

## Quarterly Compliance Report on Corporate Governance

Name of the Company : WIRES AND FABRIKS (S.A.) LIMITED  
 Quarter Ending on : 31.03.2015

	Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>II</b>	<b>Board of Directors</b>	<b>49 (II)</b>		
	(A) Composition of Board	49 (IIA)	Yes	
	(B) Independent Directors	49 (IIB)	Yes	
	(C) Non-Executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
	(D) Other Provisions as to Board & Committee	49 (IID)	Yes	
	(E) Code of Conduct	49 (IIE)	Yes	
	(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III</b>	<b>Audit Committee</b>	<b>49 (III)</b>		
	(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
	(B) Meeting of Audit Committee	49 (IIIB)	Yes	
	(C) Powers of Audit Committee	49 (IIIC)	Yes	
	(D) Role of Audit Committee	49 (IIID)	Yes	
	(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	Not Applicable	The Company has no Subsidiary Company
<b>VI</b>	<b>Risk Management</b>	<b>49(VI)</b>	Not Applicable	
<b>VII</b>	<b>Related Party Transactions</b>	<b>49(VII)</b>	Yes	
<b>VIII</b>	<b>Disclosures</b>	<b>49 (VIII)</b>		
	(A) Related Party Transactions	49 (VIII A)	Yes	
	(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
	(C) Remuneration of Directors	49(VIII C)	Yes	
	(D) Management	49 (VIII D)	Yes	
	(E) Shareholders	49 (VIII E)	Yes	
	(F) Disclosure of Resignation of Director	49 (VIII F)	Not Applicable	Will be Complied in the Next Annual Report
	(G) Disclosure of Formal Letter of Appointment	49 (VIII G)	Not Applicable	Will be Complied in the Next Annual Report
	(H) Disclosures in the Annual Report	49 (VIII H)	Not Applicable	Will be Complied in the Next Annual Report
	(I) Proceeds from Public Issues, Rights	49 (VIII I)	Not	The Company has not



	Issues, Preferential Issues etc		Applicable	raised any money.
IX	CEO/CFO Certification	49 (IX)	Yes	
X	Report on Corporate Governance	49 (X)	Yes	
XI	Compliance	49 (XI)	Yes	

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

*Amit Dhanuka*

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Company Secretary

