



KRITIKA
WIRED DIFFERENTLY

Date: 8th September, 2023

To
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra(E),
Mumbai-400051
NSE Symbol- KRITIKA

Sub: Submission of Notice of 19th Annual General Meeting
Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to above subject, please find enclosed herewith a copy of the notice convening 19th Annual General Meeting of the Company scheduled to be held on Saturday, 30th September, 2023 at 1.00 P.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

A copy of the aforesaid notice is also available on the website of the Company www.kritikawires.com.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For Kritika Wires Limited

Mahesh Kumar Sharma
(Company Secretary and Compliance Officer)
Membership No.: 42926

Encl.: As above

Kritika Wires Limited



NOTICE

Notice is hereby given that the 19th Annual General Meeting (AGM) of the Members of M/s. Kritika Wires Limited (“the Company”) will be held on Saturday, 30th September, 2023 at **1.00 P.M.** (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2. Re-appointment of a Director

To appoint a director in place of Mr. Naresh Kumar Agarwal (DIN: 01020334), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

Item No. 3: Approval of re-appointment of Mr. Hanuman Prasad Agarwal (DIN: 00654218) as the Managing Director of the Company:

To consider and, if thought fit to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any and based on the performance evaluation, the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Hanuman Prasad Agarwal (DIN: 00654218), who is eligible for re-appointment, be and is hereby re-appointed as the Managing Director, for a term of 3 (three) consecutive years commencing from 11th May, 2023, on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”



Item No. 4: Approval of re-appointment of Mr. Ankush Agarwal (DIN:08071021) as the Whole-time Director of the Company:

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any and based on the performance evaluation, the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ankush Agarwal (DIN: 08071021), who is eligible for re-appointment, be and is hereby re-appointed as the Whole-time Director, for a term of 3 (three) consecutive years commencing from 11th May, 2023 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Whole-time Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 5: Approval of re-appointment of Mr. Naresh Kumar Agarwal (DIN:01020334) as the Chairman cum Whole-time Director of the Company:

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any and based on the performance evaluation, the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Naresh Kumar Agarwal (DIN: 01020334), who is eligible for re-appointment, be and is hereby re-appointed as the Chairman cum Whole-time Director, for a term of 3 (three) consecutive years commencing from 11th May, 2023 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to



Whole-time Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6: Alteration of Memorandum of Association of the Company:

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (b) [Matter which are necessary for furtherance of the object specified in clause III (a) are] of the Memorandum of Association of Company by inserting sub-clause No. 36 and 37 after existing sub-clause No. 35:

36. *Subject to the provisions of Companies Act, 2013 and rules made thereunder and also in compliance with the directions issued by Reserve Bank of India in this behalf, the company can borrow or raise or secure the payment of money from any bank or banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights powers and privileges as the Company may think fit and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of and money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other persons or company of any obligation undertaken by the company or any other person or company as the case may be.*
37. *To guarantee the performance of any contract or obligation by creating mortgages or charges upon all or any part of the undertaking, property and rights of the company either present or future or both. and of payment of money borrowed or of dividend and interest or premiums payable on any stocks, shares or securities of any company, corporation, or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the company.*

RESOLVED FURTHER THAT Any Director and /or Company Secretary, be and is hereby jointly/severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”



Item No. 7: Ratification of Remuneration of Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 35,000/- p.a. (Rupees Thirty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, as payable to M/s. Sohan Lal Jalan & Associates, Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For **Kritika Wires Limited**

Sd/-

Mahesh Kumar Sharma
Company Secretary & Compliance Officer

Date: 6th September, 2023

Place: Kolkata



Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated 8thApril, 2020 and 17/2020 dated 13thApril, 2020, followed by General Circular Nos. 20/2020 dated 5thMay, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated 28thDecember, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue..

Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12thMay, 2020, 15thJanuary, 2021, 13thMay, 2022 and 5thJanuary, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 19th AGM of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at rgadvisory18@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. M/s. Link Intime India Private Limited, having its registered office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400 083 is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. As per the provisions of Section 103 of the Companies Act, 2013, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or



Depositories. Members may note that the Notice of AGM and Annual Report 2022-23 will also be available on the Company's website www.kritikawires.com, website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services Limited at www.evotingindia.com.

9. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
11. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
12. The Register of Members shall remain closed from 24th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of 19th AGM of the Company.
13. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

Voting Through Electronic Means:

14. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with **Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as Venue Voting on the date of the AGM will be provided by CDSL.
15. The Board of Directors has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary (FCS: 7226, C.P.: 20897) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
16. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.



