

## Compliance Report on Corporate Governance

Under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Listed Entity: **Wires and Fabriks (SA) Ltd**

Quarter ending: **31st March, 2021**

### I. Composition of Board of Directors

SL. No.	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/independent/Non minee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity. [in reference to Reg. 17A(1)]	No of Independent Directorship in listed entities including this listed entity. [in reference to proviso to Reg. 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. [Refer Reg. 26(1)]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. [Refer Reg. 26(1)]
1	Mr	Kishan Kumar Khaitan	AFWPK4315F	00514864	Chairperson/ Executive	14-08-1978	01-04-2017	-	-	02-12-1955	1	0	0	0
2	Mr	Mahendra Khaitan	AFWPK4314E	00459612	Executive	26-06-1989	01-04-2017	-	-	10-12-1959	1	0	1	0
3	Mr	Devesh Khaitan	AGVVK4801G	00820595	Executive	27-06-2014	01-04-2017	-	-	06-12-1981	1	0	1	0
4	Mrs	Pranika Khaitan Rawat	AVIPK7214P	07062242	Non-Executive / Non Independent	05-02-2015	-	-	-	24-03-1989	1	0	0	0
5	Mr	Rishi Bajoria	AEEP1420R	00501157	Non-Executive / Independent	13-02-2020	21-07-2020	-	8	02-08-1973	1	1	1	0
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive / Independent	05-02-2015	12-08-2020	-	7	24-01-1947	1	1	1	0
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive / Independent	29-11-2001	30-03-2020	-	12	26-10-1944	3	3	1	5
8	Mr	Sudhir Bhandari	ACAPB2708G	08755101	Non-Executive / Independent	13-06-2020	21-07-2020	-	8	09-07-1958	1	1	2	0

Whether Regular chairperson appointed - Regular chairperson is appointed.

Whether Chairperson is related to managing director or CEO - The Chairperson is managing director, he is not related to other managing director or CEO of the Company.

Note: The tenure for independent directors is with respect to the current term only. However, Mr. Saroj Khemka and Mr. Satish Ajmera have already completed a term of five years.





II. Composition of Committees						
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation		
1. Audit Committee	Mr. Satish Ajmera	Chairperson / Non-Executive/ Independent	01-07-2020	-		
	Mr. Rishi Bajoria	Non-Executive / Independent	01-07-2020	-		
	Mr. Saroj Khemka	Non-Executive / Independent	01-07-2020	-		
	Dr. Sudhir Bhandari	Non-Executive / Independent	01-07-2020	-		
	Mr. Mahendra Khaitan	Executive	01-07-2020	-		
2. Nomination & Remuneration Committee	Mr. Saroj Khemka	Chairperson/ Non-Executive/ Independent	01-07-2020	-		
	Mr. Rishi Bajoria	Non-Executive / Independent	01-07-2020	-		
	Dr. Sudhir Bhandari	Non-Executive / Independent	01-07-2020	-		
	Ms. Pranika Khaitan Rawat	Non-Executive / Non Independent	01-07-2020	-		
3. Stakeholders Relationship Committee	Mr. Satish Ajmera	Chairperson/ Non-Executive/ Independent	01-07-2020	-		
	Dr. Sudhir Bhandari	Non-Executive / Independent	01-07-2020	-		
	Mr. Devesh Khaitan	Executive	01-07-2020	-		
Regular chairperson is appointed for all the Committees mentioned above.						
III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)	
10.11.2020	12.02.2021	Yes	7	4	93	
IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Nomination and Remuneration Committee	12.02.2021	Yes	3	3	-	-
Audit committee	12.02.2021	Yes	5	4	10.11.2020	93



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

- 1 The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 5 This report will be placed before the Board of Directors in the next Board Meeting. The report submitted in the previous quarter has been placed before Board of Directors.  
Any comments/observations/advice of the board of directors may be mentioned here - Nil

  
  
**Jaspreet Singh Dhir**  
 Company Secretary & Compliance Officer  
 Date: 14.04.2021  
 Place: Kolkata

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
h) Policy for determining 'material' subsidiaries	NA	-
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
l) Financial results	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
m) Shareholding pattern	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47(1)	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
r) Credit.rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per regulation 46(2)	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
It is certified that these contents on the website of the listed entity are correct.		



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	NA
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes



Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III. Affirmations:</b>		
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: <b>Not Applicable</b>		

*Jaspreet Singh Dhir*



**Jaspreet Singh Dhir**

**Company Secretary & Compliance Officer**

Place: Kolkata

Date: 14.04.2021