



wires & fabriks

Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

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

Phone : 91 33 4012-4012, E-mail: cs@wirefabrik.com, Website : www.wirefabrik.com

Notice of the 63rd Annual General Meeting – 2020

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of the Company will be held on Tuesday, the 21st day of July, 2020 at 15.00 Hrs IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 together with Directors' Report and Auditors' Report thereon.
2. To declare dividend on the equity shares for the year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Mahendra 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), M/s Jain Shrimal & Co., Chartered Accountants, (Firm Registration No. 001704C), who have offered themselves for 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 appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of 63rd Annual General Meeting till the conclusion of 68th 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 taxes 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 Special 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'), and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 re-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 re-appointed as an Independent Director of the Company to hold office for a further period of 5 (five) consecutive years commencing from 30th March, 2020 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'), and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 re-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 re-appointed as an Independent Director of the Company to hold office for a further period of 5 (five) consecutive years commencing from 12th August, 2020 and shall not be liable to retire by rotation."

To consider and if thought fit, to pass with or without modifications the following Resolutions as Ordinary Resolutions:-

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’), and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Rishi Bajoria (DIN: 00501157), who was appointed as Additional Independent Director of the Company, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 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. 8

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr. Sudhir Bhandari (DIN: 08755101), who was appointed as Additional Independent Director of the Company, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 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.”

NOTES:

- A. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- B. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- C. Institutional/Corporate members intending to attend the Meeting through authorised representatives are requested to send a certified copy of the Board or governing body Resolution/ Authorization, authorising their representative to attend and vote through remote e-voting on their behalf at the Meeting.
- D. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 15th day of July, 2020 to Tuesday, the 21st day of July, 2020 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31st March, 2020. The dividend, if approved and declared at the forthcoming Annual General Meeting, will be paid, to those shareholders whose name appears in the Register of Members/ in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners at the close of **14th day of July, 2020**.
- E. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31st March, 2013 and thereafter, may claim or approach the Company for payment.** Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividend for the financial year 2012-2013 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 2011-2012 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.**
- As per provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which, dividend for the financial year 2012-2013 and thereafter, has not been paid or claimed for 7 consecutive years or more will be transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government. All shares in respect of which, dividend for the financial year 2011-2012 and thereafter, has not been paid or claimed for 7 consecutive years or more has been transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government.**
- F. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information relating to Directors who are proposed to be re-appointed are given in following order: Name of the Director, Age, Educational Qualification, Date of

Appointment, Brief Profile and Area of Expertise, Other Directorships & Committee Memberships (in listed entities), relationship with other Directors and Shareholding.

Mr. Mahendra Khaitan (DIN: 00459612), aged 60 years, is a Commerce Graduate. Mr. Khaitan joined the Company in the year 1989 and was first appointed as whole-time director designated as Executive Director. He was elevated and re-designated as the Jt. Managing Director of the Company on 27.06.2014. Further he was re-designated as the Managing Director of the Company from 25.05.2016. He is a renowned industrialist. He is on the Board of several companies. Mr. Mahendra Khaitan has rich experience in Paper industry and varied experience in diversified fields. His leadership made the Company an established player of the industry and has diversified successfully into various products. He is responsible for day to day activities of the Company and policy decisions. He sets company's strategic direction while overseeing all operations and management matters. During his tenure as a Managing Director, the Company has progressed well. His continued guidance will help the company in touching new scales of success. Mr. Mahendra Khaitan does not hold Directorships or the Committee Memberships in any other listed entities. Mr. Khaitan is related to Ms Pranika Khaitan Rawat, Non-Executive, Non-Independent Director of the Company and holds 500 Equity Shares of the Company in his name.

