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meets **Performance**

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L24231PN1992PLC067126

PCL/SEC/26-27/019

July 08, 2026

To, <b>National Stock Exchange of India Limited,</b> "Exchange Plaza" 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051  <b>NSE Scrip Code - PRECAM</b>	To, <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001  <b>BSE Scrip Code – 539636</b>
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**Sub: Submission of Notice of 34<sup>th</sup> Annual General Meeting for the Financial Year 2025-2026**

Pursuant to Regulation 30 read with Schedule III and Regulation 34 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, we submit herewith the Notice of 34<sup>th</sup> Annual General Meeting for the Financial Year 2025-2026 which is scheduled to be held on Thursday, July 30, 2026 at 03.00 PM (IST).

The said Notice of 34<sup>th</sup> Annual General Meeting is also available at the website of the Company at [www.pclindia.in](http://www.pclindia.in).

Kindly take the same on your records.

Thanking you,

For **Precision Camshafts Limited**

**Harshal J. Kher**

Company Secretary and Compliance Officer

Membership No. [A69147](#)

Encl: A/a

**Precision Camshafts Limited**

Solapur : D5 MIDC, Chincholi, Solapur, India – 413255

Solapur : E102 MIDC, Akkalkot Road, Solapur, India – 413006

Pune : 3<sup>rd</sup> Floor, "Kohinoor B Zone Baner", Mumbai – Bangalore Highway, Baner, Pune – 411045

## NOTICE

**NOTICE** is given that the 34<sup>th</sup> Annual General Meeting (AGM) of the members of Precision Camshafts Limited will be held on Thursday, July 30, 2026, at 3:00 PM (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt: -
  - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, including Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, including the Reports of the Auditors thereon.
2. To declare final dividend of ₹ 1 per equity share of ₹ 10/- each for the Financial Year ended March 31, 2026.
3. To appoint a director in place of Mr. Karan Y. Shah (DIN:07985441), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2027.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the members of the Company hereby ratify the remuneration of ₹1,50,000/- (Rupees One Lakhs Fifty Thousand Only) plus taxes thereon, and out-of-pocket expenses incurred in connection with the audit, if any, chargeable extra on actual basis, payable to M/s. S. V. Vhatte & Associates, Cost Accountants (Membership No: 7501 Firm Registration No. 100280) who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the Financial Year ending March 31, 2027.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) be and are hereby authorized to do or to authorize any person to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. **TO APPROVE THE PAYMENT OF REMUNERATION PAID TO THE EXECUTIVE DIRECTORS IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 197 AND SCHEDULE V OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2025-26**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to ratify, confirm, and approve the payment of remuneration made to the Executive Directors (including Whole-time Directors and Managing Director) of the Company for the Financial Year 2025-26, which is in excess of the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, due to the inadequacy or absence of profits during the said financial year, as calculated in accordance with the applicable provisions of the Act.

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized to take all such steps as may be necessary for obtaining requisite approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all applications, documents, writings and filings as may be required on behalf of the Company, and generally to do all such acts, deeds and things as may be necessary, proper or expedient for giving effect to this resolution.”

6. **TO APPROVE THE PAYMENT OF REMUNERATION TO MR. YATIN S. SHAH, CHAIRMAN AND MANAGING DIRECTOR, IN THE EVENT OF INADEQUACY OR ABSENCE OF PROFITS FOR THE FINANCIAL YEAR 2026-27**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee, the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Yatin S. Shah (DIN: 00318140), Chairman and Managing Director of the Company, for the Financial Year 2026-27, which may be in excess of the limits specified under Section 197 and Schedule V of the Companies Act, 2013, including remuneration payable in the event of inadequacy or absence of profits during the said financial year.

**RESOLVED FURTHER THAT** any Executive Director and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including but not limited to filing of requisite forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary or incidental thereto.”

7. **TO APPROVE THE PAYMENT OF REMUNERATION TO MR. RAVINDRA R. JOSHI, WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER, IN THE EVENT OF INADEQUACY OR ABSENCE OF PROFITS FOR THE FINANCIAL YEAR 2026-27**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Ravindra R. Joshi (DIN: 03338134), Whole-time Director and Chief Financial Officer of the Company, for the Financial Year 2026-27, which may be in excess of the limits specified under Section 197 and Schedule V of the Companies Act, 2013, including remuneration payable in the event of inadequacy or absence of profits during the said financial year.

