

# Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

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

Website: www.wirefabrik.com, E-Mail: ig@cal.wirefabrik.com

Ph. (033) 4012-4012, Fax: (033) 2237-2712

## Notice

### Notice of the 58<sup>th</sup> Annual General Meeting - 2015

NOTICE is hereby given that the 58<sup>th</sup> Annual General Meeting of the Members of the Company will be held at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046 on Wednesday, the 12<sup>th</sup> day of August, 2015 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 31<sup>st</sup> March, 2015 together with Boards' Report and Auditors' Report thereon.
2. To declare dividend on the equity shares for the year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. Mahendra Kumar Khaitan (DIN 00459612), who retires by rotation and being eligible offers himself for re-appointment.
4. To 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), Messrs S. S. Kothari & Co., Chartered Accountants, (Firm Registration No.302034E), 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 Statutory Auditors of the Company for the Company's financial year 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next 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 service tax and re-imburement 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 Ordinary Resolutions:-

#### Item No. 5

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Dinkarray Durgashankar Trivedi (DIN : 00380306), 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 to hold office for a term up to 5 (five) consecutive years commencing from 30<sup>th</sup> March, 2015 and shall not be liable to retire by rotation."

#### Item No. 6

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Mohan Lal Bhagat (DIN : 00699750), 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 to hold office for a term up to 5 (five) consecutive years commencing from 30<sup>th</sup> March, 2015 and shall not be liable to retire by rotation."

#### Item No. 7

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Satish Ajmera (DIN : 00208919), 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 to hold office for a term up to 5 (five) consecutive years commencing from 30<sup>th</sup> March, 2015 and shall not be liable to retire by rotation."

**Item No. 8**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vinod Kumar Ladia (DIN : 00168257), 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 to hold office for a term up to 5 (five) consecutive years commencing from 30<sup>th</sup> March, 2015 and shall not be liable to retire by rotation."

**Item No. 9**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Subrata Kumar Mitra (DIN : 00029961), 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 to hold office for a term up to 5 (five) consecutive years commencing from 30<sup>th</sup> March, 2015 and shall not be liable to retire by rotation."

**Item No. 10**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Saroj Khemka (DIN : 00489838), 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 to hold office for a term up to 5 (five) consecutive years commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation."

**Item No. 11**

"RESOLVED that pursuant to the provisions of Sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Pranika Khaitan (DIN : 07062242), who has been appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 5<sup>th</sup> February, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, 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.**
- B. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the notice is annexed hereto and forms part of this Notice.
- C. 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.
- D. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, the 6<sup>th</sup> day of August, 2015 to Wednesday the 12<sup>th</sup> day of August, 2015 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2015. The dividend, if approved and declared at the forthcoming Annual General Meeting, will be paid, in case of physical shareholding to those Members whose name appear in the Register of Members of the Company

as on **12<sup>th</sup> day of August, 2015** and in case of dematerialised shares to those Beneficiaries appearing at the close of **6<sup>th</sup> day of August, 2015**, in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners as on that date.

- E. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31<sup>st</sup> March, 2008 and thereafter, may claim or approach the Company for payment.** Pursuant to provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2007-2008 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 2006-2007 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.***
- F. As required by Clause 49 of the Listing Agreement, the information relating to Directors who are proposed to be re-appointed are given in following order: Name of the Director, Age, Date of Appointment, Educational Qualification, Brief Profile and Area of Expertise, Other Directorships, Committee Memberships and Shareholding.
- Mr. M. K. Khaitan**, 54 Years, 26.06.1989, B.Com. Mr. Khaitan is a renowned industrialist with rich experience in Paper Industry. He is the Jt. Managing Director of the Company. He is also Director in several Companies, including Kingsley Industries Limited, W & F Chemicals Ltd., W & F Filertech Ltd, BKM Mercantile Pvt. Ltd., DHM Trading Pvt. Ltd. KIL Mercantile Pvt. Ltd., KIL Trading Pvt. Ltd., Kingsley Mercantile Pvt. Ltd., KMI Estates Pvt Ltd, Symbiont Business Pvt. Ltd., Symbiont Commercial Pvt. Ltd., Varioform Commercial Pvt. Ltd., W & F Millennium Mercantile Pvt Ltd, W & F Securities Pvt Ltd. and Wires & Fabriks Pvt Ltd.. He is member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He is holding 500 Equity Shares of the Company.
- G. 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.
- H. 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.
- I. 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.
- J. 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.
- K. 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, 6<sup>th</sup> Floor, 4 B.B.D. Bag (E), Kolkata 700 001.
- L. 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.
- M. 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.
- N. Members/proxies are requested to bring their Attendance Slips duly filled in along with their copy of Annual Report to the Meeting.



