

Shalimar Wires Industries Limited

CIN : L74140WB1996PLC081521

Registered Office : 25, Ganesh Chandra Avenue, Kolkata- 700 013

Tel : 91-33-22349308/09/10, Fax : 91-33-2211 6880, Email Id- secretarial@shalimarwires.com, Website : www.shalimarwires.com

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of Shalimar Wires Industries Limited will be held at Science City Mini Auditorium, J.B.S. Haldane Avenue, Kolkata-700 046, on Wednesday, the 30th September, 2015 at 10.00 A.M. to transact the following business:

Ordinary Business :

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Khaitan (DIN 00385961) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata, (Registration No.302034E), as Statutory Auditors of the Company, as approved by the members at the 18th Annual General Meeting of the Company held on 29th September, 2014, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be mutually agreed upon with the Board of Directors for the financial year 2015-2016.

Special Business :

4. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Ms. Sunanda Lahiri (DIN 00451473), who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 7th February, 2015 and who holds office until the date of this AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Sunanda Lahiri as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5(five) consecutive years from the date of the Nineteenth Annual General Meeting.
5. To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 be paid remuneration of Rs.30,000/- as stated in the Statement annexed to the notice convening to this meeting."

Registered Office:

25, Ganesh Chandra Avenue
Kolkata – 700 013
The 10th August, 2015

By Order of the Board

S. K. Kejriwal
Company Secretary

NOTES

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of Company not less than 48 hours before the time for holding of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other member.**
2. The relative Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business under items No. 4 and 5 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 25.09.2015 to 30.09.2015 (both days inclusive) for the purpose of Annual General Meeting.
4. Members/proxy holders are requested to bring the attendance slip duly filled in for attending the meeting. For shares held in dematerialised form, the DP ID and Client ID numbers should be indicated in the attendance slip.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members are requested to notify any change in their address to the Company or its share transfer agent M/s. Maheshwari Datamatics Pvt. Ltd., 6 Mangoe Lane, Kolkata - 700 001 and in case shares are held in dematerialised form, this information should be passed on to their respective Depository participants without any delay.
7. Members who are holding 14% Partly convertible Debentures of Rs. 30/- each and have not yet surrendered their debenture certificate(s) are requested to surrender the same to the Company at its Registered Office at 25, Ganesh Chandra Avenue, Kolkata-700 013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in

the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN to the Company/Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd.

9. In all correspondences with the Company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialised form, they must quote their client ID number and their DP ID number.
10. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
11. Members having any question on financial statements or any agenda items proposed this notice are requested to send their queries at least 10 days prior to the Annual General Meeting of the Company at its Registered Office address to enable the Company to collect the relevant information.
12. The Notice of 19th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members registered with the Company/Depository Participant(s).
13. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for the Financial Year ended 31.03.2015 will also be available on the Company's website www.shalimarwires.com The Notice of AGM shall also be available on the website of CDSL viz. www.evotingindia.com.
14. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
15. Brief resume of Directors proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to his/her re-appointment.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under :

A. In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on "Shareholder" tab.
- iii) Now, select "SHALIMAR WIRES INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- iv) Put user ID and password.
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 digit client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat and physical shareholders) <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field. Sequence number is communicated in the Attendance Slip/ Covering letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account in dd/mm/yyyy format or folio.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'password Creation' menu wherein they are required to madatorily enter their login password in the new password field. Please 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.
 - x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi) Click on the EVSN against the Company's name for which you choose to vote i.e. SHALIMAR WIRES INDUSTRIES LIMITED.
 - xii) On the voting page, you will see RESOLUTION DSCRIPTION and against the same the option YES or 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.

- xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
 - xiv) 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.
 - xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi) You can also take print out of the voting done by you by clicking on "click here to print" option on the Voting page.
 - xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. In case a member receives physical copy of the Notice of AGM (for members whose e-mail Ids are not registered with the Company/Depository Participant(s) or requesting physical copy) :
 - (1) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (2) The voting period begins on 26th September, 2015 (09.00 AM) and ends on 29th September, 2015 (05.00 PM), both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 17. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
 18. The e-voting period commences on 26th September, 2015 (09.00 AM) and ends on 29th September, 2015 (05.00 PM), both days inclusive. During the period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
 19. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 23rd September, 2015 may obtain the User Id and password by sending a request at secretarial@shalimarwires.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <https://www.evotingindia.com>.
 20. The voting rights of shareholder shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
 21. The relevant documents referred to into the Notice and accompanying Statement are available for inspection by the members of the company at the Registered Office during normal business hours on all working days prior to the date of the Annual General Meeting and during the Annual General Meeting.
 22. The facility for voting, through ballot paper / polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 23. Mr. Mohan Ram Goenka, Practicing Company Secretary, (Membership No. F 4515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 24. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 25. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.shalimarwires.com and on the website of CDSL immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results shall also be immediately be forwarded to BSE and CSE.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 4

The Board at its meeting held on 7th February, 2015 appointed Ms. Sunanda Lahiri (DIN 00451473) an Additional (Independent) Director of the Company with effect from 7th February, 2015, in terms of Article 125 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Sunanda Lahiri will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provision of Section 160 of the Companies Act, 2013 from a member along with requisite deposit proposing the candidature of Ms. Sunanda Lahiri for the office of a Director not liable to retire by rotation.

