

GUJARAT WEDGE WIRE SCREENS LIMITED

(CIN: U27100GJ1978PLC003252)

1707, GIDC INDUSTRIAL ESTATE HALOL PANCHMAHAL GJ 389350

Phone No.: 9205898777, E-mail ID: gwwsl2012@gmail.com, Website: www.gujaratwedgewirescreens.com

NOTICE

NOTICE is hereby given that the **Extra Ordinary** General Meeting of the members of **Gujarat Wedge Wire Screens Limited** will be held on **Friday, 17th March, 2023** at **02:00 PM** at the registered office of the Company at 1707, GIDC Industrial Estate Halol, Panchmahal, Gujarat-389350 to transact the following business(es):-

SPECIAL BUSINESS:

ITEM NO. 1:

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:-

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

RESOLVED THAT in accordance with the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakh Only) divided into 9,00,000 (Nine Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each and 3,00,000 (Three Lakh) 6% Non-Convertible, Non-Cumulative, Redeemable Preference Shares of ₹ 10/- each to ₹ 2,00,00,000/- (Rupees Two Crore only) divided into 17,00,000 (Seventeen Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each and 3,00,000 (Three Lakhs) 6% Non-Convertible, Non-Cumulative, Redeemable Preference Shares of ₹ 10/- (Ten Rupees Only) each by addition of ₹ 80,00,000/- (Rupees Eighty Lakh only) divided into 8,00,000 (Eight Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each ranking *pari-passu* in all respect with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is ₹ 2,00,00,000/- (Rupees Two Crore only) divided into 17,00,000 (Seventeen Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each and 3,00,000 (Three Lakh) 6% Non-Convertible, Non-Cumulative, Redeemable Preference Shares of ₹ 10/- (Ten Rupees Only) each.”

ITEM NO. 2:

TO INCREASE THE OVERALL MANAGERIAL REMUNERATION LIMIT

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

“RESOLVED THAT in accordance with the provisions of section 197 of the Companies Act, 2013 as amended from time to time, read with schedule V and the other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of Board, consent of members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of five financial years starting from 1st April, 2023 till 31st March, 2028 from existing limit of 11% (eleven percent) of the net profits of the Company to the extent of yearly remuneration payable in accordance with the provisions of Schedule V Section II Item A, whereby yearly remuneration payable shall not exceed ₹ 60,00,000/- (Rupees Sixty Lakh only), computed in a manner as laid down in Section 198 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary in this regard.”

ITEM NO. 3:

ENHANCEMENT OF BORROWING LIMITS FOR THE PURPOSE OF BUSINESS OF THE COMPANY UPTO ₹ 2 CRORES

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

“RESOLVED THAT, pursuant to Section 180(1)(c) & Section 180(2) of Companies Act, 2013 and other applicable provisions, if any, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the “Board”), to borrow money of exceeding the paid up share capital

of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company, apart from the temporary loans obtained from the Company's Bankers, in the ordinary course of business, shall not exceed the sum of Rupees 2 Crore (Rupees Two Crores only) on such terms & conditions as the Board of Directors may deem fit from time to time."

ITEM NO. 4:

ADOPTION OF NEW SET OF MEMORANDUM & ARTICLES OF ASSOCIATION IN LINE WITH NEW COMPANIES ACT, 2013

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 Section 13 and Section 14 of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules 2014, and other applicable provisions including any statutory modification(s) or re-enactment thereof for the time being in force) consent of members of the Company be and is hereby accorded to substitute the existing Memorandum of Association and Article of Association of the Company, with new sets of Memorandum of Association and Article of Association of the Company as per the provisions of the Companies Act, 2013,"

"RESOLVED FURTHER THAT Board of Directors of the Company severally/jointly be and are hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect for the aforesaid resolution and/or otherwise considered by them in the best interest of the Company."

**By order of the Board of Directors
For Gujarat Wedge Wire Screens Limited**

**Sd/-
Rajiv Kishanlal Singhee
Director
(DIN: 01822666)**

Date: 15.02.2023

Place: Halol, Panchmahal

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
A person can act as a proxy on behalf of members **not exceeding fifty** and holding in 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(s) or shareholder(s).
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the EGM on its behalf and to vote through remote e-voting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Extra Ordinary General Meeting.
5. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
b) The members who are holding shares in demat form are requested to intimate an change in their address with pin code immediately to their Depository Participants.
6. Members may note that the Notice of EGM will also be available on the Company's website at **www.gujaratwedgewirescreens.com**;
7. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
8. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management

and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Extra Ordinary General Meeting (EGM) by Electronic Means. The business(s) proposed to be transacted as mentioned in the EGM Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the EGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the EGM but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

7. The Board of Directors of the company has appointed **M/s. Jain P & Associates, Practicing Company Secretaries**, as Scrutinizer for conducting the e-voting process (including the Polling paper received from the members who do not have access to the e-voting process) for the Extra Ordinary General Meeting in a fair and transparent manner.
8. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairperson. The Report shall be placed on Notice Board of the Company at premises of the Registered Office.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
10. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

11. EGM Notice shall be Dispatched to equity shareholders whose names are registered in the Register of members/ Beneficial Owner (in case of shares in Dematerialized form) as on the Record Date i.e. **Monday, 13th February, 2023**.
12. 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 Record Date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off/Record date should treat this Notice for information purposes only.

13. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
14. To receive communications through electronic means, including Notices of EGM, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address by communicating/writing to the Company or to our **RTA, RCMC Share Registry Private Limited, B-25/1, Okhla Industrial Area Phase II New Delhi 110020, Ph.:- 011-26387322 Email: investor.services@rcmcdelhi.com**.
15. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
17. The Company has been maintaining, inter alia, the following statutory registers
 - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.

18. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 which shall be available on working days at the registered office of the Company. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
19. The route map is annexed to this Notice.
20. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, 10th March, 2023**, such person may obtain the user id and password from by email request on **evoting@cDSL.co.in**.

21. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to gwwsl2012@gmail.com for obtaining the Notice of EGM.
22. Instructions for remote e-voting are as follows:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Tuesday, 14th March, 2023 at 09:00 A.M.> and ends on <Thursday, 16th March, 2023 at 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 i.e. <Friday, 10th March, 2023> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’

	<p>section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for <GUJARAT WEDGE WIRE SCREENS LIMITED> 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 Resolution details.
- (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) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. specimen signature.
 - Speciman signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the

Company at the email address at gwwsl2012@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.services@rcmcdelhi.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing EGM, including e-voting, the following official has been designated:

Name of Official	Rajiv Kisanlal Singhee
Designation	Director
Address	1707, GIDC Industrial Estate, Halol, Panchmahal, Gujarat - 389350
Contact	+91-9205898777
E-mail	gwwsl2012@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 1

Your Board plans to take up business activities which shall require more capital than the present authorized capital of the Company. Accordingly, your Board proposes to increase the Authorized Share Capital from ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) divided into 9,00,000 (Nine Lakhs) equity shares of ₹ 10/- (Ten rupees only) each and 3,00,000 (Three Lakhs) 6% Non-Convertible, Non-Cumulative, Redeemable Preference Shares of ₹ 10/- (Ten rupees only) each to ₹ 2,00,00,000/- (Rupees Two Crore only) divided into 17,00,000 (Seventeen Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each and 3,00,000 (Three Lakhs) 6% Non-Convertible, Non-Cumulative, Redeemable Preference Shares of ₹ 10/- (Ten Rupees Only) each by addition of ₹ 80,00,000/- (Rupees Eighty Lakh Only) divided into 8,00,000 (Eight Lakh) equity shares of ₹ 10/- (Ten Rupees Only) each ranking *pari passu* in all respect with the existing equity shares of the Company. Such changes required alteration in Clause V of the Memorandum of Association of the Company.

Consent of the members is sought to change the Memorandum of the Company for increase of Authorized Share Capital and hence proposed the resolution.

No Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution for your approval as **Ordinary Resolution**.

ITEM 02:

TO INCREASE THE OVERALL MANAGERIAL REMUNERATION LIMIT

As per section 197 of the Companies Act, 2013 as amended from time to time, total managerial remuneration payable by the Company to its Executive Directors and KMP including Managing Director, Whole Time Director and its Manger in respect of five financial year(s) from 1st April 2023 till 31st March, 2028 may increase the overall limit of managerial remuneration payable by the Company in respect of five financial years starting from 1st April, 2023 till 31st March, 2028 from existing limit of 11% (eleven percent) of the net profits of the Company to the extent of yearly remuneration payable in accordance with the provisions of Schedule V Section II Item A, whereby yearly remuneration payable shall not exceed ₹ 60,00,000/- (Rupees Sixty Lakh only), computed in a manner as laid down in Section 198 of the Companies Act, 2013, provided that same shall be approved from the shareholders in the general meeting by way of **Special Resolution**.

The requirement of taking Central Government approval has been done away with. Board considered the same in its meeting and is placing before the members for the approval.

Accordingly Board recommends Special Resolution for Member approval.

Except for Mr. Rajiv Kisanlal Singhee and Mr. Madhuram Satish Rathi, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 03:

ENHANCEMENT OF BORROWING LIMITS FOR THE PURPOSE OF BUSINESS OF THE COMPANY UPTO RS. 2 CRORES

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits, for the Company, upto ₹ 2 Crores (Rupees Two Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board of Directors recommends these resolutions for the approval of the members as Special Resolutions.

No Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 04:

ADOPTION OF NEW SET OF ARTICLES & MEMORANDUM OF ASSOCIATION IN LINE WITH NEW COMPANIES ACT, 2013

The present Articles & Memorandum of Association (the "AOA" & "MOA") of the Company need to be amended consequent to the enactment of the Companies Act, 2013 (the Act) to make them in line with the provisions of the Act. Hence, it is desirable to adopt new set of Articles & Memorandum of Association.