**RESOLVED FURTHER THAT** any Executive Director and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including but not limited to filing of requisite forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary or incidental thereto.”

8. **TO APPROVE THE PAYMENT OF REMUNERATION TO MR. KARAN Y. SHAH, WHOLE-TIME DIRECTOR, IN THE EVENT OF INADEQUACY OR ABSENCE OF PROFITS FOR THE FINANCIAL YEAR 2026-27**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee, the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Karan Y. Shah (DIN: 07985441), Whole-time Director of the Company, for the Financial Year 2026-27, which may be in excess of the limits specified under Section 197 and Schedule V of the Companies Act, 2013, including remuneration payable in the event of inadequacy or absence of profits during the said financial year.

**RESOLVED FURTHER THAT** any Executive Director and/ or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect

to this resolution, including but not limited to filing of requisite forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary or incidental thereto.”

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

**Yatin S. Shah**

Chairman and Managing Director  
DIN: 00318140

Date: May 22, 2026  
Place: Mangalwedha

CIN : L24231PN1992PLC067126  
Website : [www.pclindia.in](http://www.pclindia.in)  
E-mail ID: [cs@pclindia.in](mailto:cs@pclindia.in)

**Registered Office**

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

**Corporate Office:**

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

**NOTES:**

1. For holding general meetings through VC/OAVM, the Ministry of Corporate Affairs (“MCA”) vide General Circular dated September 22, 2025, read with previous circulars issued by MCA in this regard (collectively referred to as “MCA Circulars”) read with other circulars issued by SEBI in this regard (collectively referred to as “SEBI Circulars”), the Companies are allowed to hold Annual General Meeting (“AGM”) through VC or OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), setting out the material facts for each item of special business mentioned in items enumerated above of the Notice to be transacted at the AGM is annexed and forms an integral part of the Notice.
3. In terms of the MCA and SEBI Circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. In terms of the MCA and SEBI Circulars, the AGM is conducted through VC/OAVM, and since physical attendance of member is dispensed with, there is no requirement of appointment of proxies. Therefore, the facility for appointment of Proxy by the Members is not available for this AGM and hence Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), read with clarification/guidance note on applicability of Secretarial Standards – 1 and 2, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the AGM.
6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of Tax at Source (TDS) will be made within the statutory time limit. As it is important for the Company to receive the relevant information from members to determine the rate of tax deduction, the members are requested to furnish relevant documentation in the prescribed manner on

the portal of Registrar and Transfer Agent (“RTA”) on or before cut-off date i.e. **Thursday, July 23, 2026**. The applicable TDS rate for dividends and documents to be furnished by each category of members is given in the **Annexure II**. The format of relevant documents can be downloaded at [MUFG Intime India Private Limited](#). The relevant documents can be uploaded on the RTA’s portal at [MUFG Intime India Private Limited](#). The information given in the Annexure may not be exhaustive and the members should evaluate on their own about the category for which they should furnish the documents. In absence of all the relevant documents, the Company shall determine TDS rate based on information available with the RTA (for shares held in physical form) and the Depository Participants (“DPs”) (for shares held in dematerialized form). Please note that the duly completed & signed documents should be uploaded on the portal of the RTA on or before July 22, 2026. Ambiguous, incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after the above-mentioned date & time. Members are also requested to update changes in their Residential Status, if any, with the RTA (for shares held in physical form) & the DPs (for shares held in dematerialized form), along with the supporting documents. If the Permanent Account Number (“PAN”) is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual members are requested to link their Aadhaar number with the PAN. In case, TDS is deducted at a higher rate in the absence of receipt of the specified details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return, only in case your valid PAN is registered with the RTA (for shares held in physical form) and the DPs (for shares held in dematerialized form). No claim shall lie against the Company for such taxes deducted. Members should note that any document/form not uploaded on the portal will not be considered for the purpose of processing and shall be rejected, therefore, it should be uploaded on the portal only. In case of any queries, please write to us at [tds.dividend@pclindia.in](mailto:tds.dividend@pclindia.in)

7. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 March 16, 2023 and SEBI/HO/ MIRSD/ POD-1/P/ CIR/2023/181 November 17, 2023) has

- mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
8. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
  9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant MCA circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
  11. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the DPs will automatically reflect in The Company's subsequent records.
  12. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are MUFG Intime India Private Limited (Block No. 202, Akshay Complex, 2<sup>nd</sup> floor, near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001).
  13. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
  14. The Board of Directors, in their meeting held on May 22, 2026, have appointed Mr. Jayavant B. Bhawe, Proprietor of M/s J. B. Bhawe and Co., Company Secretaries, Pune as the scrutinizer for conducting the E-voting process in a fair and transparent manner.
- ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**
15. In accordance with the General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2022 dated December 28, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 issued by SEBI, the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including the Notice of AGM are being sent only in electronic mode to Members whose e-mail address is registered with the Company/Registrar and Transfer Agent ("RTA") or Depository Participant(s) ("DP"). The Company will not be dispatching physical copies of such statements and Notice of AGM to any member.
  16. Members are requested to check that the correct account number has been recorded with the Depository. Members holding shares in electronic form are requested to intimate any change in their addresses, e-mail IDs, signature(s) or bank mandates to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing Form No. ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.
  17. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, all individual Members holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

18. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2025-26, is available on the website of the Company at <https://www.pclindia.in> and on the website of Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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

The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI

Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, in relation to “e-voting Facility Provided by Listed Entities”]

The remote e-voting period begins on Monday, July 27, 2026, at 9:00 A.M. and ends on Wednesday, July 29, 2026, 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. Thursday, July 23, 2026, 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 Thursday, July 23, 2026.

#### 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 meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically 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 [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload

Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@pclindia.in](mailto:cs@pclindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@pclindia.in](mailto:cs@pclindia.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2023, 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 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 [cs@pclindia.in](mailto:cs@pclindia.in). The same will be replied by the Company suitably.

**PROCEDURE FOR SPEAKER REGISTRATION, SUBMISSION OF QUESTIONS / QUERIES:**

1. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, members are requested to express their views/send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number, their queries/views/questions at [cs@pclindia.in](mailto:cs@pclindia.in).
2. Members holding shares as on the cut-off date i.e. **Thursday, July 23, 2026**, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to [cs@pclindia.in](mailto:cs@pclindia.in) during, **Monday, July 27, 2026, at 9:00 A.M. upto Wednesday, July 29, 2026, at 05:00 P.M.** Those members who have registered themselves as speaker will only be allowed to speak/express their views/ask questions during the AGM.
3. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Yatin S. Shah**  
Chairman and Managing Director  
DIN: 00318140

Date: May 22, 2026  
Place : Mangalwedha

## EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

#### **Ratification of Remuneration to M/S. S. V. Vhatte & Associates, Cost Accountants as Cost Auditor:**

The Board of Directors of the Company in their meeting held on May 22, 2026, approved the appointment and remuneration of M/s S. V. Vhatte & Associates, Cost Accountants [Firm Registration No.: 100280; Membership No. 7501] as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2026-27 at a remuneration of ₹ 1,50,000/- (Rupees One Lakhs Fifty Thousand only) plus taxes thereon and out-of-pocket expenses to be incurred during the Audit, subject to the approval of members at General Meeting.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 4 of the Notice be ratified by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution set out in Item No. 4 for approval of members as ordinary resolution.

### Item No. 5

#### **To approve the payment of remuneration paid to the Executive Directors in excess of the limits specified under Section 197 and Schedule V of the Companies Act, 2013 for the Financial Year 2025-26.**

During the Financial Year 2025-26, the Company's profits, calculated in accordance with Section 198 of the Companies Act, 2013, were lower than expected due to challenging business conditions and market factors. As a result, the remuneration paid to the Executive Directors, though within the limits approved by the Members at the time of their appointment/re-appointment, exceeded the percentage limits prescribed under Section 197 of the Act.

Pursuant to Section 197 read with Part II of Schedule V of the Companies Act, 2013, where a company has inadequate profits, remuneration may be paid to its managerial personnel beyond the limits specified under Section 197, subject to the approval of the Members by way of a Special Resolution.

The Nomination and Remuneration Committee and the Board of Directors have reviewed the remuneration paid to the Executive Directors and are of the view that the same is reasonable and commensurate with their responsibilities and contribution to the Company's operations and performance. Accordingly, the approval of the Members is sought to ratify and confirm the remuneration paid during FY 2025-26.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except the Executive Directors to whom the remuneration relates, are concerned or interested, financially or otherwise, in this Resolution.

