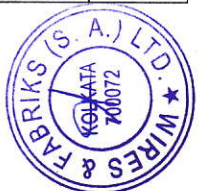


Compliance Report on Corporate Governance

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: **31st March, 2020**

I. Composition of Board of Directors										
SL. No.	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Non-Executive/Independent/Non-Executive/Independent)	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)
1	Mr	Kishan Kumar Khaitan	AFWPK4315F	00514864	Chairperson-Executive	14-08-1978	-	1	0	0
2	Mr	Mahendra Khaitan	AFWPK4314E	00459612	Executive	26-06-1989	-	1	1	0
3	Mr	Devesh Khaitan	AGVVK4801G	00820595	Executive	27-06-2014	-	1	1	0
4	Ms	Pramika Khaitan Rawat	AVIPK7214P	07062242	Non-Executive-Non Independent	05-02-2015	-	1	0	0
5	Mr	Mohan Lal Bhagat	AECPB1102L	00699750	Non-Executive-Independent	30-03-2015; Cessation date 29-03-2020	60	1	1	0
6	Mr	Saroj Khemka	AEYVK6493F	00489838	Non-Executive-Independent	12-08-2015	55	1	2	0
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive-Independent	30-03-2020	0	4	1	4
8	Mr	Subrata Kumar Atindra Mitra	ACPPM8147D	00029961	Non-Executive-Independent	30-03-2015; Cessation date 29-03-2019	60	1	1	1
9	Mr	Rishi Bajoria	AEEPBI420R	00501157	Non-Executive-Independent	13-02-2020	1	1	0	0





II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Executive/Non-Executive/Independent/Nominee)	Category (Chairperson/Member)
1. Audit Committee	Mr. Satish Ajmera	Non-Executive - Independent	Chairperson
	Mr. Mohan Lal Bhagat	Non-Executive - Independent	Member
	Mr. Saroj Khemka	Non-Executive - Independent	Member
	Mr. Subrata Kumar Atindra Mitra	Non-Executive - Independent	Member
	Mr. Mahendra Khaitan	Executive	Member
2. Nomination & Remuneration Committee	Mr. Saroj Khemka	Non Executive - Independent	Chairperson
	Mr. Satish Ajmera	Non-Executive - Independent	Member
	Ms. Pranika Khaitan Rawat	Non-Executive - Non Independent	Member
	Mr. Kishan Kumar Khaitan	Executive	Member
3. Stakeholders Relationship Committee	Mr. Subrata Kumar Atindra Mitra	Non Executive - Independent	Chairperson
	Mr. Saroj Khemka	Non Executive - Independent	Member
	Mr. Devesh Khaitan	Executive	Member

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
22.10.2019	13.02.2020
	Maximum gap between any two consecutive (in number of days) 113

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
Audit committee	13.02.2020	Yes	22.10.2019
Nomination and Remuneration Committee	13.02.2020	Yes	-
			Maximum gap between any two consecutive meetings in number of days* 113

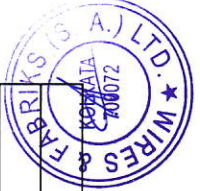


V. Related Party Transactions	Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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	  <p>Abhishek Upadhyaya Company Secretary Place: Kolkata Date: 15/05/2020</p>	

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
Advertisements as per regulation 47(1)		Yes
Credit rating or revision in credit rating obtained		Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		NA
Whether company has provided information under separate section on its website as per regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend Distribution policy as per Regulation 43A (as applicable)		NA



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)	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	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	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),(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)	NA
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	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
III. Affirmations		
Particulars		Compliance status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		NA

Signature



Abhishek Upadhyaya

Abhishek Upadhyaya
Company Secretary

Place: Kolkata

Date: 15/05/2020