

HINDUSTAN WIRES LIMITED

CIN : U27106WB1959PLC024177

Reg. Office: 5th 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 62nd Annual General Meeting (“AGM”) of the Members of **Hindustan Wires Limited** will be held on Thursday, 8th September, 2022 at 11:30 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 31st March, 2022 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri U.S. Bhartia (DIN 00063091) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and pass, with or without modification, the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. FRN 304153E) be and is hereby appointed as the Statutory Auditors of the Company, for a term of 5 (five) years, to hold the office from the conclusion of 62nd Annual General Meeting (AGM) until the conclusion of the 67th AGM to be held in the year 2027 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if, thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable provisions of Companies (Meeting of Board and its Powers) Rules, 2014, consent of the members be and is hereby accorded to the Board of Directors of the Company for contracts to be entered into with Related Parties upto a sum not exceeding Rs. 100.00 Cr 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 take from time to time all decisions in respect of the Related party transactions and also to delegate all or any of the above powers severally to Mr. G.R. Goenka and/or to Mr. U.S. Bhartia 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.”

5. To consider and if, thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 read with 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. 100.00 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. U.S. Bhartia 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.”

6. To consider and if, thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including

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any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws consent of the members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board") to (a) give any loan to any person or other body corporate;(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire and hold by way of subscription, purchase or otherwise, securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time, an amount of Rs. 100.00 Crores over and above limits specified in Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds, writings and instruments required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/securities made or given or provided by the Company (as the case may be)."

7. To consider and if, thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of sub-Section 180(1)(c) Act, 2013, and all other applicable provisions, if any, consent of the members be and is hereby granted to borrow, for and on behalf of the Company, monies in any manner from time to time by way of loans, advances, credits, deposits or otherwise from any bank or banks or any financial institution(s) or any company or companies or any corporation or corporations or partnership firm or firms or other person or persons and whether the same be unsecured or secured, notwithstanding that the monies so borrowed together with monies if any already borrowed by the Company (apart from temporary loans obtained by the Company from the bankers in ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.100.00 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of the giving effect to this Resolution, the Board (including Committee thereof) be and is hereby authorised to do all such acts, deeds, things, to execute all such documents, instruments in writing as may be required, pursuant to the above resolution."

8. To consider and if, thought fit to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approvals, if any, consent of the members of the Company be and is hereby accorded for creation by Board of Directors including any Committee thereof (hereinafter referred to as the "Board") on behalf of the Company ,of such mortgages/charges/ hypothecation, pledge and floating charges in such forms and in such manners as may be agreed between the Board of Directors and the lenders, on all or any of the present and future immovable and/ or movable properties/ assets of the Company wherever situated, of every nature and kinds what so ever to secure any Indian Rupee loans, debentures, advances and all other borrowings availed/to be availed by the Company and/or by any of the Company's holding/associate Company, subject, however, up to overall limit of Rs.100.00 Crores of loans and advances to be obtained, in any form, from any financial institutions, bank, body corporate, Company or any other person."

"RESOLVED FURTHER THAT for the purpose of the giving effect to this Resolution, the Board (including Committee thereof) be and is hereby authorised to do all such acts, deeds, things and to give such directions as may be necessary or expedient and to settle any question, difficulty that may arise in this regard as the Board in its absolute discretion may deem fit and its decision shall be final and binding.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A, Shakespeare Sarani,Kolkata-71
Date: 03.06.2022
Place : Noida

(U.S. Bhartia)
Director
DIN 00063091

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NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 62nd AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 62nd AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 62nd AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 62nd AGM will be provided by CDSL.
3. The Members can join the 62nd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 62nd AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 62nd AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 62nd AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 62nd AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 62nd AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 62nd AGM has been uploaded on the website of the Company at www.hwlgas.com. The 62nd AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 62nd AGM) i.e. www.evotingindia.com.
7. The 62nd AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this **Ministry's General Circular No. 20/2020**, dated 05th May, 2020, General Circular No. 02/2021, dated 13.01.2021, General Circular No. 19/2021, dated 08.12.2021, 21/2021 dated 14.12.2021 and General Circular No. 02/2022, dated 05.05.2022, it has been decided to allow companies whose AGMs were due to be held in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. The Register of Members and the Share Transfer Books of the company will remain close from Friday, 2nd September, 2022 to Thursday, 8th September, 2022 (both days inclusive).
10. Shri U.S. Bhartia, Director shall retire by rotation at the 62nd AGM and is eligible for re-appointment as per Item No. 2 of this notice. Shri U.S. Bhartia is interested in the ordinary business as set out in item No. 2 with regard to his re-appointment. Ms. Pooja Jhaver, Director being related to Shri U.S. Bhartia, as daughter may be deemed to be interested in item No. 2 of the Notice.
11. 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 on 01st September, 2022. A person who is not a member as on cutoff date should treat this notice for information purpose only.
12. Any person, who acquires Shares of the Company and become a member of the Company after the Company sends notice of the 62nd AGM by email and holds shares as on Cut-off date on 01st September, 2022 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.
13. 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.

