

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- kejriwal@shalimarwires.com

Website: www.shalimarwires.com

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of SHALIMAR WIRES INDUSTRIES LIMITED will be held on Wednesday, the 30th September, 2020 at 11.00 A.M. through video conferencing or other audio visual means for which purpose Registered office at 25, Ganesh Chandra Avenue, Kolkata- 700 013 shall be deemed for venue of meeting and proceeding of the AGM shall be deemed to be made thereat, to transact the following business :

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020 together with 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.

Special Business:

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

RESOLVED THAT pursuant to provisions of Sections 196,197,203 and other applicable provision, if any, of the Companies Act, 2013 (the Act) 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) ('the Act'), or any other law for the time being in force and in pursuance of articles of association of the Company and on the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors, consent of the Company be and is hereby accorded for the reappointment of Mr. Sunil Khaitan as the Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2020, whose office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration set out in the Explanatory Statement and the Board be and is hereby authorized to enter into a formal agreement for this purpose."

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and are hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Sunil Khaitan, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.”

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during the term of Mr. Sunil Khaitan as Managing Director, the remuneration as set out in the explanatory statement annexed to the notice be paid or granted to Mr. Sunil Khaitan as minimum remuneration provided that the total remuneration by way of salary and all other allowances shall not exceed the ceiling laid down in Section II of Part II of Schedule V to the Act or such other amount as may be provided in the said schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals if any, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

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 all 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), Mrs. Trishna Guha (DIN: 08200779), who was appointed as an Additional (Independent) Director by the Board of Directors with effect from 11th February, 2020 and who holds office until the date of this AGM, in terms of Section 161 of the Companies Act, 2013 and who is eligible for appointment and has consented to act as a Director of the Company 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 Mrs. Trishna Guha 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 commencing from February 11, 2020 to February 10, 2025.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company and/or Company Secretary, be and is/are hereby authorised to file E-Form with the Registrar of Companies, Kolkata and for intimating the same to any other authority.”

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 any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037), appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 be paid remuneration of Rs.50,000/- (Rupees fifty Thousand only) plus Goods and Service Tax (GST) as applicable.

“**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and is/are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

Place: Kolkata
3rd September, 2020

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. The Register of Members and the Share Transfer Register of the Company will remain closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
2. In view of the massive outbreak of the COVID-19 pandemic and to follow the social distancing norms and pursuant to the Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue. Members can attend and participate at the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company at 25, Ganesh Chandra Avenue, Kolkata- 700 013.

3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** Pursuant to the MCA Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
4. The members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility to join the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large 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.
5. 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 Companies Act, 2013.
6. In line with MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.shalimarwires.com. The Notice can also be accessed from the website of BSE Limited (stock exchange) at www.bseindia.com and on the website of Central Depository Services Limited (CDSL) (agency for providing the e-Voting facility) at <https://www.evotingindia.com/>.
7. 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, accordingly, requested to submit their PAN to the Depository Participant. Members holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited through the web link: <http://mdpl.in/form/pan-update/>
8. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to address their queries to the Company through email at secretarial@shalimarwires.com at least 10 (Ten) days in advance of the AGM i.e. by 21st September, 2020, so that proper information can be made available at the AGM.
9. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in dematerialised form with a depository. Therefore, members are requested to consider dematerialising shares held by them in physical form.

10. Members holding the Company's shares in dematerialised form are requested to intimate all changes relating to their bank account details, change in their registered address, e-mail ID, nomination, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates etc. to their respective Depository Participants (DPs), if they have not done so already. Members holding the Company's shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited.
11. Members who are yet to provide required particulars for the purpose of maintaining records in the new format of Register of Members pursuant to Section 88 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are requested to intimate following information to the Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited as may be applicable for respective members:
- I. E-mail ID; II. Permanent Account Number (PAN) or Corporate Identification Number (CIN); III. Father's/ Mother's/Spouse Name; IV. Unique Identification Number (Aadhar No.); V. Occupation; VI. Status; VII. Nationality; VIII. In case member is a minor, name of guardian and date of birth of minor member; IX. Name and address of nominee (in Form SH-13).
12. 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 24th 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).
13. The e- voting period commences on **26th September, 2020 (09.00 AM) and ends on 29th September, 2020 (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. 23rd September, 2020, may cast their vote electronically. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently or cast his vote by any other means.
- 14. 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. Click on "Shareholder" tab.
 - ii) Now, select "SHALIMAR WIRES INDUSTRIES LIMITED" from the drop-down menu and click on "SUBMIT"
 - iii) 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

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in Dematerialized 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.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat and physical shareholders)</p> <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 RA00000001 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.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.
- ix) 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.
- xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com/> and register themselves as Corporate.
- xix) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- xx) 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.
- xxi) 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.
- xxii) 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.