### Item No. 6

#### **To approve the payment of remuneration to Mr. Yatin S. Shah, Chairman and Managing Director, in the event of inadequacy or absence of profits for the Financial Year 2026-27**

Mr. Yatin S. Shah (DIN: 00318140) was re-appointed as the Chairman and Managing Director of the Company by the Members through a Special Resolution passed via Postal Ballot on May 09, 2022. The terms of his appointment include remuneration up to an overall limit of ₹3,82,50,000/- (Rupees Three Crores Eighty-Two Lakhs Fifty Thousand only) per annum.

Considering the business environment and the possibility of inadequate profits during the Financial Year 2026-27, the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, may not be sufficient to support the remuneration payable within the limits prescribed under Section 197 of the Act.

Mr. Yatin s. Shah is a Promoter of the Company and has played a significant role in its growth and operations. His experience, industry knowledge and leadership continue to be valuable for the Company.

Accordingly, pursuant to Section 197 read with Part II of Schedule V of the Companies Act, 2013, the Board of Directors, based on the recommendation of the Audit Committee and the Nomination and Remuneration Committee, seeks the approval of the Members by way of a Special Resolution to pay remuneration, including remuneration in the event of inadequacy of profits up to ₹3,82,50,000/- per annum or such other higher amount as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, to Mr. Yatin S. Shah for the Financial Year 2026-27, which may be in excess of the limits prescribed under Section 197 and Schedule V of the Act.

**Disclosures as Required under Section II of Part II of Schedule V of the Act:****I. General Information:**

1.	Nature of the Industry	Manufacturing and supply of high-precision Camshafts
2.	Date or expected date of commencement of commercial production	The Company commenced its commercial operations in 1992 and has been engaged in manufacturing activities since then.
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	Revenue from Operations for FY 2025-26: ₹57,754.77 Lakhs Net Profit for FY 2025-26: ₹578.39 Lakhs
5.	Foreign investments or collaborations, if any.	The Company has a wholly owned subsidiary, PCL NL. Apart from this, there are no material foreign collaborations.

**II. Information about the Director:**

1.	Background details	Mr. Yatin S. Shah is the Promoter, Chairman and Managing Director of the Company. He has over 30 years of experience in the automotive component industry and possesses extensive expertise in business management, strategic planning, marketing, sales, and corporate administration.
2.	Past remuneration	Mr. Yatin S. Shah was paid Remuneration of ₹ 3,13,81,055/- in FY 2025-26.
3.	Recognition or awards	Mr. Shah has received various recognitions and industry accolades during his professional career.
4.	Job profile and his suitability	As Chairman and Managing Director, Mr. Shah is responsible for the overall management and affairs of the Company, including strategic planning, business development, operational oversight and stakeholder engagement. Considering his experience and long association with the Company, he is well suited for the position.
5.	Remuneration proposed	Up to an overall limit of ₹3,82,50,000/- (Rupees Three Crores Eighty-Two Lakhs Fifty Thousand only).
6.	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)	The proposed remuneration is commensurate with the size and scale of the Company's operations, the responsibilities entrusted to Mr. Shah, and the remuneration levels prevailing in comparable companies in the automotive component industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Mr. Shah is a Promoter and shareholder of the Company. Apart from the remuneration payable to him and dividend received as a shareholder, he is related to Mr. Karan Y. Shah, Whole-time Director, and Mrs. Suhasini Y. Shah, Non-Executive Director of the Company.

**III. Other information:**

1.	Reasons of loss or inadequate profits	During FY 2025-26, the Company witnessed a decline in revenue compared to the previous financial year. Profitability was impacted by volatility in raw material prices, higher logistics and freight costs, and increased energy costs arising from global geopolitical developments. These factors adversely affected operating margins and resulted in inadequate profits.
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2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on operational efficiency, cost optimization, enhanced capacity utilization, automation of manufacturing processes, product diversification, and strengthening relationships with existing and new customers. The Company is also expanding its presence in emerging automotive segments, including components for electric vehicle applications, while maintaining a strong focus on quality, productivity, and value-added products.
3.	Expected increase in productivity and profits in measurable terms	The initiatives undertaken by the Company are expected to improve operational efficiencies, optimize costs, and enhance capacity utilization. Subject to market conditions and customer demand, the Company expects gradual improvement in profitability over the next 12 to 18 months.