The Company has received from Ms. Sunanda Lahiri intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164 (2) of the Companies Act, 2013.

Save and except Ms. Sunanda Lahiri, no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution no. 4.

The Board recommends the adoption of the resolution.

Item No. 5

The Board of Directors had approved appointment of M/s. Mitra Bose & Associates, Cost Accountants (Registration No.000037) as cost auditor of the Company, for a remuneration of Rs. 30,000/- to conduct an audit of the cost accounting records maintained by the Company for the current financial year ending on 31st March, 2016.

In accordance with the provisions of section 148 of the Act read with Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

Particulars Relating to Directors proposed to be appointed/re-appointed

Name of Directors	Mr. Sunil Khaitan	Ms. Sunanda Lahiri
Date of Birth	22.05.1959	07.08.1947
Date of Appointment/ Reappointment	12.09.2000	07.02.2015
Expertise in specific functional area	A Commerce Graduate and having more than 33 years experience in the Industry	Joined Uco Bank as a Probationary Officer in the year 1971 and have more than 37 years of experience in banking sector and retired as Executive Director of United Bank of India in the year 2007.
Qualification	B. Com	Bach. of Electronics and Telecom Engg. (Jadavpur University)
Directorships held in other Public companies (excluding foreign and private companies)	NIL	(1) Jamshedpur Utilities And Services Company Limited (2) Haldia Water Management Limited (3) Naba Diganta Water Management Limited (4) TRL Krosaki Limited (5) Industrial Investment Bank of India
Chairman/member of the Committees across Public Companies	NIL	NIL
No. of equity shares held in the Company	274662	NIL

Registered Office:

25, Ganesh Chandra Avenue
Kolkata – 700 013
The 10th August, 2015

By Order of the Board

S. K. Kejriwal
Company Secretary

SHALIMAR WIRES INDUSTRIES LIMITED

Regd. Office: 25 Ganesh Chandra Avenue, Kolkata – 700012, West Bengal, India, **CIN:** L74140WB1996PLC081521
Phone: (033) 2234 9308/09/10, **Fax:** (033) 2211 6880, **E-mail:** secretarial@shalimarwires.com, **Website:** www.shalimarwires.com

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PASSWORD

Please read instructions given at Note No. 16 of the Notice of the 19th Annual General Meeting carefully before voting electronically.

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	End of E-voting
9.00 a.m. (IST) on September 26, 2015	5.00 p.m. (IST) on September 29, 2015



<p>ATTENDANCE SLIP</p> <p>I /We hereby record my/our presence at the 19th Annual General Meeting of the Company at Science City, Mini Auditorium, J.B.S Haldane Avenue, Kolkata – 700046, on Wednesday, 30th September, 2015 at 10.00 a.m.</p>	Folio/DP ID & Client ID No.:
	Shares:
	Serial No.:
	Name:
	Name(s) of joint Holder(s), if any:
	Address:

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

- Notes:**
- Members/Proxyholders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.
 - Members/Proxyholders desiring to attend the meeting are requested to bring their copy of Annual Report for reference at the Meeting.



PROXY FORM-MGT.11	SHALIMAR WIRES INDUSTRIES LIMITED
Regd. Office: 25 Ganesh Chandra Avenue, Kolkata – 700013, West Bengal, India, CIN: L74140WB1996PLC081521 Phone: (033) 2234 9308/09/10, Fax: (033) 2211 6880, E-mail: secretarial@shalimarwires.com, Website: www.shalimarwires.com	

Folio/DP ID & Client ID No.:	E-mail ID :
Name of the member (s):	
Address:	

I/We, being the member(s), holding.....shares of the above named company hereby appoint :

- NameAddress.....
E-mail Id.....Signature.....or failing him/her
- NameAddress.....
E-mail Id.....Signature.....or failing him/her
- NameAddress.....
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 10:00 a.m. at Science City, Mini Auditorium, J.B.S. Haldane Avenue, Kolkata-700046 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Mr. Sunil Khaitan, who retires by rotation.		
3.	Ratification of appointment of M/s. S. S. Kothari & Company, Chartered Accountants, as the Statutory Auditors of the Company and authorise Board of Directors to fix their remuneration.		
Special Business			
4.	Appointment of Ms. Sunanda Lahiri as an Independent Director of the Company.		
5.	Approval of the Remuneration of the Cost Auditors for the financial year ending March 31, 2016.		

Signed thisday of2015

Member's Folio /DP ID & Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

- Note :**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 19th Annual General Meeting.
 - It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.