

# HINDUSTAN WIRES LIMITED

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

## NOTICE

**NOTICE** is hereby given that the 60<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **Hindustan Wires Limited** will be held on Tuesday 29<sup>th</sup> September, 2020 at 11:00 AM through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2020 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gobind Ram Goenka (DIN 00133700) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, read with schedule V of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and rules made thereunder, on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors in their meeting held on 9<sup>th</sup> December, 2019, subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Raj Kumar Gupta (DIN 00423525) as whole time Director and Key Managerial Personnel, to be designated as Executive Director of the Company for a period of three years w.e.f. 1<sup>st</sup> November, 2019 up to 31<sup>st</sup> October, 2022 on the following terms, remuneration and perquisites: Basic salary: Rs. 2,09,000 (Rs. Two Lakhs Nine Thousand Only) per month; Perquisites: Following perquisites shall be allowed per month in addition to basic salary:- House rent allowance: 50% of Basic salary, Medical Allowance: 10% of basic salary, Leave travel Assistance: For self and family and from any place in India once in a year, subject to 12.5% of the basic salary, Provident fund: Company’s contribution towards employee’s Provident fund at such rate as may be prescribed under EPF and Misc. Provisions Act, 1952 from time to time, Gratuity: Payment of gratuity shall be allowed at the rate of 15 days last drawn basic salary as per the provisions of the payment of Gratuity Act 1972, Leave: Leave with full salary and allowances or encashment of Basic Salary as per Rules of the company, Car: Use of Company owned car with driver for official use, Telephone: Provision of Mobile Phone, Telephone and Internet Connectivity at residence for official use, Personal Accident Insurance: Shall be covered under the group personal accident insurance policy, if any, arranged by the company for its employees. The terms and condition of appointment and remuneration given herein may be altered and or/varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deem fit, not exceeding the limit specified in Schedule V of the Companies Act, 2013 or any amendment made thereto from time to time. The Executive Director will not be entitled to receive any sitting fees for attending meeting of the Board of Directors of the Company or any Committee thereof. The Executive Director shall not, so long as he functions as Executive Director of the Company, become interested or otherwise concerned directly or through his wife and or minor children any selling agency of the company’s products without the approval of the Board of Directors. The Executive Director shall hold office for a term of three years w.e.f. 1<sup>st</sup> November 2019, unless determined earlier by voluntary resignation or otherwise in accordance with the law. The Board may terminate the agreement at any time in case of willful breach of any of the terms of the agreement on the part of Executive Director.

**FURTHER RESOLVED THAT** the salary including allowances and perquisites shall not exceed the limit of managerial remuneration as specified in section 197 & 198 and schedule V of the Companies Act, 2013 including any other statutory modifications or re-enactment thereof from time to time.

Provided that (i) Provident fund to the extent not taxable under the Income tax Act, 1961 (ii) Gratuity payment at the rate not exceeding half a month’s salary of each completed year of service (iii) encashment of leave at the end of the tenure and (iv) Company’s car and telephone/mobile phones as mentioned hereinabove shall not be included in computation of the limit of remuneration for the purpose of Companies Act, 2013.

**RESOLVED FURTHER THAT** on the recommendation of Nomination and Remuneration Committee, the terms and condition of appointment and remuneration given herein may be altered and or/varied from time to time by the Board as it may, at its discretion deem fit, so as not exceed the limit specified in Schedule V of the companies Act, 2013 or any amendment made thereto from time to time.

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**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits in any financial year the salary and perquisites as mentioned above be paid as minimum remuneration to the whole-time director during the tenure of his appointment.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to the above Resolution.”

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 11<sup>th</sup> July, 2020.

sd/-  
(U.S. Bhartia)  
Director  
DIN 00063091

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 60<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to General Circular No.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Act, the 60<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
  - b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 60<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 60<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 60<sup>th</sup> AGM.
  - c. In line with the MCA Circulars, the Notice of the 60<sup>th</sup> AGM will be available on the website of the Company at [www.hwlgas.com](http://www.hwlgas.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
  - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  - e. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e- voting, for participation in the 60<sup>th</sup> AGM through VC/OAVM Facility and e- Voting during 60<sup>th</sup> AGM.
  - f. Members may join the 60<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. i.e. 15 minutes before and after the time scheduled to start the 60<sup>th</sup> AGM
  - g. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the 60<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
  - h. Attendance of the Members participating in the 60<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 60<sup>th</sup> AGM and facility for those Members participating in the 60<sup>th</sup> AGM to cast vote through e-Voting system during the 60<sup>th</sup> AGM.
3. **The instructions for shareholders for remote e-Voting are as under:**
  - i) The e-voting period begins on **Saturday, 26<sup>th</sup> September, 2020 at 10:00 A.M.** and ends on **Monday, 28<sup>th</sup> September, 2020 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 **22<sup>nd</sup> September, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

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- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iv) Click on “Shareholders” tab.
- v) 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.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdsllindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) 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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for “**Hindustan Wires Limited**” on which you choose to vote.
- xiii) 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.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile
- xx) 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.

