

## 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 June, 2019

### I. Composition of Board of Directors

SL. No.	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/independent/Noninee)	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	AGVPK4801G	00820595	Executive	27-06-2014	-	1	1	0
4	Ms	Pranika 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	51	2	1	0
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive-Independent	12-08-2015	46	1	2	0
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive-Independent	30-03-2015	51	3	1	4
8	Mr	Subrata Kumar Atindra Mitra	ACPPM8147D	00029961	Non-Executive-Independent	30-03-2015	51	1	1	1
9	Mr	Dinkarray Durgashankar Trivedi	ABDPT4807G	00380306	Non-Executive-Independent	30-03-2015; Cessation date 04-04-2019	48	2	2	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
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	Maximum gap between any two consecutive (in number of days)
08.02.2019	28.05.2019	108

### 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	Maximum gap between any two consecutive meetings in number of days*
Audit committee	28.05.2019	Yes	08.02.2019	108
Nomination and Remuneration Committee	28.05.2019	Yes	-	-
Stakeholder Relationship Committee	28.05.2019	Yes	-	-
Corporate Social Responsibility Committee	28.05.2019	Yes	-	-



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	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



**Abhishek Upadhyaya**  
**Company Secretary**  
 Place: Kolkata  
 Date: 10/07/2019

