

## Integrated Governance

Wires & Fabriks SA Ltd

### General information about company

Scrip code	507817	
NSE Symbol	NOTLISTED	
MSEI Symbol	NOTLISTED	
ISIN	INE469D01013	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not applicable for the reporting quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Not applicable for the reporting quarter
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false	Not applicable during the reporting quarter
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	w00057	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

**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		true																						
Whether Chairperson is related to MD or CEO		true																						
		Disqualification of Directors under section 164 of the Companies Act, 2013																						
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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(Refer Regulation 17A(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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KISHAN KUMAR KHAITAN	00514864	Executive Director	Chairperson related to Promoter		false				Active	NA		14-08-1978	01-04-2022			1	0	0	0			
2	Mr	Mahendra Khaitan	00459612	Executive Director	Not Applicable	MD	false				Active	NA		26-06-1989	01-04-2022			1	0	1	0			
3	Mr	Divesh Khaitan	00820595	Executive Director	Not Applicable	MD	false				Active	NA		27-06-2014	01-04-2022			1	0	1	0			
4	Mrs	Pranika Khaitan Rawat	07062242	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		05-02-2015				1	0	0	0			
5	Mr	Rishi Bajoria	00501157	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-02-2020	21-07-2025		62	2	2	3	1			
6	Mr	Saroj Khemka	00489838	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	21-07-2020	05-02-2015	12-08-2020	11-08-2025	60	1	1	0	0	Tenure Completion		
7	Mr	Bhagirath Modi	00766377	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-06-2025	25-06-2025		4	1	1	0	0			
8	Mr	Sudhir Bhandari	08755101	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-06-2020	21-07-2025		62	1	1	2	0			
9	Mr	Sanjay Kumar Singh	10168533	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-05-2023	25-05-2023		28	2	2	2	1			

**Text Block**

Textual Information(1)	The second consecutive term of appointment of Mr. Saroj Khemka (DIN: 00489838) as Non-Executive Independent Director of the Company ended on 11th August, 2025.
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**Annexure I**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true	
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	01-04-2020		
2	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2021		
3	00459612	Mahendra Khaitan	Executive Director	Member	01-04-2014		
4	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						true	
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	Member	01-04-2020		
2	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Chairperson	01-04-2024		
3	07062242	Pranika Khaitan Rawat	Non-Executive - Non Independent Director	Member	01-04-2017		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	10168533	Sanjay Kumar Singh	Non-Executive - Independent Director	Chairperson	01-04-2024			
2	00820595	Devesh Khaitan	Executive Director	Member	01-04-2016			
3	00501157	Rishi Bajoria	Non-Executive - Independent Director	Member	01-04-2020			
4	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2023			

**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
No records available							

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							true
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	13-08-2014		
2	00820595	Devesh Khaitan	Executive Director	Member	13-08-2014		
3	10168533	Sanjay Kumar Singh	Non-Executive - Independent Director	Member	30-03-2025		

**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

**Annexure I**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	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	24-05-2025			true	8	8	4
2	25-06-2025	31		true	8	8	4
3	08-08-2025	43		true	9	9	5

**Annexure I**

**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	24-05-2025				true	4	4	3	0
2	Audit Committee	08-08-2025	75			true	4	4	3	0
3	Nomination and remuneration committee	24-05-2025				true	3	3	2	0
4	Nomination and remuneration committee	25-06-2025	31			true	3	3	2	0
5	Stakeholders Relationship Committee	24-05-2025				true	4	4	3	0
6	Corporate Social Responsibility Committee	24-05-2025				true	3	3	1	0

**Annexure I**

V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Bishwajit Singh
2	Designation	Company Secretary and Compliance Officer

**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	false	
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
<b>Sr.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>
No records available		

**Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

III. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Any other information to be provided			

**Annexure III**

1	Name of signatory	Bishwajit Singh
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Bishwajit Singh
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	29-10-2025

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax (IT)	07-10-2016	A.Y. 14-15 Order disallowed MAT Credit of Rs.5.14 Lacs	Matter heard & Order awaited
2	Income Tax (IT)	22-04-2023	A.Y. 17-18 Order disallowing delayed payment of EPF of Rs.11.19 lacs & prior period expenses of Rs.4.89 lacs	Response submitted
3	Income Tax (IT)	13-04-2021	A.Y. 18-19 Order demand raised of Rs.1.49 lacs for dept. incorrect MAT calculation	Response submitted
4	Income Tax (IT)	16-03-2025	A.Y. 19-20, Addition of Rs.45.50 lacs for disallowing expenses	Response submitted
5	CGST & CX, Kolkata	28-03-2025	F.Y. 18-19, ITC disallowed of Rs. 10.71 lacs	Awaiting listing of matter

