



where **Passion**  
meets **Performance**

**PRECISION CAMSHAFTS LIMITED**

CIN: L24231PN1992PLC067126

Regd. Office: D5, M.I.D.C. Chincholi, Solapur-413255, 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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**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Precision Camshafts Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, the latest being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time). The Statement, pursuant to the provisions of 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 is attached.

Board of Directors of the Company has appointed Mr. Jayavant B. Bhawe (Membership No: F4266, COP: 3068), Proprietor of M/s. J. B. Bhawe and Co, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot, through 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 votes cast in the Postal Ballot shall be final. Members

are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting:</b>	Tuesday, September 16, 2025 at 09.00 AM
<b>End of e-voting:</b>	Wednesday, October 15, 2025 at 05.00 PM

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of Postal Ballot will be announced on or before Friday, October 17, 2025, and will be displayed on the Company's website [www.pclindia.in](http://www.pclindia.in) and the website of National Securities Depository Limited ("NSDL"), the agency for providing e-voting facility at [www.nsdl.co.in](http://www.nsdl.co.in). The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered Office of the Company.

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## **SPECIAL BUSINESS**

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### **Item No. 1**

#### **Approval for disposal of 100% shareholding in material subsidiary by initiating insolvency proceedings**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and such other rules framed thereunder, and in accordance with Regulation 24(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modifications, amendments, notifications, clarifications, circulars, rules and regulations issued by any government or statutory authority, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board and any person(s) duly authorized by the Board in this regard) to approve the disposal of the Company’s 100% shareholding in its material step-down subsidiary, MFT Motoren und Fahrzeugtechnik GmbH, Germany (“MFT”), by way of initiation of insolvency proceedings under the applicable insolvency laws of Germany.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Board of Directors of the material subsidiary of the Company be and are hereby authorized to:

1. take all necessary steps to initiate insolvency proceedings of MFT Motoren und Fahrzeugtechnik GmbH, Germany, in accordance with the applicable provisions of German insolvency laws;
2. appoint, approve, and authorize the engagement of an insolvency professional under prevailing laws of Germany to undertake and carry out the insolvency and liquidation process of MFT, and to delegate to such professional the necessary authority to act, represent, and perform all statutory duties and obligations as may be required under the said law; and
3. acknowledge and record the cessation of control over MFT upon completion of the insolvency/liquidation process, and take all necessary steps to comply with applicable Indian and foreign legal, regulatory and disclosure requirements, including disclosures to stock exchanges under the SEBI LODR Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and incidental for giving effect

to this resolution, including filing of necessary forms and documents with the Registrar of Companies, making requisite intimations/disclosures to the stock exchanges and all other statutory authorities, and to delegate any of the powers herein conferred to any Director(s), Company Secretary or other officer(s) of the Company as deemed necessary in this regard.”

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

Sd/-

**Yatin S. Shah**

Chairman and Managing Director

DIN: 00318140

Date: September 08, 2025

Place: Solapur

CIN: L24231PN1992PLC067126

Website: [www.pclindia.in](http://www.pclindia.in)

E-mail ID: [cs@pclindia.in](mailto:cs@pclindia.in)

**Registered Office**

D-5 Chincholi, MIDC, Solapur-413255,  
Maharashtra, India  
Phone: +91 9168646531/32/33

**Corporate Office:**

3rd Floor, “Kohinoor B Zone Baner”, Mumbai  
Bangalore Highway, Baner, Pune – 411045  
Phone: -020-25673050

**Notes:**

1. A statement, pursuant to the provisions of 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 is attached.
2. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
  - a. This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories as on Friday, September 12, 2025 ("Cut-Off Date") and whose e-mail addresses are registered with the Depositories. The manner of voting on the proposed Special Resolution are restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.
  - b. The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL"). The instructions for remote e-voting are provided in this Postal Ballot Notice.
  - c. The Postal Ballot Notice can also be accessed from the website of the Company at [www.pclindia.in](http://www.pclindia.in) and the websites of the Stock Exchanges, i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in).
3. Members who have not registered their email addresses are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
4. 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.

5. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, September 16, 2025 and ends at 5:00 p.m. (IST) on Wednesday, October 15, 2025. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.
6. Voting rights of a Member / Beneficial Owner 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. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [cs@pclindia.in](mailto:cs@pclindia.in) and may also upload the same in the e-voting module in their login.
8. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Wednesday, October 15, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.
9. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement are available on the website of the Company at [www.pclindia.in](http://www.pclindia.in).
10. The instructions and other information relating to e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

*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 shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 ‘<b>Shareholder/Member</b>’ section. A new screen will be opened. 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></li> </ol>

	<p>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 are 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 an 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>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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**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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders 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 at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 'Shareholder/Member' 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 shareholders 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.com](mailto:evoting@nsdl.com) 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 shareholders**

1. Institutional shareholders (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.com](mailto:evoting@nsdl.com). Institutional shareholders (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 Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders 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 shareholder, 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 shareholder 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 shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

### **Item No. 01:**

#### **Approval for disposal of 100% shareholding in material subsidiary by initiating insolvency proceedings**

Precision Camshafts Limited ("the Company") holds 100% stake in PCL (International) Holding B.V., Netherlands, which in turn holds 100% stake in MFT Motoren und Fahrzeugtechnik GmbH, Germany ("MFT"), thereby making MFT an indirect, wholly owned step-down subsidiary of the Company.

MFT qualifies as a *material subsidiary* of the Company within the meaning of Regulation 16 of the SEBI LODR Regulations, 2015.

MFT is in persistent financial difficulties and due to the prevailing economic slowdown in Europe, it is recommended to initiate insolvency proceedings. The business outlook of MFT has been adversely affected, primarily on account of significantly reduced customer call-offs from prominent customers, which resulted in an immediate and severe impact on the company's cash flows during June 2025 to August 2025 and continuing thereafter. This has caused acute liquidity constraints, leaving MFT unable to sustain operations, thereby making it necessary to initiate insolvency proceedings.

As per insolvency provisions of prevailing laws of Germany, it is mandatory for MFT to file for insolvency in the event that the company no longer has adequate funds to meet its obligations any Non-compliance with this requirement may attract severe penal consequences under the said law.

Accordingly, it has become necessary to initiate insolvency proceedings of MFT in Germany. Upon completion of the insolvency and liquidation process, MFT will cease to exist, and consequently cease to be a wholly owned step-down subsidiary of the Company.

As per Regulation 24(5) of the SEBI LODR Regulations, a listed entity shall not:

- dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent; or
- cease to exercise control over the subsidiary,

without passing a *special resolution* in a general meeting of shareholders, except where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016.

The Board accordingly recommends passing of the Special Resolution as set out in Item No. 1 of this Notice, which, inter alia, seeks Members' approval to:

1. authorize the Board of Directors of the Company and/or the Board of Directors of the respective subsidiary and material subsidiary of the Company to initiate insolvency proceedings of MFT under the prevailing laws of Germany;
2. authorize the Board to appoint and empower an insolvency professional in Germany to carry out the process;
3. acknowledge and record the cessation of control over MFT upon completion of insolvency/liquidation; and
4. authorize the Board (and its committees) to undertake all necessary filings, disclosures, and incidental actions in compliance with Indian and foreign laws.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

The Board of Directors commends the Special Resolution for approval of the Members.

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

Sd/-

**Yatin S. Shah**

Chairman and Managing Director  
DIN: 00318140

Date: September 08, 2025

Place: Solapur

CIN: L24231PN1992PLC067126

Website: [www.pclindia.in](http://www.pclindia.in)

E-mail ID: [cs@pclindia.in](mailto:cs@pclindia.in)

**Registered Office**

D-5 Chincholi, MIDC, Solapur-413255,  
Maharashtra, India  
Phone: +91 9168646531/32/33

**Corporate Office:**

3rd Floor, "Kohinoor B Zone Baner", Mumbai  
Bangalore Highway, Baner, Pune – 411045  
Phone: -020-25673050