



28th Annual Report 2019-20

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE STEEL WIRE ROPES LIMITED WILL BE HELD AS INDICATED BELOW:

Date-	August 25, 2020
Day-	Tuesday
Time-	9:00 A.M.
Place-	183-184-185, K.I.D.C., Village-Dheku, Taluka-Khalapur, District-Raigad, Khopoli-410203.

To transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To approve the ratification of Mrs. Kirtee Anil Sajnani (DIN: 01459113) who is being appointed as the Whole-Time Director of the Company.

SPECIAL BUSINESS:

3. **CHANGE IN DESIGNATION OF MR. ANIL SAJNANI FROM WHOLE TIME DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the Section 152, 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, read with the provision of Article of Association of the Company and on the approval of the Board of Directors of the Company be and is hereby accorded to the change in designation of Mr. Anil Sajnani from Whole Time Director to Chairman and Managing Director of the Company, liable to retire by rotation of Directors, effective from 30th June, 2020 on such other terms and conditions as per Letter of Appointment given to Mr. Anil Sajnani by the Company and there is no change in the remuneration of Mr. Anil Sajnani due to this change of designation.

RESOLVED FURTHER THAT the above change is subject to ratification of the members in its ensuing Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, to do all such acts and deeds as may be required to give effect to this resolution.”



4. **CHANGE IN DESIGNATION OF MR. MANOJ JESWANI FROM CHAIRMAN AND MANAGING DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the Section 152, 196 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules and regulations made there under, read with the provision of Article of Association of the Company and on the approval of the Board of Directors of the Company be and is hereby accorded to the change in designation of Mr. Manoj Jeswani from Chairman and Managing Director to Whole Time Director of the Company, liable to retire by rotation of Directors, effective from 30th June, 2020 on such other terms and conditions as per Letter of Appointment given to Mr. Manoj Jeswani by the Company and there is no change in the remuneration of Mr. Manoj Jeswani due to this change of designation.

RESOLVED FURTHER THAT the above change is subject to ratification of the members in its ensuing Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, to do all such acts and deeds as may be required to give effect to this resolution."

5. **AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE, TRANSFER, MORTGAGE OR OTHERWISE DISPOSE OFF, THE PROPERTIES OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act") and such other approvals / sanctions / permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease, transfer, mortgage or otherwise dispose off from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, up to a value of and within the overall limits under Section 180(1)(a) of Companies Act, 2013 i.e aggregate of Paid up share capital, Free Reserves and Securities Premium, as per the audited Balance sheet of the preceding Financial Year of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT all actions and decisions taken till date under the said resolution shall be valid and in order."

By Order of the Board of Directors
For **Shree Steel Wire Ropes Limited**

Sd/-

Anand Dubey
Company Secretary and Compliance Officer

Date: 25th July, 2020
Place: Khopoli

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the Directors change in designation as per Item Nos. 3 and 4 of the Notice and approval for Section 180 (1) (a) of the Companies Act, 2013 as per Item No.5 of the Notice are annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY
3. The instrument appointing the proxy, in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting viz. up to 09:00 a.m. on August 23, 2020. Members/proxies should bring their duly filled attendance slip attached herewith to attend the meeting.
4. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. A proxy form is annexed to this Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
5. As per the Listing Agreement, particulars of Directors who are proposed to be ratified is furnished below:

Item No 2

1.	Name of Director	Mrs. Kirtee Anil Sajnani (DIN: 01459113)
2.	Date of Birth (Age)	31/03/1979 (41 Years)
3.	Nationality	Indian
4.	Expertise	Marketing
5.	Relationship with other Directors and KMP	Wife of Mr. Anil L. Sajnani
6.	No. of shares held in the Company	Nil
7.	Date of Appointment	25/07/2020
8.	Qualification	HSC
9.	Name of the Company where she is Director	NA
10.	Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stake holder's Relationship Committee)	NA

Item No 3

1.	Name of Director	Mr. Anil L. Sajnani (DIN: 00014257)
2.	Date of Birth (Age)	13/01/1973 (47 Years)
3.	Nationality	Indian
4.	Expertise	Sales, Production and Construction
5.	Relationship with other Directors and KMP	None
6.	No. of shares held in the Company	60735
7.	Date of Appointment	16/07/1997
8.	Qualification	Graduate
9.	Name of the Company where he is Director	1. Basant Rubber Factory Pvt. Ltd. 2. Opa Hospitality Pvt. Ltd. 3. Bholenath Developers Ltd. 4. Mitha Estates Pvt. Ltd.
10.	Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stake holder's Relationship Committee)	NA



Item No 4

1.	Name of Director	Mr. Manoj Bansidhar Jeswani (DIN: 00014509)
2.	Date of Birth (Age)	14/07/1972 (48 Years)
3.	Nationality	Indian
4.	Expertise	Regulatory Compliances and Finance
5.	Relationship with other Directors and KMP	None
6.	No. of shares held in the Company	Nil
7.	Date of Appointment	30/06/1999
8.	Qualification	MBA in Finance
9.	Name of the Company where he is Director	NA
10.	Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stake holder's Relationship Committee)	NA

