



Precision Camshafts Limited

(100% EOU Division)

Works : D-5,D-6,7,7-1, M I D C, Chincholi, Solapur 413 255.



Date : **1st September, 2016**

Sec/SEP/SE/N&B/02

National Stock Exchange of India Limited

" Exchange Plaza" 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051
NSE Scrip Code - PRECAM

BSE Limited,

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
BSE Scrip Code - PRECAM (539636)

Sub: Notice of 24th Annual General Meeting of Precision Camshafts Limited

Dear Sirs,

This is to inform that, 24th Annual General Meeting (AGM) to be held on Wednesday, 28th September 2016 at 3.00 p.m. at – Precision Camshafts Limited, - D-5, MIDC, Chincholi, Solapur 413255.

Herewith enclosed detailed Notice of the abovementioned 24th AGM of the Company.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Precision Camshafts Limited**

Swapneel Kuber

Company Secretary & Compliance Officer





Precision Camshafts Limited

CIN: U24231PN1992PLC067126

Regd. Office: E 102/103, M.I.D.C., Akkalkot Road, Solapur - 413 006.

Tel.: +91 (20) 69401114; Fax: +91 (217) 2357645

E-mail: info@pclindia.in; Website: www.pclindia.in

NOTICE is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the Members of Precision Camshafts Limited will be held on Wednesday, September 28th, 2016 at 03.00 p.m. at Precision Camshafts Limited, D-5, MIDC, Chincholi, Solapur-413255 Maharashtra, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Standalone and Consolidated financial statements for the financial year ended March 31st, 2016 together with the Reports of the Directors and the Auditors thereon.
2. To approve and confirm the interim dividend declared and paid during the Financial Year 2015-16 of Rs. 1/- (i.e. 10%) by Board of Directors of the Company.
3. To appoint a director in place of Mr. Jayant V. Aradhye (DIN: 00409341), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following Resolution as an "Ordinary Resolution":

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and modifications and re-enactments thereof or any other provision of law for the time being in force, the Company hereby ratifies the appointment of M/s SRBC & Co. LLP, Chartered Accountants, Pune, (Firm Registration no. 324982E/E300003) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2017-18."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pramod H. Mehendale (DIN00026884), Independent Director of the Company who was appointed by the shareholders at the Extra-ordinary General Meeting held on December 30th, 2014 for a term of 2 years ending on date of ensuing 24th Annual General Meeting of the Company, be and is hereby re-appointed as an Independent Director of the Company for the second term of 5 years upto the 29th Annual General Meeting of the Company to be held in Financial Year 2021-22."

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vedant V Pujari (DIN 07032764), Independent Director of the Company who was appointed by the shareholders at the Extra-ordinary General Meeting held on December 30th, 2014 for a term of 2 years ending on date of ensuing 24th Annual General Meeting of the Company, be and is hereby re-appointed as an Independent Director of the Company for the second term of 5 years upto the 29th Annual General Meeting of the Company to be held in Financial Year 2021-22."

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

"RESOLVED THAT, pursuant to provisions Section 188 and other applicable provisions if any of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules 2014 and in terms of applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof), consent of the members of the Company, be and is hereby accorded for entering into the contract(s)/arrangement(s)/transaction(s) with its related party during the Financial Year 2016-17 upto the maximum per annum amount as appended in table below-

Sr. No.	Name of related party	Relationship	Maximum value of transaction to be entered during FY 2016-17
1	Ningbo Shenglong PCL Camshafts Company Limited	Associate Company	Rs. 75,00,00,000/- (for Sale of goods and tooling income)

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things which are necessary and incidental to give effect to the forgoing resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of shareholders be and is hereby accorded for the remuneration of Rs. 1,50,000/- plus service tax, out-of-pocket expenses payable to M/s. S V Vhatte & Associates, Cost Accountants appointed by the Board of Directors of the Company vide their Board Meeting held on August 02nd, 2016 for the Financial Year 2016-17."

