



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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Wires and Fabriks (S.A.) Limited pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "said Rules") that the Company is seeking consent of its members for the resolution as set out in this notice in Item No. 1 which is proposed to be passed by means of Postal Ballot in respect of the following business.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and reasons thereof along with the Postal Ballot Form are enclosed herewith for your consideration.

In compliance with Regulation 44 of SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The Board of Directors of the Company has appointed Mr. Mayank Daga, Practicing Company Secretary (Membership No. ACS: 41279, CP: 16509), Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the instructions for e-voting given in note no. 11 of this notice for the process and manner in which e-voting is to be carried out.

The members opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed

overleaf the Postal Ballot Form and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on Thursday, 17th October, 2019.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Friday, 18th October, 2019 at the registered office of the Company. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members. The result of the Postal Ballot and the scrutinizer's report will be displayed at the said address and posted on the Company's website www.wirefabrik.com and communicated to the Stock Exchange.

Proposed Resolution:

Special Business

Item No. 1

To approve appointment of statutory auditors to fill casual vacancy.

To consider and, if thought fit, to accord assent/dissent to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Jain Shrimal & Co., Chartered Accountants, Jaipur, (Firm Registration No. 001704C), who 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 to fill the casual vacancy caused due to resignation of M/s S. K. Agrawal & Co., Chartered Accountants, Kolkata, to hold the office till the conclusion of next (63rd) 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-imbursment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company."

**By Order of the Board of Directors
For Wires & Fabriks (S.A.) Limited**

Place: Kolkata

Date: 11th September, 2019

**Abhishek Upadhyaya
Company Secretary**



Notes:

1. Statement for the proposed Ordinary Resolution under item no. 1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolutions contained in the postal ballot notice are sought by postal ballot/e-voting. It is further brought to your notice that pursuant to Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice shall be treated as the reply from the Member has not been received.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **6th September, 2019**.
4. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post.
5. A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
6. The resolution(s) will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution(s).
7. A copy of the documents referred to in the Notice and accompanying Statement is open for inspection at the Registered Office of the Company on any working day, except Sundays, between 11 a.m. and 1.00 p.m. upto Thursday, 17th October, 2019.
8. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar & Transfer Agent M/s. ABS Consultants Private Limited, fill in the requisite details and send the same to the Scrutinizer.
9. The date of commencement of e-voting is **Wednesday, 18th September, 2019 at 9.00 a.m.** and the last date for e-voting is **Thursday, 17th October, 2019 at 5.00 p.m.** The e-voting module will be disabled for voting thereafter by NSDL.
10. Any query / grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company Secretary, Wires & Fabriks (S.A.) Limited, 7, Chittaranjan Avenue, Kolkata – 700 072 or at 033-4012 4012 or at cs@wirefabrik.com.
11. The instructions for 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 (E-Voting Event 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, your 'initial password' is communicated to you on your postal address.

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.nsdcl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdcl.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.

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.nsdcl.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.nsdcl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Statement pursuant to the provisions of section 102 of the Companies Act, 2013:

Item No. 1:

The Statutory Auditors of the Company M/s S. K. Agrawal & Co., Chartered Accountants, Kolkata, were appointed for the term of five years to hold office from the conclusion of 61st Annual General Meeting till the conclusion of 66th Annual General Meeting of the Company. They tendered their resignation vide letter dated 10.09.2019 due to geographical limitation as major operation of the Company are being concentrated at Jaipur, and expressed their inability to continue as Statutory Auditors of the Company.

The Board of Directors on 11th September, 2019 appointed M/s Jain Shrimal & Co., Chartered Accountants, Jaipur, (Firm



wires & fabriks

Registration No. 001704C) to fill the casual vacancy caused due to resignation of M/s. M/s S. K. Agrawal & Co.

As per the provisions of Companies Act, 2013 read with rules made thereunder appointment of Statutory Auditor to fill casual vacancy caused due to resignation needs to be approved by the members within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. Accordingly, the Board of Directors have recommended to the members of the company for their approval on this ordinary resolution through postal ballot for the appointment of M/s. Jain Shrimal & Co., Chartered Accountants, Jaipur to hold office till the conclusion of next (63rd) Annual General Meeting of the Company.

M/s Jain Shrimal & Co., Chartered Accountants, Jaipur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

As per the provisions of Section 110 (1) (b) of the Companies Act, 2013, the item of special business for approval of appointment of Statutory Auditors to fill the casual vacancy caused due to resignation as specified under Section 139(8) of the Act can be passed through Postal Ballot process.

The Board recommends the resolution as set out in item no. 1 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary Resolution as set out at Item No. 1 of this Notice.

**By Order of the Board of Directors
For Wires & Fabriks (S.A.) Limited**

Place: Kolkata

Date: 11th September, 2019

Abhishek Upadhyaya

Company Secretary