

**Minutes of the proceedings of the 19<sup>th</sup> Annual General Meeting of  
the Company held on Wednesday, the 30<sup>th</sup> September, 2015 at  
Science City, Mini Auditorium, JBS Haldane Avenue,  
Kolkata - 700 046 at 10.00 a.m.**

**PRESENT**

DIRECTORS	:	Mr. Sunil Khaitan Mr. Dipak Rudra Mr. Dipak Dasgupta Ms. Sunanda Lahiri
COMPANY SECRETARY	:	Mr. S.K. Kejriwal
SR. PRESIDENT	:	Mr. R.P. Dhanuka
CHIEF FINANCIAL OFFICER	:	Mr. S.J. Sengupta
STATUTORY AUDITORS	:	Mr. P.K. Bhattacharya, Partner M/s. S.S. Kothati & Co., Chartered Accountants
SECRETARIAL AUDITOR	:	Mr. Mohan Ram Goenka, Practising Company Secretary

AND 36 Members were present either in person or by proxy or through Authorized Representatives as per Attendance Sheet.

Mr. Dipak Rudra, Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was present in the meeting.

1. Chairman of the meeting

Mr. Sunil Khaitan, Chairman & Managing Director of the Company took the Chair and welcomed all those present at the 19<sup>th</sup> Annual General Meeting of the Company.

The Chairman informed the members that Mr. Manash Chakraborty, Nominee Director of ARCIL could not attend the meeting because of his urgent work at Mumbai and Mr. Probir Roy, Independent Director also could not attend the meeting due to his preoccupation.

For Shalimar Wires Industries Ltd.

  
Company Secretary

## 2. Quorum

The Chairman declared that the quorum was present and called the meeting to order.

The Chairman informed the members that the Company has received 6 nos. of proxy forms representing 1,16,01,201 Equity shares. The Company has also received 10 representations from the Bodies Corporate u/s 113 of the Companies Act, 2013 representing 1,54,72,403 Equity shares. The Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and the Secretarial Auditors, copies whereof were part of the Annual Report for the year 2014-15 remained open and accessible for inspection during the continuance of the Meeting.

## 3. Notice of the meeting, Audited Accounts and Directors' Report

With the consent of the members present, the Notice dated 10<sup>th</sup> August, 2015 convening the meeting together with the Explanatory Statement annexed thereto, the audited accounts for the year ended 31<sup>st</sup> March, 2015 and the Directors' Report thereon, which had been circulated amongst the members of the Company, were taken as read.

## 4. Auditor's Report

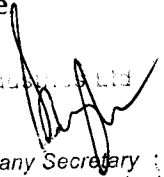
As the Auditors Report is qualified, Mr. S.K. Kejriwal, Company Secretary, read out the Auditors' Report to the members.

## 5. E-voting

The Chairman informed that in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement the Company had extended the e-voting facility to the Members in respect of the business to be transacted at the Annual General Meeting through e-voting services provided by Central Depository Services (India) Ltd. (CDSL). The e-voting facility commenced at 9.00 a.m. on 26<sup>th</sup> September, 2015 and ended at 5.00 p.m. on 29<sup>th</sup> September, 2015.

The Chairman further stated that the members and proxies, who are present at the meeting but have not casted their votes by availing the remote e-voting facility, can exercise their vote by use of the Ballot Paper, which will be distributed to the members and proxies present at the meeting. He further stated that the Scrutinizer will conduct the Ballot Paper voting process and consequently, normal practice of voting of show of hands is not applicable.

For Shalimar Wires Industries Ltd

  
Company Secretary

The Chairman stated that the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Practicing Company Secretary, Kolkata, as Scrutinizer to scrutinize the remote e-voting process & the voting at the AGM through Ballot in a fair and transparent manner.

The Chairman further stated that the result will be uploaded on the Company's website and on the website of CDSL and will also be communicated to the Stock Exchanges where the shares of the Company are listed and will also be available at the Registered Office of the Company. Thereafter, he requested all the members and proxy holders present to participate in the Voting through Ballot Paper who had not voted through remote e-voting at the end of the meeting.

The Chairman thereafter invited queries from the members and since there was no query, the Chairman took up the Agenda items as mentioned in the Notice and moved the following resolutions :

**Item No. 1 :-**

**Ordinary Resolution;**

"RESOLVED that 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 be and are hereby adopted."

Proposed by Mr. J.N. Kundu  
Seconded by Mr. K. Chattopadhaya

The Chairman then took the consent of the members to go to the next item.

