

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Shareholders of R.K. Wire Products Ltd. will be held on Tuesday, the 29th day of September, 2015 at the Registered Office of the Company at 167, Netaji Subhas Road, 1st Floor, Kolkata - 700 007 at 11 a.m. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as on 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Shri Chetan Kumar Bagaria (DIN: 01226808), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditor and to fix their remuneration 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 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. Agarwal Maheshwari & Co., Chartered Accountants, Firm Registration No. 314030E, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be agreed upon by the Board of Directors in consultation with the Auditor."

**Special Business**

4. To consider, and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession to the earlier resolutions passed by the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board in terms of Section 180(1)(a) of the Companies Act, 2013, to mortgage and/or create charge, in such form and manner and with such ranking and at such time as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) upto the limits approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

5. To approve the increase in remuneration of Shri Binod Kumar Bagaria (DIN: 00484802), Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in terms of the approval accorded by the shareholders in the last Annual General Meeting of the Company held on 30th September, 2014 and pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, permissions and sanctions, as may be required, consent of the members of the Company be and is hereby accorded to increase the remuneration of Shri Binod Kumar Bagaria (DIN: 00484802), Managing Director w.e.f. 1st June, 2015, as set out in the explanatory statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit."

6. To approve the increase in remuneration of Shri Chetan Kumar Bagaria, (DIN: 01226808), Executive Director Cum CFO and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in terms of the approval accorded by the shareholders in the last Annual General Meeting of the Company held on 30th September, 2014 and pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, permissions and sanctions, as may be required, consent of the members of the Company be and is hereby accorded to increase the remuneration of Shri Chetan Kumar Bagaria (DIN: 01226808), Executive Director Cum CFO w.e.f. 1st June, 2015, as set out in the explanatory statement annexed to the Notice with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit."

By Order of the Board of Directors

For R.K.Wire Products Ltd.

Date: 14th August, 2015

Registered Office:

167, Netaji Subhas Road  
1st Floor, Kolkata - 700 007

Binod Kumar Bagaria  
Managing Director  
DIN: 00484802

Ajay Kumar Bagaria  
Director  
DIN: 02279537

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM(S), IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A person holding more than 10% 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.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed.
4. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting.
5. Shareholders desiring any information as regards to the Accounts are requested to write to the Company at least ten days before the date of the Meeting so as to enable the company to keep the information ready.
6. Register of Member and Transfer Books will remain closed from Wednesday, the 23rd day of September, 2015 to Tuesday, the 29th day of September, 2015 (both days inclusive).
7. As required by the Securities and Exchange Board of India the shareholders are requested to furnish a copy of the Permanent Account Number (PAN) to the Company/Registrar and Transfer Agent by sending the shares held in physical form for transfer, transmission, transposition and deletion of the name of the deceased shareholder(s).
8. Equity Shares of the Company are available for dematerialization with Central Depository Services (India) Ltd.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Voting through Electronic Means
  - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) of the Company dated 29th September, 2015 by electronic means as an alternative to vote physically at the AGM, and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
  - 2) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the Meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instructions below to cast their votes through e-voting.
  - 3) The instructions for shareholders voting electronically are as under :
    - (i) The voting period begins on 26th September, 2015 at 9 a.m. and ends on 28th September, 2015 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (iii) Click on "Shareholders" tab.
    - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
    - (v) Next enter the Image verification as displayed and Click on "Login".
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "Balaji Galvanising Industries Limited" on which you chose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## (xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

11. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
12. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [ekpatnaikassociates@gmail.com](mailto:ekpatnaikassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2015, 5:00 pm without which the vote shall not be treated as valid.
13. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at the closing hours of business, on Friday, 14th August, 2015.
14. The shareholders shall have one vote per equity share held by them as on cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. Shri Sankar Kumar Patnaik, Practising Company Secretary (Certificate of Practice No. 7117) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Results shall be declared on and after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The same shall be communicated to the Stock Exchange.
18. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours between 11 a.m. to 1 p.m. on any working day excluding Sunday prior to the date of meeting and will also be available for inspection during the meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

## ITEM NO. 4

The Company is required to mortgage and/or create charge on the movable and immoveable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currencies and/or rupee currency) and securities (issued/to be issued by the Company), from time to time, subject to limits approved by the members, from time to time, under section 180(1)(c) of the Companies Act, 2013. The mortgage and/or charge on any of the moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

Section 180(1)(a) of the Companies Act, 2013 requires the Board of Directors of the Company to obtain the consent of the members by way of a special resolution to mortgage/create charge on the assets of the company. Hence the approval of the members is being sought for the resolution set out under item no. 4 by way of a Special Resolution.

The Board recommends the special resolution under Section 180(1)(a) of the Act for the approval of members.

None of the Directors of the Company are in any way concerned or interested in the said Resolution.

## ITEM NO. 5 &amp; 6

Shri Binod Kumar Bagaria and Shri Chetan Kumar Bagaria were appointed as Managing Director and Executive Director cum CFO of the Company respectively by the members in the last Annual General Meeting of the Company held on 30th September, 2014 for a period of three years with a maximum basic salary of Rs. 2 lac per month each. However considering their contributions to the company as well as the general pay structure in similar positions in the industry, the Board of Directors intend to increase the same to Rs. 3 lac per month each.

The Board of Directors of the Company, at its meeting held on 30th May, 2015, subject to the approval of members, has proposed to increase in the remuneration of Shri Binod Kumar Bagaria, Managing Director and Shri Chetan Kumar Bagaria, Executive Director Cum Chief Financial Officer of the Company, upto Rs. 3,00,000/- per month each and such other amount as detailed hereunder w.e.f 1st June, 2015.