- O. Members holding physical shares in multiple folios' are requested to consolidate their holdings for overall convenience.
- P. 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.
- Q. I. 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 Clause 35B of the Listing Agreement, 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.
- 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. B. N. Khandelwal, Company Secretary (Membership No. A 1148), Practicing Company Secretaries as Scrutinizer to scrutinise 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.
- 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
- (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](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [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.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on Toll Free No. : 1800 222 990
  - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The remote e-voting period commences on 8<sup>th</sup> August, 2015 (9:00 am) and ends on 11<sup>th</sup> August, 2015 (5:00 pm). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5<sup>th</sup> August, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on Toll Free No. : 1800 222 990
  - VII. 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 5<sup>th</sup> August, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting through ballot.
  - VIII. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.wirefabrik.com](http://www.wirefabrik.com) and on the website of NSDL <https://evoting.nsd.com>. The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 12, 2015.

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

**(Amit Dhanuka)  
Company Secretary**

Jaipur  
Dated, the 27<sup>th</sup> day of May, 2015



## ANNEXURE TO NOTICE

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

#### ITEM NO. 5 to 10

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed during the year Shri Dinkarray Durgashankar Trivedi (DIN: 00380306), Shri Mohan Lal Bhagat (DIN: 00699750), Shri Satish Ajmera (DIN: 00208919), Shri Vinod Kumar Ladia (DIN: 00168257) Shri Subrata Kumar Mitra (DIN: 00029961) and Shri Saroj Khemka ((DIN: 00489838) as Independent Directors, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') which came in to effect from 1st April, 2014, read with Schedule IV of the Act, an Independent Director shall hold office for a period of upto 5 (five) consecutive years and shall not be liable to retire by rotation. General Circular No. 14/2014 dated 9<sup>th</sup> June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Act.

The Board of Directors considered the matter of their appointment and 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 Resolution relating to their appointment as an Independent Director, for the approval by the Members of the Company.

The Company has received declarations from these Directors that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, all the above proposed Independent Directors fulfill the conditions specified in Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors and the aforesaid proposed Independent Directors are Independent of the Management of the Company.

Notices as required under Section 160 of the Act have been received in writing proposing the appointment of Shri Dinkarray Durgashankar Trivedi (DIN : 00380306), Shri Mohan Lal Bhagat (DIN : 00699750), Shri Satish Ajmera (DIN : 00208919), Shri Vinod Kumar Ladia (DIN : 00168257) Shri Subrata Kumar Mitra (DIN : 00029961) and Shri Saroj Khemka ((DIN : 00489838) as the Independent Directors of the Company.

The Board recommends the resolution as set out in item no. 5 to 10 of the Notice for your approval.

The above mentioned proposed Independent Directors are concerned or interested in the Resolutions to their respective appointments and shareholding interest.

The relatives of the above mentioned 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 Resolution except to their Shareholding interest, if any, in the Company.

Additional information in respect of their re-appointment pursuant to Clause 49 of the Listing Agreement and under the provisions of the Act have been given in the Annexure 'A', which is attached hereto.

#### ITEM NO. 11

The Company had, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement had appointed Ms. Pranika Khaitan as an Additional Director of the Company, in compliance with the requirements of the Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement which requires that every Listed Company must have at least One Woman Director on its Board.

Ms. Pranika Khaitan, was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 5th February, 2015. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Khaitan shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Khaitan for the office of Director. In view of the background and experience of Ms. Khaitan, it will be in the interest of the Company that she continues as a Director of the Company.

The Board of Directors considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her services as Non Executive Non Independent Director. Accordingly, the Board recommends the Resolution relating to her appointment as a Non Executive Non Independent Director, for the approval by the Members of the Company.

The Board recommends the resolution as set out in item no. 11 of the Notice for your approval.

The above mentioned proposed Director is concerned or interested in the Resolutions to her respective appointments and shareholding interest.