17. The remote e-voting period commences on **Wednesday, 27thSeptember, 2023 (9:00 am)** and ends on **Friday, 29thSeptember, 2023(5:00 pm)**. During this period, members of the Company holding shares as on the cut-off date of Saturday, 23rd September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date, being 23rd September, 2023. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
19. Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., 23rd September, 2023 may obtain the Login ID and Password by sending a request at helpdesk.evoting@cdslindia.com or Company/RTA. 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. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
20. The Members can join the 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step1: Access through Depositories CDSL/NSDLe-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 **Wednesday, 27th September, 2023 (9:00 am)** and ends on **Friday, 29th September, 2023 (5:00 pm)**. During this period, shareholders of the Company holding shares, as on the cut-off date i.e., Saturday, 23rd September, 2023 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. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9thDecember, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, 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. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, 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.

Pursuant to abovesaid SEBI Circular, 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"> 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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-



	<p>Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsdl.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. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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)	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.

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 0224886 7000 and 022 2499 7000

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.**
 - a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on “Shareholders” module.
 - c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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 <KRITIKA WIRES LIMITED> 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.
- 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 favor 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; rgadvisory18@gmail.com and compliance@kritikawires.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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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 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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@kritikawires.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@kritikawires.com. These queries will be replied to shareholders 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.
9. 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.
10. 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 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 compliance@kritikawires.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.



- 3. For Individual DematShareholders - 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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll 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, Central Depository Services (India) Limited (CDSL), 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. 3

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Hanuman Prasad Agarwal (DIN: 00654218) was appointed as the Managing Director for a period of 5 (five) years w.e.f 11th May, 2018. The tenure of Mr. Hanuman Prasad Agarwal (DIN: 00654218) has expired on 10th May, 2023.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hanuman Prasad Agarwal (DIN: 00654218) is eligible for re-appointment as a Managing Director of the Company.

The Company has received declaration from Mr. Hanuman Prasad Agarwal (DIN: 00654218) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Hanuman Prasad Agarwal (DIN: 00654218) holds a Bachelor's degree in Commerce and has 35 years of experience in the Wire Industry. He has in-depth understanding of the Wire Market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th August, 2023 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Hanuman Prasad Agarwal (DIN: 00654218) as detailed here under:

- a) Salary: The Managing Director shall receive a remuneration upto maximum of Rs. 40,00,000/- p.a. (Rupees Forty Lacs Only) which shall be within the limits as prescribed under Schedule V of the Companies Act, 2013.
- b) Perquisite: For such amount as may be decided by the Board of Directors.

Duties and Powers:

- a) The Managing Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions



as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) The Managing Director shall not be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Hanuman Prasad Agarwal (DIN: 00654218) if he becomes bankrupt or make any composition or arrangement with his creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.
- d) Mr. Hanuman Prasad Agarwal (DIN: 00654218) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Hanuman Prasad Agarwal (DIN: 00654218) (the appointee), Mr. Ankush Agarwal (DIN: 08071021), and Mr. Naresh Kumar Agarwal (DIN: 01020334), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Hanuman Prasad Agarwal (DIN: 00654218) as Managing Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2023, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for your approval as Special Resolution.

Item No. 4

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Ankush Agarwal (DIN: 08071021) was appointed as the Whole-time Director for a period of 5 (five) years w.e.f. 11th May, 2018. The tenure of Mr. Ankush Agarwal (DIN: 08071021) has expired on 10th May, 2023.



Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ankush Agarwal (DIN: 08071021) is eligible for re-appointment as a Whole-time Director of the Company.

The Company has received declaration from Mr. Ankush Agarwal (DIN: 08071021) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Ankush Agarwal (DIN: 08071021) holds a Bachelor's degree in Technology. He has wide experience of around 7 years in the field of technology, marketing and administration.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th August, 2023 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Ankush Agarwal (DIN: 08071021) as detailed here under:

- a) Salary: The Whole-time Director shall receive a remuneration upto maximum of Rs. 25,00,000/- p.a. (Rupees Twenty-Five Lacs Only) which shall be within the limits as prescribed under Schedule V of the Companies Act, 2013.
- b) Perquisite: For such amount as may be decided by the Board of Directors.

Duties and Powers:

- a) The Whole-time Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Whole-time Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) The Whole-time Director shall be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Ankush Agarwal (DIN: 08071021) if he becomes bankrupt or make any composition or arrangement with his creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.



- d) Mr. Ankush Agarwal (DIN: 08071021) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Ankush Agarwal (DIN: 08071021) (the appointee), Mr. Hanuman Prasad Agarwal (DIN: 00654218) and Mr. Naresh Kumar Agarwal (DIN: 01020334), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Ankush Agarwal (DIN: 08071021) as Whole-time Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2023, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as Special Resolution.