### Item No. 7

#### To approve the payment of remuneration to Mr. Ravindra R. Joshi, Whole-Time Director and Chief Financial Officer, in the event of inadequacy or absence of profits for the Financial Year 2026-27

The Members of the Company, through a Special Resolution passed via Postal Ballot on October 18, 2023, approved the remuneration payable to Mr. Ravindra R. Joshi (DIN: 03338134), Whole-time Director and Chief Financial Officer, up to an overall limit of ₹3,14,50,000/- (Rupees Three Crores Fourteen Lakhs Fifty Thousand only) per annum.

Considering the prevailing business environment and the possibility of inadequate profits during the Financial Year 2026-27, the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, may not be sufficient to support the remuneration payable within the limits prescribed under Section 197 of the Act.

Mr. Joshi has extensive experience in finance, corporate management and strategic planning. As Whole-time Director and Chief Financial Officer, he is responsible for overseeing the financial affairs of the Company, including financial planning, treasury management, internal controls, budgeting, statutory compliance and risk management. His continued guidance and expertise contribute significantly to the Company's operations and long-term growth.

Accordingly, pursuant to Section 197 read with Part II of Schedule V of the Companies Act, 2013, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, seeks the approval of the Members by way of a Special Resolution to pay remuneration including remuneration in the event of inadequacy of profits up to ₹3,14,50,000/- (Rupees Three Crores Fourteen Lakhs Fifty Thousand only) or such other higher amount as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee per annum to Mr. Ravindra R. Joshi for the Financial Year 2026-27, which may be in excess of the limits prescribed under Section 197 and Schedule V.

#### Disclosures as Required under Section II of Part II of Schedule V of the Act:

##### I. General Information:

1.	Nature of the Industry	Manufacturing and supply of high-precision Camshafts
2.	Date or expected date of commencement of commercial production	The Company commenced its commercial operations in 1992 and has been engaged in manufacturing activities since then.
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	Revenue from Operations for FY 2025-26: ₹57,754.77 Lakhs Net Profit for FY 2025-26: ₹578.39 Lakhs
5.	Foreign investments or collaborations, if any.	The Company has a wholly owned subsidiary, PCL NL. Apart from this, there are no material foreign collaborations.

**II. Information about the Director:**

1.	Background details	Mr. Ravindra R. Joshi has over 35 years of experience in finance, accounting, mergers and acquisitions, profitability management and corporate governance. He has played a key role in the Company's expansion initiatives, financial management and cost optimization efforts.  He has also demonstrated strong cross-functional leadership by overseeing procurement and production functions and was instrumental in the successful implementation of the SAP ERP system across the organization.
2.	Past remuneration	Mr. Ravindra R. Joshi was paid Remuneration of ₹ 2,77,13,398 /- in FY 2025-26.
3.	Recognition or awards	Mr. Joshi has received various recognitions and industry accolades during his professional career.
4.	Job profile and his suitability	As Whole-time Director and Chief Financial Officer, he is responsible for the overall financial management of the Company, including treasury operations, financial planning, risk management and regulatory compliance. Considering his experience and expertise, he is well suited for the position.
5.	Remuneration proposed	Up to an overall limit of ₹3,14,50,000/- (Rupees Three Crores Fourteen Lakhs Fifty Thousand only)
6.	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)	The proposed remuneration is commensurate with the size and scale of the Company's operations, the responsibilities entrusted to Mr. Joshi, and the remuneration levels prevailing for similar positions in comparable companies in the automotive component and manufacturing industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	He has no direct or indirect personal or promotional pecuniary relationship with the Company or any other managerial personnel, except for the receipt of his employment remuneration and a nominal shareholding.

**III. Other information:**

1.	Reasons of loss or inadequate profits	During FY 2025-26, the Company witnessed a decline in revenue compared to the previous financial year. Profitability was impacted by volatility in raw material prices, higher logistics and freight costs, and increased energy costs arising from global geopolitical developments. These factors adversely affected operating margins and resulted in inadequate profits.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on operational efficiency, cost optimization, enhanced capacity utilization, automation of manufacturing processes, product diversification, and strengthening relationships with existing and new customers. The Company is also expanding its presence in emerging automotive segments, including components for electric vehicle applications, while maintaining a strong focus on quality, productivity, and value-added products.
3.	Expected increase in productivity and profits in measurable terms	The initiatives undertaken by the Company are expected to improve operational efficiencies, optimize costs, and enhance capacity utilization. Subject to market conditions and customer demand, the Company expects gradual improvement in profitability over the next 12 to 18 months.

