

## NOTICE

**NOTICE** is hereby given that the **43<sup>rd</sup> ANNUAL GENERAL MEETING** of the Members of **EAST INDIA DRUMS AND BARRELS MANUFACTURING LIMITED** (Formerly known as Precision Containeurs Limited) in the presence of Shri. Chetan T. Shah, Monitoring Agent, will be held on Monday, August 26, 2024, at 12.00 p.m. (IST) through Video Conferencing (VC) at Jwala Estate, Pushp Vinod-2, A Wing, 2nd Floor, Soniwadi, Near Kora Kendra, Off S.V. Road, Borivali (West), Mumbai 400 092 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financials, Cash Flow Statements of the Company including the Balance Sheet as on 31<sup>st</sup> March, 2024 and the statement of Profit and Loss Account for the year ended on said date along with the Report of the Auditors and the Report to the Shareholders thereon.
2. To appoint Statutory Auditors of the Company.  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and on recommendation of Audit Committee and the Board of Directors, M/s. Dhiraj & Dheeraj, Chartered Accountants, Mumbai, (FRN. 102454W) be and is hereby appointed as Statutory Auditor of the Company for the period of Five Years i.e., from 2024-25 to up to the conclusion of the AGM for the Financial Year 2028-29, on such remuneration and reimbursement of expenses as may be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** any one of the existing Director of Company be and is hereby authorized to do all such acts, deeds and things, submit as necessary and required for the purpose of giving effect to the resolution."

### SPECIAL BUSINESS

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), consent of the Company be and is hereby accorded to the appointment of Mr. Madhav Jayesh Valia, as the Managing Director of the Company, for a period of five years with effect from August 26, 2024 on the terms and conditions including remuneration set out in the draft Agreement to be entered into between the Company and Mr. Madhav Jayesh Valia, with specific authority to the Board of Directors to alter and vary the terms and conditions of the aforesaid appointment and /or Agreement including remuneration, provided that such alteration/variation shall be within limits specified in Schedule V to the Act or any amendments thereto from time to time.

**RESOLVED FURTHER THAT** any one of the existing Director of Company be and is hereby

authorized to do all such acts, deeds and things, submit as necessary and required for the purpose of giving effect to the resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Sunil Mahadeo Patil** (DIN- 08609438), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from March 29, 2024 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for five consecutive years, for a term up to conclusion of AGM to be held for FY 2028-29.

**RESOLVED FURTHER** any one of the existing Director of the Company be and is hereby authorized to do all acts, and such steps as may be necessary, or expedient to give effect to this Resolution”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Madhu Nitin Kanadia** (DIN- 07049292), who was appointed as an Independent Director (Non-Executive – Woman Director) of the Company w.e.f November 01, 2021 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Woman Director of the Company, to hold office for one year, for a term up to conclusion of next AGM.

**RESOLVED FURTHER** any one of the existing Director of the Company be and is hereby authorized to do all acts, and such steps as may be necessary, or expedient to give effect to this Resolution.”

6. To consider and, if thought fit, to pass with or without modification, following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, and in supersession of the earlier resolution passed by the members Annual General Meeting of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with a related party of the Company, for purchase and sale of materials including availing license for use of brand of a related party and other transactions as set out in the explanatory statement for Item No. 6 to this Notice of 43<sup>rd</sup> Annual General Meeting for an amount not exceeding in the aggregate of ₹. 10 Crores (Rupees Ten Crore only), for the financial year 2024-2025, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**East India Drums & Barrels Mfg. Ltd.  
(Formerly known as Precision Containeurs Ltd.)**

	Sd/-	Sd/-	Sd/-
Place: Mumbai	Madhav J. Valia <i>Director</i>	Sunil Patil <i>Director</i>	Chetan T. Shah <i>Monitoring Agent (IRP)</i>
Date: 02-Aug-2024	<i>DIN: 03381853</i>	<i>DIN: 08609438</i>	<i>IBBI/IPA-001/IP P00026/2016-2017/10059</i>

**NOTES**

- I. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, 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) Regulation, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, the 43rd AGM of the Company

is being held through Video Conferencing (“VC”) on Monday, August 26, 2024 at 12.00 p.m. (IST) at the (Deemed Venue ) of the proceeding for the AGM will be at Jwala Estate, Pushp Vinod-2, A Wing, 2nd Floor, Soniwadi, Near Kora Kendra, Off S.V. Road, Borivali (West), Mumbai 400 092.