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14. The shareholders shall have one vote per equity share held by them as on the cut-off date on 1st September, 2022. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
15. Ms. Smita Sharma, Practicing Company Secretary (ACS no. 17757) 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 62nd AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
16. During the 62nd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 62nd AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 62nd 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 62nd AGM.
17. The Scrutinizer shall after the conclusion of e-Voting at the 62nd 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 62nd AGM, who shall then countersign and declare the result of the voting by 10th September, 2022.
18. The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him.
19. Electronic copy of all the documents referred to in the accompanying Notice of the 62nd AGM shall be available for inspection during the continuance of the AGM through electronic mode.
20. 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 62nd AGM and the Annual Report for the year 2021-2022 including therein the Audited Financial Statements for year 2022, 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 62nd AGM and the Annual Report for the year 2021-2022 and all other communication sent by the Company, from time to time, can get their email address registered.
21. The Notice of the 62nd AGM and the Annual Report for the year 2021-2022 including therein the Audited Financial Statements for the year 2021-2022, will be available on the website of CDSL at www.evotingindia.com. The Registered office of the Company shall deemed to be the venue of the 62nd AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, 5th September, 2022 at 10:00 am and ends on Wednesday, 7th September, 2022 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 1st September, 2022 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.
- (iii) It has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="475 331 1500 489">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. <li data-bbox="475 493 1500 705">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="475 709 1500 772">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="475 777 1500 957">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li data-bbox="475 961 1500 1270">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="475 1274 1500 1365">2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> <li data-bbox="475 1369 1500 1696">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
Dividend Bank Details OR 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"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 viz; 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 62nd AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 62nd AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 62nd AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. 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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9. Only those shareholders, who are present in the 62nd 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 62nd AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 62nd AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending 62nd AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 22 55 33.

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

Item No. 4

The provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 require that for entering into any contract or arrangement approval of Board of Directors shall be obtained. Further such types of Related Party Transactions if exceeds the amount as prescribed under the relevant provisions, the members approval by way of special resolutions is required. The other information for consideration of members as required under Companies (Meetings of Board and its Powers) Rules, 2014 are provided as under:

S.NO	Nature of Transaction	Nature of Related Party	Relationship	Detail of Transaction
1	Purchase of Raw Material	India Glycols Limited	Mr. U.S. Bhartia is a common Director	Purchase of industrial gases from IGL on continuous basis in the ordinary course of business at the prevailing market prices and other competitive commercial terms at the time of supply and hence they are on arm's length price basis. Maximum transaction value presently in a year is approx. Rs. 25.41 Cr., Which may go up to Rs. 32.00 Cr. In a year.
2	To Provide Services	India Glycols Limited	Mr. U.S. Bhartia is a common Director	To provide Business Support Services in one of their Business Office. Maximum transaction value in a year is Rs. 42.48 lakhs. It is on cost plus market – up basis and consideration is also given to market rates for similar activities and hence they are on arm's length basis.
3	To give or take inter- corporate loans or make investment	India Glycols Limited	Mr. U.S. Bhartia is a common Director	Up to a maximum limit of Rs. 100 crores in the ordinary course of business and interest which shall be not less than bank rate and hence it will be on arm's length price basis. Investment will be made at initial subscription offer price or at market rate whichever is applicable and hence will be on arm's length basis.

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All the transactions with above related parties are in the ordinary course of business and continuous in nature and are not for a specific period, the respective transactions held or to be held between the related parties would be at prevailing competitive market rates and would be on arm's length basis. The Board brought it prudent to obtain the approval of the members as a matter of abundant caution and for higher Corporate Governance norms.

None of the Directors, Key Managerial Person of the Company or their relatives are concerned or interested in the aforesaid resolution except Mr. U.S Bhartia who is a common Director between the Related Parties and the Related Party itself if member of the Company and Ms. Pooja Jhaver.

The Board of Directors recommend the Resolution for approval of members as a Special Resolution

Item No. 5

Section 186 of the Companies Act,2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules 2014 the "Rules)(as amended) provides that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of paid up share capital ,free reserves and security premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Section 186(3) of the Act read with Rule 13 of the Rules provide that where the aggregate and investments so far made and the amount for which guarantees and securities so far provided exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or guarantee/security be permitted to be provided unless previously authorised by a Special Resolution.

The Company is in the process of undertaking various business activities and in order to expand its business activities and also for optimum utilization of funds there is a need to enhance the limit and as such approval of the members is sought for making investments or giving loans or guarantees or providing securities (as specified in the Special Resolution) in excess of the limits specified under Section 186(2) of the Act.

In light of the above, the Directors of the Company recommend the resolution for approval of members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives 1s concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Directorships and shareholding in the bodies corporate in which investments may be made or loans/guarantees may be given or securities may be provided pursuant to this Special Resolution.

Item No. 6

The Company may 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 15th March, 2022 considered and approved the proposal for grant of loans to Group Companies for a sum not exceeding Rs. 100.00 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. 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 their relatives are concerned or interested, financially or otherwise in this resolution except to the extent of their Directorships and their shareholding in the Company.

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

Item No. 7 & 8

For the operations of the Company and for its working capital requirements, the Board of Directors of the Company intend to borrow funds in excess of the aggregate of share capital and free Reserves of the Company, by way of Rupee Term Loan/Foreign Currency Loan/Working Capital limits and/or Issue of Secured Redeemable Non-Convertible Debentures on private placement from Financial Institutions/NBFCs/Lenders/ Commercial Banks. Thus, there is need to authorize for the borrowing powers of the Directors, which shall not exceed Rs.100 Crores (Rupees One Hundred Crores only) at any time.

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The aforesaid borrowing/issue of non-convertible debentures are required to be secured by way of first and second charge/mortgage of all the movable and immovable properties, both present and future, of the Company.

Section 180(1)(a) of the Companies Act, 2013, provides, inter-alia, that the Board of Directors of a limited company shall not, without the consent of members, sell, lease or otherwise dispose of the whole or substantially the whole of any such undertaking. The mortgage on fixed assets of the company may be regarded as disposal of Company's properties/undertaking and therefore, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

In view of above, the Resolutions set out at item no.7 & 8 of the Agenda are recommended to pass as Ordinary Resolutions.

None of the Directors or their relatives is, in any way, concerned or interested in the resolutions except to the extent of their shareholding.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A, Shakespeare Sarani, Kolkata-71
Date: 03.06.2022
Place: Noida

(U.S. Bhartia)
Director
DIN 00063091