

## 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 (S.A.) Limited**

Quarter ending: **30th September, 2019**

### 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	AGVPK4801G	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	Mohan Lal Bhagat	AECPB1102L	00699750	Non-Executive / Independent	08-07-1992	30-03-2015	-	54	23-06-1935	2	2	1	0
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive / Independent	05-02-2015	12-08-2015	-	49	24-01-1947	1	1	2	0
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive / Independent	29-11-2001	30-03-2015	-	54	26-10-1944	4	4	1	4
8	Mr	Subrata Kumar Atindra Mitra	ACPPM8147D	00029961	Non-Executive / Independent	09-11-2013	30-03-2015	-	54	16-01-1948	2	2	1	1

Regular chairperson is appointed

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



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	01-04-2019	-
	Mr. Mohan Lal Bhagat	Non-Executive / Independent	01-04-2019	-
	Mr. Saroj Khemka	Non-Executive / Independent	01-04-2019	-
	Mr. Subrata Kumar Atindra Mitra	Non-Executive / Independent	01-04-2019	-
	Mr. Mahendra Khaitan	Executive	01-04-2019	-
2. Nomination & Remuneration Committee	Mr. Saroj Khemka	Chairperson/ Non-Executive/ Independent	01-04-2019	-
	Mr. Satish Ajmera	Non-Executive / Independent	01-04-2019	-
	Ms. Pranika Khaitan Rawat	Non-Executive / Non Independent	01-04-2019	-
3. Stakeholders Relationship Committee	Mr. Subrata Kumar Atindra Mitra	Chairperson/ Non-Executive/ Independent	01-04-2019	-
	Mr. Saroj Khemka	Non Executive / Independent	01-04-2019	-
	Mr. Devesh Khaitan	Executive	01-04-2019	-

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)
28.05.2019	01.08.2019	Yes	7	4	64
-	11.09.2019	Yes	5	2	40

### 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
Audit committee	01.08.2019	Yes	4	4	28.05.2019	64
Audit committee	11.09.2019	Yes	3	2	-	40



**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 and/or the report submitted in the previous quarter has been placed before Board of Directors.

Signature



Abhishek Upadhyaya  
Company Secretary

Place: Kolkata

Date: 11/10/2019





Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting .	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting.	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

Signature

*Abhishek Upadhyaya*

Abhishek Upadhyaya  
Company Secretary  
Place: Kolkata  
Date: 11/10/2019