- II. Pursuant to the provisions of the act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC, the requirement of physical attendance of members has been dispensed with. Accordingly in terms of the MCA circulars and SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
- III. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under item No. 3, 4, 5 and 6 of the notice is annexed hereto. As required, pursuant to Reg. 26(4) and 36(3) of Listing Reg. & Secretarial Standard on General Meetings issued by the ICSI, New Delhi, in respect of Director seeking appointment/re-appointment at this AGM are annexed herewith.
- IV. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- V. The Members can join the AGM in the VC 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 will be made available to members. 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.
- VI. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- VII. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
- VIII. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circulars, the Notice calling the AGM alongwith the Annual Report 2023-2024 is being sent through electronic mode to those members whose email address are registered with the

- Company/Depositories. The Notice convening the 43<sup>rd</sup> AGM has been uploaded on the website of the Company at [www.eidb.in](http://www.eidb.in)
- IX. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- X. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC on or before 30th September, 2024 in accordance with the requirements laid down Para 3 and Para 4 in the General Circular No. 20/2020 dated 05.05.2020.
- XI. **BOOK CLOSURE INCLUDING REMOTE EVOTING:** The Register of Members and The Share Transfer Books of the Company will remain closed between Thursday, August 22, 2024 to August 25, 2024 (both days inclusive).
- XII. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Transfer Agents to record additional details of members including their PAN details, email address etc.
- XIII. The members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, registering of nomination, power of Attorney, registration etc. to the Registrar/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every Participant in securities market.
- XIV. **Nomination facility:** As per the provision of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14.
- XV. **Consolidation of Physical Share Certificate:** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar the details of such folios together with the share Certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
- XVI. Members who wish to inspect the relevant documents referred to in the Notice can send an email to: [admin@eidb.in](mailto:admin@eidb.in) by mentioning their DP ID & Client ID/Physical Folio Number on or before August 16, 2024.
- XVII. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
- XVIII. The Company has appointed M/s. RSMJ & Associates, Chartered Accountants, (FRN. 114483W) as Scrutinizer to scrutinize the e-voting process and ensure its fairness and transparency.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

1. The voting period begins on Thursday, August 22, 2024 at 9.00 a.m. and ends on Sunday, August 25, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 28, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible.
3. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
5. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 to 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.</li> <li>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 &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>3. 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>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 <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>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**



1. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b) Click on “Shareholders” module.
  - c) Now enter your User ID
    - I. For CDSL: 16 digits beneficiary ID,
    - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - d) Next enter the Image Verification as displayed and Click on Login.
  - e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> <li>1. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ol>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> <li>1. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ol>

2. After entering these details appropriately, click on “SUBMIT” tab.
3. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

4. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
5. Click on the **EVSN 240803004** for the relevant **East India Drums & Barrels Mfg. Ltd. (Formerly known as Precision Containers Ltd.)** on which you choose to vote.
6. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
7. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
8. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
9. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
10. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
11. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
12. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [admin@eidb.in](mailto:admin@eidb.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior**

**to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Documents open for inspection**

1. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company at [admin@eidb.in](mailto:admin@eidb.in) for inspection of the said documents.

2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at our office.

**Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.**

**Transfer of shares only in dematerialized form**

Member may note that with effect from 01-04-2019, the shares of the Company can be transferred only in dematerialized form, as per Notification issued by SEBI. Thus members who are holding physical shares are requested to get their shares dematerialized.

**East India Drums & Barrels Mfg. Ltd.  
(Formerly known as Precision Containeurs Ltd.)**

	Sd/-	Sd/-	Sd/-
Place: Mumbai	Madhav J. Valia <i>Director</i>	Sunil Patil <i>Director</i>	Chetan T. Shah <i>Monitoring Agent (IRP)</i>
Date: 02-Aug-2024	DIN: 03381853	DIN: 08609438	IBBI/IPA-001/IP P00026/2016-2017/10059

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM 2:**

The Board of Directors in its meeting held on May 29, 2024, recommended the Appointment of M/s. Dhiraj & Dheeraj, Chartered Accountants (FRN.102454W) as the Statutory Auditors. Due to resignation of previous statutory auditor, M/s. APMH & Associates LLP, Chartered Accountants, before the completion of period of 5 years, it has created a casual vacancy for the appointment of a Statutory Auditor. Further, M/s. APMH & Associates LLP has conducted audit for FY 23-24 and has signed the Independent Auditors Report and Financials thereon. Hence, M/s. Dhiraj & Dheeraj, Chartered Accountants, were recommended by the Board in its meeting held on May 29, 2024 to the members of the company for appointment of an independent Statutory Auditor. The firm is registered with ICAI. The Auditors have provided the consent and has confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of provisions of the Companies Act. 2013.

Accordingly M/s. Dhiraj & Dheeraj, Chartered Accountants are proposed to be appointed as Statutory Auditors for a period of 5 years and to hold office from the conclusion of this Annual General Meeting upto the conclusion of the AGM to be held for the Financial Year 2028-29, on such remuneration including out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 2 of the Notice for approval of the shareholders.

**ITEM 3:**

Mr. Madhav Jayesh Valia was appointed as Additional Director of the company with effect from March 29, 2024. The shareholders of the company, at the 43<sup>rd</sup> Annual General Meeting to be held on August 26, 2024, are to approve his appointment as Managing Director based on the terms and conditions set out in the Draft Agreement for the period of Five years commencing from conclusion of this AGM.

The salient terms and conditions of the said agreement are as follows:

I. The Managing Director shall, subject to the superintendence, control and direction of the Board of Directors of the Company, be in charge of the general conduct and management of the whole of business and affairs of the Company and also exercise and perform such powers and duties as the Board of Directors of the Company may determine from time to time.

II. Salary in the scale of ₹. 8/- lakhs per month with annual increments to be decided by the Board of Directors, subject to the limits specified in Schedule V to the Companies Act, 2013.

**III. Other emoluments as per Company rules:**

1. Unfurnished Company leased accommodation or House Rent Allowance.
2. Reimbursement of medical expenses of self and family upto one month's basic salary per annum.
3. Reimbursement of car and driver expenses as per Company policy (recovery to be made for personal use of car).
4. Reimbursement of leave travel (except for personal use)/medical expenses.
5. Company's contribution to the provident fund at 12% of the basic salary.
6. Company's contribution to the Superannuation Fund / National Pension Scheme upto 15% of the basic salary.
7. Gratuity at 15 days of basic salary for each completed year of service or part thereof exceeding six months.
8. Leave & leave encashment as per Company rules
9. Reimbursement of telecommunication and other communication expenses including payment of local and long distance official calls (personal calls to be recovered).
10. Commission/Ex-gratia, as may be decided by the Chairperson and/or Board of Directors from time to time.

IV. The Board of Directors is at liberty to alter and vary the terms and conditions of the said Agreement as long as they do not exceed the remuneration limits specified in Schedule V to the Companies Act, 2013 or any other amendments thereto. Notwithstanding anything contrary herein contained, where in any financial year during the currency of tenure of the appointee, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, as minimum remuneration subject to the overall ceiling as set out in Section II of Part II of Schedule V to the Act. The Board considers the appointment of Mr. Madhav Jayesh Valia as beneficial and in the interest of the Company and

recommends the resolution for your approval. A brief resume of Mr. Madhav Jayesh Valia is given in the Notice of this Annual General Meeting

The Agreement between the Company and Madhav Jayesh Valia is available for inspection to the shareholders of the Company on all working days at its Registered Office between 10.00 a.m. and 12.30 p.m. up to the date of this Annual General Meeting. No Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution other than Mr. Madhav Jayesh Valia. This may be treated as an abstract of the Agreement entered into between the Company and Mr. Madhav Jayesh Valia, pursuant to Section 190 of the Act.

**ITEM 4:**

The Board of Directors of the Company based on the Nomination and Remuneration Committee (NRC) appointed Mr. Sunil Mahadeo Patil (DIN: 08609438) as an Additional Director of the Company in its Board Meeting held on March 29, 2024, and whose term of office expires at this Annual General Meeting is proposed to be appointed as an Independent (Non-Executive) Director for a further period of 5 years commencing from conclusion of this AGM till the conclusion of AGM to be held for FY 2028-29.

