



BSE Limited

Corporate Relationship Department  
1st Floor, New Trading Wing,  
Rotunda Building,  
P.J Towers, Dalal Street, Fort,  
Mumbai - 400001

**• WIRES AND FABRIKS (S. A.) LIMITED**

7, CHITTARANJAN AVENUE, KOLKATA-700 072, INDIA  
Phone : 2237-0116/7, 4012-4012 • Fax : 91-33-2237-2721,  
91-33-2225-7136 • E-mail : wcal@cal.wirefabrik.com  
Website : <http://www.wirefabrik.com>

**AN ISO 9001 - 2008 COMPANY****CIN : L29265WB1957PLC023379 : 10.08.2016****•  PAPER MACHINE CLOTHING  PAPER MAKING CHEMICALS**

Dear Sirs,

**Subject: Scrutinizer's Report and Declaration of Results on E-Voting at the 59<sup>th</sup> AGM of the Company**

We wish to inform you that the 59<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Wires And Fabriks (S.A) Limited ("The Company") was held at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata -700046 on Tuesday, 9<sup>th</sup> August, 2016 at 12:00 Noon.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility to the Members through National Securities Depository Limited (NSDL) to enable them to cast their votes electronically on the Resolutions proposed in the Notice convening the 59<sup>th</sup> AGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the facility for voting through ballot were also provided to the Members present at the AGM venue. All the items of business as mentioned in the Notice dated 25<sup>th</sup> May, 2016 convening the said AGM have been transacted and all the Resolutions were declared carried with requisite majority.

Based on the Scrutinizer's Report on remote e-voting as well as voting (ballot) provided at the AGM venue, the Chairman of the AGM has declared the Results. A copy of the said Results is enclosed together with the Scrutinizer's Report.

This is for your information and records.

Thanking you.

Yours faithfully,

For Wires And Fabriks (S.A.) Ltd.

(Rahul Harsh)

Company Secretary

Encl: As above

Cc: The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata - 700001

***we take quality seriously***



## WIRES AND FABRIKS (S. A.) LIMITED

7, CHITTARANJAN AVENUE, KOLKATA-700 072, INDIA  
Phone : 2237-0116/7, 4012-4012 • Fax : 91-33-2237-2721,  
91-33-2225-7136 • E-mail : wfc@cal.wirefabrik.com  
Website : http://www.wirefabrik.com

**AN ISO 9001 - 2008 COMPANY**

**CIN : L29265WB1957PLC023379**

□ PAPER MACHINE CLOTHING □ PAPER MAKING CHEMICALS

59<sup>th</sup> Annual General Meeting (AGM) held at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata -700046 on 9<sup>th</sup> August, 2016

### Declaration of Results of Remote E-voting and voting (ballot) at the AGM Venue

The 59<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Wires And Fabriks (S.A) Limited ('The Company') was held at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata -700046 on Tuesday, the 9<sup>th</sup> August, 2016 at 12:00 Noon. As per the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members through National Securities Depository Limited (NSDL) to enable them to cast their votes electronically on the Resolutions proposed in the Notice convening the 59<sup>th</sup> AGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the facility for voting through ballot were also provided to the Members present at the AGM venue.

The remote e-voting commenced on Saturday, August 6, 2016 at 9:00 A.M. and concluded on Monday, August 8, 2016 at 5:00 P.M.

Mr. B. N. Khandelwal of M/s B. N. Khandelwal, Company Secretaries was appointed as the Scrutinizer for remote e-voting and voting (ballot) at the AGM. The Scrutinizer has carried out the scrutiny of all the votes cast through the ballot system provided at the AGM venue and remote e-voting, as unblocked by NSDL after the conclusion of the AGM, and submitted his Report to the Chairman on August 10, 2016.

Based on Scrutinizer's Report dated August, 10, 2016, the combined results of the votes cast are as under:

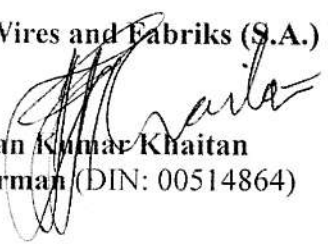
Sl. No.	Items of Business [as per the Notice convening the 59 <sup>th</sup> AGM]	% Votes cast in favour	% Votes cast against
1.	Adoption of the Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditor's thereon and the Board's Report. ( As an Ordinary Resolution)	100.00	0.00
2.	Declaration of dividend @1.80 per Equity Share of Rs. 10/- each, fully paid up, for the financial year ended March, 31, 2016. (As an Ordinary Resolution)	100.00	0.00