15. Instruction for members to register their email addresses with the Company / Depositories, for receiving User ID and Password for e-Voting on the resolutions set out in this notice and to participate at the AGM through VC/OAVM:

- i) Members holding shares in physical mode and who have not registered their email address with the Company can get the same registered through the web link: <http://mdpl.in/form/email-update>. Members are requested to provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN/AADHAR for verification at the time of registration of the email address. In case of any difficulty, please contact us by email at mdpldc@yahoo.com or secretarial@shalimarwires.com.
- ii) Members holding shares in the dematerialised mode and who have not registered their email address are requested to register / update their email address with their respective Depository Participant(s).
- iii) Alternately, members may send an email request to helpdesk.evoting@cdslindia.com. for obtaining User ID and Password by providing the details mentioned above.

16. Instructions for members for e-Voting on the day of the AGM are as under:

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii) Only those members, who will be present at the AGM through VC/OAVM facility and have not cast 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 website at the AGM.
- iii) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

17. The voting rights of members shall be in proportion to their shares in the paid-up ordinary share capital of the Company as on the cut-off date, Wednesday, 23rd September, 2020.
18. Any person, who acquires share(s) of the Company and becomes member of the Company after sending the notice of AGM and holding share(s) as on the cut-off date, Wednesday, 23rd September, 2020, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and Password to cast your vote.
19. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, Wednesday, 23rd September, 2020, shall only be entitled to attend and vote at the AGM.
20. Mr. Mohan Ram Goenka, a practicing company secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
21. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, will download the votes cast at the AGM and unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorised by him in writing within 48 hours from the conclusion of the AGM.
22. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.shalimarwires.com) and on the website of CDSL immediately. The results shall simultaneously be forwarded to the BSE Limited and CSE Limited, where the shares of the Company are listed.
23. **Instructions for members for attending the AGM through VC/OAVM are as under:**
 - a) Members will be able to attend the AGM through VC/OAVM by using their remote e-Voting login credentials and selecting the EVSN on the CDSL e-Voting website: www.evotingindia.com under shareholders/members login. 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 this notice.
 - b) Members are requested to join the AGM using Laptop for better experience.
 - c) Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
 - d) Please note that members 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 glitches.

- e) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and CLID/Folio number, mobile number at secretarial@shalimarwires.com. Those shareholders who have registered themselves as a speaker latest by 4:00 P.M. on 21st September, 2020 will only be allowed to express their views or ask questions during the AGM.
24. In terms of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA Circular No. 20/2020 dated May 05, 2020, the Annual Report for the financial year ended 31st March, 2020, comprising of Board's Report, Independent Auditors' Report, Financial Statements, etc. along with this Notice, is being sent by electronic mode only to those members who have registered their email IDs with their respective depository participant(s) or with the registrar and share transfer agent of the Company. Members may also note that the AGM Notice, inter-alia, indicating the process and manner of e-Voting and participating at AGM through VC/OAVM and the Annual Report for the financial year ended 31st March, 2020 is also available on the Company's website (www.shalimarwires.com).
25. 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 under help section or write an e-mail to helpdesk.evoting@cdslindia.com. Further queries relating to remote e-voting may be addressed to Mr. S.K. Kejriwal, Company secretary, 25 Ganesh Chandra Avenue, Kolkata- 700013, email - secretarial@shalimarwires.com, Phone No. (033) 22349308.
26. All documents referred to in the accompanying notice and the statement annexed thereto shall be made available for inspection through electronic mode, basis on the request being sent at secretarial@shalimarwires.com.
27. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which directors are interested and the relevant documents referred to in this notice will be available electronically for inspection by the members during the AGM.
28. 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 for redemption.
29. Brief resume of Directors proposed to be appointed/ re-appointment at the ensuing Annual General Meeting in terms of Regulation 26 (4) and 36 (3) of the SEBI (LODR) Regulation, 2015 and Secretarial Standard for General Meetings (SS-2) is annexed hereto and forms part of this Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/ re-appointment.
30. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business as set out in this notice, is annexed hereto.

