

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 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2009 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS').

To,

The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('Companies Act'), and all other applicable provisions, if any, read with the Companies (Management & Administration) Rules, 2014 to transact the following business :

SPECIAL BUSINESS:

Item No. 1 : Approval for Voluntary Delisting of the Equity Shares of the Company from BSE & CSE.

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

"RESOLVED THAT pursuant to (i) the requisition letter dated December 11, 2018 received from Kashipur Holdings Ltd., (Promoter Group Entity) of the Company holding 69,30,000 equity shares of Rs. 10 each ('Equity Shares') aggregating 70.57% of the total equity paid-up share capital of the Company, conveying his intention to voluntarily delist the Equity Shares of the Company from the BSE Limited ('BSE') and Calcutta Stock Exchange ('CSE') in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ('Delisting Regulations'), (ii) the approval of the Board of Directors of the Company on 16th January, 2019, to the voluntary delisting of the Equity Shares from the BSE & CSE, and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the BSE & CSE, receipt of the necessary approvals from the BSE & CSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the BSE & CSE ('Proposed Delisting')."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the BSE & CSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

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

**Date : 16th Jan, 2019
Place: Noida (U.P.)**

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

NOTES:--

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No.1 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 2nd March, 2019.
3. Mrs. Smita Sharma, of M/s Smita Sharma & Associates, Company Secretaries, (CP No. 6077, [email: sharmasmitacs@gmail.com](mailto: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 within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 2nd March, 2019.
5. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 18th Jan, 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 4th March, 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 4th March, 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) lines.
 - (i) The voting period begins on **1st Feb, 2019 at 10.00 A.M. and ends on 2nd March, 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 **18th Jan, 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	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)	<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 2nd March, 2019 upto 5 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 within a period not exceeding three (3) working days from the conclusion of the e-voting period 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 **4th March, 2019 at 4.00 p.m.** 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]
Director
DIN 00063091.

Date : 16th Jan, 2019
Place: Noida (U.P.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE Delisting of Equity Shares of the Company from the BSE & CSE

Delisting of Equity Shares of the Company from the BSE & CSE

1. The equity shares of Rs. 10 each ('Equity Shares') of Hindustan Wires Limited ('Company') are presently listed on the BSE Limited ('BSE') Calcutta Stock Exchange ('CSE'), the stock exchanges where the Equity Shares are listed.
2. M/s Kashipur Holdings Limited, being Promoter of the company and owns 69,30,000 Equity Shares representing 70.57% of the total equity paid-up share capital of the Company ('Equity Share Capital') and aggregate shareholding of Promoters and Promoter Group comprised of 73,31,930 equity shares representing in aggregate 74.66% of the total paid up equity share capital of company.
3. The Board of Directors of the Company has received a requisition letter dated 11th December, 2018 ('Promoter's Letter') from M/s Kashipur Holdings Limited, Promoters of the Company. In the Promoter's Letter, the Promoters have notified their intention to acquire the Equity Shares held by the public shareholders of the Company ('Public Shareholders') by providing an exit opportunity through a voluntary delisting offer ('Delisting Offer') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ('Delisting Regulations') for acquiring 24,88,070 Equity Shares representing 25.34% of the Equity Share Capital held by the public shareholders, in order to delist the Equity Shares from the BSE & CSE, the stock exchanges where presently the shares of the company are listed.
4. The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility. Additionally, the Promoters believe that on account of low volume in the trading of the Equity Shares on the BSE since last 5 years, the proposed Delisting Offer would provide the Public Shareholders with an opportunity to exit.
5. Pursuant to the intimation received from the Promoters, the Board of Directors of the Company, in its meeting held on 19th December, 2018, took on record the Promoter's Letter and appointed M/s D & A Financial Services (P) Limited, as the merchant banker for carrying out due diligence as required in terms of regulation 8(1A)(ii) of the Delisting Regulations. On receipt of the Due Diligence Report dated 11th Jan, 2019 from M/s D & A Financial Services (P) Limited, the Board of Directors again met on 16th Jan, 2019 and approved the proposed delisting in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to the BSE & CSE on 16th Jan, 2019.
6. In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations. As per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Offer more than two times the number of votes cast by Public Shareholders against it.
7. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the BSE & CSE, and other applicable statutory approval as may be deemed necessary from time to time, a Public Announcement of the Delisting Offer may be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the Letter of Offer to all Public Shareholders. Thereafter, the Delisting Offer will be conducted in accordance with the Delisting Regulations.
8. The price at which Equity Shares will be acquired in the Delisting Offer is required to be determined in accordance with a reverse book building process set out under the Delisting Regulations subject to a floor price as computed under the Delisting Regulations.
9. In compliance with the provisions of regulation 15(2) of the Delisting Regulations, the floor price shall be determined in terms of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

10. The Promoter shall not proceed with the Delisting Offer unless: The Promoter accepts the discovered price, and The number of Equity Shares validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful as per the Delisting Regulations, and the Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.
11. The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.
12. The documents referred to in this notice and explanatory statement are available for inspection from 11.00 hours up to 17.00 hrs on all workings days (except Saturdays, Sundays & Public Holidays) at the Registered Office of the Company, Until 2nd March, 2019.

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

Date : 16th Jan, 2019
Place: Noida (U.P.)

Sd/-
[U.S. Bhartia]
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 Resolution**” to be passed through Postal Ballot for the business stated in the enclosed notice dated 16th January, 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 for voluntary De-listing of the Equity Shares of the Company From BSE & CSE.		<input type="checkbox"/>	<input type="checkbox"/>

Place:

Date:

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN Electronic Voting Sequence Number	User ID	PAN / SEQUENCE No.
190122001		

- 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 02-03-2019.
 3. The Voting period will start from 01-02-2019 at 10.00 A.M and will end on 02-03-2019 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.