



Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

Regd. Office: 7, Chittaranjan Avenue, Kolkata - 700072

Phone: 033 4407-3873, E-mail: cs@wirefabrik.com, Website: www.wirefabrik.com

NOTICE OF THE 68TH ANNUAL GENERAL MEETING – 2025

NOTICE is hereby given that the 68th Annual General Meeting of the Members of the Company will be held on Tuesday, the 29th day of July, 2025 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 financial year ended as on 31st March, 2025 together with Directors' Report and Auditors' Report thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended as on 31st March, 2025.
3. To appoint a Director in place of Mr. Devesh Khaitan (DIN: 00820595), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Statutory 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, 141, 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), and pursuant to recommendation made by the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s Jain Shrimal & Co., Chartered Accountants, (Firm Registration No. 001704C), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors, as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years and to hold the office from the conclusion of 68th Annual General Meeting till the conclusion of 73rd Annual General Meeting of the Company to be held in the year 2030, to examine and audit the accounts of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and thereafter approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Special Business:

Item No 5

To appoint Mrs Twinkle Agarwal, Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from the Financial Year 2025-26 to the Financial Year 2029-30.

To consider and if thought fit, to pass with or without modification the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation made by the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mrs. Twinkle Agarwal, Practicing Company Secretary (holding valid Certificate of Practice No. 25605) as Secretarial Auditors of the Company for a term of five (5) consecutive financial years and shall be eligible to hold office of the Secretarial Auditor from the Financial Year 2025-26 to Financial Year 2029-30, on such remuneration as recommended by Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditor, in addition to taxes and reimbursement of out of pocket expenses incurred in connection with the Secretarial Audit of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Item No. 6

Re-appointment of Mr. Rishi Bajoria (DIN: 00501157) as a Non-Executive Independent Director

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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) read with schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rishi Bajoria (DIN: 00501157), a Non-Executive 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 a Non-Executive Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from 21st July, 2025 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Item No. 7**Re-appointment of Dr. Sudhir Bhandari (DIN: 08755101) as a Non-Executive Independent Director**

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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) read with schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Dr Sudhir Bhandari (DIN: 08755101), a Non-Executive 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 a Non-Executive Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from 21st July, 2025 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Item No. 8**Appointment of Mr. Bhagirath Modi (DIN: 00766377) as a Non-Executive Independent Director**

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions/regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Bhagirath Modi (DIN: 00766377), who was appointed, on the recommendation of Nomination and Remuneration Committee, as an Additional Director (Independent and Non-Executive) of the Company, by the Board of Directors, with effect from 25th June, 2025 pursuant to Section 161 of the Act and who holds office upto the date of ensuing Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 25th June, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

NOTES:

- A. In continuation of Ministry's General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA vide its General Circular No. 09/2024 dated September 19, 2024 has allowed companies, whose Annual General Meetings ("AGM") are due in the year 2025, to conduct their Annual General Meetings on or before 30th September, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- B. The proceedings of the 68th Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- C. 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.
- D. 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, authorizing their representative to attend and vote through remote e-voting on their behalf at the Meeting.
- E. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 23rd day of July, 2025 to Tuesday, the 29th day of July, 2025 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31st March, 2025. 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 **22nd day of July, 2025**.
- F. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31st March, 2018 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 2017-2018 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 2016-2017 have been transferred to the IEPF set up by the Central Government.**
- As per provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which, dividend for the financial year 2017-2018 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 2016-2017 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.***
- G. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information relating to Director who is proposed to be re-appointed is given in the following order: Name of the Director, Age, Educational Qualification, Date of Appointment, Remuneration last drawn and Remuneration sought to be paid, Number of Board Meeting attended during the year, Brief Profile and Area of Expertise, Other Directorships & Committee Memberships (in listed entities), relationship with other Directors.

