



wires & fabriks

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

● **WIRES AND FABRIKS (S. A.) LIMITED**

7, CHITTARANJAN AVENUE, KOLKATA-700 072, INDIA
Phone : 91-33- 4407 3873
E-mail : wfcal@wirefabrik.com
Website : www.wirefabrik.com

AN ISO 9001 - 2015 COMPANY
CIN : L29265WB1957PLC023379

● **PAPER MACHINE CLOTHING**

Date: 28.01.2026

Scrip Code: BSE-507817

Dear Sir/Madam,

SUB: VOTING RESULTS PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ALONG WITH REPORT OF SCRUTINIZER.

Pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

- 1) Proceedings of the Postal Ballot results declared on Wednesday, 28th January, 2026.
- 2) Voting Results for Postal Ballot conducted pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Wires and Fabriks (S.A) Limited ('Company').
- 3) Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company dated 27th January, 2026, issued by Mrs. Twinkle Agarwal, Practicing Company Secretary.

Further, Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 we hereby inform that, the members of the company, by way of postal ballot (through remote e voting) completed on 25th January, 2026, results of which where declared today i.e. 28th January, 2026, approved the appointment of Mrs Shailja Khaitan (DIN: 00820688) as Non Executive Non Independent Director of the Company.

This is for your information, records and perusal.

Thanking you,

Yours' faithfully,

For, **WIRES AND FABRIKS (S.A.) LIMITED**

Bishwajit Singh
Company Secretary & Compliance Officer
M No. A38395

Encl.: As above

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WORKS : INDUSTRIAL AREA, JHOTWARA, JAIPUR-302012 • PHONE : (91) 0141-2341722 • FAX : (91) 0141-2340689 • E-mail : info@wirefabrik.com



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Proceedings of Postal Ballot

PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY THE MEMBERS OF WIRES AND FABRIKS (S.A.) LIMITED ON SUNDAY, 25TH JANUARY, 2026, RESULTS OF WHICH WERE DECLARED ON WEDNESDAY, 28TH JANUARY, 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT 7, CHITTARANJAN AVENUE, KOLKATA- 700072

The Board of Directors of the Company at its meeting held on Thursday, 13th November, 2025, had proposed to conduct a Postal Ballot pursuant to the provision of Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No 10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 05th May, 2022, General Circular No.11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, and the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") seeking consent of its Members for the Special Business as mentioned hereunder, which was proposed to be passed as Ordinary Resolution by way of Postal Ballot through remote e-voting.("Postal Ballot"/"E-voting").

Ordinary Resolution:

1. Appointment of Mrs. Shailja Khaitan (DIN: 00820688) as Director (Non-Executive Non Independent) of the Company.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all its Members who were members as on the cut-off date i.e. Friday, 7th November, 2025 and appointed National Securities Depository Limited (NSDL) as an agency to provide the e-voting platform.

The Company had completed the dispatch of the Postal Ballot Notice to the Members on Friday, 26th December, 2025 and the e-voting period commenced from Saturday, 27th December, 2025 (9.00 a.m.) and ended on Sunday, 25th January, 2026 (5.00 p.m.).

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The Board of Directors had appointed Mrs Twinkle Agarwal, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

The Company has published newspaper advertisement in the Financial Express (English) and Sukhabar (Bengali) on Saturday, 27th December, 2025 about the completion of dispatch of Postal Ballot Notice.

After due scrutiny of all the e-voting confirmations received till Sunday, 25th January, 2026 at 5:00 P.M, last date of closure of e-voting, Mrs Twinkle Agarwal, Scrutinizer submitted the report dated Tuesday, 27th January, 2026 and the result was declared on Wednesday, 28th January, 2026 at the Registered Office of the Company at 7, Chittaranjan Avenue, Kolkata - 700072.

As per the Scrutinizer's Report the above mentioned resolution has been passed with the requisite majority on Sunday, 25th January, 2026, being the last date fixed for voting by the Company.

