will also be communicated to the Stock Exchanges. The Company will also display the results of the Postal Ballot at its Registered Office.

**SPECIAL BUSINESS:**

**Proposed Resolutions:**

**1. TO CONSIDER APPOINTMENT OF MS. APURVA P. JOSHI (DIN: 06608172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, **Ms. Apurva P. Joshi (DIN: 06608172)** who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as an **Independent Director** of the Company for the first term from 29<sup>th</sup> March 2023 upto 30<sup>th</sup> September 2024 and she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary be and are hereby severally authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies (ROC), and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**2. TO CONSIDER APPOINTMENT OF MR. SUHAS J. AHIRRAO (DIN: 10090429) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, **Mr. Suhas J. Ahirrao (DIN:10090429)** who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the

Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the first term from 29<sup>th</sup> March 2023 upto 30<sup>th</sup> September 2024 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby severally authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies (ROC), and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**3. TO CONSIDER APPOINTMENT OF MRS. ANAGHA S. ANASINGARAJU (DIN: 02513563) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, **Mrs. Anagha S. Anasingraju (DIN: 02513563)** who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the first term from 29<sup>th</sup> March 2023 upto 30<sup>th</sup> September 2024 and she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Director or Company Secretary of the Company be and are hereby severally authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies (ROC), and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

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

Sd/-

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**Gautam V. Wakankar**  
Company Secretary and Compliance Officer  
Membership No: A54556

Date: 10<sup>th</sup> April 2023  
Place: Pune

## NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 7<sup>th</sup> April 2023 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.pclindia.in](http://www.pclindia.in), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Members holding shares in dematerialised mode are requested to intimate/update any changes pertaining to their email addresses 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.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9<sup>th</sup> December 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, 13<sup>th</sup> April 2023 and ends at 5:00 p.m. (IST) on Friday, 12<sup>th</sup> May 2023.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The remote e-voting will not be allowed beyond the aforesaid date and time and the same shall be disabled by the NSDL upon expiry of the aforesaid period.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Friday, 12<sup>th</sup> May 2023.**
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@pclindia.in](mailto:cs@pclindia.in)
11. Pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), a statement setting out the material facts for each item of special business mentioned in items 1 & 2 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Directors seeking appointment / re-appointment is annexed herewith.
12. 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 for the Postal Ballot.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

- a. The remote e-voting period begins on **9:00 a.m. (IST) on Thursday, 13<sup>th</sup> April 2023 and ends at 5:00 p.m. (IST) on Friday, 12<sup>th</sup> May 2023.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The **Members**, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Friday, 7<sup>th</sup> April 2023,** may cast their vote electronically.
- b. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 7<sup>th</sup> April 2023.**
- c. The remote e-voting period commences from **9:00 a.m. (IST) on Thursday, 13<sup>th</sup> April 2023 and ends at 5:00 p.m. (IST) on Friday, 12<sup>th</sup> May 2023.** The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- d. The Board of Directors of the Company has appointed Mr. Jayavant B. Bhave, (Membership No. FCS 4266) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- e. The details of the process and manner for remote e-voting are explained herein below:





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual members holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
<p>Individual Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no at 1800 22 55 33

**B) Login Method for e-Voting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID



	is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the Company/RTA</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for members other than Individual members are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: **022 - 4886 7000 and 022 - 2499 7000** or send a request to Mrs. Pallavi Mhatre – Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Members are requested to take note that, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 (SS-2), brief particulars including shareholdings of Directors proposed to be appointed is given at the end section of the notice.

**Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@pclindia.in](mailto:cs@pclindia.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@pclindia.in](mailto:cs@pclindia.in). If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode.**
3. Alternatively, shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Sd/-

**Gautam V. Wakankar**  
Company Secretary and Compliance Officer  
Membership No. A54556  
10<sup>th</sup> April 2023

**Regd. Office:** E 102/103, M.I.D.C., Akkalkot Road,  
Solapur – 413006, Maharashtra, India.  
Tel.: +91 -9168646536/37 Fax: +91 (217) 2357645

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**ITEM NO. 1**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> March 2023 and on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), had approved the appointment of appoint Ms. Apurva P. Joshi (DIN. 06608172) as an Additional Director, designated as Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Regulation 25 (2A) the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Ms. Apurva P. Joshi (DIN. 06608172) is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Apurva P. Joshi as a candidate for the office of Director.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Apurva P. Joshi and her relatives are, in any way, concerned or interested in the said resolution.

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

**Brief profile:**

Ms Apurva P. Joshi holds a Bachelor's degree in commerce from University of Pune. She has passed the executive programme of Institute of Company Secretaries of India (ICSI) and the profession competence exam conducted by Institute of Chartered Accountant of India (ICAI). She has completed a certified bank forensic accounting course, certified forensic accounting professional course and anti-money laundering expert course conducted by India forensic. She has participated in the programme of management consultancy for acquiring and retaining clients hosted by the Indian Institute of Management, Bangalore. She has authored book 'Students' Handbook on 'Forensic Accounting'. She was also one of the 10 entrepreneurs who were featured in book Arise Awake, written by Rashmi Bansal. Due to her vast experience and expertise in various fields she has also been awarded Honorary Doctor of Letters (D.Litt.) from University of South America.