**Item No. 8****To approve the payment of remuneration to Mr. Karan Y. Shah, Whole-Time Director, in the event of inadequacy or absence of profits for the Financial Year 2026-27**

Mr. Karan Y. Shah (DIN: 07985441) was re-appointed as a Whole-time Director of the Company at the 31st Annual General Meeting held on July 26, 2023, with remuneration not exceeding ₹78,00,000/- (Rupees Seventy-Eight Lakhs only) per annum.

Considering the prevailing business environment and the possibility of inadequate profits during the Financial Year 2026-27, the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, may not be sufficient to support the remuneration payable within the limits prescribed under Section 197 of the Act.

Mr. Karan Y. Shah is associated with the Company's business operations and is actively involved in business development, operational management and strategic initiatives. He contributes towards strengthening customer relationships, improving operational efficiencies and supporting the Company's growth objectives.

Accordingly, pursuant to Section 197 read with Part II of Schedule V of the Companies Act, 2013, the Board of Directors, based on the recommendation of the Audit Committee and the Nomination and Remuneration Committee, seeks the approval of the Members by way of a Special Resolution to pay remuneration including remuneration in the event of inadequacy of profits up to ₹78,00,000/- (Rupees Seventy-Eight Lakhs only) or such other higher amount as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee per annum to Mr. Karan Y. Shah, which may be in excess of the limits prescribed under Section 197 and Schedule V of the Act.

**Disclosures as Required under Section II of Part II of Schedule V of the Act:****I. General Information:**

1.	Nature of the Industry	Manufacturing and supply of high-precision Camshafts
2.	Date or expected date of commencement of commercial production	The Company commenced its commercial operations in 1992 and has been engaged in manufacturing activities since then.
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	Revenue from Operations for FY 2025-26: ₹57,754.77 Lakhs Net Profit for FY 2025-26: ₹578.39 Lakhs
5.	Foreign investments or collaborations, if any.	The Company has a wholly owned subsidiary, PCL NL. Apart from this, there are no material foreign collaborations.

**II. Information about the Director:**

1.	Background details	Mr. Karan Y. Shah holds a Bachelor's degree in Mechanical Engineering from Purdue University, USA, and a Master of Business Administration from Harvard Business School, USA. He has experience in business development, strategic planning and engineering, and contributes to the Company's business growth, operational excellence and long-term strategic initiatives.
2.	Past remuneration	Mr. Karan Y. Shah was paid Remuneration of ₹ 70,94,408 /- in FY 2025-26.
3.	Recognition or awards	Mr. Shah has received various recognitions and industry accolades during his professional career.
4.	Job profile and his suitability	As Whole-time Director, Mr. Karan Y. Shah is responsible for business development, strategic planning, operational excellence and implementation of growth initiatives. He is actively involved in strengthening customer relationships, exploring new business opportunities and supporting the Company's long-term growth strategy. Considering his educational background, industry knowledge and contribution to the Company's operations, he is well suited for the position.

5.	Remuneration proposed	Up to an overall limit of ₹78,00,000/- (Rupees Seventy-Eight Lakhs only)
6.	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)	The proposed remuneration is commensurate with the size and scale of the Company's operations, the responsibilities entrusted to Mr. Shah, and the remuneration levels prevailing for similar positions in comparable companies in the automotive component and manufacturing industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Mr. Karan Y. Shah is a Promoter and shareholder of the Company. Apart from the remuneration payable to him and dividend received as a shareholder, he is related to Mr. Yatin S. Shah, Chairman and Managing Director, and Mrs. Suhasini Y. Shah, Non-Executive Director of the Company.

### III. Other information:

1.	Reasons of loss or inadequate profits	During FY 2025-26, the Company witnessed a decline in revenue compared to the previous financial year. Profitability was impacted by volatility in raw material prices, higher logistics and freight costs, and increased energy costs arising from global geopolitical developments. These factors adversely affected operating margins and resulted in inadequate profits.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on operational efficiency, cost optimization, enhanced capacity utilization, automation of manufacturing processes, product diversification, and strengthening relationships with existing and new customers. The Company is also expanding its presence in emerging automotive segments, including components for electric vehicle applications, while maintaining a strong focus on quality, productivity, and value-added products.
3.	Expected increase in productivity and profits in measurable terms	The initiatives undertaken by the Company are expected to improve operational efficiencies, optimize costs, and enhance capacity utilization. Subject to market conditions and customer demand, the Company expects gradual improvement in profitability over the next 12 to 18 months.