31. M/s. Khandelwal Ray & Co., Chartered Accountants, Kolkata (Firm Regn. No. 302035E) was appointed as statutory auditors of the Company by the members at the AGM of the Company held on 22nd September, 2017 to hold office for a term of consecutive 5(five) years commencing from the conclusion of that AGM until the conclusion of the 26th AGM on a remuneration to be mutually agreed upon with the Board of directors subject to ratification by the members at every AGM. Consequent to the amendment in Section 139 of the Companies Act, 2013, vide which the proviso requiring ratification of such appointment by members at every AGM has been omitted, no item has been included in this Notice towards ratification of such appointment. Accordingly, M/s. Khandelwal Ray & Co. shall continue to hold the office as statutory auditors of the Company for the remaining term of their appointment as approved by the members at the AGM held on 22nd September, 2017 without ratification of such appointment at every AGM.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Item No. 3

Mr. Sunil Khaitan is presently Chairman & managing Director of the Company, a commerce graduate and having vast experience of more than 39 years in the industry. Mr. Khaitan has in-depth knowledge of the operation in manufacture of Synthetic wire cloth and other products manufactured by the Company and overall responsible for operation of the Company. His existing terms of appointment i.e. from 1st April, 2017 till 31st March, 2020 for a period of 3 years after obtaining shareholders approval by way of Special resolution in the general meeting held on 22nd September, 2017, has expired on 31st March, 2020. The re-appointment falls due for renewal w.e.f. 01.04.2020. On the recommendation of the Nomination and Remuneration Committee in its meeting held on 3rd February, 2020 and the Board of Directors of the Company at its meeting held on 11th February, 2020 have, subject to the approval of the members, re-appointed Mr. Sunil Khaitan (holding DIN: 00385961) as Managing Director of the Company for a period of 3 (three) years effective from 1st April, 2020 whose period of office shall be liable to determination by retirement of directors by rotation on the existing terms and conditions, which are as under:-

1. Salary at the rate of Rs.3,70,000/- (Rupees three Lac seventy thousand) per month. i.e. Rs. 44,40,000 (Rupees forty-four lacs forty thousand) per annum. In addition to the Salary, Mr. Khaitan shall also be entitled to get the following benefit:-
 - (a) To the perquisites/benefits like furnished accommodation/house rent allowances, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance etc. as per rules of the company. Perquisites/benefits will be evaluated at actual cost, and will not exceed Rs.3,30,000/- p.m. i.e. Rs. 39,60,000/- per annum. Total remuneration including perquisite/benefits shall not exceed Rs.7,00,000/- p.m. or Rs. 84,00,000/- per annum.

However, in computation of the aforesaid remuneration, the following perquisites shall not be included:

- i) contribution to provident fund or superannuation fund to the extent these are whether singly or put together not taxable under the Income Tax Act, 1961;
 - ii) gratuity payable at a rate not exceeding half month's salary for each completed year of services; and
 - iii) encashment of leave at the end of the tenure.
- (b) Mr. Khaitan shall also be entitled to earn/privilege leave on full pay and allowances as per rules of the Company but not exceeding one month's leave for every eleven months service under the Company provided that leave accumulated but not availed of will be allowed to be encashed in accordance with the rules of the Company.

2. Mr. Sunil Khaitan shall not so long as he functions as the Chairman & Managing Director of the Company be entitled to receive any fee for attending any of the Board or a Committee thereof.
3. The appointment of Chairman & Managing Director may be terminated by either party to the Agreement by giving to the other three months notice in writing in which event Mr. Sunil Khaitan shall be entitled to receive his remuneration hereunder up to the expiration of such notice.
4. In the event that the Company in any financial year during the aforesaid period, has no profits or its profits are inadequate, the remuneration payable to Mr. Sunil Khaitan shall not exceed the limits specified in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.