Mr. Devesh Khaitan (DIN: 00820595), aged 43 years, holds the degree of M.Sc (Financial Management). He has also done a diploma in family business. Mr. Devesh Khaitan joined the Company on 17.03.2009 as Business Executive and was subsequently promoted as Deputy Chief Operating officer in the same year. He was

appointed and designated as the Executive Director of the Company from 27.06.2014. He continued as the Executive Director of the Company till 31.03.2022 and was thereafter reappointed and re-designated as Joint Managing Director of the Company with effect from 01.04.2022. The remuneration drawn last year by Mr. Devesh Khaitan was Rs. 140.45 Lakhs and the remuneration sought to be paid is as approved by the shareholders of the Company at the Annual General Meeting held on 23.07.2024. He attended 8 (eight) meetings of the Board during the year and holds 100 (One Hundred) Equity Shares in the Company. He is on the Board of several companies. Mr. Devesh Khaitan presently holds directorship in Kingsley Industries Ltd, and several private companies. Mr. Khaitan is a renowned industrialist. He is responsible for policy implementation and management of various functions. He takes care of the operations and management matters. He does not hold any directorships or membership of committees of the Board in any other listed entity and has not resigned from any listed entity in the last 3 years. He is the son of Mr. Kishan Kumar Khaitan, Executive Chairman of the Company.

- H. 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 dematerialized form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3. Physical shareholders are also requested to update their KYC and other details through Form ISR-1 and Form ISR-2, as required, if not done yet.
- I. 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.
- J. 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.
- K. Relevant documents referred to in the 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 Annual General Meeting.
- L. The relevant Explanatory Statements setting out material facts in respect of item Nos. 4 to 8 as set out in this Notice is annexed hereto.
- M. 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.
- N. 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.

- O. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 3, 2024 read with SEBI Circular dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 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 of the AGM and Annual Report 2024-25 will also be available on the Company's website www.wirefabrik.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- P. Members holding physical shares in multiple folios' are requested to consolidate their holdings for overall convenience.
- Q. For payment of Dividend directly into the bank account members are requested to register/update their complete bank details:
- With their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - With the Company/Company's RTA by sending duly filled KYC form- ISR-1, ISR-2, ISR-3/SH-13 along with self-attested copy of pan card, photo id address proof, cancelled cheque leaf, if shares are held in physical mode.

Payment of dividend shall be made through electronic mode to the shareholders who have updated their bank account details.

Important Information regarding Payment of Dividend in respect of physical shares: SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May, 2024 has issued inter alia, guidelines on 'Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination'. Para 19.1 of the Master Circular mandates all the holders of physical securities to furnish PAN, Choice of Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. In continuation of the same, Para 19.2 lays down the procedure for availing services and payment of dividend etc., in the folios without PAN, KYC details and nomination which reads as under:

"19.2. Folios without PAN, KYC details and Nomination: The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 19.1 of the Master Circular.

In view of the above, if you are holding shares in physical form, you are required to furnish valid PAN, choice of Nomination, Contact Details, Mobile Number, Bank Account Details and updated Specimen Signature immediately to the Company's RTA in the prescribed forms (available on the Company's website: www.wirefabrik.com), if not already done, to avail uninterrupted service requests as well as dividend credit in bank account, as no dividend will be paid by way of issuance of physical warrant, with effect from 1st April, 2024. For your convenience, you may also dematerialize the physical holding so as to avail the benefit of electronic dividend payment.

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

S. 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, 26th July, 2025 at 9:00 A.M. (IST) and ends on Monday, 28th July, 2025 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 22nd July, 2025, 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 Mrs. Twinkle Agarwal, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and she has communicated her 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders

Login Method

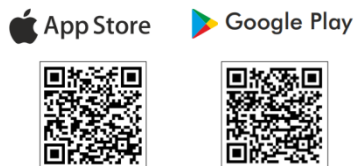
Individual Shareholders holding securities in demat mode with NSDL.

- i. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting

website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- ii. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- iii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iv. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- V. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as

per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 – 21 - 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders 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 to 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.

6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 contact.c3consulting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 22nd July, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Issuer/RTA. 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 forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 22 55 33. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 22nd July, 2025 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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.nsdl.com to reset the password.
4. 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.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting**

system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

- ii. Members are encouraged to join the Meeting through Laptops 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 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 by sending their request at least seven days before the Meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@wirefabrik.com.
 - vi. Shareholders having questions may send their questions in advance at least seven days before the Meeting 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.
 - viii. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 - ix. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 - x. Member who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 022 - 4886 7000.
7. 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.com. 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 22 55 33.
 8. The voting rights of shareholders shall be in proportion to their holding of the paid up equity share capital of the Company as on the cut-off date of **22nd July, 2025**. 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.
 9. 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 of the Company.
 10. 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>. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th July, 2025.