**Item No. 2:-**

**Ordinary Resolution :-**

"RESOLVED that Mr. Sunil Khaitan (DIN 00385961), Director of the Company, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Proposed by Mr. B.N. Kundu  
Seconded by Mr. K. Chattopadhaya

The Chairman then took the consent of the members to go to the next item.

For Shalimar Wires Industries Ltd.

  
Company Secretary

**Item No. 3 :-**

**Ordinary Resolution :-**

“RESOLVED THAT 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 18<sup>th</sup> 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 be and is hereby ratified on a remuneration to be mutually agreed upon with the Board of Directors for the financial year 2015-2016.”

Proposed by Mr. J.N. Kundu

Seconded by Mr. Kailash Agarwal

The Chairman then took the consent of the members to go to the next item.

**Item No. 4 :-**

**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 Director by the Board of Directors with effect from 7<sup>th</sup> 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.

Proposed by Mr. I.C. Agarwal

Seconded by Mr. B.N. Kundu

The Chairman then took the consent of the members to go to the next item.

For Shalimar Wires Industries Ltd.

  
Company Secretary

**Item No. 5 :-**

**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 31<sup>st</sup> March, 2016, be paid remuneration of Rs.30,000/- as stated in the Statement annexed to the notice convening to this meeting.”

Proposed by Mr. Kailash Agarwal

Seconded by Mr. J.N. Kundu

The Chairman thereafter announced the commencement of voting through physical ballot papers on the Resolutions which had been proposed and seconded as required under the Secretarial Standard on General Meetings and advised Mr. Mohan Ram Goenka, Scrutinizer to conduct the voting through physical ballot paper, on completion of which the AGM would stand concluded. The meeting was concluded at 10.30 a.m. after the ballot voting was completed.

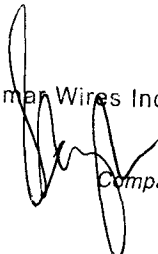
The Scrutinizer's Report dated 30<sup>th</sup> September, 2015 inter alia containing the combined results of remote e-voting and voting through physical ballot papers at the AGM Venue was presented to the Chairman on 30<sup>th</sup> September, 2015, in terms of which all the Resolutions were approved by the requisite majority, the said results, as annexed, were declared on 30<sup>th</sup> September, 2015 at 5 P.M. at the Registered office of the Company at 25, Ganesh Chandra Avenue, Kolkata - 700 013 and displayed on the Notice Board of the Company at its Registered office and it was also uploaded on the Company's website.

Date : 28<sup>th</sup> October, 2015

Place : Kolkata

**CHAIRMAN**

For Shalimar Wires Industries Ltd.

  
Company Secretary

## Annexure

### Item No. 1 - Ordinary Resolution :

**Adoption of 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.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	28101459	6	454	28	28101913	99.9999(approx.)
Dissent	1	25	0	0	1	25	0.0001 (approx.)
Total	23	28101484	6	454	29	28101938	100
Abstain / Invalid	0	0	0	0	0	0	-

### Item No. 2 - Ordinary Resolution :

**Appointment of Director in place of Mr. Sunil Khaitan (DIN 00385961), who retires by rotation and being eligible offers himself for re-appointment.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	28101459	6	454	28	28101913	99.9999(approx.)
Dissent	1	25	0	0	1	25	0.0001 (approx.)
Total	23	28101484	6	454	29	28101938	100
Abstain / Invalid	0	0	0	0	0	0	-

### Item No. 3 - Ordinary Resolution :

**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.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	28101459	6	454	28	28101913	99.9999(approx.)
Dissent	1	25	0	0	1	25	0.0001 (approx.)
Total	23	28101484	6	454	29	28101938	100
Abstain / Invalid	0	0	0	0	0	0	-

For Shalimar Wires Industries Ltd.

Company Secretary

**Item No. 4 - Special Resolution :**

**Appointment of Ms. Sunanda Lahiri (DIN 00451473) as Independent Director.**

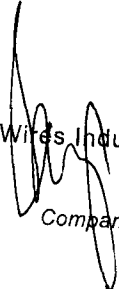
Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	28101459	6	454	28	28101913	99.9999(approx.)
Dissent	1	25	0	0	1	25	0.0001 (approx.)
Total	23	28101484	6	454	29	28101938	100
Abstain / Invalid	0	0	0	0	0	0	-

**Item No. 5 - Special Resolution :**

**Approval of the Remuneration of the M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037) for the financial year ending March 31, 2016.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	22	28101459	6	454	28	28101913	99.9999(approx.)
Dissent	1	25	0	0	1	25	0.0001 (approx.)
Total	23	28101484	6	454	29	28101938	100
Abstain / Invalid	0	0	0	0	0	0	-

For Shalimar Wires Industries Ltd.

  
Company Secretary