6. Members are requested to kindly bring their copy of the Annual Report and Attendance slip with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting and are requested to quote their Folio Numbers in all correspondences.
7. 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 at the Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th August, 2020 to 25th August, 2020 (both days inclusive) in connection with the Annual General Meeting.
9. Relevant documents referred in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.
10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
11. Members are requested to inform change in address or bank mandate to their respective Depository Participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited for the shares held in physical form by a written request duly signed by the member for receiving all communication in future.
12. Members desiring any information relating to the Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the Management to keep the information available at the meeting.
13. A route map giving directions to reach the venue of the 28th Annual General Meeting is given at the end of the Notice.
14. Members may note that the electronic copy of the 28th Annual Report (including AGM Notice) will also be available on Company's website i.e. www.sswrl.com for their reference.
15. The voting rights of the shareholders for voting through remote e-voting or by Poll paper at the AGM shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on 18th August, 2020 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM and who is not a Member as on the cut-off date shall treat this Notice for information purposes only. Person acquiring shares after dispatch of this notice but holds shares as on cut-off date can generate the password as per instructions stated in notice or seek assistance from CDSL via writing e-mail on helpdesk.evoting@cdslindia.com.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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.
17. Mr. Rushabh Doshi, Company Secretary, (Membership No. ACS 24406) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Chairman shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.sswrl.com and on the website of CDSL immediately after their declaration and communicated to the Stock Exchange where the Shares of the Company are listed, viz. BSE Ltd.

18. Voting through electronic means:-

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to exercise members' right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The facility for voting through ballot/polling paper shall also be made available at the venue of the 28th Annual General Meeting. The members attending the meeting, who have not already casted their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already casted their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

The voting period begins on 22nd August, 2020 (09:00 a.m.) and ends on 24th August, 2020 (05:00 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 (record date) of 18th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Procedure / Instructions for e-voting are as under: In case of members receiving e-mail:

- (i) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (ii) Log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on "Shareholders" tab to cast your vote.
- (iv) Now, select the Electronic Voting Sequence Number-"EVSN" along with "Company NAME" from the drop down menu and click on "SUBMIT".
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID Followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the <AABCS4276J > in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %and *). 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) Click on the relevant EVSN on which you choose to vote.



- (ix) 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution /Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/Authority letter to the email id of the Scrutinizer (r.doshi87@gmail.com), RTA (jiny.elizabeth@linkintime.co.in) and Company (compliances@sswrl.com)
- (xiv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xv) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 should be mailed to 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.
- (ii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvi) In case of members receiving the physical copy:
- Please follow all steps from sl. no. (i) to sl. no. (xiii) above to cast vote.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvii) Mr. Rushabh Doshi, Company Secretary (A24406) has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- The scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website www.sswrl.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.

By Order of the Board of Directors
For **Shree Steel Wire Ropes Limited**

Sd/-

Anand Dubey
Company Secretary and Compliance Officer

Date: 25th July, 2020
Place: Khopoli



EXPLANATORY STATEMENT

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

The following explanatory statement sets out all material facts relating to the business mentioned under Items Nos. 3, 4 and 5 of the accompanying Notice:

ITEM NO. 3

CHANGE IN DESIGNATION OF MR. ANIL SAJNANI FROM WHOLE TIME DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

The members are apprised that Mr. Anil Sajnani who was appointed as Managing Director and Chairman of the Company in the Board meeting held on 30th June, 2020 on such date and has shown his willingness to act as Managing Director and Chairman of the Company.

The Board of Directors came to such conclusion in its respective meeting held on 30th June, 2020 after considering the improvement brought by Mr. Anil Sajnani in the infrastructure at the factory by adding new machinery, installation of APFC Panel, a system for rain water harvesting and increase in production, so the committee has decided to avail the expertise of Mr. Anil Sajnani on regular basis.

Hence, the Board has proposed to appoint him as Managing Director and Chairman of the Company on such other terms and conditions as per Letter of Appointment given to Mr. Anil Sajnani by the Company. The appointment of Mr. Anil Sajnani as such shall take effect from 30th June, 2020 and requires the approval of the Shareholders of the Company by way of Special Resolution passed in the General Meeting as per provisions of section 152, 196 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Anil Sajnani from Whole Time Director to Managing Director and Chairman of the Company on such other terms and conditions as per Letter of Appointment.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Anil Sajnani and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Anil Sajnani as Managing Director and Chairman of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO.4

CHANGE IN DESIGNATION OF MR. MANOJ JESWANI FROM CHAIRMAN AND MANAGING DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY

The members are apprised that Mr. Manoj Jeswani who was appointed as Whole Time Director of the Company in the Board meeting held on 30th June, 2020 on such date and has shown his willingness to act as Whole Time Director of the Company.

The Board of Directors in its respective meeting held on 30th June 2020 considered his request and approved the change in designation of Mr. Manoj Jeswani from Managing Director and Chairman to Whole Time Director of the Company on the terms and conditions as specified in the Appointment Letter with effect from 30th June 2020.

Hence, the Board have proposed to appoint him as Whole Time Director of the Company. The appointment of Mr. Manoj Jeswani as such shall take effect from 30th June 2020 and requires the approval of the Shareholders of the Company by way Special Resolution passed in the Annual General Meeting as per provisions of section 152, 196 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Manoj Jeswani, from Managing Director and Chairman to Whole Time Director of the Company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Manoj Jeswani and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Manoj Jeswani as Whole Time Director of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO.5

AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE, TRANSFER, MORTGAGE OR OTHERWISE DISPOSE OFF THE PROPERTIES OF THE COMPANY

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company can not sell, lease, transfer, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the aforesaid resolution.

Venue of the Annual General Meeting:

ROUTE MAP TO VENUE:



183-184-185, K.I.D.C.,
Village- Dheku, Taluka- Khalapur,
District- Raigad, Khopoli- 410 203. Maharashtra.
Tel.: (02912) 263547



Shree Steel Wire Ropes Ltd.

Registered Office:
183-184-185, K.I.D.C.,
Village- Dheku, Taluka- Khalapur,
District- Raigad, Khopoli - 410 203. Maharashtra.
Tel.: (02912) 263547