The Company has received a declaration from Mr. Sunil Mahadeo Patil, Independent (Non-Executive) Director that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations. Mr. Sunil Mahadeo Patil possesses appropriate, experience and knowledge, in technical field.

Brief resume of Mr. Sunil Mahadeo Patil, Independent Director, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships/Chairmanship of Board Committees, shareholdings and relationships between Directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

This statement may also be regarded as a Disclosure under Listing Regulation with stock exchanges. As an Independent Director, he will not be liable to retire by rotation and he will not be counted in total number of Directors for the purpose of determining those liable to retire by rotation.

The Board recommends the passing of the Resolution set out at Item No. 4 of the Notice for approval by the shareholders as Ordinary Resolution.

Save and except Mr. Sunil Mahadeo Patil, and his relatives to the extent of their shareholding interest, if any, in the Company, None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

**ITEM 5:**

The Board of Directors of the Company based on the Nomination and Remuneration Committee (NRC) appointed Mrs. Madhu Nitin Kanadia (DIN : 07049292) as an Independent (Non-Executive) (Women) Director of the Company in its Board Meeting held on November 01, 2021, and whose term of office expires at this Annual General Meeting is hereby re-appointed for a further period of one year commencing from conclusion of this AGM till the conclusion of next AGM to be held on or before September 30, 2025, and she being eligible to be re-appointed as an Independent (Non-Executive) (Woman) Director of the Company.

The Company has received a declaration from Mrs. Madhu Nitin Kanadia, Independent (Non-Executive) (Women) Director that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations. Mrs. Madhu Nitin Kanadia possesses appropriate, experience and knowledge, in Administration

Brief resume of Mrs. Madhu Nitin Kanadia, Independent Director, nature of her expertise in specific functional areas and names of companies in which she holds Directorships and Memberships/Chairmanship of Board Committees, shareholdings and relationships between Directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in the in the Annual Report.

This statement may also be regarded as a Disclosure under Listing Regulation with stock exchanges. As an Independent Director, she will not be liable to retire by rotation and she will not be counted in total number of Directors for the purpose of determining those liable to retire by rotation.

The Board recommends the passing of the Resolution set out at Item No. 5 of the Notice for approval by the shareholders as Ordinary Resolution.

Save and except Mrs. Madhu Nitin Kanadia and her relatives to the extent of their shareholding interest, if any, in the Company, None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

#### **ITEM 6:**

Company is involved in the business of manufacturing and trading of drums and barrels and allied products. The existing Directors of the company are associated and/or related with other entities. Hence, in furtherance of business such as sourcing of raw materials, processing etc., is the reason to enter into the transaction with related entities.

Therefore, in the interest of the business of the company, Board accorded its consent to carryout transactions with related parties with the prior approval of shareholders of the company. Since, the existing Directors of the company are also the related in the said entities, transaction between the company and a related entities falls within the purview of Section 188 of the Companies Act, 2013, i.e., Related Party Transaction. Such transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover and/or 10% or more of the Networth of the Company as per last audited financial statements of the Company. As this is the First Financial Year of the company, post CIRP, the latest audited financial statements will be considered for ascertaining the limits. The value of proposed aggregate transactions is expected to be around ₹.10 Crores during the financial year 2024-25.



Particulars of the transactions with Related Parties are as follows:

Sr. No.	Particulars	Remarks
a	Nature and particulars of proposed transactions	Purchase and sale of goods and services
b	Any other information relevant or important for the members to take a decision on the proposed resolution	To avoid hampering of the business transaction which are proposed to be entered on arm's length basis or otherwise for Purchase and sale of goods and services.

The Board recommends the passing of the Resolution set out at Item No. 6 of the Notice for approval by the shareholders as Ordinary Resolution.

**East India Drums & Barrels Mfg. Ltd.  
(Formerly known as Precision Containeurs Ltd.)**

**Sd/-**

**Sd/-**

**Sd/-**

Place: Mumbai      Madhav J. Valia  
*Director*  
 Date: 02-Aug-2024      *DIN: 03381853*

Sunil Patil  
*Director*  
*DIN: 08609438*

Chetan T. Shah  
*Monitoring Agent (IRP)*  
*IBBI/PA-001/IP P00026/2016-2017/10059*