

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of D. P. WIRES LIMITED will be held on Tuesday, 10th May, 2022 at 2.00 P. M. at the Registered Office of the Company at 16-18A, Industrial Estate, Ratlam, Madhya Pradesh 457001 India to consider following special businesses:

- 1. To approve the re-appointment of Mr. Praveen Kataria, (DIN: 00088633) as Managing Director of the Company for a second term of five consecutive years.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Praveen Kataria (DIN: 00088633) as Managing Director ('MD') of the Company for a period of five consecutive years, with effect from 10th April, 2022 to 10th April, 2027, whose office shall be liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Praveen Kataria;

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

- 2. To approve the re-appointment of Mr. Anil Kumar Mehta, (DIN: 07657024) as an Independent Director of the Company for a second term of five consecutive years.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 (10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anil Kumar Mehta, (DIN: 07657024), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years with effect from 21st March, 2022 to 21st March, 2027;

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

3. To approve the re-appointment of Ms. Madhubala Jain, (DIN: 07657024) as an Independent Director of the Company for a second term of five consecutive years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 (10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Madhubala Jain (DIN: 07657026), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years with effect from 21st March, 2022 to 21st March, 2027;

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Date: 9th April, 2022

Place: Ratlam

Regd. Office:

16-18A, Industrial Estate,

Ratlam, MP 457001 IN

By order of the Board

For **D. P. Wires Limited**

SD/-

Krutika Maheshwai

Company Secretary

and Compliance officer

Notes:

1. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members holding shares in dematerialized form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change in address, change of name, e – mail address, contact numbers, etc. to their depository participants (DP) and not to the company.

3. The Securities Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs.

4. Pursuant to the provisions of sections 101 and 136 of the Act read with relevant Rules made there under, companies can serve notice of Extra Ordinary General Meeting and other communications through electronic mode to those members who have registered their email addresses either with their DP or the company. Notice of the EGM is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless a member has requested for a physical copy of the same. Notice of EGM is being sent by the permitted mode to those Members who have not registered their email addresses. Notice of the EGM as circulated to members is also available on the website of the company www.dpwires.co.in.

Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to the Registrar and Transfer Agent of the company M/s Bigshare Services Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.

7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

8. Members are requested to:

- a. Quote ledger folio numbers/DP ID and Client ID Numbers in all their correspondence;
- b. Approach the Company for consolidation of multiple ledger folios into one;

- c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee; and
 - d. Bring with them at the EGM Attendance slip.
9. NRI Members are requested to inform the Investors Services Department of the Company immediately of:-
- a. Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier; and
 - b. Change in their residential status and address in India on their return to India for permanent settlement.
10. Members desirous of obtaining any information concerning business to be transacted at the EGM are requested to address their communications at the registered office of the company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.
11. Members, who hold shares in electronic form, are requested to notify their DP and Client ID Number at the EGM for easier identification.
12. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
13. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
14. In order to enable us to register your attendance at the venue of the Extra Ordinary General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
15. The details of the directors seeking re-appointment at the Extra Ordinary General Meeting are provided in Annexure A to this Notice. The Company has received the necessary consents/declarations for the re-appointment under the Companies Act, 2013 and the rules thereunder.
16. Voting through electronic means:
- i. Pursuant to the provisions of Section 108 of the Act read with The Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
 - iii. The Board of Directors has appointed CS Shweta Garg, Company Secretary in whole time practice, Indore with Membership No. FCS 5501 and Certificate of Practice No. 4984 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
 - iv. Members are requested to carefully read the instructions for e-voting before casting their vote.

v. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

Commencement of e-voting	From 9:00 a.m. (IST) on 7 th May, 2022
End of e-voting	Up to 05:00 p.m. (IST) on 9 th May, 2022

At the end of the e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

vi. The cut-off date for the purpose of e-voting is 3RD May, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins at 9:00 a.m. (IST) on 7th May, 2022 and ends at 05:00 p.m. (IST) on 9th May, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3RD May, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing

<p>Shareholders holding securities in Demat mode with CDSL</p>	<p>user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>
	<ol style="list-style-type: none"> 2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode)</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. After Successful login, you will be able to see e-Voting option. Once you 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-</p>

login through their Depository Participants	Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details

Birth (DOB)	field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; CSkrutikamaheshwari@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO.1

Members at the Extra Ordinary General Meeting held on 10th April 2017 had appointed Mr. Praveen Kataria (DIN: 00088633) as Managing Director of the Company for a period of five years from 10th April 2017.

Mr. Praveen Kataria (DIN: 00088633), aged 48 years is a Managing Director of the Company having over 35 years of industry experience in various fields across multiple industries. He has done Bachelors in Engineering and has expertise in marketing areas.

