

# HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata 700 071  
Email: ho@hwlgas.com Website : www.hwlgas.com., Ph: +91 33 22823586

## NOTICE

NOTICE is hereby given that the 57<sup>th</sup> Annual General Meeting of the Members of the Company will be held at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata - 700017 on Friday 1<sup>st</sup> September, 2017 at 11.00 AM 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, 2017 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri G.R. Goenka (DIN No. 00133700) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard 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 Sections 139 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014, as amended, M/s M.L. Garg & Co., Chartered Accountants, New Delhi (Regn. No. FRN001604N), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors M/s K.N. Gutgutia & Co., New Delhi to hold office for a term of 5 consecutive financial years from the conclusion of this 57<sup>th</sup> Annual General Meeting, until the conclusion of the 62<sup>nd</sup> Annual General Meeting of the Company, subject to ratification of the appointment at each Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company.”

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 30<sup>th</sup> May, 2017.

(G.R. Goenka)  
Director  
DIN 00133700

### **NOTES:**

1. **A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on poll) instead of himself / herself and the proxy need not be a member of the Company.**

Proxies in order to be valid must reach the Registered Office of the Company duly completed and signed, at least 48 hours before the commencement of the meeting. Proxy Form is also sent herewith. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by an appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member.

2. The Register of Members and the Share Transfer Books of the company will remain close from 26<sup>th</sup> August, 2017 to 1<sup>st</sup> September, 2017 (both days inclusive).
3. Voting through electronic means: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL on all resolutions set forth in this Notice.
4. Facility of voting through Ballot/Poll paper shall be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
5. Voting by show of hands is not allowed at the Annual General Meeting.
6. 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 vote again at the AGM.

The notice of Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at the closing hours of business on Friday 7<sup>th</sup> July, 2017.

7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25<sup>th</sup> August, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.

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8. Any person, who acquires Shares of the Company and become a member of the Company after the dispatch of the AGM Notice and holds shares as on Cut-off date i.e. 25<sup>th</sup> August, 2017 may obtain the Login ID & Password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at ho@hwlgas.com by mentioning their Folio No./ DP ID and Client ID. However if you are already registered with CDSL for remote e-voting then you can use your existing user id and password for casting your vote.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 25<sup>th</sup> August, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. The instructions for shareholders voting electronically are as under followed by i) to xx) lines.
  - i) The e-voting period begins on 29<sup>th</sup> August, 2017 at 10.00 A.M. and ends on 31<sup>st</sup> August, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25<sup>th</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
  - iii) Click on "Shareholders" tab.
  - iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - v) Next enter the Image Verification as displayed and Click on Login.
  - vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
  - vii) If you are a first time user follow the steps given below:

<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 shareholders as well as 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach 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. Kindly 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 for "**Hindustan Wires Limited**" on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/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 "RESOLUTIONS 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.

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- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print 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 same 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) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
11. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote on e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked at [ho@hwlgas.com](mailto:ho@hwlgas.com) on or before 31st August, 2017 up to 5 P.M without which the vote shall not be treated as valid.
12. Mrs. Smita Sharma, a Practicing Company Secretary (Certificate of Practice Number 6077) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and through Ballot/Poll paper at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
13. The Scrutinizer shall after conclusion of voting at the Annual General Meeting, 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 (2) witnesses not in the employment of the Company.
14. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.
15. The Chairman of the Meeting or a person authorised by him in writing shall declare the result on 4th September, 2017 at 4.00 p.m. at the Registered Office of the Company. The results declared, along with the Scrutinizer’s Report will be displayed at the Registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed on the Company’s website [www.hwlgas.com](http://www.hwlgas.com).
16. The grievances of the members connected with the voting including voting by electronic means shall be addressed to Company Secretary on e-mail [ho@hwlgas.com](mailto:ho@hwlgas.com) or by phone 033-22823586 or by post by writing at Registered Office of the Company.
17. The Shareholders are expected to send their queries on Annual Report to the Company Secretary at least 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
18. Member/Proxies should bring the enclosed attendance slip duly filled in, for attending Annual General Meeting along with copy of the Annual Report.
19. The information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 relating to the Directors proposed to be retiring by rotation and seeking re-appointment at this meeting, is annexed to this notice.