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

**Jaipur
25th June, 2025**

**Bishwajit Singh
Company Secretary
Membership No A38395**

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

ITEM NO. 4

The Members of the Company at 63rd Annual General Meeting held on 21st July, 2020 had appointed M/s. Jain Shrimal & Co., Chartered Accountants, bearing Registration No. 001704C as Statutory Auditors for a term of 5 (five) consecutive years starting from the conclusion of the 63rd Annual General Meeting till the conclusion of the 68th Annual General Meeting of the Company. M/ s. Jain Shrimal & Co., Chartered Accountants will be completing their first term of 5 consecutive years on the conclusion of the ensuing 68th Annual General Meeting.

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 re-appointment of M/s Jain Shrimal & Co., Chartered Accountants, (Firm Registration No. 001704C) as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years from the conclusion of this i.e. 68rd AGM till the conclusion of the 73rd AGM of the Company. On the recommendation of the Audit Committee, the Board also recommends for the approval of the Members, the proposed remuneration of the Statutory Auditors of Rs. 2.75 lakhs (Rupees Two Lakhs Seventy Five Thousand) to conduct the audit for the financial year 2025-26, which may revised/ fixed for remaining part of tenure 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-imbursement 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. Chartered Accountants, 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. Chartered Accountants, 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.

M/s Jain Shrimal & Co., Chartered Accountants have given their consent to act as the Statutory 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 Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution.

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

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 24th May, 2025, subject to the approval of the Members of the Company, approved appointment of Mrs Twinkle Agarwal, Practicing Company Secretary (holding valid Certificate of Practice No. 25605) as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30. On the recommendation of the Audit Committee, the Board also recommends for the approval of the Members, the proposed remuneration of the Secretarial Auditor of Rs. 10,000 (Rupees Ten Thousand) to conduct the secretarial audit for the financial year 2025-26, which may revised/ fixed for remaining part

of tenure as may be mutually agreed upon by the Board of Directors or person authorized by the Board of Directors and the Secretarial Auditor, in addition to taxes and re-imbursement of out of pocket expenses incurred in connection with the Secretarial Audit of the Company.

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise in providing Secretarial audit related services. Mrs. Twinkle Agarwal is a Member of the Institute of Company Secretaries of India and is also a Commerce Graduate from St. Xavier's College, Kolkata. She is a Practicing Company Secretary in the field of Corporate Laws, Securities Laws & Corporate Governance and ROC Compliances. She is also associated with various listed and unlisted companies and has been assisting them in following corporate norms. Mrs Twinkle Agarwal, Practicing Company Secretary is also Peer Reviewed by the Institute of the Company Secretaries of India.

Mrs Twinkle Agarwal had consented to her appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

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. 5 of the Notice, for the approval by the Members of the Company as an Ordinary Resolution.

ITEM NO. 6 & 7

The members of the Company in their Annual General Meeting held on 21st July, 2020 approved the appointment of Shri Rishi Bajoria (DIN: 00501157) and Dr Sudhir Bhandari (DIN: 08755101) as Non-Executive Independent Directors of the Company for a term up to 5 (five) consecutive years commencing from 21st July, 2020, in terms of the applicable provisions of SEBI Listing Regulations and Section 149 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force).

The Board of Directors of the Company in its meeting held on 24th May, 2025, upon recommendation of the Nomination and Remuneration Committee after taking into account the performance evaluation report of Shri Rishi Bajoria and Dr Sudhir Bhandari during his first term of 5 (Five) consecutive years, considered and approved the re-appointment of Shri Rishi Bajoria and Dr Sudhir Bhandari 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) consecutive years with effect from 21st July, 2025, 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 as some of the skills and capabilities required for this role, 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.

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. 6 & 7 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.

Brief profile and other details of Shri Rishi Bajoria, Non Executive Independent Director (DIN: 00501157)

Shri Rishi Bajoria, 51 years, was appointed on 13.02.2020 as an Additional Independent Director of the Company and was further regularised at the 63rd Annual General Meeting of the Company held on 21st July, 2020.

