



Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

Regd. Office: 7 Chittaranjan Avenue, Kolkata -700 072
Website: www.wirefabrik.com, E-Mail: cs@wirefabrik.com
Ph. (033) 4012-4012, Fax: (033) 2237-2712

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given to the Members of Wires and Fabriks (S.A.) Limited pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "said Rules") that the Company is seeking consent of its members for the resolutions as set out in this notice in Item Nos. 1 and 2 are proposed to be passed by means of Postal Ballot in respect of the following business.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolutions setting out the material facts and reasons thereof along with the Postal Ballot Form are enclosed herewith for your consideration.

In compliance with Regulation 44 of SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The Board of Directors of the Company has appointed Mr. B. N. Khandelwal, Practicing Company Secretary (Membership No. ACS: 1614, CP: 1148), Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the instructions for e-voting printed overleaf of the postal ballot form for the process and manner in which e-voting is to be carried out.

The members opting to vote through physical Postal Ballot form are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on **Wednesday, 23rd March, 2016**.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on **Saturday, 26th March, 2016 at 2.00 p.m.** at the registered office of the Company. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members. The result of the Postal Ballot and the scrutinizer's report will be displayed at the said address and posted on the Company's website www.wirefabrik.com and communicated to the Stock Exchange.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS

ITEM NO. 1

CREATION OF CHARGE OR SALE, LEASE OR OTHERWISE DISPOSE OF THE PROPERTIES OF THE COMPANY

To consider and, if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED that in suppression of all the earlier resolution(s) and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create charge/ mortgage/ hypothecation on all or any of the movable and immovable properties, both present and future, of the whole, or substantially the whole, of the undertaking of the Company, whether or otherwise ranking *pari-passu* with or second or subservient or subordinate to the charge/ mortgage/hypothecation already created or to be created in future by the company for securing

any loans and/or advances and/or guarantees and/ or any financial assistance obtained or may be obtained from financial institution(s), bank(s), financier(s) or supplier(s) and/or any other person(s) or institution(s) or organisation(s) providing finance for purchase of assets/ business of the Company or for working capital or for purchase of specific items of machinery(ies) & equipment(s) under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter or otherwise, as security for the debentures/bonds that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount together with interest thereon and further interest if any costs, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company at any time so secured shall not exceed the limits approved under Section 180 (c) of the Companies Act, 2013, at any point of time and to sale, lease or otherwise dispose of all or any of the movable & immovable properties/assets, both present and future, of the whole, or substantially the whole, of the undertaking of the Company.

“**RESOLVED FURTHER** that for the purpose of giving effect to the aforesaid resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval hereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or Managing Director, or any Whole Time Director, or Director or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

ITEM NO. 2

INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY OR ACQUIRE SECURITIES.

To consider and, if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

“**RESOLVED** that in suppression of all the earlier resolution(s) and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in addition to the amount(s) already invested/loan(s) made or guarantee(s)/security(ies) provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors to invest upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) by way of any loan to any person(s) or body corporate(s) or by way of any guarantee(s) or security(ies) in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as the Board may think fit, notwithstanding that the aggregate of the investment made by the Company in all bodies corporate together with the proposed investments may exceed the percentage(s) prescribed from time to time by and under the provisions of Section 186 of the Companies Act, 2013 or any amendments or modifications thereof.”

“**RESOLVED FURTHER** that for the purpose of giving effect to the aforesaid resolution, the Board/Committee be and is hereby authorised to do all such acts, deeds, document writing, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval hereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or Managing Director, or any Whole Time Director, or Director or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

Place: Jaipur
Date: 12th February, 2016

By Order of the Board of Directors
For **Wires & Fabriks (S.A.) Limited**

Registered Office:
7, Chittaranjan Avenue,
Kolkata – 700072

Amit Dhanuka
Company Secretary

Notes :

1. Statement for the proposed Special Resolutions under item no. 1 & 2 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolutions contained in the postal ballot notice are sought by postal ballot/e-voting. It is further brought to your notice that pursuant to Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice shall be treated as the reply from the Member has not been received.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **22nd January, 2016**.
4. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post.
5. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
6. The resolution(s) will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution(s).
7. A copy of the documents referred to in the Notice and accompanying Statement is open for inspection at the Registered Office of the Company on any working day, except Sundays, between 11 a.m. and 1.00 p.m. upto Wednesday, 23rd March, 2016.
8. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar & Transfer Agent M/s. ABS Consultants Private Limited, fill in the requisite details and send the same to the Scrutinizer.
9. The date of commencement of e-voting is **Tuesday, 23rd February, 2016 at 10.00 a.m.** and the last date for e-voting is **Wednesday, 23rd March, 2016 at 5.00 p.m.** The e-voting module will be disabled for voting thereafter by NSDL.
10. Any query / grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company Secretary, Wires & Fabriks (S.A.) Limited, 7, Chittaranjan Avenue, Kolkata-700072 or at 033-4012 4012 or at cs@wirefabrik.com
11. The instructions for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Wires & Fabriks remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Wires & Fabriks (S.A.) Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@ wirefabrik.com](mailto:scrutinizer@wirefabrik.com) with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (Remote E Voting Event Number) USER ID PASSWORD/ PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

The members of the Company at their 37th Annual General Meeting held on 30th September, 1994 approved by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, authorizing the Board of Directors of the Company to create charge/ mortgage/ hypothecation and to sale, lease or otherwise dispose of all or any of the movable and immovable properties, both present and future, of the whole, or substantially the whole, of the undertaking of the Company.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of Members for sale, lease or otherwise disposing of the whole or substantially the whole of the undertaking of the Company.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Postal Ballot, to enable the Company to create charge by way of mortgage, pledge, hypothecation or otherwise on its assets as and when required while taking any financial assistance from banks, financial institution, etc. Further the Company may also sell its movable/immovable properties/assets from time to time.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for sale of the whole or substantially the whole of an undertaking of a Company as specified under Section 180(1)(a) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out in item no. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 1 of the Notice.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in company.

ITEM NO. 2:

The members of the Company at their 37th Annual General Meeting held on 30th September, 1994 approved by way of an Ordinary Resolution under Section 372 of the Companies Act, 1956, to invest a sum of Rs. 100 Crore (Rupees One Hundred Crore only) in one or more body or bodies corporate.

In terms of the provisions of Section 186 of the Companies Act, 2013 the Company requires that the Board of Directors shall not directly or indirectly give any loan to any person or body corporate or by way of any guarantee or security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Where any loan or guarantee or providing any security or the acquisition exceeds the limits specified, prior approval by means of a special resolution is required.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 2 of the Postal Ballot, to enable to the Board of Directors to invest upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) by way of any loan to any person or body corporate or by way of any guarantee or security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate which in excess of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out in item no. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 2 of the Notice.

None of the Promoters, Directors and their relatives are interested in the resolution except to the extent of their shareholdings in company.

Place: Jaipur
Date: 12th February, 2016

Registered Office:
7, Chittaranjan Avenue,
Kolkata – 700072

By Order of the Board of Directors
For **Wires & Fabriks (S.A.) Limited**

Amit Dhanuka
Company Secretary