



YOUR POWERFUL PARTNER

OUR AMBITION IS GROWTH,
& OUR COMMITMENT IS INVESTMENT



PLAZA WIRES LTD.
AGM NOTICE
2023-24



AGM NOTICE

NOTICE is hereby given that the 18th (Eighteenth) Annual General Meeting (“AGM”) of the shareholders of PLAZA WIRES LIMITED (“the Company”) will be held through two-way Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) on Monday, the 30th day of September, 2024 at 12:30 p.m. IST. The venue of the Meeting shall be deemed to be the Registered Office of the Company at A-74, Okhla Industrial Area, Phase-2, New Delhi-110020, to transact the following business

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors' thereon; and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, along with the Reports of the Statutory Auditor and Board of Directors thereon, be and are hereby received, considered, approved and adopted.”

2. To appoint a Director in place of Mrs. Sonia Gupta (DIN: 02186662), Whole-time Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible has offered herself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sonia Gupta (DIN: 02186662), who retires by rotation at this meeting, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the re-appointment of Mrs. Sonia Gupta as a Director, shall not in any way constitute a break in her existing office as the Whole-time Director of the Company.”

SPECIAL BUSINESS

3. AUTHORITY TO THE BOARD OF DIRECTORS TO BORROW:

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

"RESOLVED THAT in partial modification to the earlier resolution passed on 11th March, 2022, with respect to the authority given to the Board of Directors of Company to borrow upto Rs.300 Crore, consent of the members of the Company be and is hereby given in the accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 2(72)

of the Companies Act, 2013, and/or any foreign financial institution(s) and/or any entity/entities, including NBFC and Insurance Companies or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed ratenotes, syndicated loans, debentures (both convertible and non-convertible), commercial papers, short term loans, working capital loans, or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs.300 Crores (Rupees Three Hundred Crores only).

“RESOLVED FURTHER THAT the Board of Directors or a Committee of the Board of Directors be and is hereby authorized to borrow from time to time as may be required from time to time and to do all such acts, deeds and things, to execute all such documents, instruments and writings which are necessary, incidental, expedient or as may be required in that regard.”

4. AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE CHARGE ON ASSETS OF THE COMPANY AGAINST SUCH BORROWINGS:

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, , wherever situated and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Bank may deem fit , to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of Rs.300 Crores - (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors be and are hereby severally authorized to do or cause to do all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable, matters and things as they may deem fit and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in respect of the above matter, or to further delegate all or any of the afore-said powers to any Committee or to any competent person.”

5. To Ratify the Revision in the Terms of Remuneration of Mr. Sanjay Gupta (DIN: 00202273) Chairman and Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee, the relevant provision of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company hereby approve to revise the remuneration payable to Mr. Sanjay Gupta (DIN: 00202273), as the Chairman & Managing Director of the Company, for Financial Year 2024-25 to 2026-27, till the term of his existing appointment, as given below:

REMUNERATION

OPTION A

In case of the Company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of part II of schedule V to the Act viz. the total managerial remuneration payable by public company, to its directors, including Managing Director and Whole Time Director, and its manager in respect of any financial year shall not exceed 10% of the net profit of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit.

PERQUISITES & ALLOWANCES

No other perquisites, until and unless otherwise decided by the Board of Directors of the company within the ceiling of the remuneration under section I of Part II of Schedule V to the Companies Act, 2013.

Provided further that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and managers taken together.

OPTION B

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year, remuneration payable to the managerial personnel shall be subject to the approval, if any, required, of the central government and within the maximum ceiling limit per month which shall not exceed the limits specified under Section II of part II of Schedule V to the Companies act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force. Where in any financial year during the currency of the term of the managerial personnel, the company has no profits or profits are inadequate, the company will pay remuneration within the maximum ceiling per annum viz. Rs.1 Crore per annum, considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore. The remuneration will be paid for the remaining period of his appointment in case of loss or inadequacy of the profit during the year.

I. REMUNERATION	
(a) Basic Salary with the annual increment not exceeding 20% of the basic Salary	Rs.5,00,000/- (Rupees Five Lakhs) per month
(b) Incentive / Bonus	Maximum of two months Salary
c) Allowance	All the allowances together shall not exceed Rs.30 Lakhs per annum
CATEGORY A	
1. House Rent Allowance	-
2. *Medical Expense	-
3. Leave travel assistance	-
4. Club Fees	-
5. Personal accident insurance Premium	-
Provision of car with Driver, telephone and internet connectivity for the Company's business will not be considered as perquisites.	

*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

Commission: Such amount subject to the overall limits pertaining to the managerial remuneration laid down under Section 197 of the Companies Act, 2013, however, such commission shall not exceed 1% of the net profit.

