



wires & fabriks

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata-700 001

- **WIRES AND FABRIKS (S. A.) LIMITED**
7, CHITTARANJAN AVENUE, KOLKATA-700 072, INDIA
Phone : 91-33-4012 4012
E-mail : wfc@wirefabrik.com
Website : www.wirefabrik.com
- **AN ISO 9001 - 2015 COMPANY**
CIN : L29265WB1957PLC023379
- PAPER MACHINE CLOTHING PAPER MAKING CHEMICALS

09.07.2020

Scrip Code: BSE-507817, CSE-10033008

Dear Sir,


Re: Report on Corporate Governance

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Report on Corporate Governance in the required format for the quarter ended 30th June, 2020.

This is for your information record and perusal.

Thanking you,

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


Abhishek Upadhyaya
Company Secretary



Encl: As above

we take quality seriously

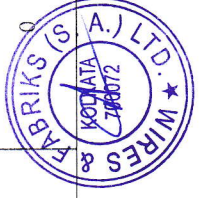
WORKS : INDUSTRIAL AREA, JHOTWARA, JAIPUR-302012 ● PHONE : (91) 0141-2341722 ● FAX : (91) 0141-2340689 ● E-mail : info@wirefabrik.com

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, 2020**

| I. Composition of Board of Directors | | | | | | | | | | |
|--------------------------------------|---------------|-----------------------|------------|----------|---|--|--------------------|---|--|---|
| SL. No. | Title (Mr/Ms) | Name of the Director | PAN | DIN | Category (Chairperson/Executive/Non-Executive/Independent/Minnee) | 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) | No 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 | Rishi Bajoria | AEEP1420R | 00501157 | Non-Executive-Independent | 13-02-2020 | 4 | 1 | 2 | 0 |
| 6 | Mr | Saroj Khemka | AEYPK6493F | 00489838 | Non-Executive-Independent | 12-08-2015 | 58 | 1 | 1 | 1 |
| 7 | Mr | Satish Ajmera | ACMPA7426L | 00208919 | Non-Executive-Independent | 30-03-2020 | 3 | 4 | 1 | 5 |
| 9 | Mr | Sudhir Bhandari | ACAPB2708G | 08755101 | Non-Executive-Independent | 13-06-2020 | 0 | 1 | 0 | 0 |



II. Composition of Committees

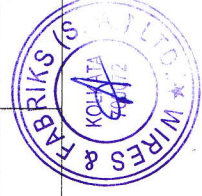
| Name of Committee | Name of Committee members | Category (Executive/Non-Executive/independent/Nominee) | Category (Chairperson/Member) |
|--|---------------------------|--|-------------------------------|
| 1. Audit Committee | Mr. Satish Ajmera | Non-Executive - Independent | Chairperson |
| | Mr. Rishi Bajoria | Non-Executive - Independent | Member |
| | Mr. Saroj Khemka | 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 |
| | Mr. Rishi Bajoria | Non-Executive - Independent | Member |
| | Ms. Pranika Khaitan Rawat | Non-Executive - Non Independent | Member |
| 3. Stakeholders Relationship Committee | Mr. Saroj Khemka | Non Executive - Independent | Chairperson |
| | Mr. Rishi Bajoria | 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) |
|---|---|---|
| 13.02.2020 | 13.06.2020 | 120 |

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 | 13.06.2020 | Yes | 13.02.2020 | 120 |
| Nomination and Remuneration Committee | 13.06.2020 | Yes | 13.02.2020 | 120 |
| Stakeholder Relationship Committee | 13.06.2020 | Yes | - | - |
| Corporate Social Responsibility Committee | 13.06.2020 | Yes | - | - |



| V. Related Party Transactions | | Compliance status (Yes/No/NA)refer note below |
|--|---|---|
| Subject | | |
| 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 | | |
| <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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: 09/07/2020 | |