- 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, through email addressed to cs@wirefabrik.com, their Queries, if any, regarding accounts at least seven days before the Meeting to enable the management to keep the required information ready to be replied 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, 6th Floor, 4 B.B.D. Bag (E), Kolkata 700 001.
- L. Since the Equity Shares of the Company are under compulsory demat trading. 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. Further as per SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with Notification No. SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018, requests for effecting transfer of shares cannot be processed unless the shares are held in dematerialized form w.e.f April 1, 2019, except in case of transmission or transposition of securities. Therefore shareholders are requested to get their physical shareholdings converted into demat form at the earliest.
- 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. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.wirefabrik.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- 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 provide/update the following details as listed below, for speedy disbursement of dividend to their bank account through electronic mode and speedy communication.
- Enclosed Form duly filled in and signed by all holders.
 - Self-Attested Copy of Pan Card of all holders.
 - Cancelled Cheque Leaf having Name (if name is not printed on cheque - self-attested copy of first page of pass book) of all holders.

As mandated by Securities and Exchange Board of India by their Circular no. SEBI/HO/MIRSD/DOP1 /CIR/P/2018/73 dated 20th April, 2018, it is compulsorily required to update the Bank details of all security holders of listed companies in RTA's / Depository Participant's records, for processing the payment of dividend.

The share holders holding shares in demat mode, may contact their respective Depository Participants for updating NECS details.

Q. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

R. **Instructions for e-voting and joining the AGM are as follows:**

1. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
2. **The remote e-voting period begins on Saturday, 18th July, 2020 at 9:00 A.M. (IST) and ends on Monday, 20th July, 2020 at 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th July, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.**
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
5. The Board of Directors of the Company has appointed Mr. Mayank Daga, Company Secretary (Membership No. A 41279), Practicing Company Secretaries as Scrutinizer to scrutinize the 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.
6. **Instructions for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting system

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 character DP ID followed by 8 digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- v. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@wirefabrik.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- iii. 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 download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

7. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@wirefabrik.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@wirefabrik.com.
- iii. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

8. Instructions for Members for e-voting on the day of the Meeting are as under:

- i. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the meeting.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the meeting shall be the same person mentioned for Remote e-voting.

9. Instructions for members for attending the Meeting through VC/OAVM are as under:

- i. Member will be provided with a facility to attend the meeting through VC/OAVM through the NSDL e-Voting system. **Members may access the same at <https://www.evoting.nsd.com> under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.** Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to join the meeting through Laptops/Desktops for better experience.
- iii. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile devices or Tablets or through Laptop/Desktops connecting via Mobile

Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker, may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@wirefabrik.com.
 - vi. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@wirefabrik.com. The same will be replied by the company suitably.
 - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. 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. 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.nsdl.com or call on Toll Free No. : 1800 222 990.
 11. 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 14th July, 2020. 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.
 12. The Scrutinizer, after scrutinising the e-votes cast during the meeting and remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
 13. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.wirefabrik.com and on the website of NSDL [https:// evoting.nsdl.com](https://evoting.nsdl.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. 21st July, 2020.

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

**Jaipur
13th June, 2020**

**(Abhishek Upadhyaya)
Company Secretary**

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM NO. 4

The Members of the Company through Postal Ballot process completed on 18th October, 2019 approved the appointment of M/s Jain Shrimal & Co., Chartered Accountants, as the Auditors of the Company to fill casual vacancy in the office of Auditors, who holds office till the conclusion of this Annual General Meeting ('AGM') in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s Jain Shrimal & Co. for conducting the audit for the financial year 2019-20, is Rs. 2.00 lacs in addition to taxes and re-imbusement of out of pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommends for the approval of the Members, the appointment of M/s Jain Shrimal & Co., Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this i.e. 63rd AGM till the conclusion of the 68th AGM of the Company. On the recommendation of the Committee, the Board also recommends for the approval of the Members, the remuneration of the Auditors as Rs. 2.00 lacs to conduct the audit for the financial year 2019-20, which may revised/ fixed for further term of appointment as may be mutually agreed upon by the Board of Directors or person authorized by the Board of Directors and the Auditors, in addition to taxes and re-imbusement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

The Committee considered various parameters like capability to serve a complex business landscape as that of the Company, audit experience, market standing of the firm, clientele served, technical knowledge etc., and found M/s Jain Shrimal & Co. to be best suited to handle the scale and complexity associated with the audit of the financial statements of the Company.

M/s Jain Shrimal & Co. was established in the year 1981, and since then has expanded its presence across the country. They are also empanelled with ACCA, RBI, CAG, RNI and ABC member firms. Their team of proficient and trained professionals consists of 60 members including 7 partners.

