

General information about company	
Scrip code	507817
NSE Symbol	
MSEI Symbol	
ISIN	INE469D01013
Name of the entity	WIRES AND FABRIKS (S.A.) LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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

Disqualification of Directors under section 164 of the Companies Act, 2013

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	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Kishan Kumar Khaitan	AFWPK4315F	00514864	Executive Director	Chairperson related to Promoter		02-12-1955	No				Active	NA		14-08-1978	01-04-2022			1	0	0	0		
2	Mr	Mahendra Khaitan	AFWPK4314E	00459612	Executive Director	Not Applicable	MD	10-12-1959	No				Active	NA		26-06-1989	01-04-2022			1	0	1	0		
3	Mr	Devesh Khaitan	AGVPK4801G	00820595	Executive Director	Not Applicable	MD	06-12-1981	No				Active	NA		27-06-2014	01-04-2022			1	0	1	0		
4	Mrs	Pranika Khaitan Rawat	AVIPK7214P	07062242	Non-Executive - Non Independent Director	Not Applicable		24-03-1989	No				Active	NA		05-02-2015				1	0	0	0		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

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	Whether the director is disqualified?	Start of igation	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rishi Bajoria	AEEP1420R	00501157	Non-Executive - Independent Director	Not Applicable		02-08-1973	No				Active	NA		13-02-2020	21-07-2020		32	2	2	2	1		
6	Mr	Saroj Khemka	AEYPK6493F	00489838	Non-Executive - Independent Director	Not Applicable		24-01-1947	No				Active	Yes	21-07-2020	05-02-2015	12-08-2020		31	1	1	2	0		
7	Mr	Satish Ajmera	ACMPA7426L	00208919	Non-Executive - Independent Director	Not Applicable		26-10-1944	No				Active	Yes	21-07-2020	29-11-2001	30-03-2020		36	3	3	2	4		
8	Mr	Sudhir Bhandari	ACAPB2708G	08755101	Non-Executive - Independent Director	Not Applicable		09-07-1958	No				Active	NA		13-06-2020	21-07-2020		32	1	1	1	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.
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<b>Audit Committee Details</b>							
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	00208919	Satish Ajmera	Non-Executive - Independent Director	Chairperson	01-04-2022		
2	00489838	Saroj Khemka	Non-Executive - Independent Director	Member	01-04-2022		
3	00501157	Rishi Bajoria	Non-Executive - Independent Director	Member	01-04-2022		
4	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2022		
5	00459612	Mahendra Khaitan	Executive Director	Member	01-04-2022		

**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	00489838	Saroj Khemka	Non-Executive - Independent Director	Chairperson	01-04-2022		
2	08755101	Sudhir Bhandari	Non-Executive - Independent Director	Member	01-04-2022		
3	00501157	Rishi Bajoria	Non-Executive - Independent Director	Member	01-04-2022		
4	07062242	Pranika Khaitan Rawat	Non-Executive - Non Independent Director	Member	01-04-2022		

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	00501157	Rishi Bajoria	Non-Executive - Independent Director	Chairperson	01-04-2022		
2	00489838	Saroj Khemka	Non-Executive - Independent Director	Member	01-04-2022		
3	00208919	Satish Ajmera	Non-Executive - Independent Director	Member	01-04-2022		
4	00820595	Devesh Khaitan	Executive Director	Member	01-04-2022		

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	01-04-2022		
2	00820595	Devesh Khaitan	Executive Director	Member	01-04-2022		
3	00208919	Satish Ajmera	Non-Executive - Independent Director	Member	01-04-2022		

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	12-11-2022				Yes	8	7	4
2		13-02-2023	92		Yes	8	7	4

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	12-11-2022				Yes	5	5	4	0	
2	Audit Committee	13-02-2023	92			Yes	5	5	4	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	Jaspreet Singh Dhir

2	Designation	Company Secretary and Compliance Officer
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Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
12	Financial results	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
13	Shareholding pattern	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.wirefabrik.com">http://www.wirefabrik.com</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	NA	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	

	transactions			
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Jaspreet Singh Dhir
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Jaspreet Singh Dhir
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	<b>Text Block</b>
		<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>

Signatory Details	
Name of signatory	Jaspreet Singh Dhir
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	19-04-2023