

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the an Extraordinary General Meeting of the Members of **TENTIWAL WIRE PRODUCTS LIMITED** will be held on Monday, 31st March, 2015 from 10:30 A.M. at the Registered Office of the Company at Delhi Masani Road, Radhey Shyam Colony, Mathura-281003, to transact the following business:

Special Business:

ITEM NO. 1: Appointment of Statutory Auditors to fill casual vacancy:

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. B. B. Agrawal & Co., Chartered Accountants, 159/160, 1st Floor, Vikas Bazar, Mathura-281003 be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Paraksh Shri Krishan & Co., Mathura.

RESOLVED FURTHER that M/s. B. B. Agrawal & Co., Mathura be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.2: Appointment of Mr. Jainendra Kumar Sharma Katara (DIN: 06676568) as an Independent Director of the Company for a term of five consecutive years.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 52 of the (BSE SME) Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jainendra Kumar Sharma Katara(DIN: 06676568), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent

Director of the Company, for a term of five consecutive years with effect from 02nd March, 2015 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.3: Appointment of Mr. Anil Kulshreshtha (DIN: 03054210) as an Independent Director of the Company for a term of five consecutive years.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 52 of the (BSE SME) Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Anil Kulshreshtha (DIN: 03054210), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for a term of five consecutive years with effect from 02nd March, 2015 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.4: Appointment of Mr. Nand Kumar Mishra (DIN: 03363255) as an Independent Director of the Company for a term of five consecutive years.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 52 of the (BSE SME) Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Nand Kumar Mishra (DIN: 03363255), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 02nd March, 2015 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.5: Appointment of Mr. Govind sharma (DIN: 06525313) as an Independent Director of the Company for a term of five consecutive years.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 52 of the (BSE SME) Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Govind Sharma (DIN: 06525313), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years with effect from 02nd March, 2015 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.6: Regularization of Appointment of Mr. Shubhash Chand (DIN: 06996971) as an Independent Director of the Company for a term of five consecutive years.

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 149, 152, 160, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, the appointment of Mr. Subhash Chand (DIN 06996971), an Additional Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby approved as an Independent Director of the Company for a term of five consecutive years, with effect from 20th Day of October, 2014 to 19th Day of October, 2019 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.7: Increase in Remuneration of Mr. Radha Pad Tentiwala (DIN: 00132785) as per Schedule V.

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

“RESOLVED THAT in partial modification to the Resolution No. 7 passed at the Annual General Meeting of the Company held on August 26th, 2013 and pursuant to the provision of sec 197 and 198 of companies, Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule V and other applicable provision, if any, of Companies Act, 2013, and any rules made thereunder and pursuant to the approval of the Remuneration Committee and Board of Directors, Consent of the Members be and is hereby accorded for paying the revised remuneration to Mr. Radha Pad Tentiwala (00132785), Managing Director of the company with effect from 1st April, 2015, for the remaining period of his tenure upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month including all the perquisites and benefits, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.8: Increase in Remuneration of Mr. Neelesh Tentiwala (DIN: 00132775) as per Schedule V.

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

“RESOLVED THAT in partial modification to the Resolution No. 9 passed at the Annual General Meeting of the Company held on August 26th, 2013 and pursuant to the provision of sec 197 and 198 of companies, Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule V and other applicable provision, if any, of Companies Act, 2013, and any rules made thereunder and pursuant to the approval of the Remuneration Committee and Board of Directors, Consent of the Members be and is hereby accorded for paying the revised remuneration to Mr. Neelesh Tentiwala (00132775), Whole Time Director of the company with effect from 1st April, 2015, for the remaining period of his tenure upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month including all the perquisites and benefits, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.9: Increase in Remuneration of Mrs. Kumkum Tentiwala (DIN: 00132858) as per Schedule V.

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

“RESOLVED THAT in partial modification to the Resolution No. 8 passed at the Annual General Meeting of the Company held on August 26th, 2013 and pursuant to the provision of sec 197 and 198 of companies, Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule V and other applicable provision, if any, of Companies Act, 2013, and any rules made thereunder and pursuant to the approval of the Remuneration Committee and Board of Directors, Consent of the Members be and is hereby accorded for paying of revised remuneration to Mrs. Kumkum Tentiwala (00132858), Whole Time Director of the company with effect from 1st April, 2015, for the remaining period of her tenure upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month including all the perquisites and benefits, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

ITEM NO.10: Increase in Remuneration of Mr. Parag Sharma (DIN: 00340419) as per Schedule V.