Since, the alteration in the Articles & Memorandum of Association is substantial in nature, it is recommended to adopt a new set of Articles & Memorandum in place of existing Articles & Memorandum. The new Articles & Memorandum envisage adoption of Table-F and Table-A respectively of Schedule I to the Companies Act, 2013 in substitution for and exclusion of all the existing Articles & Memorandum. A copy of new set of articles & memorandum to be adopted is attached for perusal of members.

Pursuant to provisions of Section 13 & 14 and other applicable provisions of the Companies Act, 2013, any amendment to the AOA & MOA requires the approval of the shareholders of the Company by way of a special resolution. Hence, the Board of Directors hereby request and recommend the members to approve the alteration of Articles & Memorandum of Association of company by passing the resolution mentioned in the notice as Special Resolution.

A copy of the draft of the new Articles & Memorandum of Association of the Company with the proposed alteration will be available for inspection by the Members of the Company at its Registered Office during the usual business hours.

No Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

GUJARAT WEDGE WIRE SCREENS LIMITED

(CIN: U27100GJ1978PLC003252)

1707, GIDC INDUSTRIAL ESTATE HALOL PANCHMAHAL GJ 389350

Phone No.: 9205898777, E-mail ID: gwsl2012@gmail.com, Website: www.gujaratwedgewirescreens.com

PROXY FORM

Form No. MGT-11

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

CIN : U27100GJ1978PLC003252
Name of the Company : GUJARAT WEDGE WIRE SCREENS LIMITED
Registered Office : 1707, GIDC Industrial Estate, Halol, Panchmahal, GJ - 389350

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **Gujarat Wedge Wire Screens Limited** holding shares hereby appoint:

- Name E-Mail I.D.
Address
..... Signature or failing him
- Name E-Mail I.D.
Address
..... Signature or failing him
- Name E-Mail I.D.
Address
..... Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Friday, 17th March, 2023 at 2:00 P.M. at the Registered Office of the Company at 1707, GIDC Industrial Estate, Halol, Panchmahal, GJ – 389350** to transact following Business(es):

S. No.	Resolution	For	Against
SPECIAL BUSINESS			
1.	To Increase in the Authorized Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company		
2.	To increase the overall managerial remuneration limit		
3.	Enhancement of Borrowing Limits for the purpose of business of the Company upto Rs. 2 Crores		
4.	To Adopt the new set of Memorandum & Articles of Association in line with new Companies Act, 2013		

Signed this..... day of 2023.

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs. 1/-

Notes:

- (1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- (2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Extra-Ordinary General Meeting.
- (3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) 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. Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

GUJARAT WEDGE WIRE SCREENS LIMITED

(CIN: U27100GJ1978PLC003252)

1707, GIDC INDUSTRIAL ESTATE HALOL PANCHMAHAL GJ 389350

Phone No.: 9205898777, E-mail ID: gwsl2012@gmail.com, Website: www.gujaratwedgewirescreens.com

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Extra-Ordinary General Meeting of the members of **Gujarat Wedge Wire Screens Limited** to be held on **Friday, 17th March, 2023 at 2:00 P.M.** at Registered office of the Company at **1707, GIDC Industrial Estate, Halol, Panchmahal, GJ –389350**

Name of First Named Shareholder(In Block Letters) :

Postal Address :

Folio No./DP ID & Client ID :

No. of Shares held :

Class of Shares :

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	For	Against
SPECIAL BUSINESS			
1.	To Increase in the Authorized Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company		
2.	To increase the overall managerial remuneration limit		
3.	To Enhancement of Borrowing Limits for the purpose of business of the Company upto Rs. 2 Crores		
4.	To Adopt the new set of Memorandum & Articles of Association in line with new Companies Act, 2013		

Date:

Place: **Signature of Shareholder**

* Please tick in the appropriate column

GUJARAT WEDGE WIRE SCREENS LIMITED

(CIN: U27100GJ1978PLC003252)

1707, GIDC INDUSTRIAL ESTATE HALOL PANCHMAHAL GJ 389350

Phone No.: 9205898777, E-mail ID: gwsl2012@gmail.com, Website: www.gujaratwedgewirescreens.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra Ordinary General Meeting on Friday, 17th March, 2023 at 2:00 PM at 1707, GIDC Industrial Estate, Halol, Panchmahal, GJ 389350

Name of the Member(In Block Letters) Address :

Folio No./DP ID & Client ID :

No. of Shares held :

Name of Proxy (To be filled in, if the proxy attends instead of the member) :

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on **Friday, 17th March, 2023 at 2:00 PM at 1707, GIDC Industrial Estate Halol, Panchmahal, GJ – 389350.**

.....
Member's /Proxy's Signature

Note:

- Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.
- Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise.

ROUTE MAP