The relatives of the above mentioned 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 (except Shri Mahendra Kumar Khaitan, Jt. Managing Director of the Company including his relatives) or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Additional information in respect of her appointment pursuant to Clause 49 of the Listing Agreement and under the provisions of the Act have been given in the Annexure 'B', which is attached hereto.

Jaipur  
Dated, the 27<sup>th</sup> day of May, 2015

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

## Annexure 'A'

### Brief resume of the Independent Directors

#### Shri Dinkarry Durgashankar Trivedi

Shri Dinkarry Durgashankar Trivedi, 83 Years, was appointed on 01.12.84 as an Independent Director of the Company, is a 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., Asim Exports International Ltd., Cyclic Chemical Ltd. and Dravya Finance Ltd. He is a member of the Audit Committee & Shareholders Grievance Committee in Foods and Inns Ltd and is also a Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee of the Company.

Shri Trivedi holds 1000 Equity Shares of the Company.

#### Shri Mohan Lal Bhagat

Shri Mohan Lal Bhagat, 79 Years was appointed on 08.07.1992 as an Independent Director of the Company, 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 and Nomination & Remuneration Committee of the Company.

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

#### Shri Satish Ajmera

Shri Satish Ajmera, 70 Years, was appointed on 29.11.2001 as an Independent Director of the Company. He is a Chartered Accountant having 42 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. (ii) On the North Zone Board of I.D.B.I for 3 years. He had been nominee Director of Gujarat Alkalies & Chemicals Ltd (as a nominee of IFCL), Gujarat State Investments Ltd. (as a nominee of Gujarat Govt.), Hindustan Organic Chemicals Ltd. (as a nominee of Government of India). He had also been on the Board of Rajasthan Financial Corporation Board for 16 years, 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.

Shri Ajmera has been 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. He is also a former president of Jaipur

Chamber of Commerce & Industry. He is the Chairman of the Audit Committee in The Lakshmi Mills Co. Ltd. and PCS Technology Ltd. He is also a member of the Audit Committee and Chairman of the Stakeholders Relationship Committee of the Company.

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

#### Shri Vinod Kumar Ladia

Shri Vinod Kumar Ladia, aged 69 years, was appointed on 09.11.2013 as an Independent Director of the Company. Shri Ladia is a Gold Medallist in B.Sc. (Textiles) from Technological Institute of Textiles, Bhiwani in 1966 and a M.B.A. from Indian Institute of Management, Ahmedabad in 1968. He had also completed his training at Harvard Business School, U.S.A.

Shri Ladia has been the recipient of Udyog Patra Award at the hands of Hon'ble President of India. He has also received Several other Awards which includes Leadership Award, Membership Growth Award, Chevron Award, 100% District Governor Award, International President Award for Humanitarian Services and Seven International President's Appreciation Certificate among many others.

Shri Ladia has been associated with various other distinguished Associations and Organisations at Different level as the Chairman, President or Member. He has been associated with The Synthetic & Rayon Textile Export Promotion Council, Indian Spinners Association, Confederation of Indian Textile Industry, The Rajasthan Textile Mills Association, Board of Textile Committee, Federation of Indian Export Organization, All India Management Association, Textile Association (India), Central Excise Advisory Committee, Mission on Livelihood (MOU), constituted by Govt. of Rajasthan, The Institution of Engineers (India), Advisory Board of P.J. Foundation, Board of Governors, Sangam University, Bhilwara, Lions Club, Udaipur, District Governor (1990-91) of District 323 E2, Lions Clubs International, among many others.

Shri Ladia is presently associated with Shree Rajasthan Syntex Ltd., Shree Shyam Industries Pvt. Ltd., Swan Industries Pvt. Ltd., V K Texchem Pvt. Ltd., The Synthetic and Rayon Textiles Exports Promotion Council, Divine Fibres Pvt. Ltd., SRSL Securities Ltd. and Shree Shyam Distributors and Marketing Pvt. Ltd. as a Director.

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

#### Shri Subrata Kumar Mitra

Shri Subrata Kumar Mitra, aged 67 years, was appointed on 09.11.2013 as an Independent Director of the Company. Shri Mitra is a M.Sc (Calcutta University- 1970) and a MBA (USA - 1977).

Shri Mitra is currently on the Board of several reputed companies in diverse Industries as an Independent Director. He has been actively associated with several International



NGOs, Committees and Chambers in India. He has contributed articles in reputed Domestic and International Financial publications and has delivered talks in Domestic and International Forums.