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 30<sup>th</sup> May, 2017.

(G.R. Goenka)  
Director  
DIN 00133700

## HINDUSTAN WIRES LIMITED

### Annexure to item 2 of the AGM Notice Dated 30th May, 2017

Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company.

<b>Name of the Director</b>	<b>Shri G.R. Goenka</b>
DIN	00133700
Date of Birth	2 <sup>nd</sup> September, 1936
Date of Appointment	24 <sup>th</sup> September, 2003
Expertise in specific functional area	He is having more than 57 years of experience in the field of Finance, Taxation and Management of Industries.
Qualification	M.Com, LLB
Shareholding in the Company	1024 Equity Shares
Directorship in other Public Limited Listed Companies	Naga Dhunseri Group Ltd.
Chairman/Member of the Committees of the Board of the Public Limited Companies in which he is a Director	Member of Audit Committee, Nomination & Remuneration Committee and CSR Committee of Naga Dhunseri Group Ltd.

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## FORM MGT-11 PROXY FORM

( Pursuant to Section 105( 6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules 2014-

Name of the Member(s): \_\_\_\_\_

Registered Address : \_\_\_\_\_ Email ID: \_\_\_\_\_

Folio No: \_\_\_\_\_ DPID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/we being the member(s) of Hindustan Wires Limited, hereby appoint the following

1. Name: \_\_\_\_\_ address \_\_\_\_\_  
e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;
2. Name: \_\_\_\_\_ address \_\_\_\_\_  
e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;
3. Name: \_\_\_\_\_ address \_\_\_\_\_  
e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 57<sup>th</sup> Annual General Meeting of the Company, to be held on 1<sup>st</sup> September, 2017 at 11.00 AM at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of the following resolutions:

S. NO.	Resolution
1	Ordinary Resolution : To consider and adopt Audited Financial Statements for the year ended 31-03-2017 and report of the Board of Directors and Auditors thereon.
2	Ordinary Resolution : To re-appoint Mr. G.R. Goenka (DIN 00133700) who retires by rotation as Director and eligible for re-appointment.
3	Ordinary Resolution : To appoint Auditors and to fix their remuneration.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

Signature of Member \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

### Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
2. A Proxy need not be a member of the Company.

# HINDUSTAN WIRES LIMITED

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## ATTENDANCE SLIP (To be presented at the entrance)

<b>Registered Folio/ DP ID and Client ID</b>	
<b>Name and Address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>No. of Shares</b>	

I/We hereby record my/our presence at 57<sup>th</sup> Annual General Meeting of Hindustan Wires Ltd. held on 1st September, 2017 at 11.00 A.M. at the Auditorium of Bharatiya Bhasha Parishad at 36 A , Shakespeare Sarani, Kolkata – 700 017

\_\_\_\_\_  
Full Name of Member's /Proxy's in BLOCK Letters

\_\_\_\_\_  
Signature of Member/Proxy

### Notes :

1. Only Member / Proxy holder can attend the Meeting.
2. Please complete the Folio/DP ID No. and name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.

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CIN : L27106WB1959PLC 024177

Reg.Office: 5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata - 700 071

Email: [ho@hwlgas.com](mailto:ho@hwlgas.com) Website : [www.hwlgas.com](http://www.hwlgas.com), Ph: +91 33 22823586

(ANNEXURE TO THE NOTICE FOR THE 57<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 1<sup>st</sup> SEPTEMBER, 2017)

Name & Registered Address  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Member,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on 1<sup>st</sup> September, 2017 at 11.00 A.M, at The Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN/Sequence No.</b>
<b>170630001</b>		

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

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
29 <sup>th</sup> August, 2017 at 10.00 A.M.	31 <sup>st</sup> August, 2017 at 5.00 P.M.

**Notes :**

1. Please read the instructions mentioned in the notes of the Notice before exercising your vote.
2. These details and instructions forms integral part of the Notice dated 30-05-2017 for the 57<sup>th</sup> Annual General Meeting of the Company to be held on 1<sup>st</sup> September – 2017

Place : Kolkata

Date : 30<sup>th</sup> June, 2017

By Order of the Board  
Hindustan Wires Limited

**G.R. Goenka**  
Director  
DIN 00133700

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report