OTHER TERMS AND CONDITIONS

He shall be entitled to 30 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

“RESOLVED FURTHER THAT in the absence or an inadequacy of profits during the tenure of his term as a Managing Director, he shall be paid the remuneration, allowances and perquisites or the revised remuneration as may be approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

“RESOLVED FURTHER THAT Members approves the Board of Directors of the Company to be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved by the members and as may be agreed to, by and between the Board of Directors and Mr. Sanjay Gupta, as may be recommended by the Nomination and Remuneration Committee and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

6. To Ratify the Revision in Terms of Remuneration of Mrs. Sonia Gupta (DIN:02186662) Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee, the relevant provision of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company hereby approve to revise the remuneration payable to Mrs. Sonia Gupta (DIN: 02186662), as the Whole-Time Director of the Company, for Financial Year 2024-25 to 2026-27, till the term of her existing appointment, as given below:

REMUNERATION

OPTION A

In case of the Company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of part II of schedule V to the Act viz. the total managerial remuneration payable by public company, to its directors, including Managing Director and Whole Time Director, and its manager in respect of any financial year shall not exceed 10% of the net profit of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit.

PERQUISITES & ALLOWANCES

No other perquisites, until and unless otherwise decided by the Board of Directors of the company within the ceiling of the remuneration under section I of Part II of Schedule V to the Companies Act, 2013.

Provided further that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and managers taken together.

OPTION B

MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year, remuneration payable to the managerial personnel shall be subject to the approval, if any, required, of the central government and within the maximum ceiling limit per month which shall not exceed the limits specified under Section II of part II of Schedule V to the Companies act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force. Where in any financial year during the currency of the term of the managerial personnel, the company has no profits or profits are inadequate, the company will pay remuneration within the maximum ceiling per annum viz. Rs.1 Crore per annum, considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore. The remuneration will be paid for the remaining period of her appointment, in case of loss or inadequacy of the profit during the year.

I. REMUNERATION	
(a) Basic Salary with the annual increment not exceeding 20% of the basic Salary	Rs.5,00,000/- (Rupees Five Lakhs) per month
(b) Incentive / Bonus	Maximum of two months Salary
c) Allowance	All the allowances together shall not exceed Rs.30 Lakhs per annum
CATEGORY A	
1. House Rent Allowance	-
2. *Medical Expense	-
3. Leave travel assistance	-
4. Club Fees	-
5. Personal accident insurance Premium	-
Provision of car with Driver, telephone and internet connectivity for the Company's business will not be considered as perquisites.	

*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for herself and family.

Commission: Such amount subject to the overall limits pertaining to the managerial remuneration laid down under Section 197 of the Companies Act, 2013, however, such commission shall not exceed 1% of the net profit.

OTHER TERMS AND CONDITIONS

She shall be entitled to 30 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite

RESOLVED FURTHER THAT in the absence or an inadequacy of profits during the tenure of her term as a Whole-time Director, she shall be paid the remuneration, allowances and perquisites or the revised remuneration as may be approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT Members approve the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved by the members and as may be agreed to, by and between the Board of Directors and Mrs. Sonia Gupta, as may be recommended by the Nomination and Remuneration Committee and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

7. To ratify the Revision of Remuneration to Mr. Aditya Gupta, (DIN: 07625118), Whole-Time Director Of The Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee, the relevant provision of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company hereby approves to revise the remuneration payable to Mr. Aditya Gupta (DIN: 07625118), as the Whole-Time Director of the Company, for Financial Year 2024-25 to 2026-27, till the term of his existing appointment, as given below:

REMUNERATION

OPTION A

In case of the Company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of part II of schedule V to the Act viz. the total managerial remuneration payable by public company, to its directors, including Managing Director and Whole Time Director, and its manager in respect of any financial year shall not exceed 10% of the net profit of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit.

PERQUISITES & ALLOWANCES

No other perquisites, until and unless otherwise decided by the Board of Directors of the company within the ceiling of the remuneration under section I of Part II of Schedule V to the Companies Act, 2013.

Provided further that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and managers taken together.

OPTION B

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year, remuneration payable to the managerial personnel shall be subject to the approval, if any, required, of the central government and within the maximum ceiling limit per month which shall not exceed the limits specified under Section II of part II of Schedule V to the Companies act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force. Where in any financial year during the currency of the term of the managerial personnel, the company has no profits or profits are inadequate, the company will pay remuneration within the maximum ceiling per annum viz. Rs.60 Lakhs per annum, considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore. The remuneration will be paid for the remaining period of his appointment in case of loss or inadequacy of the profit during the year.

I. REMUNERATION	
(a) Basic Salary with the annual increment not exceeding 20% of the basic Salary	Rs.3,00,000/-(Rupees Three Lakhs) per month
(b) Incentive / Bonus	Maximum of two months Salary
c) Allowance	All the allowances together shall not exceed Rs.18 Lakhs per annum
CATEGORY A	
1. House Rent Allowance	-
2. *Medical Expense	-
3. Leave travel assistance	-
4. Club Fees	-
5. Personal accident insurance Premium	-
Provision of car with Driver, telephone and internet connectivity for the Company's business will not be considered as perquisites.	

