



**wires & fabriks**

## **Wires and Fabriks (S.A.) Limited**

(CIN: L29265WB1957PLC023379)

Regd. Office : 7 Chittaranjan Avenue, Kolkata -700 072

Phone : 91 33 4012-4012, E-mail: cs@wirefabrik.com, Website : www.wirefabrik.com

### **Notice**

#### **Notice of the 61st Annual General Meeting – 2018**

**NOTICE** is hereby given that the 61st Annual General Meeting of the Members of the Company will be held at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046 on Saturday, the 11th day of August, 2018 at 12.00 Noon to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon.
2. To declare dividend on the equity shares for the year ended 31st March, 2018.
3. To appoint a Director in place of Ms. Pranika Khaitan (DIN 07062242), who retires by rotation and being eligible offers herself for re-appointment.
4. To re-appoint Auditors and to fix their remuneration.

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

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S. K. Agrawal & Co., Chartered Accountants, (Firm Registration No. 306033E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of 61st Annual General Meeting till the conclusion of 66th Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to taxes and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

#### **Special Business:**

To consider and if thought fit, to pass with or without modifications the following Resolutions as Special Resolutions:

#### **Item No. 5**

"RESOLVED that pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, Shri Dinkarray Durgashankar Trivedi (DIN : 00380306), who was appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015, and has attained the age of more than 75 years, and who is eligible to continue as Independent Director of the Company, be and is hereby continued as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years from 30th March, 2015 and shall not be liable to retire by rotation."

#### **Item No. 6**

"RESOLVED that pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, Shri Mohan Lal Bhagat (DIN: 00699750), who was appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015, and has attained the age of more than 75 years, and who is eligible to continue as Independent Director of the Company, be and is hereby continued as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years from 30th March, 2015 and shall not be liable to retire by rotation."

#### **Item No. 7**

"RESOLVED that pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, Shri Satish Ajmera (DIN: 00208919), who was appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015, and who shall attain the age of 75 years on 26th October, 2019, and who is eligible to continue as Independent Director of the Company, be and is hereby continued as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years from 30th March, 2015 and shall not be liable to retire by rotation."

#### **NOTES:**

- A. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. The proxy in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the Meeting. A person can act as Proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting power. A member holding**



**more than 10% 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 or shareholder.**

- B. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- C. The Register of Members and Share Transfer Books of the Company shall remain closed from **Sunday, the 5th day of August, 2018 to Saturday, the 11th day of August, 2018 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31st March, 2018. The dividend, if approved and declared at the forthcoming Annual General Meeting, will be paid, to those shareholders whose name appears in the Register of Members/ in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners at the close of **4th day of August, 2018**.
- D. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31st March, 2011 and thereafter, may claim or approach the Company for payment.** Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividend for the financial year 2010-2011 and thereafter, which remains unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. **All unpaid/unclaimed dividends for the financial years up to 2009-2010 have been transferred to the IEPF set up by the Central Government. It may be noted that once the unpaid/unclaimed dividend is transferred to the IEPF of the Central Government as above, no claim with the Company or the IEPF will lie in respect thereof.**
- As per provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which, dividend for the financial year 2010-2011 and thereafter, has not been paid or claimed for 7 consecutive years or more will be transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government. All shares in respect of which, dividend for the financial year 2009-2010 and thereafter, has not been paid or claimed for 7 consecutive years or more has been transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government.**
- E. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information relating to Directors who are proposed to be re-appointed are given in following order: Name of the Director, Age, Educational Qualification, Date of Appointment, Brief Profile and Area of Expertise, Other Directorships & Committee Memberships (in listed

entities), relationship with other Directors and Shareholding.

Ms. Pranika Khaitan (DIN 07062242), aged 28 years, is a M.Sc (International Management) from the University of Exeter, U.K. She has also done a course on Leadership in Organisations from London School of Economics, London and is a Bachelor of Arts in Fashion Communication from National Institute of Fashion and Technology, New Delhi. Ms. Khaitan was appointed as a Non Executive Non Independent Director of the Company in the year 2015. She is the daughter of Shri Mahendra Khaitan, Managing Director of the Company, who has vast experience in the Paper and Manufacturing Industry. Ms. Pranika Khaitan does not hold Directorships or the Committee Memberships in any other listed entities. Ms. Khaitan holds 5000 Equity Shares of the Company in her name.