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- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [ho@hwlgas.com](mailto:ho@hwlgas.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi) In case you have any queries or issues regarding attending AGM and e-voting from the e-voting system, 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 Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

xxii) 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.

#### 4. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [ho@hwlgas.com](mailto:ho@hwlgas.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- b. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [ho@hwlgas.com](mailto:ho@hwlgas.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).

#### 5. Instructions for Members for participating in the 60<sup>th</sup> AGM through VC/OAVM are as under:

- a. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 (Ten) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [ho@hwlgas.com](mailto:ho@hwlgas.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (Ten) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [ho@hwlgas.com](mailto:ho@hwlgas.com). These queries will be replied to by the company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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- 6. Instructions for shareholders for e-voting during the AGM are as under:-**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 22<sup>nd</sup> September, 2020. A person who is not a member as on cut off date should treat this notice for information purpose only.
8. Any person, who acquires Shares of the Company and become a member of the Company after the Company sends notice of the 60<sup>th</sup> AGM by email and holds shares as on Cut-off date i.e. 22<sup>nd</sup> September, 2020 may obtain the Login ID & Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [ho@hwlgas.com](mailto: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. 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 or casting vote through e-Voting system during the meeting.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22<sup>nd</sup> September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. 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 casting vote through the e-Voting system at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
12. During the 60<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 60<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 60<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 60<sup>th</sup> AGM.
13. The Scrutinizer shall after the conclusion of e-Voting at the 60<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 60<sup>th</sup> AGM, who shall then countersign and declare the result of the voting by 1<sup>st</sup> October, 2020.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him.
15. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 60<sup>th</sup> AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 60<sup>th</sup> AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [ho@hwlgas.com](mailto:ho@hwlgas.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
16. The Notice of the 60<sup>th</sup> AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at [www.hwlgas.com](http://www.hwlgas.com). The Notice of 60<sup>th</sup> AGM will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Registered office of the Company shall deemed to be the venue of the 60<sup>th</sup> AGM.

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17. The Register of Members and the Share Transfer Books of the company will remain close from Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020 (both days inclusive).
18. Electronic copy of all the documents referred to in the accompanying Notice of the 60<sup>th</sup> AGM shall be available for inspection during the continuance of the AGM through electronic mode.

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 11<sup>th</sup> July, 2020.

sd/-  
(U.S. Bhartia)  
Director  
DIN 00063091

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF 60<sup>th</sup> AGM**

The members of the Company had appointed Shri Raj Kumar Gupta as the whole time Director of the Company designated as "Executive Director" for a term of three years and as such his present term had expired on 31<sup>st</sup> October 2019. The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, at their meeting held on 9<sup>th</sup> December, 2019, subject to the approval of shareholders of the Company, have re-appointed Shri Raj Kumar Gupta as Whole time Director to be designated as "Executive Director" of the Company for a further period of three years w.e.f. 1<sup>st</sup> November 2019.

Shri. Raj Kumar Gupta is not disqualified to be the Director of the Company in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as the Executive Director of the Company. Shri Raj Kumar Gupta satisfies all the conditions specified on Section 196 (3) of the Act and part I of Schedule V for being eligible for his appointment.

Shri Raj Kumar Gupta, aged about 65 years (DOB: 14<sup>th</sup> September, 1954) is a member of the Institute of Chartered Accountants of India. Shri Gupta was appointed as the Executive Director of the Company w.e.f. 1<sup>st</sup> November, 2002. Shri Gupta is involved in the day to day management of the Company. He is having more than 40 years of experience in the field of commercial, financial and administrative functions of the Industries. During the F.Y. 2019-20, he attended four meetings of the Board of Directors of the Company. He holds 50 equity shares of the Company. He is a Director on the Board of the Holding Company of Hindustan Wires Limited i.e. Kashipur Holdings Limited. The Board of Directors in their meeting held on 9<sup>th</sup> December, 2019 upon the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members, approved the terms and conditions including the remuneration of Shri Raj Kumar Gupta as the Executive Director of the Company as set out in the resolution no. 3 of the notice. The last Annual remuneration drawn by Shri Raj Kumar Gupta was Rs. 46.27 Lakhs p.a.

The Ministry of Corporate Affairs vide its Notification dated 12<sup>th</sup> September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto. The amended provisions of Section 197 (3) of the Act read with Schedule V thereto allows a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial personnel, as it may deem fit, subject to the approval of members and compliance of certain conditions and disclosures as mentioned therein.

