

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- kejrival@shalimarwires.com

Website: www.shalimarwires.com

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of SHALIMAR WIRES INDUSTRIES LIMITED will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 on Saturday, the 29th September, 2018 at 10.00 A.M. 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 2018 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 as a Director.

Special Business :

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

“**RESOLVED THAT** pursuant to 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) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Parmanand Tiwari (DIN 00731341), who was appointed as an Additional Director by the Board of Directors with effect from 13th August, 2018 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 Mr. Parmanand Tiwari 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 13th August, 2018 to 12th August, 2023.”
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) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Rajiva (DIN 05193258), who was appointed as an Additional Director by the Board of Directors with effect from 13th August, 2018 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 Dr. Rajiva 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 13th August, 2018 to 12th August, 2023.”
5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, effective from 1st April, 2019, Mr. Dipak Dasgupta (DIN 01099414) who was appointed as an Independent Director of the Company to hold office for a term up to 5(five) consecutive years commencing from the conclusion of 18th Annual General Meeting held on 29th September, 2014 and has attained the age of more than 75 years, and who is eligible to continue as Independent Director of the Company, be and is hereby continued as an Independent Director of the Company to hold office for a term upto 5(five) consecutive years from the conclusion of 18th Annual General Meeting held on 29th September, 2014 and shall not be liable to retire by rotation”.
6. 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, 2019 be paid remuneration of Rs.30,000/- (Rupees Thirty Thousand Only) plus GST as applicable.

“**RESOLVED FURTHER THAT** each of the Directors and the Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.
7. “To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management

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and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members, be and is hereby accorded to keep the Register of Members, Register of Debentureholders, Index of Members and Register of renewed and duplicate certificates and other related documents at the office of the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, (5th Floor), Kolkata 700 001 or at such other places within Kolkata where their office be shifted from time to time instead of being kept at the registered office of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office :

25, Ganesh Chandra Avenue
KOLKATA – 700 013
CIN: L74140WB1996PLC081521

13th August, 2018
Place: Kolkata

By Order of the Board

S. K. KEJRIWAL
Company Secretary

ICSI Membership No. ACS10031

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. 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. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING CAN INSPECT THE PROXIES LODGED WITH THE COMPANY, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, DURING THE PERIOD BEGINNING 24 (TWENTY-FOUR) HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING ON THE CONCLUSION OF THE MEETING. HOWEVER, A PRIOR NOTICE OF NOT LESS THAN 3 (THREE) DAYS IN WRITING OF THE INTENTION TO INSPECT THE PROXIES LODGED SHALL BE REQUIRED TO BE PROVIDED TO THE COMPANY.
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), setting out the material facts relating to the Special Business to be transacted at the Meeting is annexed hereto and forms a part of the notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 24th September, 2018 to Saturday, 29th September, 2018 (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., 23, R.N. Mukherjee Road, 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) and bank details (a copy of the PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and bank details to their Depository Participant(s). Members holding shares in physical form can submit their PAN and bank details 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 dematerialized 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 22nd 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 22nd 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 22nd Annual General Meeting and the Annual Report for the Financial Year ended 31.03.2018 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 for their download.
17. Brief resume of Directors proposed to be appointment/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.
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 route map and the Annual Report 2017-18 will also be available on the website of the Company (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 22nd 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.
 - 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	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 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) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN against the Company's name for which you choose to vote i.e. SHALIMAR WIRES INDUSTRIES LIMITED.
- xi) 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.
- xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- xv) You can also take print out of the voting done by you by clicking on “click here to print” option on the Voting page.
- xvi) 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 Corporate.
 - 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), Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
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 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, Kokata- 700013, email- Kejriwal@shalimarwires.com, Phone No. (033) 22349308.
22. The e-voting period commences on 26th September, 2018 (09.00 AM) and ends on 28th September, 2018 (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. 22nd September, 2018, 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 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. 22nd September, 2018 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 www.evotingindia.com
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 22nd September, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper 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. F4515) 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.
- The Results shall be declared either by the Chairman or by any Director authorized by the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within 48 (forty eight) hours of conclusion of the Annual General Meeting (AGM).
28. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 29th September, 2018.
29. 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 where the shares of the Company are listed.
30. A Route Map showing directions to reach to the venue of the 22nd AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on “General Meeting” issued by The Institute of Company Secretaries of India (ICSI).
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**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

The Board of Directors at its meeting held on 13th August, 2018 appointed Mr. Parmanand Tiwari (DIN 00731341) as an Additional (Independent) Director of the Company with effect from 13th August, 2018, on the recommendation of the Nomination and Remuneration Committee 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, Mr. Parmanand Tiwari 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 Mr. Tiwari for the office of Director of the Company.

The Company has also received a declaration from Mr. Parmanand Tiwari (DIN 00731341) confirming that he meets the criteria of Independence as prescribed under 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015").

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 4:00 pm except Saturdays, Sundays and Holidays and is also available on the website of the Company www.shalimarwires.com

The brief profile of Mr. Parmanand Tiwari 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. Considering his vast knowledge and experience in finance and taxation matter, the Board of Directors recommend for appointment Mr Tiwari as an Independent Director and accordingly the resolution as set out in Item No. 3 of the Notice for approval by the members of the company as a Ordinary Resolution.