His current term of appointment as the Managing Director of the Company will expire on 10th April 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Praveen Kataria (DIN: 00088633) should be available to the Company for a further period of 5 (Five) years with effect from 10th April, 2022.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 9th April, 2022 respectively re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from 10th April 2022.

Mr. Praveen Kataria is the Key Managerial Personnel of the Company. He is a member of the Corporate Social Responsibility and Audit Committee of the Company.

Mr. Praveen Kataria has granted the consent for his re-appointment as Managing Director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The main terms and conditions for the re-appointment of Mr. Praveen Kataria (DIN: 00088633) as Managing Director (MD), are as follows:

1. **Period** - From 10th April 2022 to 10th April 2027

2. A. Remuneration

a) Salary:

Current Salary of Rs. 84,00,000/- (Rs. Eighty Four Lakh Only) per annum; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b) Benefits, Perquisites & Allowances:

Other perquisites and Benefits (The same shall not be considered as a part of perquisites under (i) above)

- He shall be entitled to telephone and such other perquisites/benefits in accordance with the Company's Rules.
- The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

Details of Benefits, Perquisites and Allowances are as follows:

(B) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Praveen Kataria (DIN: 00088633) the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 5 years, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

3. Nature of Duties –

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

4. Other terms of Appointment

- i) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- ii) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
- iii) Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof
- iv) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

(b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or

(c) In the event the Board of Directors expresses its loss of confidence in the Managing Director.

v) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.

vi) Upon the termination by whatever means of the Managing Director's employment:

(a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company's premises occupied by him and/or his family;

(b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associate companies.

vii) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

viii) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the D.P Wires Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.

ix) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Praveen Kataria will cease to be the Managing Director, and also cease to be a Director. If at any time, Mr. Praveen Kataria ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, Mr. Praveen Kataria ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Praveen Kataria require approval of members by passing an Ordinary Resolution. Hence, the members are requested to pass the Ordinary Resolution accordingly.

The Board recommends the Resolution at Item No. 1 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the said resolution except Mr. Praveen Kataria, Mr. Arvind Kataria and Mr. Kantilal Kataria (who being himself or relative of the proposed appointee are deemed as concerned or interested.) The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General information:

a) Nature of Industry: Wire (Cable) and Wire (Cable) Products manufacturing and exports and international trading in LRPC Strand Wires, Geo membrane, Plastic Film Sheet, Spring Steel Wires and Galvanized Steel Wires.

b) Financial performance based on given indicators:

PARTICULARS	2019-2020	2020-2021
Total Income From Operation	28613.88	46925
Profit / (Loss) Before Income Tax	2226.44	3241
Less: Provision for Taxation		
Current Tax	20.41	16.05
Deferred Tax	(15.21)	(22.95)
Net Profit/ (loss) after Tax	1669.03	2407

c) Foreign investments or collaborations, if any: The Company does not have any foreign investment or collaboration.

Information about the appointee:

a) **Background details:**

Mr. Praveen Kataria (DIN: 00088633) has been associated with the Company as a director for past 7 years. He joined the Company as Managing director w. e. f. 10th April, 2017. He was the Director of D P WIRES PRIVATE LIMITED, a publically listed company, immediately before joining D P WIRES LIMITED.

b) **Past remuneration:**

Period	Total Rs. (p. a.)
1st April, 2019 to 31st March , 2020	Rs. 84,00,000/-
1st April, 2020 to 31st March , 2021	Rs. 84,00,000/-

c) **Job profile and his suitability:**

His current term of appointment as a Managing Director of the Company will expire on 10th April 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Praveen Kataria (DIN: 00088633) should be available to the Company.

d) **Remuneration proposed: As mentioned above**

e) **Comparative remuneration** profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Praveen Kataria (DIN: 00088633) has vast experience in Management. Mr. Praveen Kataria (DIN: 00088633) has rich experience of handling various areas of business and is well known in manufacturing industry. Mr. Praveen Kataria (DIN: 00088633) has begun a lot of new initiatives in the Company since he joined as Managing Director. His respective skill sets and experience place him in a correspondingly

equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Praveen Kataria (DIN: 00088633) has a relationship with the Company as Managing Director only. He holds 36560 shares in the Company and does not have any other pecuniary relationship.