- F. As per the provisions of the Companies Act, 2013, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's Registered Office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility.
- G. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- H. Members are requested to intimate to the Company their Queries, if any, regarding accounts at least seven days before the Meeting to enable the management to keep the required information ready at the Meeting.
- I. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
- J. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent, M/s ABS Consultant Private Limited, 99 Stephen House, 6th Floor, 4 B.B.D. Bag (E), Kolkata 700 001.
- K. Since the Equity Shares of the Company are under compulsory demat trading, shareholders are requested to get their physical shareholdings converted into DEMAT form. Equity Shares of the company are admitted with NSDL and CDSL, both the Depositories and bearing ISIN No. INE469D01013. All the queries related to this may please be forwarded directly to the Company's Registrar.

- L. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. ABS Consultants Private Limited, Registrar and Transfer Agent of the Company.
- M. Members/proxies are requested to bring their Attendance Slips duly filled in along with their copy of Annual Report to the Meeting.
- N. Members holding physical shares in multiple folios' are requested to consolidate their holdings for overall convenience.
- O. Members holding shares in physical form are requested to forward/update the details of their Bank particulars, for printing the necessary details on dividend warrants to avoid fraudulent encashment, if any. Members holding shares in dematerialised form are requested to inform the necessary details/updation to the concerned Depository Participant, where the demat account is maintained.
- P. 1. i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The facility for voting through Ballot ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. In case a member casts his vote by remote e-voting and ballot, then voting through remote e-voting shall prevail.
- iv. The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
- v. The Board of Directors of the Company has appointed Mr. Mayank Daga, Company Secretary (Membership No. A 41279), Practicing Company Secretaries as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- vi. 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 Participant(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.



## **ANNEXURE TO NOTICE**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

#### **ITEM NO. 5 to 7**

The Company, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges and Section 149 read with Schedule IV of the Companies Act, 2013, had appointed Shri Dinkarray Durgashankar Trivedi (DIN: 00380306), Shri Mohan Lal Bhagat (DIN: 00699750) and Shri Satish Ajmera (DIN : 00208919) as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which shall be effective from 1st April, 2019, a listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years by passing a special resolution to that effect. The above named non-executive independent directors of the Company, i.e. Shri Dinkarray Durgashankar Trivedi (DIN: 00380306) and Shri Mohan Lal Bhagat (DIN: 00699750) have attained the age of more than 75 years, and Shri Satish Ajmera (DIN: 00208919) shall attain the age of 75 years on 26th October, 2019, therefore a special resolution is required to be passed by the Company to continue their directorship for remaining term.

The Board of Directors considered the matter focusing on the distinctive set of competencies that above named directors brings to the Board Room which included knowledge of business and experience, judgment and candour, culture of participation and contribution, forward looking initiatives on matters pertaining to the Company, it is felt that their continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail their services as Independent Directors.

Accordingly, the Board recommends the resolutions as set out in item no. 5 to 7 of the Notice, for the approval by the Members of the Company as a Special Resolution.

The above named Independent Directors are concerned or interested in the Resolutions. The relatives of the above named Independent Directors may be deemed to be concerned or interested in the Resolutions to the extent of their Shareholding, if any, in the Company.

Save and except the above, no other Director or Key Managerial Personnel including their relatives is in any way, concerned or interested, financially or otherwise, in the proposed Resolutions.

A brief profile of above named Independent Directors pursuant to the provisions of the Listing Regulations and the Companies Act, 2013 is given herein below.

#### **Brief profile of Shri Dinkarray Durgashankar Trivedi**

Shri Dinkarray Durgashankar Trivedi, 86 Years, was appointed on 01.12.84 as an Independent Director of the Company. He is M.Com/B.A. Hons. Mr. Trivedi is a Management Consultant & Professor with IIM, Ahmedabad and visiting faculty at various other institutes.

Shri Trivedi is also a Director in Foods & Inns Ltd. and Arrow Greentech Ltd. He is a member of the Audit Committee & Stakeholders Relationship Committee of the Company.