M/s Jain Shrimal & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the resolution as set out in item no. 4 of the Notice, for the approval by the Members of the Company as an Ordinary Resolution.

ITEM NO. 5 & 6

Shri Satish Ajmera (DIN: 00208919), aged 75 years, and Shri Saroj Khemka (DIN: 00489838), aged 73 years, are Non-Executive Independent Directors of the Company since 29th November, 2001 and 5th February, 2015 respectively.

The members of the Company in their Annual General Meeting held on 12th August, 2015 approved the appointment of Shri Satish Ajmera and Shri Saroj Khemka as Non-Executive Independent Directors of the Company for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and 12th August, 2015 respectively, in terms of the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges and Section 149 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board of Directors of the Company in its meeting held on 13th February, 2020, upon recommendation of the Nomination and Remuneration Committee, considered and approved the re-appointment of Shri Satish Ajmera and Shri Saroj Khemka as Non-Executive Independent Directors of the Company in terms of provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), for a further period of 5 (five) years with effect from 30th March, 2020 and 12th August, 2020 respectively, subject to the approval of members in the Annual General Meeting.

The Board of Directors considered the matter focusing on the distinctive set of competencies that above named directors brings to the Board Room which included knowledge of business and experience, judgment and candour, culture of participation and contribution, forward looking initiatives on matters pertaining to the Company, it is 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.

In the opinion of the Board, the above named directors fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for their appointment as a Non Executive Independent Directors of the Company and are independent of the management.

In terms of Regulation 17 of the Listing Regulations as amended, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect. As per provisions of Section 149(9) of the Companies Act, 2013, re-appointment of independent director shall be done through passing of a special resolution by the company.

Accordingly, the Board recommends the resolutions as set out in item no. 5 & 6 of the Notice, for the approval by the Members of the Company as a Special Resolution.

The above named Independent Directors are concerned or interested in the Resolutions. The relatives of the above named 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 Resolutions.

A brief profile of above named Independent Directors pursuant to the provisions of the Listing Regulations and the Companies Act, 2013 is given herein below.

Brief profile of Shri Satish Ajmera

Shri Satish Ajmera, 75 Years, was appointed on 29.11.2001 as an Independent Director of the Company. He is a Chartered Accountant having 51 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 (The first mutual fund of India). (ii) On the North Zone Board of I.D.B.I for 3 years. He has been nominee Director of Gujarat Alkalies & Chemicals Ltd (as a nominee of IFCI), Gujarat State Investments Ltd. (as a nominee of Gujarat Govt.), Hindustan Organic Chemicals Ltd. (one of the largest chemical companies in India, as a nominee of Government of India). Mr. S. Ajmera was also on the Board of Directors of Rajasthan Financial Corporation Board, 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 acted as 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 and also a former president of Jaipur Chamber of Commerce & Industry. Mr. Ajmera is the Chairman of the Audit Committee and Stakeholders Relationship Committee of the Company.

Shri Satish Ajmera is an Independent Director in three other listed entities i.e. The Lakshmi Mills Company Limited, PCS Technology Limited & Aristocrat Luggage Limited and holds Membership/ Chairmanship in the Committees of the Board of these Companies.

Shri Ajmera is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company. He does not hold any equity Shares in the Company.

Brief profile of Shri Saroj Khemka

Shri Saroj Khemka, 73 years, was appointed on 05.02.2015 as an Independent Director of the Company. He is M.Com post-graduate. 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., VVBA Corporation Pvt. Ltd. and Bhagirath Buildhome Properties Pvt. Ltd. as a Director. Shri Khemka is the member of the Audit Committee and Chairman of Nomination & Remuneration Committee of the Company.

Shri Khemka is not a Director, Chairman/Member of Committees of the Board, in any other listed entity.

Shri Khemka is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company. He does not hold any Equity Shares in the Company.

ITEM NO. 7 & 8

Shri Rishi Bajoria (DIN: 00501157), aged 46 years, and Dr. Sudhir Bhandari (DIN: 08755101), aged 62 years, were appointed as Additional Non-Executive Independent Directors of the Company w.e.f 13th February, 2020 and 13th June, 2020 respectively.

