

HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5th Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: ho@hwlgas.com. Website : www.hwlgas.com, Ph: +91 33 22823586

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT

To,

The Members,

Notice is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act'), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof), for seeking consent of the members by Special Resolution to transact the following Special Business.

SPECIAL BUSINESS:

Item No. 1: Approval of Loan to India Glycols Limited (Related Party).

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, as amended, the consent of the members of the company be and is hereby accorded to grant a short term loan upto Rs. 15.00 Cr. (re-payable on demand) to India Glycols Ltd. (CIN-L24111UR1983PLC009097) in one or more tranches, as per their requirements from time to time, for their principal business activities, on such terms and conditions as may be mutually agreed between the parties."

FURTHER "RESOLVED THAT The Board of Directors be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans and also to delegate all or any of the above powers severally to Mr. G.R. Goenka and Mr. R.K. Gupta both Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the Resolution."

Item No. 2: Approval of Loan to IGL Infrastructure Private Limited (Related Party).

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, as amended, the consent of the members of the company be and is hereby accorded to grant a short term loan upto Rs. 10.00 Cr. (re-payable on demand) to IGL Infrastructure Private Limited (CIN-U70102UP2014PTC066539) in one or more tranches, as per their requirements from time to time, for their principal business activities, on such terms and conditions as may be mutually agreed between the parties."

FURTHER "RESOLVED THAT The Board of Directors be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans and also to delegate all or any of the above powers severally to Mr. G.R. Goenka and Mr. R.K. Gupta both Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the Resolution."

Item No. 3: Approval of Loans, guarantee or security to Related Parties under Section 185 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, as amended, the consent of members of the company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (in which any Director is deemed to be interested), upto a sum not exceeding Rs. 50.00 Cr. at any point of time, in one or more tranches, for the principal business activities of the borrower, on such terms and conditions as may be mutually agreed between the parties."

FURTHER “RESOLVED THAT The Board of Directors be and is hereby authorized to finalize, sanction and disburse the loans and also to delegate all or any of the above powers severally to Mr. G.R. Goenka and/or to Mr. R.K. Gupta both Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the Resolution.”

**By Order of the Board
For HINDUSTAN WIRES LIMITED**

**Sd/-
[U.S. Bhartia]**

Chairman and Director
DIN 00063091

**Date : 30th March, 2019
Place: Noida (U.P.)**

NOTES:--

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No.1, Item no. 2 and Item no. 3 are annexed hereto.
2. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during working day (except Saturdays, Sundays & Public Holidays) in office hours from 11 A.M. up to 5.00 P.M. until 10th June 2019.
3. Mrs. Smita Sharma, of M/s Smita Sharma & Associates, Company Secretaries, (CP No. 6077, email: sharmasmitacs@gmail.com) a Company Secretary in Practice, has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer before the close of working hours on 10th June 2019.
5. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 26th April 2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
6. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal ballot. For this purpose necessary arrangements have been made with Central Depository Services Ltd. (CDSL) to facilitate e-voting. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given below in para no. 9. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
7. In the event proposed resolutions are approved by requisite majority of shareholders by means of Postal Ballot and E-voting, the date of declaration of the result shall be deemed to be the date of passing of the said resolutions.
8. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on 12th June, 2019. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on 12th June 2019 at 4.00 p.m. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The instructions for shareholders voting electronically are as under from i) to xix).

- (i) **The voting period begins on 12th May, 2019 at 10:00 a.m. and ends on 10th June, 2019 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 26th April, 2019, 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

	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 shareholders as well as 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.
DOB	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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).

- (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 resolution 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.
- (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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800225533.

10. 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 through e-mail at ho@hwlgas.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 10th June, 2019 upto 5:00 P.M without which the vote shall not be treated as valid.

11. Mrs. Smita Sharma, a Practicing Company Secretary (Certificate of Practice Number 6077) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall unblocks the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The results of voting by Postal Ballot will be declared by a Director or Company Secretary of the Company on 12th June, 2019 at 04:00 pm at the Registered Office of the Company. The results will be displayed at the Registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed along with the Scrutinizer's Report on the Company's website www.hwlgas.com.
13. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercise his/her vote by opting both Postal Ballot Form and through e-voting then the vote cast through e-voting shall be considered as valid. Further the decision of the Scrutinizer on validity on vote shall be final.
14. A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer at the address in the attached prepaid self-addressed Business Reply Envelope. Postal Ballot Forms if deposited with the Company in person or if sent by courier at the expense of the member, shall also be accepted by the Company.
15. The grievances of the members connected with the voting by Postal Ballot including voting by electronic means shall be addressed to Company Secretary on e-mail ho@hwlgas.com or by phone **033-22823586** or by post by writing at Registered Office of the Company.

**By Order of the Board
For HINDUSTAN WIRES LIMITED**

Sd/-

[U.S. Bhartia]

Chairman and Director

DIN 00063091

Date : 30th March, 2019

Place: Noida (U.P.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

Approval of Loan to India Glycols Ltd. (Related Party).

The Company had received a request from India Glycols Ltd. to grant short term financial assistance of Rs. 15.00 Cr. which was required by them to meet their financial obligations relating to their principal business activities. The Board of Directors in their meeting held on 13th August, 2018 considered and approved their proposal. The short term loan of Rs. 15.00 Cr. (re-payable on demand) bearing interest @ 12% P.A. were disbursed subject to the consent of the members of the Company by way of Special Resolution.

In terms of Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 07, 2018, the loan granted to India Glycols Ltd. requires the approval of the members of the Company by a Special Resolution, since the Company and India Glycols Ltd. have common promoters.

