

General information about company	
Scrip code	507817
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE469D01013
Name of the entity	WIRES AND FABRIKS (S.A.) LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	KISHAN KUMAR KHAITAN	AFWPK4315F	00514864	Executive Director	Chairperson related to Promoter		02-12-1955
2	Mr	Mahendra Khaitan	AFWPK4314E	00459612	Executive Director	Not Applicable	MD	10-12-1959
3	Mr	Devesh Khaitan	AGVPK4801G	00820595	Executive Director	Not Applicable	MD	06-12-1981
4	Mrs	Pranika Khaitan Rawat	AVIPK7214P	07062242	Non-Executive - Non Independent Director	Not Applicable		24-03-1989
5	Mr	Rishi Bajoria	AEEPB1420R	00501157	Non-Executive - Independent Director	Not Applicable		02-08-1973
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive - Independent Director	Not Applicable		24-01-1947
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive - Independent Director	Not Applicable		26-10-1944
8	Mr	Sudhir Bhandari	ACAPB2708G	08755101	Non-Executive - Independent Director	Not Applicable		09-07-1958
9	Mr	Sanjay Kumar Singh	AUSPS5196B	10168533	Non-Executive - Independent Director	Not Applicable		26-05-1956

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

I. Composition of Board of Directors													
Sr	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 of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		14-08-1978	01-04-2022			1	0	0	0			
2	NA		26-06-1989	01-04-2022			1	0	1	0			
3	NA		27-06-2014	01-04-2022			1	0	1	0			
4	NA		05-02-2015				1	0	0	0			
5	NA		13-02-2020	21-07-2020		50	2	2	2	0			
6	Yes	21-07-2020	05-02-2015	12-08-2020		49	1	1	1	1			
7	Yes	21-07-2020	29-11-2001	30-03-2020		54	2	2	4	2			
8	NA		13-06-2020	21-07-2020		50	1	1	1	0			
9	NA		25-05-2023	18-07-2023		16	2	2	2	0			

Text Block	
Textual Information(1)	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.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00489838	Saroj Khemka	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	00501157	Rishi Bajoria	Non-Executive - Independent Director	Member	01-04-2024		
3	00208919	Satish Ajmera	Non-Executive - Independent Director	Member	01-04-2024		
4	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2024		
5	00459612	Mahendra Khaitan	Executive Director	Member	01-04-2024		
6	10168533	Sanjay Kumar Singh	Non-Executive - Independent Director	Member	01-04-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00501157	Rishi Bajoria	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	00489838	Saroj Khemka	Non-Executive - Independent Director	Member	01-04-2024		
3	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2024		
4	07062242	Pranika Khaitan Rawat	Non-Executive - Non Independent Director	Member	01-04-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00208919	Satish Ajmera	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	10168533	Sanjay Kumar Singh	Non-Executive - Independent Director	Member	01-04-2024		
3	00820595	Devesh Khaitan	Executive Director	Member	01-04-2024		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00459612	Mahendra Khaitan	Executive Director	Chairperson	01-04-2024		
2	00820595	Devesh Khaitan	Executive Director	Member	01-04-2024		
3	00208919	Satish Ajmera	Non-Executive - Independent Director	Member	01-04-2024		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-05-2024				Yes	9	6	3
2		12-08-2024	75		Yes	9	8	5

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/ No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	28-05-2024				Yes	6	4	3	0
2	Audit Committee	12-08-2024	75			Yes	6	6	5	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	DIPAK KUMAR SHAW
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
1	Name of signatory	DIPAK KUMAR SHAW
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	<p>The Company has not advanced any loan or any other form of debt, directly or indirectly, to promoter or promoter group or directors or directors' relatives or KMPs or any entity controlled by them.</p> <p>The Company has not provided any guarantee/comfort letter, directly or indirectly, in connection with any loan(s) or any other form of debt availed by promoter or promoter group or directors or directors' relatives or KMPs or any entity controlled by them.</p> <p>The Company has not provided any security, directly or indirectly, in connection with any loan(s) or any other form of debt availed by promoter or promoter group or directors or directors' relatives or KMPs or any entity controlled by them.</p>

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	DIPAK KUMAR SHAW
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	05-10-2024