## **ITEM NO. 2**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> March 2023 and on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), had approved the appointment of appoint Mr. Suhas J. Ahirrao (DIN: 10090429) as an Additional Director, designated as Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Regulation 25 (2A) the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Mr. Suhas J. Ahirrao (DIN: 10090429) is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Suhas J. Ahirrao as a candidate for the office of Director.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Suhas J. Ahirrao and his relatives are, in any way, concerned or interested in the said resolution.

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

### **Brief profile:**

Mr. Suhas J. Ahirrao (DIN: 10090429) is a fellow member of Institute of Chartered Accountant of India (ICAI) with 41 years of versatile experience as Statutory Auditor, Management Auditor, Financial Advisor, Investment Consultant with additional expertise in Direct and Indirect Taxation. He is also skilled in the areas of Management Auditing, Procurement and sourcing, General Management, Finance and Investment Advisor, Liaison with Government Officials and Bankers. Mr. Rao is also working as Financial Advisor of reputed Specialty Chemical Company in Pune.

## **ITEM NO. 3**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> March 2023 and on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), had approved the appointment of appoint Mrs. Anagha S. Anasingaraju (DIN: 02513563) as an Additional Director, designated as Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations") Regulation 25 (2A) the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of members by way of a special resolution.

Mrs. Anagha S. Anasingaraju (DIN:02513563) is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Anagha S. Anasingaraju (DIN: 02513563) as a candidate for the office of Director.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Anagha S. Anasingaraju and her relatives are, in any way, concerned or interested in the said resolution.

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

**Brief profile:**

Mrs. Anagha S. Anasingaraju (DIN: 02513563) is a fellow member of Institute of Company Secretary (ICSI), a law graduate and Practicing Company Secretary by profession. She is also registered with IBBI and practises as an Insolvency Professional. She is an IIAM accredited Professional Mediator and a Certified BRSR Practitioner. She has participated in the Women's Leadership Programme conducted by Indian School of Business and was recently awarded Outstanding Leadership Award at the Law 2.0 Conference held in Dubai in December 2022. She has completed courses in ESG, Arbitration, Forensic Audit and International Insolvency Laws. She is a member of the Indian Board of IWIRC (International Women's Insolvency & Restructuring Confederation). She also holds a Diploma in Business Management from ICFAI and is Six Sigma Green Belt Certified. She has professional experience of more than 23 years. Her areas of practice are Company Law, Corporate Restructuring, Dispute Resolution and IBC related advisory Services. She is also acting as a director in other Companies. She acts as an advisor to financial institutions on debt resolution and recovery. She has recently co-authored and updated commentaries on Company Law by leading publishers.

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

Sd/-

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Gautam V. Wakankar  
Company Secretary and Compliance Officer  
Membership No: A54556

Date: 10<sup>th</sup> April 2023  
Place: Pune

**ANNEXURE TO ITEM NO. 1, 2 & 3**

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 re-appointed and appointed.

<b>Name of Director</b>	<b>Ms. Apurva P. Joshi</b>	<b>Mr. Suhas J. Ahirrao</b>	<b>Mrs. Anagha S. Anasingaraju</b>
DIN	06608172	10090429	02513563
Age	33 Years	65 Years	45 Years
Date of First Appointment	29 <sup>th</sup> March 2023	29 <sup>th</sup> March 2023	29 <sup>th</sup> March 2023
Qualifications	Master's degree in Advanced Marketing	Chartered Accountant	Company Secretary
Relationship with Directors	NIL	NIL	NIL
Experience (including Expertise in Specific area/ Brief Resume)	12 Years	41 Years	23 Years
Number of Board Meetings attended during the year	NIL	NIL	NIL
Directorship of Other Board as on date of notice / Committee membership of Companies as of 31 <sup>st</sup> March 2023	6 Companies	NIL	5 Companies
Membership/ Chairmanship of Committee of other Boards as on date of notice	Members of 11 Committees (Including AC, RMC, CSR, SRC and NRC)	NIL	Membership of 2 Committees.
Terms and Conditions of re-appointment	As per Company's Policy on appointment of Independent	As per Company's Policy on appointment of Independent	As per Company's Policy on appointment of Independent

	Director	Director	Director
Remuneration last drawn (including sitting fees, if any)	NA	NA	NA
Remuneration proposed to be paid	As may be decided by the Board of Directors.	As may be decided by the Board of Directors.	As may be decided by the Board of Directors.
Number of Shares held in the Company as on 31 <sup>st</sup> March 2023.	NA	NA	NA

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

Sd/-

**Gautam V. Wakankar**

Company Secretary and Compliance Officer  
Membership No: A54556

Date: 10<sup>th</sup> April 2023

Place: Pune

**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