

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: 30th September, 2022

I. Composition of Board of Directors

SL. No.	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity. [in reference to Reg. 17A(1)]	No of Independent Directorship in listed entities including this listed entity. [in reference to proviso to Reg. 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. [Refer Reg. 26(1)]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. [Refer Reg. 26(1)]
1	Mr	Kishan Kumar Khaitan	AFWPK4315F	00514864	Chairperson/Executive	No	Active	NA	-	14-08-1978	01-04-2022	-	-	02-12-1955	1	0	0	0
2	Mr	Mahendra Khaitan	AFWPK4314E	00459612	Executive/MD	No	Active	NA	-	26-06-1989	01-04-2022	-	-	10-12-1959	1	0	1	0
3	Mr	Devesh Khaitan	AGVVK4801G	00820595	Executive/MD	No	Active	NA	-	27-06-2014	01-04-2022	-	-	06-12-1981	1	0	1	0
4	Mrs	Pranika Khaitan Rawat	AVIPK7214P	07062242	Non-Executive / Non Independent	No	Active	NA	-	05-02-2015	-	-	-	24-03-1989	1	0	0	0
5	Mr	Rishi Bajoria	AEEP1420R	00501157	Non-Executive / Independent	No	Active	NA	-	13-02-2020	21-07-2020	-	26	02-08-1973	2	2	1	1
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive / Independent	No	Active	Yes	21-07-2020	05-02-2015	12-08-2020	-	25	24-01-1947	1	1	2	0
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive / Independent	No	Active	Yes	21-07-2020	29-11-2001	30-03-2020	-	30	26-10-1944	3	3	2	4
8	Mr	Sudhir Bhandari	ACAPB2708G	08755101	Non-Executive / Independent	No	Active	NA	-	13-06-2020	21-07-2020	-	26	09-07-1958	1	1	1	0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - Yes

Note: The tenure for independent directors is with respect to the current term only. However, Mr. Saroj Khemka and Mr. Satish Ajmera have already completed a term of five years.

II. Composition of Committees						
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation		
1. Audit Committee	Mr. Satish Ajmera	Chairperson / Non-Executive/ Independent	01-04-2022	-		
	Mr. Saroj Khemka	Non-Executive / Independent	01-04-2022	-		
	Mr. Rishi Bajoria	Non-Executive / Independent	01-04-2022	-		
	Dr. Sudhir Bhandari	Non-Executive / Independent	01-04-2022	-		
	Mr. Mahendra Khaitan	Executive	01-04-2022	-		
2. Nomination & Remuneration Committee	Mr. Saroj Khemka	Chairperson/ Non-Executive/ Independent	01-04-2022	-		
	Dr. Sudhir Bhandari	Non-Executive / Independent	01-04-2022	-		
	Mr. Rishi Bajoria	Non-Executive / Independent	01-04-2022	-		
	Ms. Pranika Khaitan Rawat	Non-Executive / Non Independent	01-04-2022	-		
3. Stakeholders Relationship Committee	Mr. Rishi Bajoria	Chairperson/ Non-Executive/ Independent	01-04-2022	-		
	Mr. Saroj Khemka	Non-Executive / Independent	01-04-2022	-		
	Mr. Satish Ajmera	Non-Executive / Independent	01-04-2022	-		
	Mr. Devesh Khaitan	Executive	01-04-2022	-		
4. Corporate Social Responsibility Committee	Mr. Mahendra Khaitan	Executive/Chairperson	01-04-2022	-		
	Mr. Devesh Khaitan	Executive	01-04-2022	-		
	Mr. Satish Ajmera	Non-Executive / Independent	01-04-2022	-		
Regular chairperson is appointed for all the Committees mentioned above.						
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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)	
23.05.2022	06.08.2022	Yes	7	3	74	
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)	Number of Directors	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit committee	06.08.2022	Yes	5	3	23.05.2022	74

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
<p>1 The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>5 This report will be placed before the Board of Directors in the next Board Meeting. The report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here - Nil</p>	
<p>Jaspreet Singh Dhir Company Secretary & Compliance Officer Place: Kolkata Date: 21/10/2022</p>	

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting.	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

Jaspreet Singh Dhir
Company Secretary & Compliance Officer

Place: Kolkata

Date: 21/10/2022

Half year ending 30.09.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company - Not Applicable

Jaspreet Singh Dhir
Company Secretary & Compliance Officer
Place: Kolkata
Date: 21/10/2022