*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

Commission: Such amount subject to the overall limits pertaining to the managerial remuneration laid down under Section 197 of the Companies Act, 2013, however, such commission shall not exceed 1% of the net profit.

OTHER TERMS AND CONDITION

He shall be entitled to 30 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits during the tenure of his term as a Managing Director, he shall be paid the remuneration, allowances and perquisites or the revised remuneration as may be approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved by the members and as may be agreed to, by and between the Board of Directors and Mr. Aditya Gupta, as may be recommended by the Nomination and Remuneration Committee and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

8. To Ratify the Revision in Remuneration to Mr. Abhishek Gupta, (DIN: 06486995), Whole-Time Director Of The Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee, the relevant provision of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company hereby approves to revise the remuneration payable to Mr. Abhishek Gupta (DIN: 06486995), as the Whole-Time Director of the Company, for Financial Year 2024-25 to 2026-27, till the term of his existing appointment, as given below:

REMUNERATION:

OPTION A

In case of the Company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of part II of schedule V to the Act viz. the total managerial remuneration payable by public company, to its directors, including Managing Director and Whole Time Director, and its manager in respect of any financial year shall not exceed 10% of the net profit of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit.

PERQUISITES & ALLOWANCES

No other perquisites, until and unless otherwise decided by the Board of Directors of the company within the ceiling of the remuneration under section I of Part II of Schedule V to the Companies Act, 2013.

Provided further that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and managers taken together.

OPTION B

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year, remuneration payable to the managerial personnel shall be subject to the approval, if any, required, of the central government and within the maximum ceiling limit per month which shall not exceed the limits specified under Section II of part II of Schedule V to the Companies act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force. Where in any financial year during the currency of the term of the managerial personnel, the company has no profits or profits are inadequate, the company will pay remuneration within the maximum ceiling per annum viz. Rs.60Lakhs per annum, considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore. The remuneration will be paid for the remaining period of his appointment in case of loss or inadequacy of the profit during the year.

I. REMUNERATION	
(a) Basic Salary with the annual increment not exceeding 20% of the basic Salary	Rs.3,00,000/- (Rupees Three Lakhs) per month
(b) Incentive / Bonus	Maximum of two months Salary
c) Allowance	All the allowances together shall not exceed Rs.18 Lakhs per annum
CATEGORY A	
1. House Rent Allowance	-
2. *Medical Expense	-
3. Leave travel assistance	-
4. Club Fees	-
5. Personal accident insurance Premium	-
Provision of car with Driver, telephone and internet connectivity for the Company's business will not be considered as perquisites.	

*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

Commission: Such amount subject to the overall limits pertaining to the managerial remuneration laid down under Section 197 of the Companies Act, 2013, however, such commission shall not exceed 1% of the net profit.

OTHER TERMS AND CONDITIONS

He shall be entitled to 30 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits during the tenure of his term as a Managing Director, he shall be paid the remuneration, allowances and perquisites or the revised remuneration as may be approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Members of the Company hereby authorized Board of Directors of the Company to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved by the members and as may be agreed to, by and between the Board of Directors and Mr. Abhishek Gupta, as may be recommended by the Nomination and Remuneration Committee and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

9. Ratification of the remuneration payable to M/s Deepak Mittal & Co., (Firm Registration Number: 003076), Cost Auditor, for the Financial Year 2024-25:

To consider ratification of remuneration payable to Cost Auditors and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby approves and ratifies a remuneration of up to Rs.28,000/- (Rupees Twenty-Eight Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit at actuals, payable to M/s. Deepak Mittal & Co., Cost Accountants (Firm Registration No.003076), who has been appointed as Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending March 31, 2025, and authorizes the Board of Directors to determine the actual payout within the afore-said limit.

RESOLVED FURTHER THAT the Individual Directors on Board, the Chief Financial Officer, and the Company Secretary of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign and file all such documents, e- forms, returns etc. as may be required, and to do all such acts, deeds, and things as they may deem necessary, proper or desirable for the purpose of giving effect to and in furtherance to the above resolution.”

**By Order of the Board of Directors
For Plaza Wires Limited**

Date: August 13, 2024

Place: Delhi

**Sd/-
Bhavika Kapil**
Company Secretary and Compliance Officer
M No. A62612

Registered Office:

A-74, Okhla Industrial Area, Phase-2,
South Delhi, New Delhi, Delhi - 110020

CIN: U31300DL2006PLC152344

Tel: 011-66369666

Website: www.plazawires.com

E-mail: compliance@plazawires.in

NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and the latest one being General Circular No.9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), MCA Circulars, the Meeting of the Members of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. As per the provisions under the MCA Circulars, Members attending the 18th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 18th AGM being held through VC.