**we take quality seriously**

3.	Re-appointment of Mr. Devesh Khaitan (DIN: 00820595) as a Director, liable to retire by rotation. (As an Ordinary Resolution)	100.00	0.00
4.	Re-appointment of Auditors and fixation of their remuneration. (As an Ordinary Resolution)	100.00	0.00
5.	Appointment of Mr. Kishan Kumar Khaitan as the Chairman cum Managing Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020. (As a Special Resolution)	100.00	0.00
6.	Appointment of Mr. Mahendra Kumar Khaitan as the Managing Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020. (As a Special Resolution)	100.00	0.00
7.	Appointment of Mr. Devesh Khaitan as the Executive Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020. (As a Special Resolution)	100.00	0.00

Accordingly, all the Resolutions in respect of the items of business mentioned above are declared carried with requisite majority by the Members of the Company.

For Wires and Fabriks (S.A.) Ltd.

  
Kishan Kumar Khaitan  
Chairman (DIN: 00514864)

Place: Kolkata  
Date: 10.08.2016

**B. N. Khandelwal**

Company Secretary

Saha Court

5<sup>th</sup> Floor, Room No. 33,

8, Ganesh Chandra Avenue,

Kolkata - 700 013

Phone: 033 -2236-4634

## **Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

The Chairman of the  
59<sup>th</sup> Annual General Meeting of  
M/s Wires And Fabriks (S.A.) Ltd.

Dear Sir,

**59<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s Wires & Fabriks (S.A.) Limited held on Tuesday, 9<sup>th</sup> August, 2016, at 12:00 Noon.**

I, CS B. N. Khandelwal of M/s B. N. Khandelwal, Company Secretaries, was appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting (ballot) conducted at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 59<sup>th</sup> AGM of the Members of M/s Wires And Fabriks (S.A.) Limited, held on Tuesday the 9<sup>th</sup> August, 2016 at 12:00 Noon. at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata -700046.

Compliances with the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means i.e. remote e-voting and voting (ballot) at the AGM venue by the Members of the Company on the Item Nos. 1 to 7 contained in the Notice dated 25<sup>th</sup> May, 2016 convening the AGM of the Company, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and voting (ballot) at the AGM venue, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the Resolutions transacted at the AGM, based on reports generated from e-voting system provided by NSDL for remote e-voting and voting through ballot at the AGM venue.

I submit my report as under:



1. The Company has appointed National Securities Depository Limited (NSDL) to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolutions to be transacted at the said AGM.
2. As required under Rules 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the company has clearly stated in the Notice of the AGM dated 25<sup>th</sup> May, 2016 that (a) the Company has provided the facility for remote e-voting by electronic means and business of the said meeting may be transacted through e-voting; (b) that the facility of voting by way of ballot shall also be made available at the AGM venue; and (c) Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period commenced on 6<sup>th</sup> August, 2016 at 9:00 a.m. and remained open till 5:00 p.m. on 8<sup>th</sup> August, 2016.
4. The members holding shares as on the 'cut-off' date i.e. 2<sup>nd</sup> August, 2016 were entitled to vote, through remote e-voting system as well as voting at the AGM through ballot, on the proposed Resolutions for Item Nos. 1 to 7 as set out in the Notice dated 25<sup>th</sup> May, 2016.
5. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the companies (Management and Administration) Rules, 2014, as amended, was published in the "The Financial Express" (in English language) and in "Sukhabar" (in Bengali language) both on 15<sup>th</sup> July, 2016.
6. The Company has also provided its members/proxies to cast their vote by ballot, attending the meeting but has not cast their vote by remote e-voting facility.
7. The locked Ballot Box was subsequently opened by me in the presence of two witnesses (1) Mr. Uttam Chand Sharma and (2) Mr. Samar Roy, both of M/s. ABS Consultant Private Limited and Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by M/s. ABS Consultant Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
8. Thereafter, the votes cast by the Members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) and Mr. Kali Das Mondal of 8, Ganesh Chandra Avenue, Kolkata - 700 013 and (2) Mr. Asit Baran Baidya of 2B Grant Lane, Kolkata 700 012.