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

“RESOLVED THAT in partial modification to the Resolution No. 10 passed at the Annual General Meeting of the Company held on August 26th, 2013 and pursuant to the provision of sec 197 and 198 of companies, Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule V and other applicable provision, if any, of Companies Act, 2013, and any rules made thereunder and pursuant to the approval of the Remuneration Committee and Board of Directors, Consent of the Members be and is hereby accorded for paying of the revised remuneration to Mr. Parag Sharma (00340419), Whole Time Director of the company with effect from 1st April, 2015, for the remaining period of his tenure upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) per month including all the perquisites and benefits, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised to do all acts, deeds and things as he may in his absolute discretion deem necessary, proper or desirable in this regard. “

**Place : Mathura
Date : 4th March, 2015**

**By Order of the Board of Directors
For TENTIWAL WIRE PRODUCTS LIMITED**

**SD/-
(Radha Pad Tentiwala)
Managing Director
DIN: 00132785**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED AND RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING (I.E. ON OR BEFORE 10:30 A.M. OF 29TH MARCH, 2015).
2. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in all respect of Special Business items is annexed hereto.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

5. INSTRUCTION FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is pleased to provide e – voting facility which will enable the members to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting.

Instructions for members for voting electronically are as under:-

I. In case of members receiving e-mail:

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on “Shareholders” tab to cast your votes.
4. Now, select the **Electronic Voting Sequence Number (“EVSN”) 150227006** along with **“Tentiwal Wire Products Limited”** from the drop down menu and click on **“SUBMIT”**.
5. 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 Characters DP ID Followed by 8 digits Client ID For CDSL : 16 digits beneficiary ID. Next enter e image verification as displayed and click on Login	Folio No. registered with the Company Next enter the image verification as displayed and click on Login
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 holding shares in demat mode as well as shareholders holding shares in physical mode)
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ANY OF THE FOLLOWING TWO

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.
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OR

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.
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*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 last 8 digits of the demat account/folio numbers in the PAN Field.

** In case the folio 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. Eg. If your name is Ramesh Kumar with folio 100 then enter RA00000100 in the PAN Field.

6. After entering these details appropriately, click on "SUBMIT" tab.
7. 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 change 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(@ # \$ %&). 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. Kindly note that this changed password is to be also used by the Demat holders
8. Click on the relevant EVSN on which you choose to vote.
9. 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.
10. Click on the "Resolutions File Link" if you wish to view all the Resolutions.
11. 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.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

II. In case of members receiving the physical copy of Notice of Extra Ordinary General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:

Please follow all steps from Sr. No. (2) to Sr. No. (12) above, to cast vote

III. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in

favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

- IV.** E-voting period is **Wednesday, March 25, 2015 (10:00 am to 6:00 PM) and Thursday, March 26, 2015 (10:00 AM to 6:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V.** The voting rights of 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 Friday, February 27, 2015.
- VI.** Mr. Pramod Kumar Sharma, Company Secretary in Whole Time Practice, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII.** 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.in under help section or write an email to helpdesk.evoting@cdslindia.com.

CONTACT DETAILS

COMPANY

TENTIWAL WIRE PRODUCTS LIMITED
DELHI MASANI ROAD, RADHEY SHYAM COLONY,
MATHURA-281003
E-MAIL:- ipo@tentiwala.com, cs@tentiwala.com

REGISTRAR AND TRANSFER AGENT

SHAREPRO SERVICES (INDIA) PRIVATE LIMITED
13AB, SAMHITA WAREHOUSING COMPLEX, 2ND FLOOR,
SAKINAKA TELEPHONE EXCHANGE LANE, OFF ANDHERI-
KURLA ROAD, SAKINAKA, ANDHERI (E), MUMBAI-400072

E-VOTING AGENCY

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED
E-MAIL:- helpdesk.evoting@cdslindia.com

SCRUTINIZER

MR. PRAMOD KUMAR SHARMA- COMPANY SECRETARY
E-MAIL:- pksharmafcs@gmail.com,
pksharma_11@rediffmail.com

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1: M/s. B. B. Agrawal & Co., Chartered Accountants, 159/160, 1st Floor, Vikas Bazar, Mathura-281003 have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. B. B. Agrawal & Co., Chartered Accountants, 159/160, 1st Floor, Vikas Bazar, Mathura-281003, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Paraksh Shri Krishan & Co., Mathura.