This is for your information, records and perusal.

Thanking you,

Yours' faithfully,

For, **WIRES AND FABRIKS (S.A.) LIMITED**

**Bishwajit Singh
Company Secretary & Compliance Officer
M No. A38395**

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Voting Results of the Postal Ballot (through remote E-voting) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of Postal Ballot (Last date of E voting)	25 th January, 2026
Total number of shareholders on record date i.e. 7th November, 2025	2686
Number of shareholders present in the meeting either in person or through proxy:	
- Promoters or Promoters Group	N.A.
- Public	N.A.
Number of shareholders attended the meeting through Video Conferencing:	
- Promoters or Promoters Group	N.A
- Public	N.A

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Resolution No. 1:

TO APPOINT MRS. SHAILJA KHAITAN (DIN: 00820688) AS DIRECTOR (NON EXECUTIVE NON INDEPENDENT) OF THE COMPANY.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2286356	100.00	2286356	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2286356	100.00	2286356	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769244	9405	1.22	6884	2521	73.20	26.80
	Poll		-	-	-	-	-	-
	Total		9405	1.22	6884	2521	73.20	26.80
Total		3056250	2295761	75.12	2293240	2521	99.89	0.11

The Ordinary Resolution has been passed with requisite majority.

The Resolution as set out in the Notice of the Postal Ballot dated 13th November, 2025 has been passed with requisite majority on Sunday, 25th January, 2026, being the last date fixed for e-voting by the Company.

For, Wires and Fabriks (S.A.) Limited

Bishwajit Singh
Company Secretary & Compliance Officer
Membership No. A38395

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SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Wires And Fabriks (SA) Ltd
7, Chittaranjan Avenue,
Kolkata-700072

Dear Sir,

I, Twinkle Agarwal, Practicing Company Secretary (Membership No. ACS 52868), having my office at 4E, Prafulla Sarkar Street, 2nd Floor, Kolkata-700071, have been appointed as the Scrutinizer to conduct the Postal Ballot process through electronic voting process ('remote e-voting') in respect of the following Ordinary Resolution:

- To appoint Mrs. Shailja Khaitan (DIN: 00820688) as Director (Non-Executive Non-Independent) of the Company.

Pursuant to the Postal Ballot Notice dated 13th November, 2025, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended from time to time and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated 13th November, 2025, along with statement setting out material facts under Section 102 of the Act in respect of the above-mentioned resolution, as confirmed by the Company, was sent only in electronic form to those Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail registered with their Depository Participants (in case of electronic Shareholding)/ the Company's Registrar and Transfer Agent (in case of physical shareholding).

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the 'cut-off' date i.e., Friday, 7th November, 2025 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Saturday, 27th December, 2025 at 09.00 A.M. IST and ends on Sunday, 25th January, 2026 at 05.00 P.M. The e-voting module was disabled by NSDL thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL. My responsibility as scrutinizer for remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolution.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 7th November, 2025 and as per the Register of Members of the Company.

I now submit my Report as under on the result of the voting by postal ballot in electronic mode in respect of the said Ordinary Resolution as under:

Resolution 1: Ordinary Resolution

To appoint Mrs. Shailja Khaitan (DIN: 00820688) as Director (Non-Executive Non-Independent) of the Company.

i. **Votes in favor of the resolution:**

Number of Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
56	22,93,240	99.89

ii. **Votes in against of the resolution:**

Number of Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2521	0.11

iii. **Summary of votes casted:**

Particulars	Number of Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
In favor	56	22,93,240	99.89
In against	12	2,521	0.11
Total	68	22,95,761	100.00

Twinkle Agarwal

Twinkle Agarwal
Practicing Company Secretary
Membership No. A52868
COP: 25605



UDIN: A052868G003553211
ICSI Peer Review No: 6139/2024

Date: 27.01.2026

Place: Kolkata

Witness:

Tanmoy Adak

Tanmoy Adak

P. Khandelwal

Pratham Khandelwal