Item No. 5

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Naresh Kumar Agarwal (DIN: 01020334) was appointed as the Chairman cum Whole-time Director for a period of 5 (five) years w.e.f. 11th May, 2018. The tenure of Mr. Naresh Kumar Agarwal (DIN: 01020334) has expired on 10th May, 2023.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Agarwal (DIN: 01020334) is eligible for re-appointment as a Chairman cum Whole-time Director of the Company.

The Company has received declaration from Mr. Naresh Kumar Agarwal (DIN: 01020334) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Naresh Kumar Agarwal (DIN: 01020334) holds a Commerce Graduate. He has 40 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products.



The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 14th August, 2023 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Naresh Kumar Agarwal (DIN: 01020334) as detailed here under:

- a) Salary: The Whole-time Director shall receive a remuneration upto maximum of Rs. 15,00,000/- p.a. (Rupees Fifteen Lacs Only) which shall be within the limits as prescribed under Schedule V of the Companies Act, 2013.
- b) Perquisite: For such amount as may be decided by the Board of Directors.

Duties and Powers:

- a) The Whole-time Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Whole-time Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) The Whole-time Director shall be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Naresh Kumar Agarwal (DIN: 01020334) if he becomes bankrupt or make any composition or arrangement with her creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on him part, to be observed and performed.
- d) Mr. Naresh Kumar Agarwal (DIN: 01020334) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above



are now being placed before the Members for their approval.

Except Mr. Naresh Kumar Agarwal (DIN: 01020334), (the appointee), Mr. Hanuman Prasad Agarwal (DIN: 00654218) and Mr. Ankush Agarwal (DIN: 08071021), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Naresh Kumar Agarwal (DIN: 01020334) as Whole-time Director for a further period of 3 (three) consecutive years w.e.f. 11th May, 2023, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 5 of the accompanying Notice for your approval as Special Resolution.

Item No. 6

The Company needs to alter and add some of the clauses in "III (b) Matter which are necessary for furtherance of the object specified in clause 3(a) are" of the Memorandum of Association of the Company.

The Board at its meeting held on 6th September, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same. The proposed change of name will not affect any of the rights of the Company or of the Shareholders/Stakeholders of the Company.

Since the above amendments come within the ambit of Section 13 of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, your approval by way of special resolution is sought.

The draft copy of the Memorandum of Association of the Company is available for inspection at the corporate office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors / Key managerial personnel / relatives of the Director or Key managerial personnel of the Company, are concerned or interested in the said resolution, except to the extent of their shareholdings.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.



Item No. 7

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014, by a Cost Accountant in Practice.

In compliance with the above, the Board on the recommendation of the Audit Committee had approved the appointed M/s Sohan Lal Jalan & Associates, Cost Accountants, (FRN: 000521) as the Cost Auditor of the Company for the Financial Year ended 31st March, 2024. At the said meeting, the Audit Committee also considered the remuneration of Rs. 35,000/- p.a. (Rupees Thirty-Five Thousand Only) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors for Financial Year 2023-24.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company. Accordingly, the Audit Committee recommended to the Board, the appointment of M/s Sohan Lal Jalan & Associates, Cost Accountants (FRN: 000521) as the Cost Auditors of the Company for Financial Year ending 31st March, 2024 at a remuneration of Rs. 35,000/- p.a. (Rupees Thirty-Five Thousand Only) (plus applicable taxes and reimbursement of out-of-pocket expenses).

The Board, on the recommendation of the Audit Committee approved the appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants, (FRN: 000521) as the Cost Auditors of the Company for the Financial Year ending 31st March, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors require ratification by the shareholders of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024.

None of the Directors/Managers/Key Managerial Personnel or relatives of any of the Directors/Managers/Key Managerial Personnel of your Company are in any way concerned or interested in this resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of the Company.

For Kritika Wires Limited

Sd/-

Date: 6th September, 2023

Place: Kolkata

Mahesh Kumar Sharma
Company Secretary & Compliance Officer



Annexure A

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING

a) Mr. Hanuman Prasad Agarwal (DIN: 00654218)

Mr. Hanuman Prasad Agarwal (DIN: 00654218) holds a Bachelor's degree in Commerce and has 35 years of experience in the Wire Industry. He has in-depth understanding of the Wire Market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

He is relative of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director and Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is holding 61,00,000 equity shares in the Company.

b) Mr. Ankush Agarwal (DIN: 08071021)

Mr. Ankush Agarwal (DIN: 08071021) holds a Bachelor's degree in Technology. He has wide experience of around 7 years in the field of technology, marketing and administration.