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with Rules framed there under and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 ("SEBI ESOS Regulations"), as amended from time to time and subject to any other approvals as may be required, members do hereby ratify the Precision Camshafts Limited Employee Stock Option Scheme 2015 ("PCLESOS 2015").

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company including the Nomination and Remuneration Committee or any other committee of Directors duly authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard."

NOTES:

a) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business from Item Nos.5 to 9 set out in the Notice is annexed hereto.

b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A proxy form for the AGM is enclosed with the Notice.

c) Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.

d) The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are Link Intime India Private Limited.

e) Voting through electronic means:

I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide Members the facility to exercise their right to vote at the 24th AGM by electronic means. The facility of casting votes by a Member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL) and the items of business as detailed in this Notice may be transacted through remote e-voting.

II. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of September 21st, 2016 only shall be entitled to avail the facility of remote-voting as well as voting through ballot at the AGM.

III. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

IV. The facility for voting through ballot shall also be made available at the AGM and the Members attending the AGM who have not already cast their votes through remote e-voting shall be able to exercise their voting rights at the AGM.

V. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case a Member casts his/her vote both by ballot voting at the AGM and by remote e-voting, then voting done through remote e-voting shall be considered and voting done through ballot at the AGM will be treated as invalid.

The instructions for remote e-voting are as under:

- i. Members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the User-ID and Password/PIN.
 1. Open email and open PDF file viz.; "PRECAM-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 3. Click on Shareholder – Login.
 4. Enter the user ID and password/PIN as initial password noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "REVEN" (Remote E Voting Event Number) of Precision Camshafts Limited.
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@pclindia.in with a copy marked to evoting@nsdl.co.in.

- ii. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN

2. Please follow all steps from Sr. No. 1 to Sr. No. 12 of (i) above, to cast vote.

- vi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or may contact on the NSDL toll free no. 1800-222-990 or may contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91-22-2499 4600/+91-22-2499 4360. Alternatively, Members may also write to Mr. Swapneel Kuber, Company Secretary & Compliance Officer of the Company at the email ID: sskuber@pclindia.in or contact at telephone no. 020-69401114.
- vii. Login to the remote 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 Password' option available on the site to reset the password/PIN.
- viii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ix. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- x. The remote e-voting period commences on Sunday, September 25th, 2016 (9:00 a.m. IST) and ends on Tuesday, September 27th, 2016 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21st, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- xi. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of September 21st, 2016.
- xii. M/s J B Bhavé & Co., Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the physical voting process at the AGM in a fair and transparent manner.

- xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot with the assistance of scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xiv. The Scrutinizer after the conclusion of voting at the AGM will unblock the votes cast through ballot in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.
 - xv. The Results declared alongwith the Scrutinizer's Report shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website www.pclindia.in as well as on the website of NSDL after the same is declared by the Chairman/authorized person. The Results shall also be simultaneously forwarded to the stock exchanges.
- f) Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience
- g) The Register of Members and the Share Transfer Books of the Company will remain closed from September 18th, 2016 to September 21st, 2016 (both days inclusive):
- (i) to those Members, holding shares in physical form, whose names appear on the Register of Members of the Company, at the close of business hours on September 21st, 2016 after giving effect to all valid transfers in physical form lodged on or before September 21st, 2016 with the Company and/or its Registrar and Transfer Agent; and
 - (ii) in respect of shares held in electronic form, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on September 21st, 2016.
- h) Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
- i) Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
- j) Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure I to the Notice.
- k) This Notice and the Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.pclindia.in and on the website of NSDL at www.nsdl.co.in.
- l) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- m) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 9:00 a.m IST and 6:00 p.m IST at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
- n) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/Corporate Office of the Company between 11:00 a.m. IST and 1:00 p.m. IST on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the Meeting
- o) Members/proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose.

The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31st, 2016 would be dispatched.