Save and except Mr. Parmanand Tiwari, no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution no. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The Board of Directors at its meeting held on 13th August, 2018 appointed Dr. Rajiva (DIN 05193258) as an Additional (Independent) Director of the Company with effect from 13th August, 2018, on the recommendation of the Nomination and Remuneration Committee 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, Dr. Rajiva 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 Dr. Rajiva for the office of Director of the Company.

The Company has also received a declaration from Dr. Rajiva (DIN 05193258) confirming that he meets the criteria of Independence as prescribed under 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015").

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 4:00 pm except Saturdays, Sundays and Holidays and is also available on the website of the Company www.shalimarwires.com

The brief profile of Dr. Rajiva 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. Considering Dr. Rajiva's vast knowledge and experience in the Banking Sector, the Board of Directors recommend for appointment Dr. Rajiva as an Independent Director and accordingly the resolution as set out in Item No. 4 of the Notice for approval by the members of the company as a Ordinary Resolution.

Save and except Dr. Rajiva, 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 Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Mr. Dipak Dasgupta (DIN 01099414) was appointed as an Independent Director of the Company to hold office for a term upto 5(five) consecutive years from the conclusion of the 18th Annual General Meeting held on 29th September, 2014 pursuant to section 149 read with Schedule IV of the Companies Act, 2013.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018, which shall be effective from 1st April, 2019, a listed entity shall appoint a person or continue the directorship of a person who has attained the age of seventy five years by passing a special resolution to that effect. Since Mr. Dipak Dasgupta (DIN 01099414) has attained the age of more than 75 years, a Special Resolution is required to be passed by the members of the Company to continue his directorship.

Considering Mr. Dipak Dasgupta's vast knowledge and experience in the industry, the Board of Directors recommend for continuation of his directorship as an Independent Director and accordingly the resolution as set out in Item No. 5 of the Notice for approval by the members of the company as a Special Resolution.

Save and except Mr. Dipak Dasgupta, no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution no. 5.

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

Item No. 6

The Board, on recommendation of Audit Committee, has approved appointment of M/s. Mitra Bose & Associates, Cost Accountants (Registration No.000037)

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as cost auditor of the Company, for a remuneration of Rs. 30,000/- plus GST as applicable, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2019.

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. 6 of the Notice for approval by the shareholders.

Item No. 7

Under the provisions of Companies Act, 2013, documents related to members of the Company, like Register of Members, Index of Members, Register of debentureholders and Register of renewed and duplicate certificates and other documents related to members and debentureholders of the Company are to be maintained at the Registered Office of the Company unless the Company obtain the approval of the shareholders of the Company u/s. 94 of the Companies Act, 2013. For administrative convenience, these records are to be kept and maintained at the office of M/s Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company at 23, R. N. Mukherjee Road, (5th Floor), Kolkata - 700 001 or such other places within Kolkata where their office be shifted from time to time. Necessary approval is sought from the members of the Company as per provision of section 94 of the Companies Act, 2013.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. As required, the Registrar of Companies, West Bengal, shall be given in advance, a copy of this proposed Special Resolution.

The Board recommends the Special Resolution set out at Item No. 7 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	Mr. P. Tiwari	Dr. Rajiva
Date of Birth	22.05.1959	05.01.1950	06.08.1950
Date of Appointment/Re-appointment	12.09.2000	13.08.2018	13.08.2018
Expertise in specific functional area	A Commerce Graduate and having more than 33 years experience in the Industry	Practising Chartered Accountant and having vast knowledge and experience in finance and taxation matter.	Joined Allahabad Bank as a Law Officer in MMG in the year 1982 and retired as Chief Law Officer & General Manager in the year 2010. He has more than 34 years of experience in banking and financial sector.
Qualification	B. Com	Chartered Accountant	LL.D, LL.M., M.A., BSc. and LL.B.
Terms and conditions of appointment or re-appointment	As per the Agreement	NA	NA
Remuneration sought to be paid	As per the Agreement	Sitting Fees as approved by the Board	Sitting Fees as approved by the Board
Remuneration last drawn	41.94	NIL	NIL
Directorships held in other Public companies (excluding foreign and private companies)	NIL	NIL	NIL
Chairman/member of the Committees across Public Companies	NIL	NIL	NIL
No. of equity shares held in the Company	274662	NIL	NIL
Relationship with other Directors inter-se and Key Managerial Personnel	Mr. Sunil Khaitan is not related with any Directors and Key Managerial Personnel of the Company.	Mr. P. Tiwari is not related with any Directors and Key Managerial Personnel of the Company.	Dr. Rajiva is not related with any Directors and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year	Mr. Sunil Khaitan attended all the six Board meetings held during the year.	NA	NA

Registered Office :

25, Ganesh Chandra Avenue
KOLKATA – 700 013
CIN: L74140WB1996PLC081521

13th August, 2018
Place: Kolkata

By Order of the Board

S. K. KEJRIWAL
Company Secretary
ICSI Membership No. ACS10031

**ROUTE MAP TO THE VENEUE OF THE AGM
BHARATIYA BHASHA PARISHAD, 36A, SHAKESPEARE SARANI, KOLKATA - 700017**