M/s. B. B. Agrawal & Co., Chartered Accountants, 159/160, 1st Floor, Vikas Bazar, Mathura-281003, New Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 2-6: With the advent of new Companies Act, 2013, which came into effect from April 1, 2014, new provisions with respect to Independent Directors have come into force. As per the provisions of Section 149 of the Companies Act, 2013 the Board of every Listed Company is required to have at least one-third of the total number of directors as Independent Directors, who will not be liable to retire by rotation.

In pursuance of Clause 52 of the BSE (SME) Listing Agreement and in accordance with provisions of Section 149 of the Companies Act, 2013, Board recommends the appointment of Mr. Jainendra Kumar Sharma Katara, Mr. Anil Kulshreshtha, Mr. Nand Kumar Mishra and Mr. Govind Sharma as Independent Directors of the Company for tenure of five consecutive years w.e.f. 02nd March, 2015. Further, Mr. Subhash Chand were appointed as an Additional Independent Directors on 20th October, 2014, to hold office till the date of this AGM and the Company has received requisite notices, in accordance with Section 160 of the Act, proposing their candidature for office of Director. Accordingly, the Members may, at this Extra Ordinary General Meeting, approve the appointment of Mr. Subhash Chand, as an Independent Directors of Company for a term of five consecutive year's w.e.f. from 20th October, 2014.

The Board believes that the knowledge and expertise of the Independent Directors will benefit the Company in its endeavours and in the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder, for appointment as Independent Director. Therefore, the Directors recommend the Resolutions proposed vide Item nos. 2 to 5 of the Notice be passed and approved as Ordinary Resolutions by the Members.

The disclosure required under clause 52 of BSE (SME) Equity Listing Agreement have been made in Annexure-1 attached to this Explanatory Statement and the same forms an integral part of the Notice as well.

Except the Appointee(s), none of the Directors or Key Managerial Personnel or their relatives of the Company or their relatives is / are concerned or interested, in any manner in the passing of proposed Resolutions at Item No. 2 to 5 of the Notice.

PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED AS AN INDEPENDENT DIRECTOR IS AS UNDER:

1. MR. JAINENDRA KUMAR SHARMA KATARA:

Mr. Jainendra Kumar Sharma Katara, aged 47 years, proposed to be appointed as a Non-executive Independent Director. He holds a Degree in Bachelor of Education from Banaras Hindu University. He has overall experience of 30 years in Astrology. Presently he is very actively involved in the Astrology work and he has devoted himself entirely for the service of people through his religious activities and today he is one of the trusted and admired Astrologer, Vastu Shashtra Expert.

2. MR. ANIL KULSHRESHTHA:

Mr. Anil Kulshreshtha, aged 55 years, proposed to be appointed as Non Executive Independent Director. He holds a degree in Bachelor of Arts from Agra University and also holds Master's degree in Arts from Agra University; He has overall experience of 26 years in Insurance sector.

3. MR. NAND KUMAR MISRA:

Mr. Nand Kumar Misra, aged 57 years, He holds a degree in Bachelor of Arts from Agra University. He has an overall experience of 15 years in Real Estate, Finance, and Marketing.

4. MR. GOVIND SHARMA:

Mr. Govind Sharma, aged 44 years, He holds a degree in Bachelor of Commerce from Agra University. He has overall experience of 26 years in cinematography sector. Presently he is very actively involved in the business of cinematography.

5. MR. SHUBHASH CHAND:

Mr. Shubhash Chand, aged 37 years, He holds a degree in MBA-Marketing from Agra University. He has overall experience of 12 years in Banking & Finance sector.

ITEM NO. 7: With the advent of new Companies Act, 2013, which came into effect from April 1, 2014, new provisions of Schedule V with respect to Managerial remuneration have come into force.

Currently the Managing Director of the company are paid upto Rs. 1,00,000/-as managerial remuneration. In view of the time devoted by the Managing Director to the Company and in compliance of the provisions of Schedule V of Companies Act, 2013, based on the recommendation of the remuneration committee, your Board at their meeting held on 02nd March, 2015, is of the opinion that the Managerial Remuneration needs to be revised from Rs. 1,00,000/- Per Month to a maximum of Rs. 3,50,000/- Per Month including all perquisites, if any. Your Directors recommends passing of the resolution.

Except all the Non-Executive Independent Directors or KMP or their relatives, all other Whole Time Directors are interested in passing of the resolution.

ITEM NO. 8-10: With the advent of new Companies Act, 2013, which came into effect from April 1, 2014, new provisions of Schedule V with respect to Managerial remuneration have come into force.