The Board is of the opinion that the loan given to India Glycols Ltd. is in the interest of the Company, and therefore, recommends the resolution set out in the notice for the approval of the members.

None of the Directors, except for Mr. U.S. Bhartia, and Mrs. Pooja Jhaver or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

Item No. 2

Approval of Loan to IGL Infrastructure Private Ltd. (Related Party).

The Company had received a request from IGL Infrastructure Private Ltd. to grant short term financial assistance of Rs. 10.00 Cr. which was required by them to meet their financial obligations relating to their principal business activities. The Board of Directors in their meeting held on 13th August, 2018 considered and approved their proposal. The short term loan of Rs. 9.10 Cr. (re-payable on demand) bearing interest @ 11% P.A. were disbursed subject to the consent of the members of the Company by way of Special Resolution.

In terms of Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 07, 2018, the loan granted to IGL Infrastructure Private Limited requires the approval of the members of the Company by a Special Resolution, since the Company and IGL Infrastructure Private Limited have common promoters.

The Board is of the opinion that the loan given to IGL Infrastructure Private Limited is in the interest of the Company, and therefore, recommends the resolution set out in the notice for the approval of the members.

None of the Directors, except for Mr. U.S. Bhartia, and Mrs. Pooja Jhaver or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

Item No. 3

Approval of Loans, guarantee or security to Related Parties under Section 185 of the Companies Act, 2013.

The Company is a part of Mr. U.S. Bhartia Group of Companies and sometimes certain Group Companies needs short term funds to meet their business requirements. In the light of the amendments in the Companies Act, notified effective May 07, 2018, the Company after the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The Board of Directors in their meeting held on 30th March, 2019 considered and approved the proposal for grant of loans to Group Companies for a sum not exceeding Rs. 50.00 Cr. at any point of time.

The members may note that the Board of Directors would carefully evaluate proposals, which are in the interest of the Company and shall provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or other appropriate sources, from time to time, only for principal business activities of the entities of the Mr. U.S. Bhartia Group.

Hence in order to enable the Company to advance loans to Holding Company / Subsidiaries / Associates / other Companies / Firms in which Directors are interested directly or indirectly or having common promoters under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the Directors, except for Mr. U.S. Bhartia, and Mrs. Pooja Jhaver or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommend the Special Resolution for approval by the members.

**By Order of the Board
For HINDUSTAN WIRES LIMITED**

**Date : 30th March, 2019
Place: Noida (U.P.)**

**Sd/-
[U.S. Bhartia]
Chairman and Director
DIN 00063091**

HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5th Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: ho@hwlgas.com Website: www.hwlgas.com., Ph: +91 33 22823586

POSTAL BALLOT FORM

Postal Ballot No:.....

1. Name and Registered Address of the Sole/First named Shareholder:

2. Name of the Joint Holder(s) if any:

3. Registered Folio No. / DP ID & Client ID:

4. Number of Shares held:

1. I/we hereby exercise my/our vote in respect of the “**Special Resolutions**” to be passed through Postal Ballot for the business stated in the enclosed notice dated 30th March, 2019 of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

S.No.	Description of Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution: Approval of Loan to India Glycols Limited (Related Party) u/s 185 of the Companies Act, 2013		<input type="checkbox"/>	<input type="checkbox"/>
2.	Special Resolution: Approval of Loan to IGL Infrastructure Private Limited (Related Party) u/s 185 of the Companies Act, 2013		<input type="checkbox"/>	<input type="checkbox"/>
3.	Special Resolution: Approval of loans, guarantees and securities to Related Parties u/s 185 of the Companies Act, 2013		<input type="checkbox"/>	<input type="checkbox"/>

Place:

Date:

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN Electronic Voting Sequence Number	User ID	PAN / SEQUENCE No.
190426005		

- Notes :**
1. Please read carefully the instructions mentioned hereunder and overleaf and also mentioned in the Notice before exercising your vote.
 2. Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 10.06.2019.
 3. The Voting period will start from 12.05.2019 at 10:00 A.M and will end on 10.06.2019 at 5:00 P.M.

INSTRUCTIONS

- a) The Postal Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by Depository Participant to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
- b) In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/authorisation together with attached specimen signature(s) of the duly authorised signatories.
- c) Member are requested not to send any other paper along with the Postal Ballot Form and if any other paper found in the envelope the same would not be considered and would be destroyed by the Scrutinizer.
- d) The votes should be cast in favour or against the Resolution putting the tick mark (✓) in the column for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- e) There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- f) The Postal Ballot shall not be exercised by a Proxy.
- g) Postal Ballot Form – Votes will be considered invalid on the following grounds:
 - a) If the member's signature does not tally.
 - b) If the member has marked all his shares both in favour and also against the resolutions.
 - c) If the Ballot paper is unsigned.
 - d) If the Ballot paper filled in pencil or signed in pencil.
 - e) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- h) The Scrutinizer's decision on the validity of the Ballot will be final.
- i) Each Equity Share carries one vote.
- j) The Postal Ballot Form should be sent to Scrutinizer : Mrs. Smita Sharma-Scrutinizer, Hindustan Wires Limited, 5th floor, 3A Shakespeare Sarani, Kolkata- 700 071. The self addressed prepaid business reply envelope is attached which bears the address of the Scrutinizer.
- k) The envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the member will also be accepted.
- l) The grievances of the members connected with voting including voting by electronic means shall be addressed to Company Secretary on e-mail ho@hwlgas.com or by phone 033-22823586 or by post by writing at Registered Office of the Company.

Attention to the members

Members are requested to note that, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requests for transfer of securities held in physical form, except transmission or transposition of securities, will not be processed after March 31, 2019. In this regard, members are requested to dematerialize the securities held in physical form at the earliest.