Shri Trivedi does not hold any equity Shares in the Company.

#### **Brief profile of Shri Mohan Lal Bhagat**

Shri Mohan Lal Bhagat, 82 Years, was appointed on 08.07.1992 as an Independent Director of the Company. He is a B.Com graduate. Mr. Bhagat has vast experience of managing large companies particularly in the field of paper, petrochemicals and biotechnology (agriculture) and has expertise in finance and management.

Shri Bhagat is also a Director in Sandhar Technologies Ltd. He is member of the Audit Committee of the Company.

Shri Bhagat does not hold any equity Shares in the Company.

#### **Brief profile of Shri Satish Ajmera**

Shri Satish Ajmera, 73 Years, was appointed on 29.11.2001 as an Independent Director of the Company. He is a Chartered Accountant having 49 years of diversified Audit Experience in Government, Semi Government and Private Organizations including Banks, Industry and Trade in all fields. He has been (i) Trustee, Unit Trust of India, Bombay for eight years (The first mutual fund of India). (ii) On the North Zone Board of I.D.B.I for 3 years. He has been nominee Director of Gujarat Alkalies & Chemicals Ltd (as a nominee of IFCI), Gujarat State Investments Ltd. (as a nominee of Gujarat Govt.), Hindustan Organic Chemicals Ltd. (one of the largest chemical companies in India, as a nominee of Government of India). Mr. S. Ajmera was also on the Board of Directors of Rajasthan Financial Corporation Board, Sunflag Iron & Steel Industries Ltd., Gujarat Heavy Chemical Ltd., Modi Rubber Ltd., JCT Ltd., Rajasthan State Ind & Inv Corp Ltd., Lupin Laboratories Ltd., Aristocrat Luggage Ltd., Jayant Paper Mills Ltd., Modern Syntex Ltd., Allwyn Nissan Ltd., Canfin Homes Limited and many other companies.

Mr. Ajmera acted as the consultant to Government of Rajasthan and Government of Gujarat in many corporate Matters. He is the Senior partner of the Auditing Firm B.L. Ajmera & Co., Jaipur and also a former president of Jaipur Chamber of Commerce & Industry. Mr. Ajmera is the Chairman of the Audit Committee and member of Nomination and Remuneration Committee of the Company.

Shri Ajmera does not hold any equity Shares in the Company.