6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

7. The Board of Directors has appointed M/s Sharma and Trivedi LLP (LLPIN:AAW-6850), Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

8. The Results shall be declared within two working days of conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.plazawires.in and on the website of NSDL www.evoting.nsdl.com. The same shall also be communicated to BSE and National Stock Exchange of India Limited, where the shares of the Company are listed.

9. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 18th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 18th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

10. Corporate Members are required to access the link www.plazawires.in/investor and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.

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

12. The Register of Members and Share Transfer books will remain closed from 24th September, 2024, to 30th September, 2024 (both days inclusive).

13. In line with the MCA and SEBI Circulars, the notice of the 18th AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at www.plazawires.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) by writing to the Company's Registrar and Share Transfer Agent, Kfin Technologies Limited, Selenium Tower-B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana. The following documents will be available for inspection by the Members electronically during the 18th AGM.

Members seeking to inspect such documents can send an email to compliance@plazawires.in

a) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

b) All such documents referred to in the accompanying Notice and the Explanatory Statement.

15. Details of the Directors seeking appointment/ re-appointment at the 18th AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.

16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:

a) the change in the residential status on return to India for permanent settlement, and

b) the particulars of the NRE account with a Bank in India, if not furnished earlier

18. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Company Secretary & Compliance Officer at the Company's registered office or the Company's Registrar and Share Transfer Agent (Kfin Technologies Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.plazawires.in. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

19. In case of any queries regarding the Annual Report, the Members may write to compliance@plazawires.in to receive an email response.

20. As the 18th AGM is being held through VC, the route map is not annexed to this Notice.

21. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on 27th September, 2024, at 09:00 A.M. and ends on 29th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are 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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

MANNER OF HOLDING SHARES I.E. DEMAT (NSDL OR CDSL) OR PHYSICAL	YOUR USER ID IS
a) For Members who hold shares in demat account with NSDL .	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL .	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cslp108@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Aman Goyal at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

(i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

(ii) Members are encouraged to join the Meeting through Laptops for better experience.

(iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(v) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (compliance@plazawires.in) The same will be replied by the company suitably.

(vi) Instructions For Shareholders/ Members To Speak During The Agm Through (vc) Nsdl E-voting:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at compliance@plazawires.in (investor website) from September 22, 2024 (9:00 a.m. IST) to September 29, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company will select the speakers on first come first serve basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

2. Shareholders who would like to speak during the meeting must register their request with the company.

3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

4. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

5. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

EXPLANATORY STATEMENT UNDER SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 3 & 4 Authority to the Board Directors to borrow and to create / modify Mortgage under Section 180 (1) (c) and Section 180 (1)(a) of the Companies Act, 2013

The members of the Company at the Extraordinary General Meeting held on 11th March, 2022, authorized the Board of Directors to borrow not exceeding Rs.300 Crore. Considering the change in the status as a Listed Company and keeping in view of the business opportunities and the requirement for borrowing, the scope of the authority given to the Board of Directors of the company has been proposed to be enlarged and accordingly the approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder through partial modification authorising the Board of Directors / a Committee thereof to borrow for the business of the Company and for creation of mortgages, charges and hypothecations, providing guarantee / security on the assets of the Company against the said borrowing to create in terms of the requirement under provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

Keeping in view the borrowing limits of the company, it would be necessary to the approve creation of charge on properties of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company, including taking over the assets of the Company, in case of a default in repayment or such other terms and conditions of the lending Institutions, requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The Board of Directors of the Company hereby recommends this Special Resolutions set out in Item No.3 & 4 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives/entities are in any way, concerned or interested, whether financially or otherwise, in the proposed resolution at Item No.3 & 4 of this Notice .

Copies of all the documents mentioned herein above in the Notice convening the Annual General Meeting and the Explanatory Statement annexed to the Notice of the Annual General Meeting shall be open for inspection, for the members attending the General Meeting from 11 AM to 1 PM till the conclusion of the Annual General Meeting.

Members of the company are further to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Board recommends the Resolutions to be passed as Special Resolutions as set out in Item No.3 & 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 & 4 of the accompanying Notice.

Item No. 5 To Ratify the Revision in the Terms of Remuneration of Mr. Sanjay Gupta (DIN: 00202273) Chairman and Managing Director of the Company:

The appointment and terms/conditions of remuneration of Mr. Sanjay Gupta (DIN: 00202273), Chairman and Managing Director of the Company was approved by members vide special resolution dated 11th March, 2022 in accordance with the Section 196, 197 and 198 read with Schedule V of the companies act, 2013 Further, vide Extra Ordinary General Meeting held on 01st July, 2022, the members approved the revised remuneration of Mr. Sanjay Gupta from Rs.54 lacs p.a. to Rs.42 lacs p.a. w.e.f. 01st July, 2022 The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on 21st March 2024, the proposal to increase the maximum limit of remuneration being paid to Mr. Sanjay Gupta, Chairman and Managing Director of the company for the Financial Year 2024-25 and 2026-2027 in case of inadequacy of profits as per option II in Schedule V of the Companies Act 2013, not exceeding Rs.1 Cr considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore.

