

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) Limited**

Quarter ending: **31st December, 2018**

I. Composition of Board of Directors										
SL. No.	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity. (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Same as previous quarter										
II. Composition of Committees										
Name of Committee			Name of Committee members			Category (Executive/Non-Executive/independent/Nominee)			Category (Chairperson/Member)	
1. Audit Committee						Same as previous quarter				
2. Nomination & Remuneration Committee						Same as previous quarter				
3. Stakeholders Relationship Committee						Same as previous quarter				
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				Maximum gap between any two consecutive (in number of days)		
11.08.2018				14.11.2018				94		
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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*						
Audit committee	14.11.2018	Yes	11.08.2018	94						



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
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	
<p>1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>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.</p> <p>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.</p> <p>5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p>	
Signature	
<p><i>Abhishek Upadhyaya</i></p> <p>Abhishek Upadhyaya Company Secretary</p> <p>Place: Kolkata</p> <p>Date: 12/01/2019</p> 	