The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website of the Company www.pclindia.in and the other requirements as applicable will be duly complied with. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the pune@linkintime.co.in quoting their folio number(s).

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

Swapneel Kuber
Company Secretary & Compliance Officer
Solapur, August 19th, 2016

CIN: U24231PN1992PLC067126
Website: www.pclindia.in
E-mail ID: sskuber@pclindia.in

Registered Office
E 102/103 MIDC
Akkalkot road, Solapur-413006,
Maharashtra, India
Phone: +912173295430/31/32

Corporate Office:
Precision Camshafts Limited
D-5 Chincholi, MIDC, Solapur-413255,
Maharashtra, India

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Re-appointment of Mr. Pramod H. Mehendale (DIN 00026884) as an Independent Director

Mr. Pramod H. Mehendale holds Bachelor's degree in Commerce from the University of Pune and is the Fellow Member of the Institute of Company Secretaries of India. He also holds a certificate of merit from the Institute of Cost Accountants of India. He is the founder and a former director of Link Intime India Private Limited.

Mr. Pramod H. Mehendale is holding 80 Equity Shares of the Company allotted at the time of IPO of the Company.

Mr. Pramod H. Mehendale whose period of office as an Independent Director is liable to determination in the Annual General Meeting to be held in 2016. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Pramod H. Mehendale being eligible and offering himself for reappointment, is proposed to be reappointed as an Independent Director for a term of 5 (Five) consecutive years upto 29th Annual General Meeting of the Company to be held in 2021-22.

In the opinion of the Board, Mr. Pramod H. Mehendale fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pramod H. Mehendale as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pramod H. Mehendale as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pramod H. Mehendale, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6**Re-appointment of Mr. Vedant V Pujari (DIN 07032764) as an Independent Director**

Mr. Vedant V. Pujari holds Bachelor's degree in Commerce from the University of Nagpur, a Bachelor's Degree in Law from the University of Pune. He is a member of the Delhi High Court Bar Association. He has previously been associated with Clairvolex Knowledge Processes Private Limited.

Mr. Vedant V. Pujari whose period of office as an Independent Director is liable to determination in the Annual General Meeting to be held in 2016. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Vedant V. Pujari being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for term of 5 consecutive years upto 29th Annual General Meeting to be held in Financial Year 2021-22.

In the opinion of the Board, Mr. Vedant V. Pujari fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vedant V. Pujari as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vedant V. Pujari as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Vedant V. Pujari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7**Approval of Related Party Transactions**

As per the provisions of Section 188 (1) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Material Related Party Transactions requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered to falls, in the list of item referred therein and are in excess of threshold limits. The transactions entered into by the Company with Ningbo Shenglong PCL Camshafts Company Limited are in the ordinary course of business and are at arm's length basis.

Accordingly, Ordinary Resolution is submitted to the meeting for consideration and approval of members.

As per Rule 15, the particulars of Related party Transactions are as below:-

Name of the related Party	Ningbo Shenglong PCL Camshafts Company Limited
Name of the director or key managerial personnel who is related ,if any	Mr. Yatin Shah
Nature, material terms, monetary value and particulars of the contract or arrangement	Transaction for sale of goods and Tooling Income not exceeding Rs. 75,00,00,000/-
Any other information relevant or important for the members to take a decision on the proposed resolution.	The proposed transaction is at arm's length basis

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution, except as detailed mentioned above.

Item No. 8**Ratification of Remuneration to M/s. S V Vhatte & Associates, Cost Accountants as Cost Auditor:**

The Board of Directors of the Company vide their meeting held on August 02nd, 2016, approved the appointment and remuneration of M/s S V Vhatte & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2016-2017 at a remuneration of Rs. 1,50,000/- plus service tax and out-of-pocket expenses to be incurred during the Audit.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

Item No. 9

Ratification of the Precision Camshafts Limited employee stock option scheme – 2015 (PCL ESOS 2015):

The purpose of PCL ESOS 2015 is to promote the success of the Company and the interest of its shareholders by rewarding, attracting, motivating and retaining Employees for high levels of individual performance, for efforts to improve the financial performance of the Company. This purpose may be achieved through the grant of Options to the Employees under PCL ESOS 2015.

In this line, the Company had formulated Precision Camshafts Limited Employee Stock Option Scheme 2015 ("PCL ESOS 2015") pursuant to a resolution of the Board of Directors dated November 24, 2014 which was adopted by the members at their meeting held on December 30, 2014.

Further, as per the SEBI (Share Based Employee Benefits) Regulations 2014 ("the regulations"), no Company shall make any fresh grant which involves allotment and transfer of Shares to its employees unless pre-IPO ESOS Scheme is in conformity with these regulations and pre-IPO ESOS Scheme is ratified by the members subsequent to the IPO.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except to the extent of the stock options that may be granted to them under the PCL ESOS-2015., in the resolution set out at Item No. 9.

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

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

1. Mr. Jayant V Aradhye

Name of the Director- Mr. Jayant V Aradhye

Age- 75 years

Date of first appointment on July 2nd, 1992

Qualification – Bachelor's Degree in Metallurgic Engineering from Pune University and Bachelor's Degree in Mechanical Engineering from Marathwada University.

Brief resume including experience –Vast experience in the Manufacturing Industry for more than 30 years and also having experience in management from last 25 years.

Chairmanship/Membership of Committees in companies in which position of Director is held - Nil

No. of equity shares held in the Company -82,02,000 equity shares

No. of board meetings attended during the year - 03

Terms and conditions of appointment or re-appointment - Executive Directors of the Company and is liable to retire by rotation

2. Mr. Pramod H. Mehendale

Name of the Director- Mr. Pramod H. Mehendale

Age- 59 years

Date of first appointment on Board - December 30th, 2014

Qualification – Fellow Member of the Institute of Company Secretaries of India and Associate Member of the Institute of Cost Accountants of India.

Brief resume including experience –

He is the founder and a former director of Link Intime India Private Limited. He is having more than 25 years of experience in Capital Market.

Chairmanship/Membership of Committees in companies in which position of Director is held –

Audit Committee – Chairman

Nomination and Remuneration Committee – Member

Stakeholders Relationship Committee - Member

No. of equity shares held in the Company – 80(Eighty) equity shares.

No. of board meetings attended during the year - 08

Terms and conditions of appointment or re-appointment - Second Term of re-appointment is proposed for 5 Years which will be ending on the 29th Annual General Meeting.

Summary of performance evaluation Report of Mr. Pramod H Mehendale, Independent Director is available at the Registered Office of the Company from September 21st, 2016 till the date of the AGM for inspection.

3. Mr. Vedant V. Pujari

Name of the Director- Mr. Vedant V. Pujari

Age- 38 years

Date of first appointment on Board - December 30th, 2014

Qualification –

Bachelor's degree in Commerce from the University of Nagpur, a Bachelor's Degree in Law from the University of Pune. He is a member of the Delhi High Court Bar Association.

Brief resume including experience –

He is a member of the Delhi High Court Bar Association. He has previously been associated with Clairvoilex Knowledge Processes Private Limited. He is having more than 12 years of experience in advocacy.

Chairmanship/Membership of Committees in companies in which position of Director is held -

Corporate Social Responsibility Committee – Member

Nomination and Remuneration Committee – Chairman

Stakeholders Relationship Committee - Chairman

No. of equity shares held in the Company -Nil equity shares

No. of board meetings attended during the year - 07

Terms and conditions of appointment or re-appointment - Second Term of re-appointment is proposed for 5 Years which will be ending on the 29th Annual General Meeting.

Summary of performance evaluation Report of Mr. Vedant V Pujari, Independent Director is available at the Registered Office of the Company from September 21st, 2016 till the date of the AGM for inspection.