Accordingly, the Board recommends the resolution set forth in Item No.5 relating to the ratification of revision in terms of remuneration of Mr. Sanjay Gupta for the financial year 2024-25, 2025-26 and 2026-2027 by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. Except the Non-Executive Directors and Key Managerial Personnel of the Company and their relatives, all Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No. 6: To Ratify the Revision in the Terms of Remuneration of Mrs. Sonia Gupta (DIN:02186662), Whole-Time Director of the Company:

The appointment and terms/conditions of remuneration of Mrs. Sonia Gupta (DIN:02186662), Whole-time Director of the Company was approved by members vide special resolution dated 11th March, 2022 in accordance with the Section 196, 197 and 198 read with Schedule V of the companies act, 2013 Further, vide Extra Ordinary General Meeting held on 01st July, 2022, the members approved the revised remuneration of Mrs. Sonia Gupta from Rs.54 lacs p.a. to Rs.36 lacs p.a. w.e.f. 01st July, 2022. The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on 21st March 2024, the proposal to increase the maximum limit of remuneration being paid to Mrs. Sonia Gupta, Whole-Time Director of the company for the Financial Year 2024-25 and 2026-2027 in case of inadequacy of profits as per option II in Schedule V of the Companies Act 2013, not exceeding Rs.1 Cr. considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore.

Accordingly, the Board recommends the resolution set forth in Item No.6 relating to the ratification of revision in terms of remuneration of Mrs. Sonia Gupta for the financial year 2024-25, 2025-26 and 2026-2027 by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. Except the Non-executive Directors and Key Managerial Personnel of the Company and their relatives, all Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No.7: To Ratify the Revision in the Terms of Remuneration of Mr. Aditya Gupta (Din: 07625118), Whole-Time Director of the Company:

The appointment and terms/conditions of remuneration of Mr. Aditya Gupta (DIN:07625118), Whole-time Director of the Company was approved by members vide special resolution dated 11th March, 2022 in accordance with the Section 196, 197 and 198 read with Schedule V of the companies act, 2013 Further, vide Extra Ordinary General Meeting held on 01st July, 2022, the members approved the revised remuneration of Mr. Aditya Gupta from Rs.42 lacs p.a. to Rs.30 lacs p.a. w.e.f. 01st July, 2022 The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on 21st March 2024, the proposal to increase the maximum limit of remuneration being paid to Mr. Aditya Gupta, Whole Time Director of the company for the Financial Year 2024-25 and 2026-2027 in case of inadequacy of profits as per option II in Schedule V of the Companies Act 2013, not exceeding 60 lacs considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore.

Accordingly, the Board recommends the resolution set forth in Item No.7 relating to the ratification of revision in terms of remuneration of Mr. Aditya Gupta for the financial year 2024-25, 2025-26 and 2026-2027 by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered

unavoidable and forms part of this Notice. Except the Non-Executive Directors and Key Managerial Personnel of the Company and their relatives, all Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No.8: To Ratify the Revision in the Terms of Remuneration of Mr. Abhishek Gupta (DIN: 06486995) Whole-Time Director of the Company:

The appointment and terms/conditions of remuneration of Mr. Abhishek Gupta (DIN: 06486995), Whole-time Director of the Company was approved by members vide special resolution dated 11th March, 2022 in accordance with the Section 196, 197 and 198 read with Schedule V of the companies act, 2013 Further, vide Extra Ordinary General Meeting held on 01st July, 2022, the members approved the revised remuneration of Mr. Abhishek Gupta from Rs.42 lacs p.a. to Rs.30 lacs p.a. w.e.f. 01st July, 2022 The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on 21st March 2024, the proposal to increase the maximum limit of remuneration being paid to Mr. Abhishek Gupta, Whole Time Director of the company for the Financial Year 2024-25 and 2026-2027 in case of inadequacy of profits as per option II in Schedule V of the Companies Act 2013, not exceeding Rs.60 lacs considering effective capital of the company is more than Rs.5 Crore and less than Rs.500 Crore.

Accordingly, the Board recommends the resolution set forth in Item No.8 relating to the ratification of revision in terms of remuneration of Mr. Abhishek Gupta for the financial year 2024-25, 2025-26 and 2026-2027 by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. Except the Non-Executive Directors and Key Managerial Personnel of the Company and their relatives, all Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No. 9: Ratification of remuneration payable to M/s. Deepak Mittal & Co., (Firm Registration Number: 003076), Cost Auditor, for the Financial Year 2024-25:

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Board has, on the recommendation of the Audit Committee, appointed M/s. Deepak Mittal & Co., Cost Accountants (Firm Registration No.: 003076) as the Cost Auditor, to conduct audit of the Cost Records of the Company for the Financial Year 2024-25 at the following remuneration:

NAME OF THE COST AUDITOR	FINANCIAL YEAR FOR WHICH APPOINTED
M/s. Deepak Mittal & Co.	2024-25

The Remuneration decided to be paid to the cost auditor is upto ₹28,000/- (Excluding Out-of-pocket expenses & applicable taxes).

