



D P WIRES LIMITED

CIN: L27100MP1998PLC029523

Registered Address: 16-18A, Industrial Estate, Ratlam- 457001, Madhya Pradesh, India

Tel: +91-7412-261130,

Website: www.dpwires.co.in; Email address: cskrutikamaheshwari@gmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014]

To
All Shareholders,
D P Wires Limited

Notice is hereby given pursuant to Section 110 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof from time to time and for time being in force), that the draft resolutions appended herein below are proposed to be passed by the members through Postal Ballot/E-voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members are requested to carefully read the instructions annexed thereto and submit the Postal ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, at: L. G. 7, Silver Sanchora Castle, 7, R. N. T. Marg, Indore, M. P. before 06th day of November, 2019 till 5.00 p.m. Kindly note that the Postal Ballot Form(s) received beyond the said date shall be treated as if reply from the member(s) has not been received.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is also providing remote e-voting facility to its members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of Central Depository Services Limited to provide the E-voting facility. The instructions for e-voting are annexed to this notice. References to Postal Ballot in this Postal Ballot notice includes votes received electronically (e-voting).

Ms. CS Shweta Garg, Practicing Company Secretary having Membership No. F5501 and CP No. 4984 having office at L. G. 7, Silver Sanchora Castle, 7, R. N. T. Marg, Indore, M. P. has been appointed as the Scrutinizer at the meeting of the Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well remote e-voting process in fair & transparent manner.

The Scrutinizer shall keep the Postal Ballot Form received back from the shareholders of the Company in his safe custody & after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before 6th day of November, 2019, the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on 7th day of November, 2019.

The result will be announced by the Chairman of the Company on Thursday, the 7th **day of November, 2019** at Company's Registered Office situated at 16-18A, Industrial Estate, Ratlam-457001, Madhya Pradesh, India.

The Resolutions, if approved, will be taken as passed effectively on the date of the declaration of result i.e. 7th **day of November, 2019** & it will be placed on the website of the Company: www.dpwires.co.in and on the website of National Stock Exchange www.nseindia.com along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website: www.dpwires.co.in of the Company, on the website of National Stock Exchange www.nseindia.com and on CDSL e-voting system link www.evotingindia.com

SPECIAL BUSINESS:

ITEM NO. 01

MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED:

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

"RESOLVED THAT pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, and other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the shareholders be & is hereby accorded to migrate the company, currently listed on Emerge Platform of NSE Limited to Main Board of NSE Limited

RESOLVED FURTHER THAT Mr. Praveen Kataria, Managing Director and Mr. Hemant Kataria, Whole-Time Director of the Company be and are hereby authorized severally/jointly to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to NSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally/jointly to all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board
For D P Wires Limited

SD/-
KRUTIKA MAHESHWARI
Company Secretary and Compliance Officer
M.NO: A43984

Place: Ratlam
Date: 20/09/2019

Notes:

1. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.
2. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
4. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to cskrutikamaheshwari@gmail.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business reply Envelope to the Member.
5. A Member cannot exercise his / her vote through proxy on postal ballot.
6. 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 20th of September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
7. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Wednesday, 06th November, 2019.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 P.M. on 06th day of November, 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
9. E-Voting will commence on 09th day of October, 2019 at 9:00 A.M. and will end on 6th day of November, 2019 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.
10. In case of any query or grievance, members may contact the following:

Ms. Krutika Maheshwari, Company Secretary and Compliance Officer, D P Wires Limited, 16-18A, Industrial Estate, Ratlam- 457001, Madhya Pradesh, India at Telephone No. +91-7412-261130 or at e-mail ID cskrutikamaheshwari@gmail.com

Instructions for shareholders to vote electronically:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below: `

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant [Company] on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 , if

voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

ITEM NO.1

Our Company is currently listed on Emerge Platform of NSE Limited with post issue face value capital of Rs.13.57crores. Our Company was listed on Emerge Platform of NSE Limited on October 05, 2017. As per the requirement of NSE Circular dated March 10, 2014, the Company complies the requirement of Equity Share capital of more than Rs. 10 crores& continued listing of 2 years on Emerge Platform of NSE Limited for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company in their meeting held on 20th day of September, 2019 decided to migrate from Emerge Platform to Main Board of NSE Limited.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By order of the Board
For D P Wires Limited

SD/-
KRUTIKA MAHESHWARI
Company Secretary and Compliance Officer
M.NO: A43984

Place: Ratlam
Date: 20/09/2019



D P WIRES LIMITED

Registered office: 16-18A, Industrial Estate, Ratlam- 457001, Madhya Pradesh, India

CIN: L27100MP1998PLC029523

Tel: +91-7412-261130

Email id: cskrutikamaheshwari@gmail.com / www.dpwires.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated September 20, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolution by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolution	Number of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for Migration From Emerge Platform of NSE Limited to Main Board of NSE Limited.			

Place :

Date :

Signature of the Member

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is November 06th, 2019.

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ELECTRONIC VOTING PARTICULARS (Please visit www.evotingindia.com to cast your vote online)

EVENT (E-Voting Event Number)	USER ID	PASSWORD

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice

INSTRUCTION

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier or registered post at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
3. This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal ballot Form for every Folio/ Client ID irrespective of the number of Joint holders.
5. The votes should be cast either in favor or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.
6. Unsigned, incorrectly signed or incomplete postal ballot forms will be rejected.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. on 06th day of November, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. September 20th, 2019.
10. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
11. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The result of the Postal Ballot will be uploaded on the Company's website www.dpwires.co.in and on the website of NSE limited at www.nseindia.com and on CDSL E-Voting link at www.evotingindia.com. The scrutinizer's decision on the validity of Postal Ballot will be final.
14. The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on Thursday, the 07th day of November, 2019.