Currently the whole Time Directors of the company are paid upto Rs. 45,000/-as managerial remuneration. In view of the time devoted by the Managing Director to the Company and in compliance of the provisions of Schedule V of Companies Act, 2013, based on the recommendation of the remuneration committee, your Board at their meeting held on 02nd March, 2015, is of the opinion that the Managerial Remuneration needs to be revised from Rs. 45,000/- Per Month to a maximum of Rs. 3,50,000/- Per Month including all perquisites, if any. Your Directors recommends passing of the resolution.

Except all the Non-Executive Independent Directors or KMP or their relatives, all other Whole Time Directors are interested in passing of the resolution

ANNEXURE-1

Details of Directors seeking appointment/re-appointment in the EGM as per clause 52 of BSE (SME) Equity Listing Agreement:

Particulars	Jainendra Kumar Sharma Katara	Anil Kulshreshtha	Nand Kumar Misra	Govind Sharma	Subhash Chand
Qualification	Bachelor of Education from B.H.U.	Bachelor of Arts from Agra University	Bachelor of Arts from Agra University	Commerce Graduate from Agra University	MBA from Agra University
Directorships held in other public Companies (excluding foreign companies and private subsidiary of public Companies)	-	-	-	1 (SHREEM INFRATECH PVT. LTD.)	-
Memberships/ Chairmanships of Committees of other Companies	-	-	-	-	-
Shareholding	-	-	-	-	1500

TENTIWAL WIRE PRODUCTS LIMITED

Registered Office: Delhi Masani Road, Radhey Shyam Colony, Mathura-281003
CIN NO.: L31101UP1994PLC016107

PROXY FORM FORM NO. MGT-11

Name of Member(s): _____	E-mail ID: _____
Registered Address: _____	
Folio No. / DP ID and Client ID _____	

I /We, _____ being member(s) of the above named company hereby appoint

1. Name: _____, E-mail ID: _____
Address: _____
_____ Signature:

or failing him/her

2. Name: _____, E-mail ID: _____
Address: _____
_____ Signature:

as my / our proxy to attend and vote for me / us on my / our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on Tuesday, 31st March, 2015 from. 10:30 A.M. at the Registered Office of the Company at, Delhi Masani Road, Radhey Shyam Colony, Mathura-281003 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Particulars of Resolution	Option	
		Vote For	Vote Against
	ORDINARY BUSINESS		
1.	Adoption of Financial Statements for the year ended on 31 st March, 2014		
2.	Re-appointment of Mr. Jainendra Kumar Sharma Katara, Non-Executive Independent Director		
3.	Re-appointment of Mr. Anil Kulshreshtha, Non-Executive Independent Director		
4.	Re-appointment of Mr. Nand Kumar Misra, Non-Executive Independent Director		
5.	Appointment of Mr. Govind Sharma, as Non-Executive Independent Director		
6.	Regularisation of appointment of Mr. Subhash Chand, Non-Executive Independent Director		
7.	Revision of Remuneration of Mr. Radha Pad Tentiwala, Managing Director		
8.	Revision of Remuneration of Mr. Neelesh Tentiwala, Whole Time Director		
9.	Revision of Remuneration of Mrs. Kumkum Tentiwala, Whole Time Director		

10.	Revision of Remuneration of Mr. Parag Sharma, Whole Time Director		
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Signed this _____ day of, 2015.

Signature of the Shareholder(s)

Signature of Proxy Holder

<p>Affix Revenue Stamp Of Re. 1/-</p>

NOTE:

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
2. It is optional to put a 'X' in the appropriate coloumn against the Resolution indicated in the box. If you leave the 'For' or 'Against' coloumn blank against any or all Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

TENTIWAL WIRE PRODUCTS LIMITED

Registered Office: Delhi Masani Road, Radhey Shyam Colony, Mathura-281003

CIN NO.: L31101UP1994PLC016107

ATTENDANCE SLIP

Please complete this slip and hand it over at the entrance of the Meeting Hall.

Full Name of Member (in Block Letters) _____

Registered Folio No._____

Client ID No._____

No. of Shares held_____

Full Name of Proxy (in Block Letters) _____

I, hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Tuesday, 31st March, 2015 from 10:30 A.M. at the registered office of the Company at Delhi Masani Road, Radhey Shyam Colony, Mathura-281003.

Signature of the Member/Proxy

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Note: Please carry with you this Attendance Slip with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall.