



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

01.10.2020

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 September, 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

cc: The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

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 September, 2020**

| I. Composition of Board of Directors | | | | | | | | | | | | | | |
|--------------------------------------|---------------|-----------------------|------------|----------|--|-----------------------------|------------------------|-------------------|--------------------|---------------|---|--|--|---|
| SL. No. | Title (Mr/Ms) | Name of the Director | PAN | DIN | Category (Chairperson/Executive/Non-Executive/Independent/Chairperson/Executive/Independent/Chairperson/Executive/Independent) | 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 | 14-08-1978 | 01-04-2017 | - | - | 02-12-1955 | 1 | 0 | 0 | 0 |
| 2 | Mr | Mahendra Khaitan | AFWPK4314E | 00459612 | Executive | 26-06-1989 | 01-04-2017 | - | - | 10-12-1959 | 1 | 0 | 1 | 0 |
| 3 | Mr | Devesh Khaitan | AGVPK4801G | 00820595 | Executive | 27-06-2014 | 01-04-2017 | - | - | 06-12-1981 | 1 | 0 | 1 | 0 |
| 4 | Mrs | Pranika Khaitan Rawat | AVIPK7214P | 07062242 | Non-Executive / Non Independent | 05-02-2015 | - | - | - | 24-03-1989 | 1 | 0 | 0 | 0 |
| 5 | Mr | Rishu Bajona | AEEP1420R | 00501157 | Non-Executive / Independent | 13-02-2020 | 21-07-2020 | - | 2 | 02-08-1973 | 1 | 1 | 1 | 0 |
| 6 | Mr | Saroj Khemka | AEYPK6493F | 00489838 | Non-Executive / Independent | 05-02-2015 | 12-08-2020 | - | 1 | 24-01-1947 | 1 | 1 | 1 | 0 |
| 7 | Mr | Satish Ajmera | ACMPA7426L | 00208919 | Non-Executive / Independent | 29-11-2001 | 30-03-2020 | - | 6 | 26-10-1944 | 4 | 4 | 1 | 5 |
| 8 | Mr | Sudhir Bhandari | ACAPB2708G | 08755101 | Non-Executive / Independent | 13-06-2020 | 21-07-2020 | - | 2 | 09-07-1958 | 1 | 1 | 2 | 0 |

Regular chairperson is appointed

The Chairperson is managing director, he is not related to other managing director or CEO of the Company



| 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 | 01-07-2020 | - | |
| | Mr. Rishi Bajoria | Non-Executive / Independent | 01-07-2020 | - | |
| | Mr. Saroj Khemka | Non-Executive / Independent | 01-07-2020 | - | |
| | Dr. Sudhir Bhandari | Non-Executive / Independent | 01-07-2020 | - | |
| | Mr. Mahendra Khaitan | Executive | 01-07-2020 | - | |
| | Mr. Saroj Khemka | Chairperson/ Non-Executive/ Independent | 01-07-2020 | - | |
| 2. Nomination & Remuneration Committee | Mr. Rishi Bajoria | Non-Executive / Independent | 01-07-2020 | - | |
| | Dr. Sudhir Bhandari | Non-Executive / Independent | 01-07-2020 | - | |
| | Ms. Pranika Khaitan Rawat | Non-Executive / Non Independent | 01-07-2020 | - | |
| | Mr. Satish Ajmera | Chairperson/ Non-Executive/ Independent | 01-07-2020 | - | |
| 3. Stakeholders Relationship Committee | Dr. Sudhir Bhandari | Non Executive / Independent | 01-07-2020 | - | |
| | Mr. Devesh Khaitan | Executive | 01-07-2020 | - | |

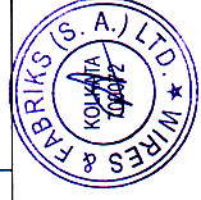
Regular chairperson is appointed for all the Committees mentioned above.



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) |
|---|---|-----------------------------------|-----------------------------|---|---|
| 13.06.2020 | 14.09.2020 | Yes | 8 | 4 | 92 |

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 present | 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 | 14.09.2020 | Yes | 5 | 4 | 13.06.2020 | 92 |



| V. Related Party Transactions | | Compliance status (Yes/No/NA) |
|---|--|-------------------------------|
| 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: 01/10/2020 | |
| |  | |

| Affirmations | Regulation Number | Compliance status (Yes/No/NA) |
|---|--------------------------------------|-------------------------------|
| Broad heading | | |
| 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 |

Signature



Abhishek Upadhyaya
Company Secretary
Place: Kolkata
Date: 01/10/2020

