



KRITIKA

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NOTICE

Notice is hereby given that the 15th Annual General Meeting of the members of M/s. Kritika Wires Limited will be held on Monday, 30th September, 2019 at 11.00 am at the registered office of the Company at 1A, Bonfield Lane, Mezanine Floor, Kolkata-700001 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2018-19 together with Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Sanjeev Binani(DIN: 01149866), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To re-appoint auditors of the Company and to fix their remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s. G. P. Agrawal & Co, Chartered Accountants (Registration No. 302082E), be and are hereby re-appointed as the Auditors of the Company for a period of five years from the conclusion of this Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 and that the Board be and is hereby authorized to fix such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

SPECIAL BUSINESS:

4. To ratify the remuneration of M/s. Sohanlal Jalan and Associates, Cost Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), 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, the remuneration payable during the year 2019-20 to M/s. Sohanlal Jalan and Associates, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2019-20, amounting to Rs. 40,000/- (Rupees Forty Thousand Only) plus tax as applicable and reimbursement of conveyance expenses on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

For Kritika Wires Limited

Sd/-

Mahesh Kumar Sharma
(Company Secretary)

Date: 06th September, 2019
Place: Kolkata

Kritika Wires Limited

Regd Office 1A Bonfield Lane Kolkata 700 001 West Bengal India
t +91 33 2242 9581 / 2213 0606 e sales@kritikawires.com w www.kritikawires.com

Works Vill Bhagabatipur P.O. Chaturbhujkati Sankrail Howrah 711 313

CIN : U27102WB2004PLC098699 GST : 19AACCK5615N1Z5



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
4. The Register of Directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the meeting.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 24th September, 2019 to Monday, the 30th day of September, 2019 (both days inclusive).

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9. The Company has appointed M/s. Link Intime India Pvt Ltd (SEBI Registration No. INR000003753), Maharashtra as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as KRITIKA WIRES LIMITED.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Pvt Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt Ltd.
12. SEBI has issued a circular dated 8th June, 2018 that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.
13. Notice of the AGM along with attendance slip, proxy form and Annual Report is being sent to all the members whose name appears in the Register of Members as on 6th September, 2019 at the e-mail IDs registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
14. Additional information, pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, in respect of the directors seeking appointment/reappointment at the AGM is furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.
15. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General meeting is annexed hereto and forms part of this Notice.

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16. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.

17. The facility for voting through ballot paper will be made available at the Annual General Meeting. Members holding shares as on the cut-off date i.e., 23rd September, 2019 shall be entitled to vote at the Annual General Meeting.

18. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

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Statement Pursuant to Section 102(1) of the Companies Act, 2013

As required under section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to business under Item no. 3& 4 of the accompanying Notice:

Item No. 3

The members of the Company at the Extra-Ordinary General Meeting ('EGM') held on 23rd February, 2019 had appointed M/s. G. P. Agrawal & Co., Chartered Accountants, as the Auditors of the Company to conduct audit for the Financial Year 2018-19, as M/s. S.K. Bhartia & Associates., Chartered Accountants, resigned from the Company. M/s. G. P. Agrawal & Co., Chartered Accountants, shall hold office upto the date of the ensuing Annual General Meeting.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2024. The details of the proposed remuneration to be paid to M/s. G. P. Agrawal & Co., Chartered Accountants for the financial year 2019-20 is Rs.95,000 /- (plus taxes as applicable) excluding fees for any other certification, and reimbursement of out of pocket expenses.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, technical knowledge etc., and found M/s. G. P. Agrawal & Co., to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. G. P. Agrawal & Co., have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends this Resolution for your approval.

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Item No. 4

The Board on the recommendation of the Audit Committee had approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a fee of Rs.40,000/- (Rupees Forty Thousand Only) plus tax as applicable and reimbursement of conveyance expenses on actual basis as incurred by them in connection with the aforesaid audit

In accordance with the provisions of Section 148 of the Companies Act 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 by passing an Ordinary Resolution as set out at item no 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2020.

No director, Key managerial personnel or their relatives, are in any way, concerned or interested, financially or otherwise in the proposed resolution.

The board recommends the resolution set forth in item no. 4 for the approval of the Company.

For Kritika Wires Limited

Sd/-

Mahesh Kumar Sharma
(Company Secretary)

Date: 06th September, 2019

Place: Kolkata

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ANNEXURE TO THE NOTICE

Name of Director	SANJEEV BINANI
Date of birth	22/07/1967
Nationality	Indian
Date of first appointment on the board	31/05/2004
Qualification	B.Com
Relationship with other Directors	N.A
Shareholding in the Company	10,000
List of directorship held in other listed Companies	N.A
Committee membership in other listed Companies	N.A

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Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

I hereby record my presence at the 15th Annual General Meeting of the Company being held on Monday, 30th September, 2019 at 11.00 am at the registered office of the Company at 1A, Bonfield Lane, Meza Nine Floor, Kolkata-700001 and at any adjournment thereof.

DP-ID*

No. of shares held

Client ID*

Member / Proxy Name

(Please mention in block letters)

Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.

THIS SECTION IS INTENTIONALLY LEFT BLANK

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FORM NO MGT-11 - PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)			
Registered Address			
E-mail id			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____ equity shares of Iris Clothings Limited hereby appoint:

Mr. _____ residing at having email-id as my/our proxy to vote for me/us on my/our behalf at the 15th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11.00 am at the registered office of the Company at 1A, Bonfield Lane, Mezanine Floor, Kolkata-700001 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	Adoption of Audited Financial Statement of the Company for the Financial Year 2018-19
2.	To appoint a director in place of Mr. Sanjeev Binani (DIN: 01149866), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3.	To re-appoint auditors of the Company and to fix their remuneration.
4.	To ratify the remuneration of M/s. Sohanlal Jalan and Associates, Cost Auditors of the Company.

Signature of Shareholder

Revenue
Stamp of
Re. 1/-

Signature of first proxy holder

Date: _____, 2019

Signature of second proxy holder

Signature of third proxy holder

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Notes:

- The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

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Road map to venue

KRITIKA WIRES LTD.

VENUE: 1A BONFIELD LANE, MEZANINE FLOOR, KOLKATA-700001

DATE & TIME: 30TH SEPTEMBER, 2019

LAND MARK: NEAR BRABOURNE ROAD FLYOVER



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