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, Chillis, Cinnabon, Auntieannes, Royal China, Yogenfruz etc.) and having rich experience in Jute Manufacturing, Garment Manufacturing and Real Estate Industry. Shri Bajoria presently holds directorship in Trimex Foods Private Limited, Mukund International Private Limited, Mukund Hospitality Private Limited, Frontier Warehousing Limited, Tanushree Properties Pvt. Ltd., Wonderful Eatery Private Limited, Subfresh Restaurants Private Limited and Promex Brands Private Limited. He is also appointed as an Independent Director on the Board of Jayshree Chemicals Limited and Member of Audit Committee of the Board of Jayshree Chemicals Limited. Shri Bajoria is the Chairman of the Audit Committee and Member of the Nomination & Remuneration Committee and Stakeholder Relationship Committee of the Company. The remuneration drawn last year by Shri Rishi Bajoria was 2.10 Lakhs in nature of sitting fees and Mr. Bajoria shall be entitled to receive sitting fees for attending the meetings of the Board and/or its Committees. He attended 8 (eight) meetings of the Board during the financial year 2024-25. Mr. Bajoria has not resigned from any listed entity in the last 3 years.

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 and other details of Dr. Sudhir Bhandari, Non Executive Independent Director (DIN: 08755101)

Dr. Sudhir Bhandari, 66 years, 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, former Principal & Controller at SMS Medical College & Hospital, Jaipur. He is a renowned Physician and Diabetologist & Fellow of Royal College 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 many 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 was also bestowed with 'World Icon Award' at Bangkok for outstanding medical professional. Dr. Sudhir is former Vice Chancellor of Rajasthan University of Health Sciences (RUHS) and was Hon. Physician to H.E. Excellency, the Governor of Rajasthan.

Dr. Bhandari was appointed as an Additional Independent Director with effect from 13th June, 2020 and was further regularised at the 63rd Annual General Meeting of the Company held on 21st July, 2020. He is a member of the Audit Committee and Stakeholders Relationship Committee and Chairman of Nomination and Remuneration Committee of the Company. The remuneration drawn last year by Dr. Bhandari was Rs. 1.50 Lakhs in nature of sitting fees and Dr. Bhandari shall be entitled to receive sitting fees for attending the meetings of the Board and/or its Committees. He attended 6 (six) meetings of the Board during the financial year 2024-25. He does not hold any directorships or membership of committees of the Board in any other listed entity and has not resigned from any listed entity in the last 3 years.

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.

ITEM NO. 8

The Board of Directors of the Company, pursuant to the recommendation of Nomination and Remuneration Committee, at its Meeting held on 25th June, 2025, approved the appointment of Mr. Bhagirath Modi (DIN: 00766377) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) consecutive years from 25th June, 2025, subject to approval of the shareholders of the Company.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the members of the Company, the appointment of Mr. Bhagirath Modi (DIN: 00766377) as an Non Executive Independent Director of the Company, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from 25th June, 2025. The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Bhagirath Modi for the office of Director of the Company.

The Board of Directors considered the matter focusing on the distinctive set of competencies that above named director will bring to the Board Room which included knowledge of business and experience, judgment and candour, culture of participation, contribution and forward looking initiatives on matters pertaining to the Company. It is felt that his association would be of immense benefit to the Company and it is therefore, desirable to avail his services as Independent Director. Mr. Modi has given his declaration to the Board, inter alia, that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent under the required rules of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to act as a Independent Director.

In the opinion of the Board, the above named director fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is Independent of the management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Shri Bhagirath Modi will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) and other applicable provisions. Shri Bhagirath Modi shall be paid remuneration by way of sitting fee for attending meetings of the Board and Committees thereof.

The above named Independent Director is concerned or interested in the Resolution. The relatives of the above named Independent Director may be deemed to be concerned or interested in the Resolution 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 resolution.

Accordingly, the Board recommends the resolution as set out in item no. 8 of the Notice, for the approval by the Members of the Company as a Special Resolution.

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

Brief profile and other details of Mr. Bhagirath Modi (DIN: 00766377) as a Non Executive Independent Director.

Mr. Bhagirath Modi, son of Shri Vijay Shanker Modi, aged 43 years, is a Graduate from Calcutta University. Mr. Bhagirath Modi is the Managing Director of "Bharat Kumar & Company Private Limited." since year 2010. He has more than 15 years of vast experience in the field of production, manufacturing and marketing. He is the current generating lead in the paper & board business both in trading and manufacturing division. He has good experience in paper Trade for his marketing skill and forward looking attitude. Shri Modi presently holds directorship in BKC Machinery Import Private Limited and Bharat Trade and Finance Private Limited. He does not hold any directorships or membership of committees of the Board in any other listed entity and has not resigned from any listed entity in the last 3 years.

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

Jaipur
25th June, 2025

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

Bishwajit Singh
Company Secretary
Membership No A38395