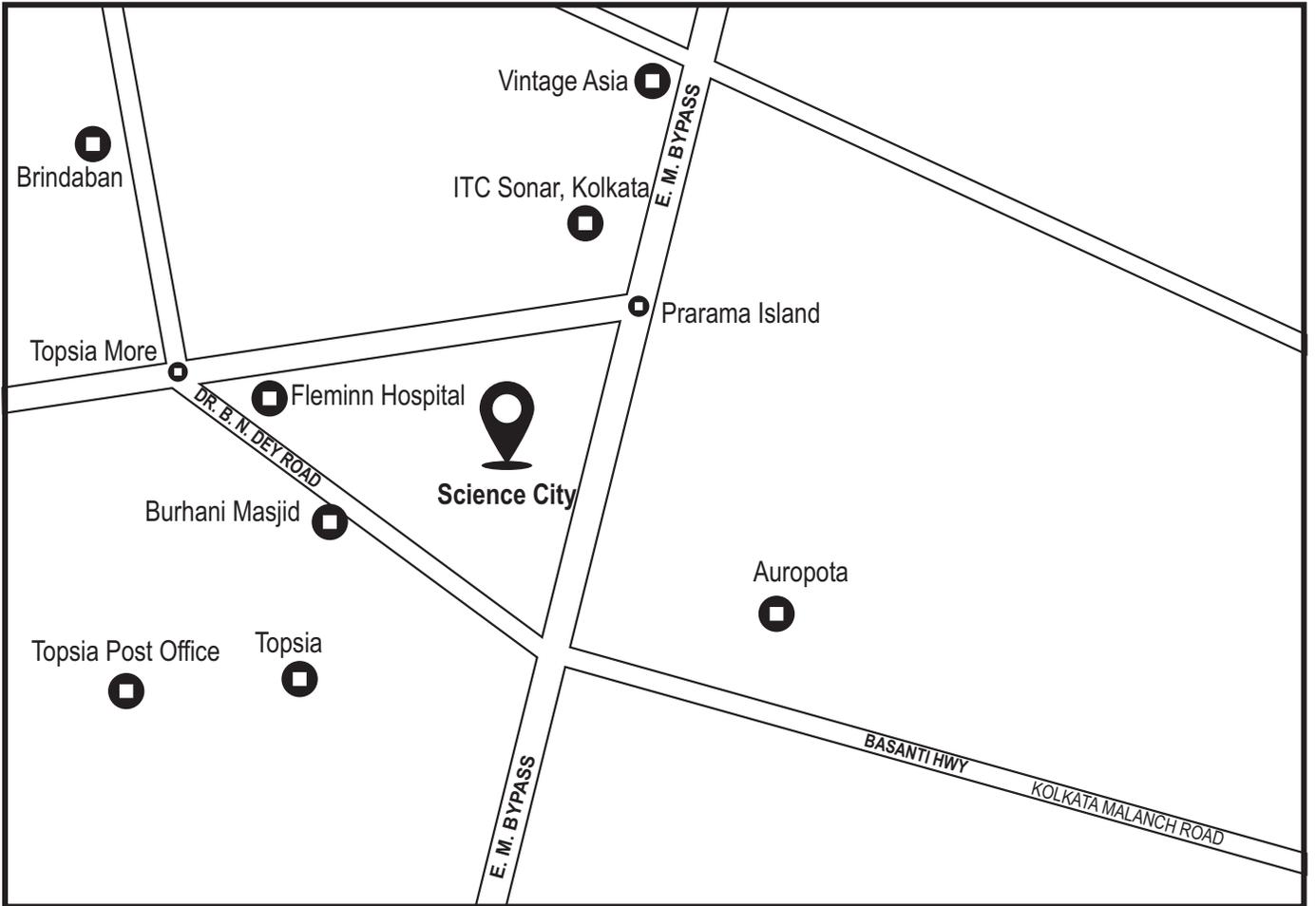
**By Order of the Board  
For Wires and Fabriks (S.A.) Ltd.**

**(ABHISHEK UPADHYAYA)  
Company Secretary**

**Place : Jaipur  
Date : 30th May, 2018**



**Route Map of venue of Annual General Meeting**



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

Name			
Address			
Email			
Nr. of Shares		Client ID	
Folio Nr.		DP ID	

I/We being the member(s) of \_\_\_\_\_ shares of Wires & Fabriks (S.A.) Limited, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the 61st Annual General Meeting of the Company, to be held on Saturday, August 11, 2018 at 12.00 Noon at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. Nr.	Resolutions
1	Consider and Adopt the Audited Financial Statement, Reports of Board of Directors and Auditors of the Company for the Financial year ended 31st March, 2018.
2	Declaration of Dividend on Equity Shares.
3	Re-appointment of Ms. Pranika Khaitan, Director, retiring by rotation.
4	Re-appointment of Auditors and fixing their remuneration.
5	Continue Mr. Dinkarray Durgashankar Trivedi as Independent Director of the Company.
6	Continue Mr. Mohan Lal Bhagat as Independent Director of the Company.
7	Continue Mr. Satish Ajmera as Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder

Affix Re. 1/-  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 or shareholder.



## 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

### Attendance Slip – 61st AGM

(Please sign and handover at the entrance of the Meeting Hall)

<b>Registered Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I being a Member / Proxy of the member(s) of the Company, hereby record my/our presence at the 61st Annual General Meeting of the Company on Saturday, the 11th day of August, 2018 at 12.00 Noon at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046.
2. Signature of the Shareholder / Proxy present.
3. Shareholder / Proxy holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
4. Shareholder / Proxy holders are requested to kindly bring their copies of Annual Report to the Meeting Hall.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN
<b>108723</b>		

Note: Please read the Instructions printed under the Note No. P to the Notice dated 30<sup>th</sup> May, 2018 of the 61st Annual General Meeting. The e-Voting period starts from 9.00 a.m. on 8th August, 2018 and ends at 5.00 p.m. on 10th August, 2018. The e-voting module shall be disabled by NDSL for voting thereafter.