It is therefore necessary to seek the members' approval for the increase in the remuneration payable to Shri Binod Kumar Bagaria and Shri Chetan Kumar Bagaria in terms of the applicable provisions of the Companies Act, 2013.

The requisite information stipulated under Schedule V of the Act is furnished hereunder:

I. GENERAL INFORMATION			
Nature of Industry	Wire and Wire Products		
Date of Commencement of Commercial Operation	The Company was incorporated on 23rd November, 1983 and had started its Commercial production thereafter.		
Financial performance:	2012-13	2013-14	2014-15
Turnover :	Rs. 449,415,416	Rs. 581,267,847	Rs. 633,716,758
(Loss)/Net profit after tax:	Rs. 5,272,192	Rs. 11,082,422	Rs. 11,859,858
Export Performance	NIL		
Foreign Investments or collaborators	NIL		

II. INFORMATION ABOUT THE DIRECTORS:	
<b>a) Shri Chetan Kumar Bagaria</b>	
Background Details	Aged 36 years, Shri Chetan Kumar Bagaria is a graduate of commerce. He has been serving the Company as a member of the Board of Directors since 9th June, 2010 and has vast knowledge & rich experience in marketing & finance.
Past Remuneration	Rs. 17,43,711/- for the year 2014-15.
Job profile and suitability	With a view to utilize his experience, the Board had appointed Shri Chetan Kumar Bagaria as an Executive Director Cum CFO of the Company for a period of three years w.e.f. 14th August, 2014 which was approved by the shareholders at the AGM held on 30th September, 2014.
Remuneration Proposed	<b>SALARY:</b> Basic Salary of Rs. 36,00,000 p.a. <b>BONUS &amp; LEAVE PAY:</b> One month's Basic Salary p.a. each. <b>PERQUISITES:</b> Following perquisites in addition to salary shall be allowed as per the rules of the Company: <b>Medical Reimbursement:</b> Reimbursement of actual medical expenses incurred for self and family subject to maximum amount of Rs. 60,000/- p.a. <b>Leave Travel Allowance:</b> For self and family once in a year subject to a maximum amount of Rs. 2,00,000/-. <b>Performance Linked Incentive:</b> As per the rules of the Company. <b>Personal Life And Mediclaim Insurance:</b> Reimbursement of Mediclaim & Term Life Insurance Expenses subject to a maximum of Rs. 60,000/- p.a. <b>Other Allowances:</b> As per the policy of the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the qualification and experience of Shri Chetan Kumar Bagaria and the profile being handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Aside from the remuneration proposed, Shri Chetan Kumar Bagaria is a relative of Shri Binod Kumar Bagaria, Managing Director and Shri Ajay Kumar Bagaria, Director of the Company.
<b>b) Shri Binod Kumar Bagaria</b>	
Background Details	Aged 63 years, Shri Binod Kumar Bagaria is a graduate of commerce. He has been serving the Company as a member of the Board of Directors since 2nd March, 1994 and has vast knowledge with rich experience in the field of finance, manufacturing, production and processing of Wire and Wire products.
Past Remuneration	Rs. 10,00,000/- for the year 2014-15.
Job profile and suitability	Shri Binod Kumar Bagaria has been serving the Company as a member of the Board of Directors of the Company since 2nd March, 1994. With a view to utilize his rich experience, the Board had appointed Shri Binod Kumar Bagaria as Managing Director of the Company for a period of three years w.e.f. 14th August, 2014 which was approved by the shareholders at the AGM held on 30th September, 2014.
Remuneration Proposed	<b>SALARY:</b> Basic Salary of Rs. 36,00,000 p.a. <b>BONUS &amp; LEAVE PAY:</b> One month's Basic Salary p.a. each. <b>PERQUISITES:</b> Following perquisites in addition to salary shall be allowed as per the rules of the Company: <b>Medical Reimbursement:</b> Reimbursement of actual medical expenses incurred for self and family subject to maximum amount of Rs. 60,000/- p.a. <b>Leave Travel Allowance:</b> For self and family once in a year subject to a maximum amount of Rs. 2,00,000/-. <b>Performance Linked Incentive:</b> As per the rules of the Company. <b>Personal Life And Mediclaim Insurance:</b> Reimbursement of Mediclaim & Term Life Insurance Expenses subject to a maximum of Rs. 60,000/- p.a. <b>Other Allowances:</b> As per the policy of the Company.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the qualification and experience of Shri Binod Kumar Bagaria and the profile being handled by him, the remuneration as mentioned below is on the lower side as compared to the remuneration being paid to similar position in other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Aside from the remuneration proposed, Shri Binod Kumar Bagaria is a relative of Shri Chetan Kumar Bagaria, Director & CFO and Shri Ajay Kumar Bagaria, Director of the Company.
<b>III. OTHER INFORMATION :</b>	
Reasons of loss or inadequate profits	Lack of market growth and high operating cost.
Steps taken or proposed to be taken for improvement	Several changes have been proposed to be implemented to bring down the operating costs.
Expected increase in revenue and profits in measurable terms	The company is targeting an increase of about 15% in the overall turnover and about 10% increase in operating profit as compared to the previous year.
<b>IV. DISCLOSURE</b>	
The shareholders of the Company are hereby informed about the remuneration package of the directors.	

It is therefore necessary to seek the members' approval for the increase in the remuneration payable to Shri Binod Kumar Bagaria and Shri Chetan Kumar Bagaria in terms of the applicable provisions of the Companies Act, 2013.

By Order of the Board of Directors

For R.K.Wire Products Ltd.

Date: 14th August, 2015

Registered Office:

167, Netaji Subhas Road  
1st Floor, Kolkata - 700 007

Binod Kumar Bagaria

Managing Director

DIN: 00484802

Ajay Kumar Bagaria

Director

DIN: 02279537