Shri Mitra had been associated with Standard Chartered Bank and was instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and then in 1978 for Standard Chartered Bank in Mumbai. In 1985 Shri Mitra joined American Express Bank and was the Head of Corporate Banking and Investment Banking in India. Shri Mitra was also instrumental in setting up the GIC Mutual Fund, sponsored by the Government owned General Insurance Corporation of India. In June 1994, he joined the Aditya Birla Group as Director, Financial Services and was responsible for setting up the highly respected and successful financial services activities for the Group.

Shri Mitra is presently associated with Qsk Advisory Pvt. Ltd., Destimoney Securities Pvt. Ltd., LIC Nomura Mutual Fund AMC Ltd., Usha Martin Education & Solutions Ltd., Usha Breco Ltd., Spykar Lifestyles Pvt. Ltd., Cheminova India Limited and Multi Commodity Exchange of India Limited as a Director. He is a Member of the Audit Committee & Executive Committee in LIC Nomura Mutual Fund AMC Ltd. & a Member of the Audit Committee in Usha Breco Ltd. and Destimoney Securities Pvt. Ltd. respectively. He is also a Chairman of the Nomination & Remuneration Committee and the member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

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

#### **Shri Saroj Khemka**

Shri Saroj Khemka, aged 68 years, was appointed on 05.02.2015 as an Independent Director of the Company. Shri Khemka is a M.Com.

Shri Khemka is currently on the Board of several reputed Companies in diverse Industries. He has been actively associated with several NGOs, Committees and Chambers in India. Shri Khemka, is a renowned Industrialist of Jaipur, Rajasthan and has rich experience in Manufacturing and Real Estates.

Shri Khemka is presently associated with Pearl Metachem Pvt. Ltd., Shree Seco Pvt. Ltd., J. J. Marble Industries Pvt. Ltd., Bundi Packaging Pvt. Ltd., Parakh Infin Pvt. Ltd., ARR Realtors Pvt. Ltd., VVBA Corporation Pvt. Ltd. and Bhagirath Buildhome Properties Pvt. Ltd. as a Director.

Shri Khemka does not hold any Equity Shares in the Company.

#### **Annexure 'B'**

##### **Brief resume of the Non Executive Non Independent Director**

##### **Ms. Pranika Khaitan**

Ms. Pranika Khaitan, 25 years, was appointed as a Non Executive Non Independent Director of the Company on 05.02.2015. Ms. Khaitan is a M.Sc (International Management) from the University of Exeter. She did her 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 is the daughter of Shri Mahendra Kumar Khaitan, Jt. Managing Director of the Company, who has vast experience in the Paper and Manufacturing Industry.

Ms. Khaitan holds 5000 Equity Shares of the Company.



# wires & fabriks

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

CIN: L29265WB1957PLC023379

Regd. Office: 7, Chittaranjan Avenue, Kolkata-72.

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

Website: www.wirefabrik.com, E-Mail: ig@cal.wirefabrik.com

## PROXY FORM

No. of Shares	Folio No.	DP ID No.*	
		Client ID No. *	
		* Applicable for members holding shares in electronic form.	
Name & Address			

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 \_\_\_\_\_

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 **58<sup>th</sup> Annual General Meeting** of the Company, to be held on Wednesday, August 12, 2015 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:

Sl. No.	Resolutions
1	Consider and Adopt the Audited Financial Statement, Reports of Board of Directors and Auditors of the Company for the Financial year ended 31 <sup>st</sup> March, 2015.
2	Declaration of Dividend on Equity Shares
3	Re-appointment of Mr. Mahendra Kumar Khaitan, Director, retiring by rotation
4	Appointment of Auditors and fixing their remuneration
5	Appointment of Mr. Dinkarray Durgashankar Trivedi as an Independent Director
6	Appointment of Mr. Mohan Lal Bhagat as an Independent Director
7	Appointment of Mr. Satish Ajmera as an Independent Director
8	Appointment of Mr. Vinod Kumar Ladia as an Independent Director
9	Appointment of Mr. Subrata Kumar Mitra as an Independent Director
10	Appointment of Mr. Saroj Khemka as an Independent Director
11	Appointment of Ms. Pranika Khaitan as a Non Executive Non Independent Director

Signed this..... day of.....2015

\_\_\_\_\_  
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.