**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,

8, Ganesh Chandra Avenue,

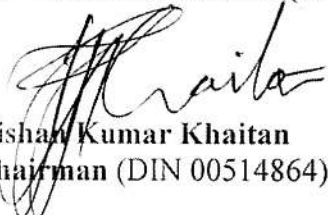
Kolkata - 700 013

Phone: 033 -2236-4634

9. Based on the details containing list of members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the votes cast by the Members/Proxies through ballot at the AGM venue, the consolidated results of the remote e-voting and voting (ballot) at the AGM venue, on the items of business transacted at the AGM held on 9<sup>th</sup> August, 2016 are given in the **Annexure** enclosed herewith, forming part of this Report.

Yours Faithfully,

For Wires And Fabriks (S.A.) Ltd.

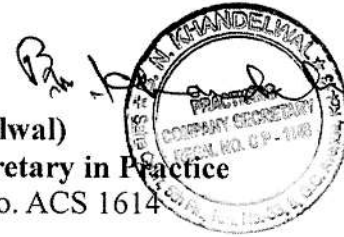
  
Kishan Kumar Khaitan  
Chairman (DIN 00514864)

(B. N. Khandelwal)

Company Secretary in Practice

Membership No. ACS 1614

CP. No. 1148





**Agenda No. 1:** Adoption of the Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditor's thereon and the Board's Report.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	51	2404211

**Agenda No. 2:** Declaration of dividend @1.80 per Equity Share of Rs. 10/- each, fully paid up, for the financial year ended March, 31, 2016.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	51	2404211

**Agenda No. 3:** Re-appointment of Mr. Devesh Khaitan (DIN: 00820595) as a Director, liable to retire by rotation.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms	57	426



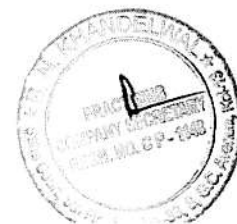
	received		
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	2	200
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	49	2404011

**Agenda No. 4:** Re-appointment of Auditors and fixation of their remuneration.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	51	2404211

**Agenda No. 5:** Appointment of Mr. Kishan Kumar Khaitan as the Chairman cum Managing Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	2	200
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	49	2404011





**Agenda No. 6:** Appointment of Mr. Mahendra Kumar Khaitan as the Managing Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	2	5500
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	49	2398711

**Agenda No. 7:** Appointment of Mr. Devesh Khaitan as the Executive Director of the Company for a further period of 5 Years w.e.f. 01.04.2017 to 31.03.2022 and approval of his remuneration for a period of 3 Years w.e.f. 01.04.2017 to 31.03.2020.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	19	2404040
2	Total physical ballot forms received	57	426
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	25	255
4	No. of e-votes taken to be invalid	2	200
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	49	2404011



The summary of the valid votes casted in favour and valid votes casted against the resolutions are as follows:

**AGENDA NO. 1**

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	19	2404040	-	-
<b>Total</b>	<b>51</b>	<b>2404211</b>	-	-
%	100%		-	

**AGENDA NO. 2**

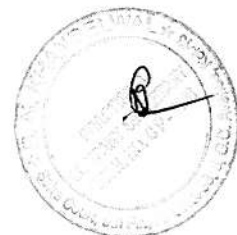
Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	19	2404040	-	-
<b>Total</b>	<b>51</b>	<b>2404211</b>	-	-
%	100%		-	

**AGENDA NO. 3**

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	17	2403840	-	-
<b>Total</b>	<b>49</b>	<b>2404011</b>	-	-
%	100%		-	

**AGENDA NO. 4**

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	19	2404040	-	-
<b>Total</b>	<b>51</b>	<b>2404211</b>	-	-
%	100%		-	



**B. N. Khandelwal**

Company Secretary

Saha Court

5<sup>th</sup> Floor, Room No. 33,

8, Ganesh Chandra Avenue,

Kolkata - 700 013

Phone: 033 -2236-4634

AGENDA NO. 5

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	17	2403840	-	-
Total	49	2404011	-	-
%	100%		-	

AGENDA NO. 6

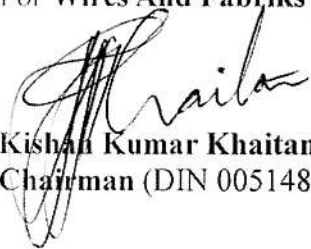
Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	17	2398540	-	-
Total	49	2398711	-	-
%	100%		-	


AGENDA NO. 7

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	32	171	-	-
E-voting	17	2403840	-	-
Total	49	2404011	-	-
%	100%		-	

Yours Faithfully,

For Wires And Fabriks (S.A.) Ltd.

  
Kishan Kumar Khaitan  
Chairman (DIN 00514864)

  
(B. N. Khandelwal)  
Company Secretary in Practice  
Membership No. ACS 161  
CP. No. 1148

