

# 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 is hereby given that the 20th 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 28th day of September, 2016 at 10.00 A.M. to transact the following business :

## Ordinary Business :

### 1. ADOPTION OF FINANCIAL STATEMENT

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016 together with the reports of the Board of Directors and Auditors thereon.

### 2. APPOINTMENT OF MR. SUNIL KHAITAN AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

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. RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITOR

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) M/s. S.S.Kothari & Co., Chartered Accountants, Kolkata, (Registration No.302034E), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus service tax, as applicable and reimbursement of out-of-pocket expenses.”

## 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 the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any 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, 2017 be paid remuneration of Rs.30,000/- (Rupees Thirty Thousand Only) plus Service Tax as applicable.”

“RESOLVED FURTHER THAT each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

Place: Kolkata

Date : 12th August, 2016

By Order of the Board  
**Shalimar Wires Industries Limited**

Registered Office :

25, Ganesh Chandra Avenue

Kolkata – 700 013

**S.K. Kejriwal**  
Company Secretary  
Membership No. ACS 10031

## 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 SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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 carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. The proxy holder shall prove his / her identity at the time of attending the Meeting.

3. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.

4. Corporate members are required to send to the Company a certified copy of the Board Resolution (together with the respective specimen signatures), pursuant to Section 113 of the Companies Act, 2013 (as amended) (“the Act”), authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members/proxies are requested to bring their attendance slip duly filled along with their copy of Annual Report to the meeting. For shares held in dematerialized form, the DP ID and Client ID numbers should be indicated in the attendance slip.

6. 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.
7. A Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Special Business to be transacted under item No. 4 at the Meeting is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2016 to 28.09.2016 (both days inclusive).
9. 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 dematerialized form, this information should be forwarded to the respective Depository participants without any delay.
10. 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.
11. 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 can submit their PAN to the Company/Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd.
12. 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.
13. 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.
14. Members having any queries on financial statements or any agenda items proposed this notice are requested to send their queries to the Company Secretary at its Registered Office address, at least 10 days prior to the Annual General Meeting so that the information can be compiled in advance.
15. Electronic copy of the Notice of 20th AGM of the Company, indicating process and manner for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members whose email id is registered with the Company/Depository Participant(s). For members who have not registered their e-mail address, physical copies of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for the Financial Year 31.03.2016 will also be available on the Company's website [www.shalimarwires.com](http://www.shalimarwires.com) The Notice of AGM shall also be available on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) for their download.
17. Brief resume of Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Regulation 36 of the SEBI (LODR) Regulation, 2015 and Secretarial Standard for General meetings (SS- 2) is annexed to the Notice. The Company is in receipt of relevant disclosure from the Director pertaining to his re-appointment.
18. 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 from 10.00 AM to 5.00 PM up to the date of the Annual General Meeting. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the meeting.
19. Members may also note that the Notice of the Meeting along with the Annual Report 2015-16 will also be available on the website of the Company ([www.shalimarwires.com](http://www.shalimarwires.com)) for download.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of SEBI (LODR) Regulation, 2015 and Secretarial Standard- 2, 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 20th 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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 RA00000001 in the PAN field. Sequence number is communicated in the Attendance Slip/ Covering letter.</li> </ul>
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 mandatorily 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 DESCRIPTION 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](mailto: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](mailto: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 remote e- voting period commences on 24th September, 2016 (09.00 AM) and ends on 27th September, 2016 (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 i.e., 21st September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
21. 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.co.in](http://www.evotingindia.co.in) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. The e-voting period commences on 24th September, 2016 (09.00 AM) and ends on 27th September, 2016 (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 21st September, 2016, 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.

23. 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. 21st September, 2016 may obtain the User Id and password by sending a request at helpdesk.evoting@cdslindia.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.co.in>.
24. The voting rights of shareholder shall be in proportion to their shares of the paid up value of equity share capital of the Company as on the cut-off date of 21st September, 2016 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
25. The facility for voting, through ballot 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 vote at the meeting through "Ballot Paper". 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.
26. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Practicing Company Secretary, (Membership No. F 4515) to scrutinize the voting and remote e-voting process in a fair and transparent manner.
27. 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.
28. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.shalimarwires.com](http://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 where the shares of the Company are listed.

#### ANNEXURE TO THE NOTICE

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

#### Item No. 4

The Board, on recommendation of Audit Committee, has 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/- plus service tax as applicable, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2017.

In accordance with the provisions of section 148 of the Companies Act read with Companies (Audit and Auditors) Rules 2014 (as amended), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

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 proposed resolution.

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

#### Details of Director seeking Re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015) and Secretarial Standard for General Meeting (SS- 2)

Name of Director	Mr. Sunil Khaitan
Date of Birth	22.05.1959
Date of Appointment/ Reappointment	12.09.2000
Expertise in specific functional area	A Commerce Graduate and having more than 34 years experience in the Industry
Qualification	B. Com
Relationship with other Directors	NIL
Directorship in Other Companies	NIL
Chairman/member of the Committees of the Boards of the companies	Chairman of CSR Committee and Risk Management Committee
No. of equity shares held in the Company	274662

Place: Kolkata

Date : 12th August, 2016

By Order of the Board  
**Shalimar Wires Industries Limited**

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

**S.K. Kejriwal**  
Company Secretary  
Membership No. ACS 10031