As per Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditor of a Company is required to be approved/ ratified by the Shareholders of the Company.

The Board of Directors hereby recommends this Ordinary Resolution set out in Item No.9 of the notice for approval/ratification by the Shareholders.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives/ entities are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution at Item No.9 of this Notice.

By Order of the Board of Directors

For Plaza Wires Limited

Date: August 13, 2024

Place: Delhi

Sd/-

Bhavika Kapil

Company Secretary and Compliance Officer

M No. A62612

INFORMATION REQUIRED UNDER REGULATION 36(3) OF THE SEBI LODR REGULATIONS AND SS-2 WITH RESPECT TO THE DIRECTOR, SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER:

NAME OF THE DIRECTOR	MRS. SONIA GUPTA (DIN: 02186662)	MR. SANJAY GUPTA (DIN: 00202273)	MR. ADITYA GUPTA (DIN: 07625118)	MR. ABHISHEK GUPTA (DIN: 06486995)
Date of Birth	21/03/1969	03/07/1967	16/03/1994	13/03/1991
Age	55	57	30	33
Date of Appointment In Current Designation	10th March, 2022	10th March, 2022	10th March, 2022	10th March, 2022
Date of First Appointment on the Board of the Company	March 21, 2008	March 12, 2008	March 31, 2019	June 03, 2013
Terms & Conditions of Appointment/ Re-Appointment	For a period of 5 years from March 10, 2022 to March 9, 2027	For a period of 5 years from March 10, 2022 to March 9, 2027	For a period of 5 years from March 10, 2022 to March 9, 2027	For a period of 5 years from March 10, 2022 to March 9, 2027
Brief Resume of the Director	Mrs. Sonia Gupta, is a Whole-time Director one of the Promoters of our Company. She has been on the Board of Director of our Company since March 21, 2008. She holds a degree in Bachelor of Arts (Honours) from University of Delhi. She has approximately 26 years of work experience in the electrical industry. She has been instrumental in planning and formulating the overall business and commercial strategy and managing the financial planning of the Company.	Mr. Sanjay Gupta, is the Managing Director and one of the Promoters of our Company. He has been on the Board of Directors of our Company since March 12, 2008 and was appointed as the Managing Director and Chairman of our Company since March 10, 2022. He holds a Bachelor of Commerce from the University of Delhi. He possesses approximately 26 years of experience in electrical industry. He has been instrumental in planning and formulating the overall business and commercial strategy and developing business relations of our Company. He oversees the entire planning of the manufacturing, sales and finance departments of our Company.	Mr. Aditya Gupta, is a Whole-time Director of our Company. He has been associated with our Company since March 31, 2019. He holds a degree in Bachelor of Arts from Wesleyan University. He has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.	Mr. Aditya Gupta, is a Whole-time Director of our Company. He has been associated with our Company since March 31, 2019. He holds a degree in Bachelor of Arts from Wesleyan University. He has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.
Qualification	Graduate	Graduate	Post Graduate	Post Graduate
Nature of Expertise /Experience	26 Years	26 Years	07 Years	09 Years
No. of Shares Held in the Company as on Date	1,27,49,120	1,58,74,480	8,000	7,20,000
Directorships (Excluding Alternate Directorship, Foreign Companies and Companies under Section 8 of the Companies Act, 2013)	1. Plaza Cable Electric Pvt. Ltd. 2. Plaza Wires & Electricals Pvt. Ltd. 3. Plaza Projects Limited. 4. Plaza Lamp and Tubes Ltd. 5. Plaza Netcom Pvt. Ltd. 6. Action Cables India Pvt. Ltd.	1. Plaza Cable Electric Pvt. Ltd. 2. Plaza Wires & Electricals Pvt. Ltd. 3. Plaza Power Solutions Pvt. Ltd. 4. Plaza Projects Limited. 5. Plaza Lamp and Tubes Ltd. 6. PHD Chamber of Commerce and Industry 7. Plaza Hitec Pvt. Ltd.	1. Plaza Cable Electric Pvt. Ltd. 2. Plaza Projects Ltd. 3. Plaza Lamp and Tubes Ltd. 4. Plaza Netcom Pvt. Ltd. 5. Action Cables India Pvt. Ltd.	1. Plaza Projects Ltd. 2. Plaza Power Solutions Pvt. Ltd. 3. Plaza Hitec Pvt. Ltd.
Chairman/Member of the committees of the Board of Directors of the Listed Entity(s) as on date	0	04	01	01
Number of Board Meeting Attended During the Year	25	26	17	26
Inter se Relationship Between the Directors	Mrs. Sonia Gupta Who is Whole Time Director of the company is wife of Mr. Sanjay Gupta Chairman and Managing Director of the company and Mother of Mr. Aditya Gupta and Mr. Abhishek Gupta, Whole Time Directors of the company.	Mr. Sanjay Gupta Chairman and Managing Director of the company is husband of Mrs. Sonia Gupta who is Whole Time Director of the company and father of Mr. Aditya Gupta and Mr. Abhishek Gupta who are also Whole Time Directors of the company	Mr. Aditya Gupta Whole Time Director of the company son of Mr. Sanjay Gupta, Managing Director and Mrs. Sonia Gupta, Whole Time Director and Brother of Mr. Abhishek Gupta, Whole Time director of the company.	Mr. Abhishek Gupta, Whole Time Director of the company is son of Mr. Sanjay Gupta, Managing Director and Mrs. Sonia Gupta, Whole Time Director and Brother of Mr. Aditya Gupta, Whole Time director of the company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20/06/18	Mrs. Sonia Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Sanjay Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Aditya Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Abhishek Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