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

**Yatin S. Shah**

Chairman and Managing Director  
DIN: 00318140

Date: May 22, 2026

Place : Mangalwedha

**ANNEXURE II – TDS ON DIVIDEND**  
**(Applicable for the Financial Year 2025-26)**

Pursuant to the provisions of the Income-tax Act, 1961 (“the Act”), the Company is required to withhold taxes at the prescribed rates at the time of payment of dividend. The applicable tax deduction at source (TDS) provisions for FY 2025-26 are summarized below:

**1. Applicable TDS Rates on Dividend:**

Shareholder Category	TDS Rate	Conditions
Resident Individual	10%	If valid PAN is furnished and aggregate dividend exceeds ₹10,000 during FY 2025-26
	20%	If PAN not furnished or is invalid
Resident Non-Individual (Companies, Firms, HUF, AOP, Trusts)	10%	With valid PAN
	20%	Without PAN or invalid PAN
Non-Resident Members (Including FPIs)	20%	Plus applicable surcharge and health & education cess. DTAA rate may apply if documents are submitted (see below)

**Note:** No TDS is applicable for resident individuals if total dividend paid or likely to be paid during FY 2025-26 does not exceed ₹10,000.

**2. Submitting Forms / Declaration to Claim Exemption or Lower TDS**

In order to claim exemption from TDS or avail lower TDS or benefit of DTAA provisions, shareholders must upload the requisite documents on the portal of the Registrar and Share Transfer Agent (RTA) at: <https://in.mpms.mufig.com/> under the ‘Forms for Tax Exemption on Dividend’ tab.

**2.1 For Resident Individual Shareholders:**

- Form 15G (for individuals below 60 years) or 15H (for individuals aged 60 or above), if applicable;
- Valid PAN;
- Any other documents as prescribed under the Act for lower or nil TDS.

**2.2 For Resident Non-Individuals (Companies, HUFs, Trusts, Firms):**

- Valid PAN;
- Lower withholding tax certificate under Section 197, if available.

**2.3 For Mutual Funds:**

- Valid PAN;
- SEBI Registration Certificate;
- Declaration that the income is exempt under Section 10(23D).

**2.4 For Insurance Companies:**

- Valid PAN;
- IRDAI Registration Certificate;

- Declaration confirming beneficial ownership of shares.

**2.5 For Alternative Investment Funds (AIFs):**

- Valid PAN;
- SEBI registration as Category I or II AIF;
- Declaration under Section 10(23FBA).

**2.6 For Non-Resident Shareholders (including FPIs):**

To avail the benefit of a lower TDS rate under the Double Taxation Avoidance Agreement (DTAA), non-resident shareholders must provide the following self-attested documents:

- PAN (mandatory as per Rule 37BC, even for DTAA);
- Tax Residency Certificate (TRC) for FY 2025-26, issued by the foreign revenue authority;
- Form 10F, duly filled and signed;
- Self-declaration confirming:
  - o Beneficial ownership of the shares;
  - o No Permanent Establishment (PE) in India;
  - o Eligibility under the specific DTAA;
- Any other documents as prescribed under the Act.

The Company is not obligated to apply DTAA benefits unless complete and satisfactory documentation is provided and reviewed by the Company.

### 3 Dividend Payable to Person Other Than Registered Member (Record Date Consideration)

If the dividend income is assessable in the hands of a person other than the registered member, the registered shareholder must furnish the following details on or before Thursday, July 23, 2026:

- Name, PAN, and Address of the beneficial owner;
- Beneficiary account number (16 digits);
- Number of shares held;
- Reason for crediting TDS to another person.

#### Important Notes:

- PAN must be linked with Aadhaar to be valid (per Rule 114AAA).
- TDS is deducted at the time of payment or credit, whichever is earlier.
- All supporting documents must be submitted latest by Thursday, July 23, 2026, to be considered for withholding tax purposes.

Please ensure that the relevant documents are submitted on time to avoid excess tax deduction.