The information and particulars needed to be provided to the shareholders in terms of schedule V of the Companies Act, 2013 are given below:-

### **1. General Information-**

- a. Nature of industry:** Trading & Transportation of Industrial Gases, Business Support Services, Financing & Investments etc.
- b. Date of commencement of commercial production:** The manufacturing process was stopped in July-18 and since then the Company is continuing its business in trading & transportation of Industrial Gases.
- c. Financial performance based on given indicators:-** Broadly the financial performance of last Two Financial Years are as given below.

**Rs. In Lakhs**

Particulars	Year Ended 31 <sup>st</sup> March, 2020	Year Ended 31 <sup>st</sup> March, 2019
Revenue from Operations	750.28	586.16
Other income & provisions written back.	339.52	196.91
Exceptional Income (Expenses)	(30.08)	3740.95
Expenses	936.94	679.12
Depreciation	4.22	7.22
Profit before tax	118.56	3837.68
Profit after tax	384.28*	3023.77

*\* including MAT credit entitlement of Rs. 306.87 Lakhs*

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d. **Foreign investments or collaborators, if any:** NIL

### 2. Information about the appointee

- a) **Background details :** Shri Raj Kumar Gupta is a Chartered Accountant having more than 40 years of experience in Finance, Commercial and operational areas of the industry. He is having more than 36 years long association with the Company. Presently he is working as Executive Director of the Company since last more than 16 years.
- b) **Past Remuneration:-** Mr. Raj Kumar Gupta was re-appointed as a Whole time Director of the company designated as "Executive Director" w.e.f. 1<sup>st</sup> November 2016 for a period of three years. His last remuneration consisted of Basic Salary of Rs. 2,09,000/- per month plus applicable allowances and reimbursement as per the Rules of the Company.
- c) **Recognition of awards:** None
- d) **Job Profile and his Suitability:** Mr. Raj Kumar Gupta is associated with the Company since last more than 36 years and is working as Executive Director of the Company since last more than 16 years. Considering his vast experience in the field of Financial, Commercial and Operational areas of the Industry, he is considered suitable person for this post and which will also be in the interest of the Company.
- e) **Remuneration Proposed:-** Same remuneration of Rs.2,09,000/- (Rs. Two Lakhs Nine Thousands Only) plus applicable allowances and reimbursements per month from 1<sup>st</sup> Nov, 2019 (details of the remuneration are mentioned in the aforesaid resolution).

The Executive Director will not be entitled to receive any sitting fees for attending meetings of the Board of Directors of the Company or any committee thereof.

The above stated remuneration shall be paid to Shri Raj Kumar Gupta, Executive Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year.

- f) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** Mr. Raj Kumar Gupta is a Whole time Director of the Company designated as Executive Director since last more than 16 years. He is associated with the Company since last more than 36 years and has vast experience in the functional areas of Finance, Commercial, and operations of the industry. Considering his experience and responsibilities given, the remuneration proposed to be paid is justified and reasonable considering the availability of professionals at Senior Level in the private sector and is comparable with the prevailing industry norms. Under the circumstances, the Company is seeking your approval to pay the same remuneration as minimum remuneration even in the event of the profits being inadequate or if the Company incurs losses during his tenure as whole time Director designated as Executive Director.
- g) **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial personnel, if any:** Mr. Raj Kumar Gupta is not having any pecuniary relationship directly or indirectly with the company or relationship with any of the managerial personnel. He is not in receipt of any remuneration from any Company other than Hindustan Wires Ltd.

### 3. Other Information:

**Reasons for inadequate profits:** Considering the present business activities of the Company and overall Business conditions, the profits are inadequate to meet the conditions of Managerial Remuneration under Section 197 and 198 of the Companies Act, 2013. However Company is on the lookout to identify new line of business to increase its revenue from operations and profits.

- a) **Steps taken for improvement:** The Company is in the business of Industrial Gases since last 12 years. There is a good demand of Industrial Gases in and around Faridabad and as such the Company expects to improve its performance in this area in the coming years. The Company has also further diversified its business in the areas of providing Business Support Services, Financing & Investments.
- b) **Expected increase in productivity/profitability:** The total revenue from operations for the year ended 31<sup>st</sup> March, 2020 was Rs. 750.28 Lakhs. The Company implemented various economic measures and also diversified its business in some other areas, hence the Company is expected to post better results in the coming years.

Save and except Shri Raj Kumar Gupta, none of the directors or Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested in this resolution.

Your directors, recommend this Ordinary Resolution specified in item no. 3 of this notice for your approval.

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 11<sup>th</sup> July, 2020.

sd/-  
(U.S. Bhartia)  
Director  
DIN 00063091