ANNEXURE

General Information:

1) Nature of Industry:

Wire Industry, Aluminum cable, Copper wire cable, Fan and Appliances, MCB & Insulators, PVC Pipes, Tapes.

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 23rd August, 2006 and commenced its commercial production in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited financial results for the year ended March 31, 2024:

PARTICULARS	AMOUNT (₹)
Income from Operations	1988.05
Other Income	11.01
Total Expenses	1867.07
Profit After Tax	36.51
Net worth	1149.26

5) Foreign Investment or collaborations, if any:

None

II. Information about the appointees

ANNEXURE

General Information:

1) Nature of Industry:

Wire Industry, Aluminum cable, Copper wire cable, Fan and Appliances, MCB & Insulators, PVC Pipes, Tapes.

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 23rd August, 2006 and commenced its commercial production in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited financial results for the year ended March 31, 2024:

5) Foreign Investment or collaborations, if any:

None

II. Information about the appointees

PARTICULARS	MRS. SONIA GUPTA (DIN: 02186662)	MR. SANJAY GUPTA (DIN: 00202273)	MR. ADITYA GUPTA (DIN: 07625118)	MR. ABHISHEK GUPTA (DIN: 06486995)
Background Details	Mrs. Sonia Gupta, aged 55 years is the Whole-time Director of the Company. She holds a degree in Bachelor of Arts (Honours) from University of Delhi. She has approximately 26 years of work experience in the electrical industry. She has been instrumental in planning and formulating the overall business and commercial strategy and managing the financial planning of the Company.	Mr. Sanjay Gupta, aged 57 years is the Managing Director of the Company. He holds a Bachelor of Commerce from the University of Delhi. He possesses approximately 26 years of experience in electrical industry. He has been instrumental in planning and formulating the overall business and commercial strategy and developing business relations of our Company. He oversees the entire planning of the manufacturing, sales and finance departments of our Company.	Mr. Aditya Gupta, aged 30 years is the Whole-time Director of the Company. He holds a degree in Bachelor of Arts from Wesleyan University. He has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.	Mr. Abhishek Gupta, aged 33 years is the Whole-time Director of the Company. He holds a degree in Bachelor of Arts from Wesleyan University. He has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.

PARTICULARS	MRS. SONIA GUPTA (DIN: 02186662)	MR. SANJAY GUPTA (DIN: 00202273)	MR. ADITYA GUPTA (DIN: 07625118)	MR. ABHISHEK GUPTA (DIN: 06486995)
Past Remuneration	Rs.36 Lakhs P.A.	Rs.42 Lakhs P.A.	Rs. 30 Lakhs P.A.	Rs.30 Lakhs P.A.
Recognition and Award	Nil	Nil	Nil	Nil
Job profile and his/her suitability	Mrs. Sonia Gupta has approximately 26 years of work experience in the electrical industry. She has been instrumental in planning and formulating the overall business and commercial strategy and managing the financial planning of the Company.	Mr. Sanjay Gupta possesses approximately 26 years of experience in electrical industry. He has been instrumental in planning and formulating the overall business and commercial strategy and developing business relations of our Company. He oversees the entire planning of the manufacturing, sales and finance departments of our Company.	Mr. Aditya Gupta has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.	Mr. Abhishek Gupta has approximately 7 (seven) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.
Remuneration proposed	In Case of Inadequacy of Profit / loss, the minimum remuneration payable is Rs.1 (one) Crore per Annum, as detailed in the explanatory statement. In case of adequate Profit in any financial year, individually upto 5% of the Net Profit all Executive Directors aggregate shall not exceed 10% of the Net Profit.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is Rs.1 (one) Crore per Annum, as detailed in the explanatory statement. In case of adequate Profit in any financial year, individually upto 5% of the Net Profit all Executive Directors aggregate shall not exceed 10% of the Net Profit.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is Rs.60 Lakhs per Annum, as detailed in the explanatory statement. In case of adequate Profit in any financial year, individually upto 5% of the Net Profit all Executive Directors aggregate shall not exceed 10% of the Net Profit.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is Rs.60 Lakhs per Annum, as detailed in the explanatory statement. In case of adequate Profit in any financial year, individually upto 5% of the Net Profit all Executive Directors aggregate shall not exceed 10% of the Net Profit.