By Order of the Board

For Precision Camshafts Limited

Swapneel Kuber

Company Secretary & Compliance Officer

Solapur, August 19th, 2016

CIN: U24231PN1992PLC067126

Website: www.pclindia.in

E-mail ID: sskuber@pclindia.in

Registered Office

E 102/103 MIDC

Akkalkot road, Solapur-413006,

Maharashtra, India

Phone: +91 2173295430/31/32

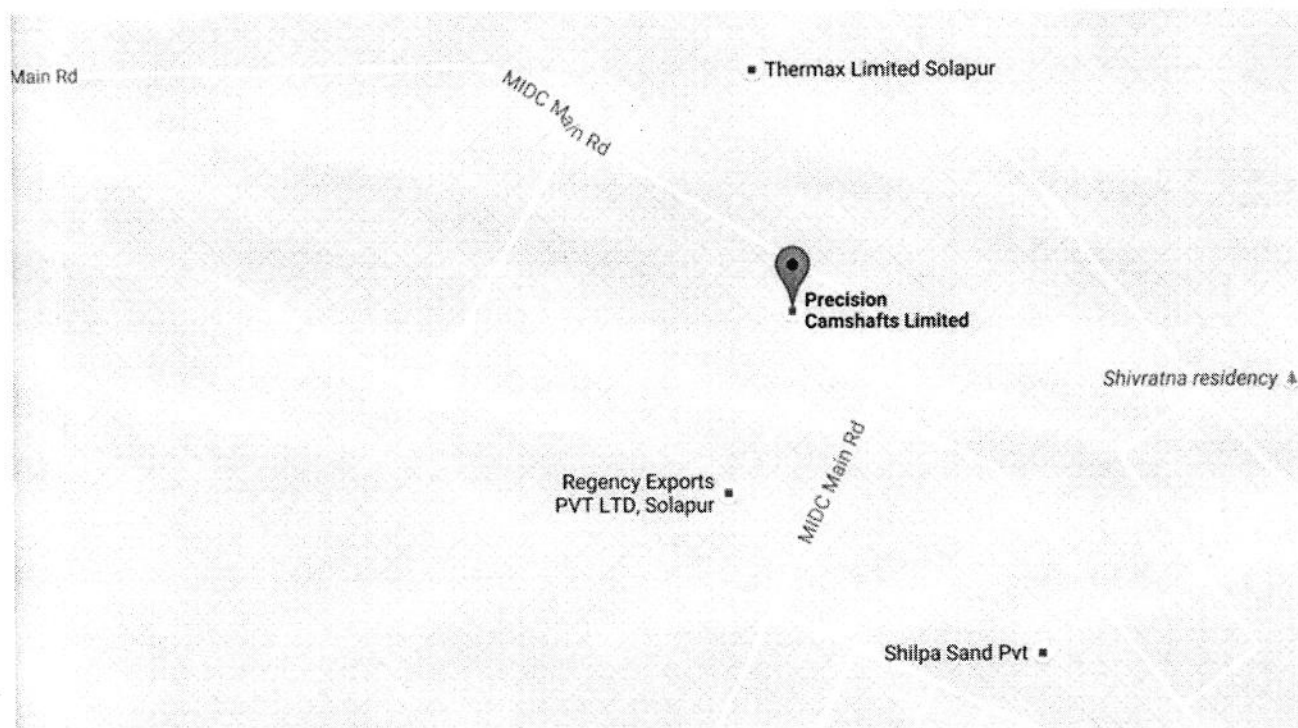
Corporate Office:

Precision Camshafts Limited

D-5 Chincholi, MIDC, Solapur-413255,

Maharashtra, India

MAP SHOWING LOCATION OF THE VENUE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF PRECISION CAMSHAFTS LIMITED



VENUE:

PRECISION CAMSHAFTS LIMITED

(CIN : U24231PN1992PLC067126)

D-5, Chincholi MIDC, Solapur-413255

Maharashtra, India

Landmark : Solapur Pune Highway

Registered Office : E 102/103 MIDC

Akkalkot road, Solapur-413006,

Maharashtra, India

Corporate Office : D-5 Chincholi, MIDC, Solapur-413255,

Maharashtra, India.