The Board of Directors of the Company in its meetings held on 13th February, 2020 and 13th June, 2020, upon recommendations of the Nomination and Remuneration Committee, considered and approved the appointments of Shri Rishi Bajoria and Dr. Sudhir Bhandari, respectively as Non-Executive Independent Directors of the Company in terms of provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), who hold office till the conclusion of this Annual General Meeting.

The Board of Directors considered the matter focusing on the distinctive set of competencies that above named directors brings to the Board Room which included knowledge of business and experience, judgment and candour, culture of participation and contribution, forward looking initiatives on matters pertaining to the Company, it is 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.

In the opinion of the Board, the above named directors fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for their appointment as a Non Executive Independent Directors of the Company and are independent of the management.

Accordingly, the Board recommends the resolutions as set out in item no. 7 & 8 of the Notice, for the approval by the Members of the Company as an Ordinary Resolution.

The above named Independent Directors are concerned or interested in the Resolutions. The relatives of the above named 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 Resolutions.

A brief profile of above named Independent Directors pursuant to the provisions of the Listing Regulations and the Companies Act, 2013 is given herein below.

Brief profile of Shri Rishi Bajoria

Shri Rishi Bajoria, 46 years, was appointed on 13.02.2020 as an Independent Director of the Company. He is a Commerce graduate from St. Xavier's College, Calcutta and holds Diploma degree in Capital Planning and Marketing from Babson College, USA. Shri Bajoria is associated with Food & Beverage Industry since 2004 (Master Franchisee of Global F&B Brands like Subway, Chili's, Cinnabon, Auntie Annes, Royal China, Yogen Frusz etc.) and having rich experience in Jute Manufacturing, Garment Manufacturing and Real Estate Industry. Shri Bajoria presently holds directorship in Mukund Hospitality Pvt. Ltd., Mukund International Pvt. Ltd., Trimex Foods Pvt. Ltd., Tanushree Properties Pvt. Ltd., IPC Measa (Subway). Shri Bajoria is the member of the Audit Committee and Nomination & Remuneration Committee of the Company.

Shri Bajoria is not a Director, Chairman/Member of Committees of the Board, in any other listed entity.

Shri Bajoria is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company. He does not hold any Equity Shares in the Company.

Brief profile of Dr. Sudhir Bhandari

Dr. Sudhir Bhandari, 62 years, was appointed on 13.06.2020 as an Independent Director of the Company. He is a MBBS & MD/MS (Medicine) from Dr. S.N Medical College, Jodhpur, and holds multiple Degrees/Fellowship in the field of Medical Sciences from reputed Indian and Foreign Institutions. Dr. Bhandari is Senior Professor of Medicine, MD, DNB, MNAMS, Principal & Controller at SMS Medical College & Hospital, Jaipur. He is a renowned Physician and Diabetologist & Fellow of Royal College of Physicians (FRCP), London & Edinburgh. He was bestowed with Rotary Foundation Fellowship in Diabetes and Metabolic Diseases at Cardiff (UK) and has been awarded Fellowship of American College of Endocrinology (FACE), Fellowship of American College of Physicians (FACP), Fellowship of Indian College of Physicians (FICP), and Fellowship of Diabetes in India (FDI).

Dr. Bhandari has published 80 articles in prestigious medical journals & contributed chapter for the text books on Hypertension, Diabetes & Cardio Vascular Disorders and is on editorial boards of many Journals. He has been bestowed with 'World Icon Award' at Bangkok for outstanding medical professional. Dr. Sudhir is Government nominee to BOM (Board of Management) University of Health Sciences and is Hon. Physician to H.E. Excellency, the Governor of Rajasthan. Dr. Bhandari is the member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.

Dr. Bhandari is not a Director, Chairman/Member of Committees of the Board, in any other listed entity.

Dr. Bhandari is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company. He does not hold any Equity Shares in the Company.

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

**Jaipur
13th June, 2020**

**(Abhishek Upadhyaya)
Company Secretary**