



KRITIKA

WIRED DIFFERENTLY

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the members of M/s. Kritika Wires Limited will be held on Wednesday, 30th September, 2020 at 11.00 am at the registered office of the Company at 1A, Bonfield Lane, Mezanine Floor, Kolkata - 700001 to transact following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year 2019-2020 together with Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Naresh Kumar Agarwal (DIN: 01020334), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

3. 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 2020-2021 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 2020-2021, amounting to Rs. 35,000/- (Rupees Thirty Five 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."

By order of the Board
For Kritika Wires Limited

Mahesh Kr. Sharma

Mahesh Kumar Sharma
(Company Secretary)

Date: 4th September, 2020

Place: Kolkata

Kritika Wires Limited

Regd Office 1A, Bonfield Lane Kolkata 700 001 West Bengal India

t +91 33 40037817 e sales@kritikawires.com w www.kritikawires.com

Corporate Office Unit No. 201 2nd Floor Bus Terminus & Commercial Complex

Plot-BG-12, AA-I, New Town Pride Hotel Building

t +91 33 2986 2140 / 2142

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

CIN : L27102WB2004PLC098699 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 and 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.
5. 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.
6. 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, during business hours up to the date of the meeting.
7. 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 Thursday, the 24th September, 2020 to Wednesday, the 30th day of September, 2020 (both days inclusive).

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8. The Company has appointed **M/s. Link Intime India Private Limited**, 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 form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company.
9. 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.
10. 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.
11. 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 28th August, 2020 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.
12. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2019-2020 is also available on the website of the Company www.kritikawires.com.
13. 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.
14. 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.
15. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively. Copies of Annual Report will not be distributed to the members at the venue of the AGM. Members are requested to bring their copies of Annual Report at the time of Annual General Meeting.

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16. As per notification issued by Ministry of Corporate Affairs dated 19th 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 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 polling paper shall be made available to the members at the AGM. Poll will be conducted under the supervision of the Scrutinizer appointed for poll. Scrutinizer decision on validity of vote will be final.

18. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.

19. The Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.

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

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 of the accompanying Notice:

Item No. 3

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 2020-2021 at a fee of Rs. 35,000/- (Rupees Thirty Five 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 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. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-2021.

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No Director of the Company, 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. 3 for the approval of the Company.

By order of the Board
For Kritika Wires Limited
Mahesh Kr. Sharma
Mahesh Kumar Sharma
(Company Secretary)

Date: 4th September, 2020

Place: Kolkata

ANNEXURE TO THE NOTICE

Name of Director	Naresh Kumar Agarwal
Date of birth	09/11/1963
Nationality	Indian
Date of first appointment on the board	30/09/2008
Qualification	B Com
Experience in functional area	35 years
Relationship with other Directors	Brother of Mr. Hanuman Prasad Agarwal and Uncle of Mr. Ankush Agarwal
Shareholding in the Company	8,40,000 Equity Shares
List of directorships held in other listed Companies	Nil
Committee membership in other listed Companies	Nil

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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 16th Annual General Meeting of the Company being held on Wednesday, 30th day of September, 2020 at 11:00 A.M. at the registered office at 1A, Bonfield Lane, Mezanine Floor, Kolkata 700001 and at any adjournment there of.

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.

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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's _____ my/our proxy to vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on **Wednesday, 30th day of September, 2020 at 11:00 A.M.** at the registered office at 1A, Bonfield Lane, Mezanine Floor, Kolkata 700001 and any adjournment thereof, in respect of such resolutions as are indicated below:

ItemNo.	Resolution
Ordinary Business:	
1.	Adoption of Audited Financial Statement of the Company for the Financial Year 2019-2020.
2.	To appoint a director in place of Mr. Naresh Kumar Agarwal (DIN: 01020334), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
Special Business:	
3.	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 Proxy Holder(s)

Kritika Wires Limited

Date: _____, 2020 **Regd Office** 1A, Bonfield Lane Kolkata 700 001 West Bengal India
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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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