TWENTY-FOURTH ANNUAL GENERAL MEETING

Wednesday, September 28th, 2016 at 03.00 p.m.

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PRECISION CAMSHAFTS LIMITED

CIN: U24231PN1992PLC067126

Regd. Office: E 102/103, MIDC, Akkalkot Road, Solapur 413006 (Maharashtra)
Tel: (0217) 3295433, 34, 35, Fax: (0217) 2653398 (www.pclinda.in) email - info@pclindia.in

ATTENDANCE SLIP

Registered Folio No./ DP ID and Client ID	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Share	

I/We hereby record my/our presence at the Twenty-Fourth Annual General Meeting held on Wednesday, September 28th, 2016 at 3.00 p.m. at Precision Camshafts Limited, D-5 Chincholi MIDC, Solapur-413 255, Maharashtra, India.

Member's/Proxy's name in Block Letters	Member's/Proxy's Signature
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PRECISION CAMSHAFTS LIMITED

CIN: U24231PN1992PLC067126

Regd. Office: E 102/103, MIDC, Akkalkot Road, Solapur 413006 (Maharashtra)
Tel: (0217) 3295433, 34, 35, Fax: (0217) 2653398 (www.pclinda.in) email - info@pclindia.in

PROXY FORM

For 24th AGM to be held on Wednesday, September 28th 2016, at 03.00 p.m.

Name of the Member(s):
Registered Address:
Email id:
Foli No. / DP ID-Client ID:

I/We being the Member(s), holdingshares of the above named Company, hereby appoint:

1. NameAddress.....

Email ID.....Signature.....

2. NameAddress.....

Email ID.....Signature.....

3. NameAddress.....

Email ID.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Fourth Annual General Meeting of the Company, to be held on Wednesday, September 28th, 2016 at 03.00 p.m. at Precision Camshafts Limited, D-5 Chincholi MIDC, Solapur-413 255, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolution	Optional*	
Ordinary Business		For	Against
1	To receive, consider and adopt Standalone and Consolidated financial statements for the financial year ended March 31 st , 2016 together with the Reports of the Directors and the Auditors.		
2	To approve and confirm the Interim Dividend Declared and paid by the Board of Directors of the Company vide their meeting held on March 16 th , 2016		
3	To appoint a director in place of Mr. Jayant V. Aradhye (DIN: 00409341), who retires by rotation and, being eligible, offers himself for re-appointment.		
4	To ratify the appointment of M/s SRBC & Co. LLP, Chartered Accountants, Pune, (Firm Registration no. 324982E/E300003) as Statutory Auditor of the Company up to the next Annual General Meeting to be held in Financial Year 2017-18.		
Special Business			
5	Re-appointment of Mr. Pramod H. Mehendale (DIN 00026884) as an Independent Director		
6	Re-appointment of Mr. Vedant V Pujari (DIN 07032764) as an Independent Director		
7	Approval Related Party Transaction to be entered with Ningbo Shenglong PCL Camshafts Company Limited by the Company.		
8	Approval of remuneration of the Cost Auditors.		
9	Ratification of the Precision Camshafts Limited Employee Stock Option Scheme – 2015 (PCL ESOS 2015)		

Signed thisday of, 2016					Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxy need not be member of the Company. 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty-Fourth Annual General Meeting. *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. 4. Please complete all details including details of member(s) in above box before submission.
Member's	Folio/DP	ID-Client	ID	No.	
.....					
Signature of Member(s).....					
Signature of Proxy Holder(s).....					

Affix
Revenue
Stamp
Rs. 1/-