ITEM NO.2

Members at the Extra Ordinary General Meeting held on 21st March, 2017 had appointed Mr. Anil Kumar Mehta, (DIN: 07657024), as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Anil Kumar Mehta, (DIN : 07657024), as an Independent Director is expired on 21st March, 2022.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ re-appointment of a Director.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Anil Kumar Mehta, (DIN: 07657024), to act as the Director in the prescribed Form DIR - 2 under Section 152 (5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149 (6) of the Act and also in compliance with the 'fit and proper' criteria prescribed under clause 5.3 of the Corporate Governance Guidelines issued by IRDAI.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Anil Kumar Mehta, (DIN: 07657024), during his tenure as an Independent Director since his appointment, the Board is of the opinion to re-appoint him for another term of consecutive 5 years.

The Nomination and Remuneration Committee at its meeting held on 9th April, 2022 has considered, approved and recommended the re-appointment of Mr. Anil Kumar Mehta, (DIN: 07657024), as an Independent Director for a second term of consecutive five years with effect from 21st March, 2022, to the Board of Directors for their approval.

The Board of Directors at its meeting held on 9th April, 2022 has approved the proposal for re-appointment of Mr. Anil Kumar Mehta, (DIN: 07657024), as an Independent Director for a second term of five consecutive years with effect from 21st March, 2022.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Anil Kumar Mehta, (DIN: 07657024), the Shareholders are requested to approve the re-appointment of Mr. Anil

Kumar Mehta, (DIN: 07657024) as an Independent Directors for a second term of five consecutive years with effect from 21st March, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

Except Mr. Anil Kumar Mehta, (DIN: 07657024), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 3

Members at the Extra Ordinary General Meeting held on 21st March, 2017 had appointed Ms. Madhubala Jain (DIN: 07657026), as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Ms. Madhubala Jain, (DIN: 07657026), as an Independent Director is expired on 21st March, 2022.

In terms of provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/re-appointment of a Director.

In terms of provisions of section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Ms. Madhubala Jain (DIN: 07657026), to act as the Director in the prescribed Form DIR - 2 under Section 152 (5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149 (6) of the Act and also in compliance with the 'fit and proper' criteria prescribed under clause 5.3 of the Corporate Governance Guidelines issued by IRDAI.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Madhubala Jain (DIN: 07657026), during her tenure as an Independent Director since her appointment.

The Nomination and Remuneration Committee at its meeting held on 9th April, 2022 has considered, approved and recommended the re-appointment of Ms. Madhubala Jain (DIN: 07657026), as an Independent Director for a second term of five years with effect from 21st March, 2022, to the Board of Directors for their approval.

The Board of Directors at its meeting held on 9th April, 2022 has approved the proposal for re appointment of Ms. Madhubala Jain (DIN: 07657026), as an Independent Director for a second term of five consecutive years with effect from 21st March, 2022.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Ms. Madhubala Jain

the Shareholders are requested to approve the re-appointment of Ms. Madhubala Jain as an Independent Director for a second term of five consecutive years with effect from 21st March, 2022.

The Board recommends the resolution for approval of members as a Special Resolution as set out in the item no. 3 of the notice.

Except Ms. Madhubala Jain (DIN: 07657026), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

Date: 9th April, 2022

Place: Ratlam

Regd. Office:

16-18A, Industrial Estate,

Ratlam, MP 457001 IN

By order of the Board

For **D. P. Wires Limited**

SD/-

Krutika Maheshwai

Company Secretary

and Compliance officer

ANNEXURE - A

Details of Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India*

Name of Director	Praveen Kataria	Anil Kumar Mehta	Madhubala Jain
Date of Birth	05-09-1973	06-07-1956	28-08-1971
Date of First Appointment on Board	01-01-2015	21-03-2017	21-03-2017
DIN	00088633	07657024	07657026
Qualifications	B.E	M.com	Master in Science
Expertise in specific functional areas	Experience in the Production and Quality Control departments. Apart from this he is involved in implementing production processes, researching market demand, understanding and attaining worldwide quality standards, developing strategies, integrating innovative technology, personally visiting abroad to improve technology and to reduce cost of production of steel wires and plastic	Administrative tasks like accounting, paperwork and payroll. He ensures administrative efficiency, proper procedure, implementation of policies and employee morale in his work.	HRD Management, General Administrative and specialization in the area of Corporate Social Responsibility and Corporate Governance.
Terms and Conditions of Appointment/Re-Appointment	As mentioned in Annexure to Notice	As mentioned in Annexure to Notice	As mentioned in Annexure to Notice
Directorships held in other public companies (excluding foreign companies and section 8 companies)	NA	NA	NA
Memberships/ Chairmanships of	NA	NA	NA

committees of other public companies (includes only Audit Committee and Stakeholder's Committee)			
Number of shares held in Company	36560	NA	NA
Inter-se relationships between Directors Kantilal Kataria Arvind Kataria Suhani Kataria	Father Brother Daughter	NO RELATION	NO RELATION