He is relative of Mr. Naresh Kumar Agarwal (DIN: 01020334), Chairman cum Whole-time Director and Mr. Hanuman Prasad Agarwal (DIN: 00654218), Whole-time Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is not holding any equity shares in the Company.

c) Mr. Naresh Kumar Agarwal (DIN: 01020334)

Mr. Naresh Kumar Agarwal (DIN: 01020334) holds a Commerce Graduate. He has 40 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products.

He is relative of Mr. Ankush Agarwal (DIN: 08071021), Whole-time Director and Mr. Hanuman Prasad Agarwal (DIN: 00654218), Managing Director. He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is holding 42,00,000 equity shares in the Company.



Annexure B

Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of schedule V of the Companies Act, 2013 in respect of item No. 2 and 3 of the notice is as follows:

A. GENERAL INFORMATION

1. Nature of Industry:

The Company was incorporated on 31st May, 2004, in accordance with the provisions of Companies Act, 1956. The Company is engaged in manufacturing, exporting and supplying of Industrial Steel and Galvanized Wires.

2. Date or expected date of commencement of commercial production:

Not applicable as the Company is already in operations.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4. Financial performance based on given indicators:

Particulars	Amount in lacs		
	Year ended 31 st March, 2023	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Total Revenue	28,676.09	24,642.91	13,879.92
Total Expenses	27,896.11	24,087.86	13,778.92
Profit before Exceptional & Extraordinary Items and Tax	779.98	555.05	101.00
Exceptional Items	-	-	-
Profit before Tax	779.98	555.05	101.00
Profit after Tax	598.58	402.62	78.33
EPS	0.67	0.45	0.44

5. Foreign Investments or collaborations, if any:

Not Applicable, since the Company has not entered into any foreign investments or collaborations.



B. INFORMATION ABOUT APPOINTEE / MANEGERIAL PERSONNEL

<p>Background Details</p>	<p><u>Mr. Hanuman Prasad Agarwal</u></p> <p>Mr. Hanuman Prasad Agarwal (DIN: 00654218) holds a Bachelor’s degree in Commerce and has 35 years of experience in the Wires Industry. He has in-depth understanding of the Wires Market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.</p> <p><u>Mr. Ankush Agarwal</u></p> <p>Mr. Ankush Agarwal (DIN: 08071021) holds a Bachelor’s degree in Technology. He has wide experience of around 7 years in the field of technology, marketing and administration.</p> <p><u>Mr. Naresh Kumar Agarwal</u></p> <p>Mr. Naresh Kumar Agarwal (DIN: 01020334) holds a Commerce Graduate. He has 40 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products.</p>
<p>Past Remuneration</p>	<p>Mr. Hanuman Prasad Agarwal: Rs. 30 lacs Mr. Ankush Agarwal: Rs. 20.40 lacs Mr. Naresh Kumar Agarwal: Rs. 12.00 lacs</p>
<p>Recognition or awards</p>	<p>None</p>
<p>Job Profile</p>	<p>Mr. Hanuman Prasad Agarwal, Mr. Ankush Agarwal and Mr. Naresh Kumar Agarwal are responsible for handling the day-to-day operations of the Company which includes Technology, Management, Administration, Trading and Finance.</p>
<p>Remuneration Proposed</p>	<p>The remuneration upto maximum, as proposed for further period of three years: Mr. Hanuman Prasad Agarwal: Upto Rs. 40 lacs Mr. Ankush Agarwal: Upto Rs. 25 lacs Mr. Naresh Kumar Agarwal: Upto Rs. 15 lacs</p>
<p>Comparative remuneration profile with respect to industry, size of the Company, profile of position and person</p>	<p>The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the Managerial position and the credentials of Executive Director.</p>
<p>Pecuniary relationship directly or indirectly of the Company or relationship with Managerial</p>	<p>Not Applicable</p>



Personnel, if any	
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C. OTHER INFORMATION

1. Reasons of Inadequate Profit:

During the last couple of years, the wire industry has been going through a set of unprecedented circumstances.

2. Steps taken or proposed to be taken for improvement:

The Company has taken adequate steps for enhancing sale volumes and expansion of distribution network domestically and globally.

3. Expected increase in productivity and profits in measurable terms:

Though the wires industry is undergoing rapid changes, in anticipation of revival of the overall economy in future, the aforesaid steps taken/to be taken by the Company are expected to improve the Company's performance and profitability.