Therefore, it is proposed to seek the member's approval for the re-appointment of and remuneration payable to Mr. Sunil Khaitan as Managing Director, in terms of applicable provisions of the Act.

This details of Mr. Sunil Khaitan seeking re-appointment at the ensuing AGM under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard for General Meeting (SS- 2) is annexed to the Notice.

A copy of the draft letter of appointment and agreement referred to in the proposed Special Resolution is available for inspection through electronic mode basis on the request being sent at secretarial@shalimarwires.com.

Mr. Sunil Khaitan, being appointee, and his relatives may be deemed to be concerned or interested in the resolution to the extent of the remuneration payable to him. No other Directors / Key Managerial Personnel of the Company / their relatives in any way are concerned or interested "financially or otherwise" in the proposed resolution.

The Board of directors recommend passing of the proposed Special Resolution as set out at Item No. 3 of the notice. The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of Mr. Sunil Khaitan.

Item No. 4

The Nomination and Remuneration Committee in their meeting held on 3rd February, 2020 and Board of Directors in their meeting held on 11th February, 2020 appointed Mrs. Trishna Guha as an Additional (Independent) Director of the Company with effect from 11th February, 2020 in terms 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, Mrs. Trishna Guha will hold office up to the date of the ensuing Annual General Meeting. The Company has received a 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 Mrs. Trishna Guha for the office of a Director not liable to retire by rotation.

The Board considers that her wide range of experience in banking and financial sector would be of immense benefit to the Company. Accordingly, the Board recommends her appointment as a Director of the Company, who shall not be liable to retire by rotation.

The Company has received from Mrs. Trishna Guha 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.

This details of Mrs. Trishna Guha seeking appointment at the ensuing AGM under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard for General Meeting (SS- 2) is annexed to the Notice.

Save and except Mrs. Trishna Guha, no Director and Key Managerial Personnel of the Company or their relatives financially or otherwise concerned or interested in the resolution as set out in Item No. 4 of the notice.

The Board recommends the adoption of the resolution.

Item No. 5

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. 50,000/- plus Goods and Service Tax (GST) as applicable, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2021.

In accordance with the provisions of section 148 of the Companies Act read with Companies (Audit and Auditors) Rules 2014 (as amended), consent of the members is sought for ratification of the remuneration payable to the Cost Auditors 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. 5 of the Notice for approval by the shareholders.

Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings:

Name of Directors	Mr. Sunil Khaitan	Mrs. Trishna Guha
Date of Birth	22.05.1959	21.08.1957
Date of first appointment by the Board/Reappointment	12.09.2000	11.02.2020
Qualification	B. Com	M.Sc. (Physics), Post Graduate Diploma in Computer Science.
Expertise in specific functional area	More than 39 years experience in the Industry having expertise in manufacture of Synthetic Wire Cloth and other products which are manufactured by the Company and overall responsible for the operation of Company.	More than 30 years experience in banking sector in various functional areas and promoted to Board level in Dena Bank as Executive Director from 4 th August, 2013 till 31 st August,2017.
Terms & conditions of appointment /re-appointment	As per Explanatory Statement	N.A.
Details of remuneration sought to be paid	As per Explanatory Statement	N.A.
The remuneration last drawn (including PF contribution)	Rs. 84.76 Lakhs p.a.	N.A.
Directorships held in other Public/ Listed companies (excluding foreign and private companies)	NIL	Metropolitan Stock Exchange of India Ltd.
Chairman/member of the Committees across Public Companies	NIL	Member of Audit Committee and Nomination and Remuneration Committee in Metropolitan Stock Exchange of India Ltd.
Shareholdings in the Company	274662	NIL
Relationship with other Directors, inter-se and Key Managerial Personnel of the company,	NIL	NIL
Number of Meetings of the Board attended during the year	4	1

Place: Kolkata
Date - 3rd September, 2020

By Order of the Board
Shalimar Wires Industries Limited

Registered Office:
25, Ganesh Chandra Avenue
Kolkata-700013

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

Statement pursuant to the requirement Paragraph IV of Second Proviso of Clause (B), Section II, Part-II, of Schedule V of the Companies Act, 2013 for Remuneration proposed to be paid to Mr. Sunil Khaitan, Chairman and Managing Director

GENERAL INFORMATION:

1) Nature of Industry

Manufacturer of Metal Wire Cloths, Synthetic Woven Fabrics, Dandy Roll and Accessories, EDM Wires used in Paper, Pulp & Board Industry and tool room industry etc.

