



KRITIKA
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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of **KRITIKA WIRES LIMITED** will be held at the registered office at 1A, Bonfield Lane, Mezanine Floor, Kolkata - 700001, West Bengal on Saturday, the 23rd day of February, 2019 at 1:00 P.M. to transact the following items of Special Business:

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and rules made thereunder or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, **M/s. G. P. Agarwal & Co. , Chartered Accountants [Firm registration No- 302082E]**, be and are hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of **M/s. S.K. Bhartia & Associates [Firm Registration No. - 322565E]**.

RESOLVED FURTHER THAT M/s. G. P. Agarwal & Co. , Chartered Accountants [Firm registration No- 302082E], be and are hereby appointed as Statutory Auditor of the Company from this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.”

Place: Kolkata

Date: 31.01.2019

By order of the Board

For KRITIKA WIRES LIMITED

Sanjeev Binani
Director
DIN: 01149866

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. Explanatory Statement as required under Section 102(1) of Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself/herself and the proxy need not be a member of the company. A single proxy can be appointed for not more than 50 members and not exceeding 10% holding in aggregate. The instrument appointing proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their Demat accounts. Members are requested to send all their documents and communication pertaining to shares to Company's Registrar & Share Transfer Agent at **LINK INTIME INDIA PVT. LTD** at 59 C, Chowringhee Road, 3rd Floor, Kolkata-700020, West Bengal.
4. Electronic copy of the notice of Extraordinary General Meeting is being sent to all the members whose email IDs are registered with the Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. Members may also note that the Notice of Extraordinary General Meeting will also be available on the Company's website - www.kritikawires.com.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. 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 the PAN (if not already done) to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
7. The Register of Members and Share Transfer Book of the company will be closed from Friday, 15th February, 2019 to Saturday, 23rd February, 2019 (both days inclusive).
8. 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 as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. The company is listed on SME platform of NSE Limited and hence, covered under Chapter XB as per SEBI (ICDR) Regulations, 2009. In the light of above, there is no provision for E-Voting facility for the shareholders.
9. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Extra - Ordinary General Meeting.
10. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
11. Relevant documents are open for inspection at the Registered Office of the Company between 12.00 p.m. to 2.00 p.m. on all days except 2nd and 4th Saturday, Sunday & Public holidays up to the date of Extraordinary General Meeting.

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12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. on the Attendance slip and Proxy form.
13. For the convenience of the members and for proper conduct of the meeting, members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.

Place:Kolkata

Date: 31.01.2019

By order of the Board

For KRITIKA WIRES LIMITED

Sanjeev Binani
Director
DIN: 01149866

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ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102(1) OF
THE COMPANIES ACT, 2013

M/s. S.K. Bhartia & Associates [Firm Registration No.- 322565E], have tendered their resignation from the position of Statutory Auditors for the financial year ended 31st March, 2019 vide their resignation letter dated 22nd January, 2019 as legally they cannot continue as Statutory auditor since their firm is not peer reviewed which makes them ineligible to continue as Statutory Auditor of any listed company., resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that M/s. G. P. Agarwal & Co. , Chartered Accountants [Firm registration No- 302082E], be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S.K. Bhartia & Associates, Chartered Accountants.

M/s. G. P. Agarwal & Co. , Chartered Accountants [Firm registration No- 302082E], have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, and Key Managerial Person(s) of the Company and their relatives are, in any way, interested in the said resolution.

Place : Kolkata

Date: 31.01.2019

By order of the Board

For KRITIKA WIRES LIMITED


Sanjeev Binani
Director
DIN: 01149866

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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 Extra Ordinary General Meeting of the Company being held on Saturday, 23rd day of February, 2019 at 1:00 P.M. at the registered office 1A, Bonfield Lane, Mezanine Floor, Kolkata - 700001, West Bengal and at any adjournment thereof.

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name <i>(Please mention in block letters)</i>	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 Kritika Wires Limited hereby appoint:

Mr. _____ residing at _____ having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on **Saturday, 23rd day of February, 2019 at 1:00 P.M.** at the registered office 1A, Bonfield Lane, Mezanine Floor, Kolkata - 700001, West Bengal and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

Revenue
Stamp of
Re. 1/-

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Date: _____, 2019

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Note:

- 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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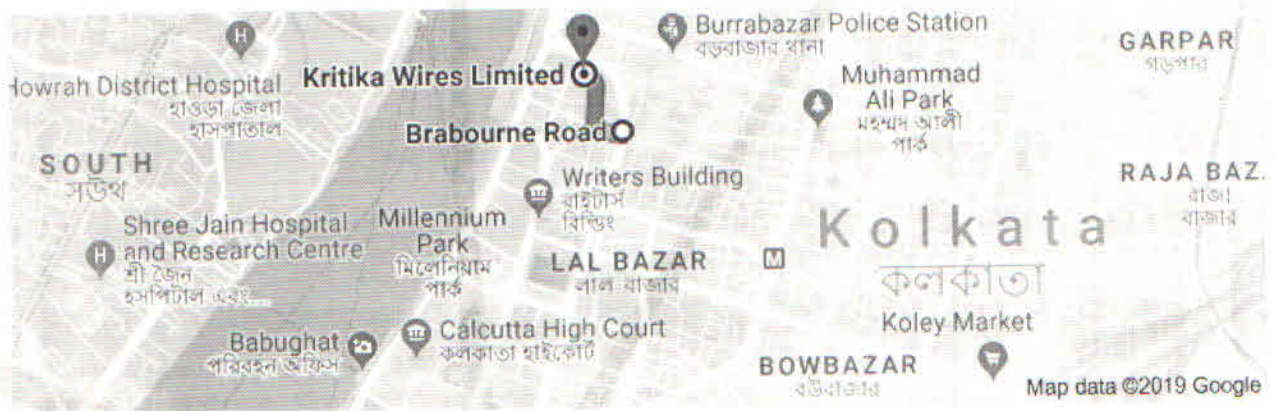
Road map to venue.

Kritika Wires Ltd.

Venue: 1A Bonfield Lane, Mezanine Floor, Kolkata - 700 001

Date and Time : 23rd February 2019, 1:00 P.M

Land Mark: Jai Hanuman Industrial Corporation (Near Brabourne Road Bridge)



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