PARTICULARS	MRS. SONIA GUPTA (DIN: 02186662)	MR. SANJAY GUPTA (DIN: 00202273)	MR. ADITYA GUPTA (DIN: 07625118)	MR. ABHISHEK GUPTA (DIN: 06486995)
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)	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mrs. Sonia Gupta, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Sanjay Gupta, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Aditya Gupta, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Abhishek Gupta, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Please refer Annexure	Please refer Annexure	Please refer Annexure	Please refer Annexure

III. Other Information

i) Reasons for loss or inadequate profits:

Though the Company achieves profit, the profit is inadequate, due to market competition and fluctuation in raw-material and other input costs.

ii) Steps taken or proposed to be taken for improvement:

Since the above issues have resulted in marginally inadequate profits for the Company, the Company proposes to take the following steps for improvement:

a) Improvement of operations, in particular to:

- Improve sales and marketing efforts to increase sales volume;
- focus on reducing material cost and overheads;
- bring operational efficiency in line with industry benchmarks; and

ii) Expected increase in productivity and profits in measurable terms:

After taking appropriate steps for improvement as stated above, the Company shall be in a position to strengthen its capabilities as well as address the future opportunities in India and other markets of choice. The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

For Item No.5 to 8, all the Executive Directors viz. Mr. Sanjay Gupta, Mrs. Sonia Gupta, Mr. Abhishek Gupta and Mr. Aditya Gupta, the appointees and their relatives and the entities in which they are interested are deemed to be concerned or interested in the proposed resolutions. The Non-Executive Directors, KMPs and their relatives are not concerned or interested in the said resolutions.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the related parties shall not participate in the voting. Accordingly, the Executive Directors (Appointees) and their relatives and their entities as listed below shall not participate in passing the proposed resolution to be passed as a Special Resolution:

SR. NO.	NAME OF THE PROMOTERS AND CONCERNED RELATED PARTIES	NO. OF SHARES HELD	% OF TOTAL NO. OF SHARES
1.	Mr. Sanjay Gupta	1,58,74,480	36.28
2.	Ms. Sonia Gupta	1,27,49,120	29.14
3.	Mr. Aditya Gupta	8,000	0.02
4.	Mr. Abhishek Gupta	7,20,000	1.65
5.	Plaza Cable Electric Private Limited	15,840	0.04
6.	Plaza Power Solutions Private Limited	800	0.00
7.	Plaza Wires And Electricals Private Limited	11,83,680	2.71
	Total	3,05,51,920	69.83

Mr. Sanjay Gupta (Spouse of Mrs. Sonia Gupta and Father of Mr. Abhishek Gupta and Mr. Aditya Gupta)

#Mrs. Sonia Gupta, (Spouse of Mr. Sanjay Gupta and Mother of Mr. Abhishek Gupta and Mr. Aditya Gupta)

#Mr. Abhishek Gupta (Son of Mr. Sanjay Gupta & Mrs. Sonia Gupta and brother of Mr. Aditya Gupta)

#Mr. Aditya Gupta (Son of Mr. Sanjay Gupta & Mrs. Sonia Gupta and brother of Mr. Abhishek Gupta)

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

ATTENDANCE SLIP

DpId: _____

Folio No./Client Id: _____

No. of Shares: _____

Name and Address of the member/Proxy/Authorized Representative (in Block Letter)

I/We hereby record my/our presence at the 18th Annual General Meeting of Plaza Wires Limited Scheduled Monday, on Monday, 30th day of September, 2024, at 12:30 P.M., through Video Conferencing/ Other Audio-Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company

NOTE: Member/Proxy holder/Authorised Representative wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

.....
Signature of Member/Proxy/Authorized Representative

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule No 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____
Registered address: _____
Email Id: _____
Folio No./Client Id: _____
DP ID: _____

I/We, being the member (s) of _____ shares of **Plaza Wires Limited**, hereby appoint

(1) Name:.....

Address:.....

E-mail Id:.....

Signature:.....or failing him/her;

(2) Name:.....Address:.....

E-mail Id:..... Signature:.....

or failing him her;

as my/our proxy, to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2024, at 12:30 P.M., through Video Conferencing/ Other Audio-Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at A-74, Okhla Industrial Area, Phase-2, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. 2.

3. 4.

Signed this _____ day of _____ 2024

Signature of Shareholder _____

Signature of Proxyholder(s) _____

NOTES

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

2. The member/Proxies/Authorised Representatives are advised to bring original photo identity for verification.

3. Please complete all details including details of member(s) in above box before submission.