2) Date or expected date of commencement of commercial production

Not applicable

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

<u>Particulars</u>	2019-20	2018-19
	(Rs. In lacs)	(Rs. In lacs)
<u>Revenue from Operations (Net)</u>	<u>11099.48</u>	<u>11534.55</u>
<u>Other Income</u>	<u>705.16</u>	<u>333.78</u>
<u>Total Revenue</u>	<u>11804.64</u>	<u>11868.33</u>
<u>Less: Total Expenses</u>	<u>10101.42</u>	<u>10995.20</u>
<u>Profit before Finance Cost and Depreciation</u>	<u>1703.22</u>	<u>873.13</u>
<u>Less: Finance Cost</u>	<u>1172.82</u>	<u>881.31</u>
<u>Depreciation and Amortization Expense</u>	<u>864.22</u>	<u>504.81</u>
<u>Profit before exceptional/extra-ordinary items</u>	<u>(333.78)</u>	<u>(512.99)</u>
<u>Add: Exceptional Items</u>	<u>--</u>	<u>--</u>
<u>Profit before Tax</u>	<u>(333.78)</u>	<u>(512.99)</u>
<u>Add: Deferred Tax</u>	<u>--</u>	<u>--</u>
<u>Profit for the year from continuing operation</u>	<u>(333.78)</u>	<u>(512.99)</u>
<u>Profit/(Loss) from discontinuing operation</u>	<u>--</u>	<u>--</u>
<u>Other comprehensive income</u>	<u>32.82</u>	<u>(21.24)</u>
<u>Profit for the year</u>	<u>(300.96)</u>	<u>(534.23)</u>

5) Foreign investments or collaboration, if any.

The Company does not have any foreign collaborations

INFORMATION ABOUT THE MANAGING DIRECTOR

1) Background details

A commerce graduate with more than 39 years' experience in the industry and overall incharge for operation of the Company.

2) Past remuneration

His remuneration for the last 3 years i.e. 2017-18, 2018-19 and 2019-20 was Rs. 44.61 lacs, 60.93 lacs and 84.76 lacs per annum respectively.

3) Recognition of awards

NIL

4) Job profile and his suitability

Responsible for the overall affairs of the Company.

5) Remuneration proposed

As given in the Explanatory Statement.

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 w.r.t. the country of his origin)

Looking into the market scenario, industry standard, size of the company and Mr. Sunil Khaitan being responsible for the overall affairs of the Company and also efforts put in by him for the revival of the Company, the remuneration recommended by the Board of Directors are within the industry norms.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

In addition to the remuneration and perquisites detailed above, Mr. Sunil Khaitan holds 274662 equity shares in the Company. Apart from that, there is no pecuniary relationship directly or indirectly with the company of the person to be appointed. No ESOP has been issued to him.

Other Information:

1) Reason of loss or inadequate profits

The main reason for losses/inadequate profit in the company is mainly due to high borrowing cost, increased cost of production, lower sales realization etc.

2) Steps taken or proposed to be taken for improvement

- The Company has already sold/in the process of selling its idle assets so that sale proceeds are utilised for settling the dues of secured creditors.
- The Company is concentrating on Uttarpara Unit and already undertaken modernization and diversification project.
- The Company has already settled with its old secured creditors as one-time settlement of their dues.

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

Although the market conditions and general business sentiments have improved in recent past, the productivity and profitability cannot be quantified in measurable terms due to uncertainties involved.

Disclosures:

The following disclosures have been mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the annual report:-

- i) All elements of remuneration package such as salary, benefits, bonuses, stock option, pension etc. of all the directors.

All the directors other than person to be appointed are non-executive directors and are not paid any remuneration other than sitting fees for attending Board/Committee meetings.

- ii) Details of fixed components and performance linked incentives along with the performance criteria.

Not Applicable

- iii) Service contracts, notice period, severance fees.

As given in the Explanatory Statement

- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

NIL

Place: Kolkata

Date - 3rd September, 2020

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

Registered Office:

**25, Ganesh Chandra Avenue
Kolkata-700013**

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