



## **Wires and Fabriks (S.A.) Limited**

(CIN: L29265WB1957PLC023379)

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### **NOTICE OF THE 67TH ANNUAL GENERAL MEETING – 2024**

**NOTICE** is hereby given that the 67th Annual General Meeting of the Members of the Company will be held on Tuesday, the 23rd day of July, 2024 at 15:00 Hrs IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2024 together with Directors’ Report and Auditors’ Report thereon.
2. To declare dividend on the equity shares for the year ended 31<sup>st</sup> March, 2024.
3. To appoint a Director in place of Mrs. Pranika Khaitan Rawat (DIN: 07062242), who retires by rotation and being eligible offers herself for re-appointment.

#### **Special Business:**

**To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

#### **Item No. 4**

“RESOLVED that pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the remuneration of Mr. Kishan Kumar Khaitan (DIN 00514864), Executive Chairman of the Company, for the remaining tenure of two years of his current appointment from 1st April 2022 to 31st March, 2027 as set out in the Explanatory Statement to this Resolution and also contained in the draft supplementary agreement to be executed between the Company and Mr. Kishan Kumar Khaitan (DIN 00514864), submitted to this meeting. The said supplementary agreement be and is hereby specifically approved and sanctioned with the liberty to the Board of Directors to alter and vary all/any terms and conditions of the remuneration and/or agreement subject to the same not exceeding the limits as approved by the shareholders, in such manner as the Board may deem fit and agreed to by Mr. Kishan Kumar Khaitan (DIN 00514864).”

“RESOLVED FURTHER that where in any financial year, the Company has no profits or its profits are inadequate, the said remuneration shall be paid as minimum remuneration for the period of 2 (two) years with effect from 1st April, 2025 till completion of the tenure i.e. 31st March, 2027.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, appropriate, expedite or desirable to give effect to the aforesaid resolutions.”

**Item No. 5**

“RESOLVED that pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the remuneration of Mr. Mahendra Khaitan (DIN 00459612), Managing Director of the Company, for the remaining tenure of two years of his current appointment from 1st April 2022 to 31st March, 2027 as set out in the Explanatory Statement to this Resolution and also contained in the draft supplementary agreement to be executed between the Company and Mr. Mahendra Khaitan (DIN 00459612), submitted to this meeting. The said supplementary agreement be and is hereby specifically approved and sanctioned with the liberty to the Board of Directors to alter and vary all/any terms and conditions of the remuneration and/or agreement subject to the same not exceeding the limits as approved by the shareholders, in such manner as the Board may deem fit and agreed to by Mr. Mahendra Khaitan (DIN 00459612).”

“RESOLVED FURTHER that where in any financial year, the Company has no profits or its profits are inadequate, the said remuneration shall be paid as minimum remuneration for the period of two years i.e. with effect from 1st April, 2025 till the completion of the tenure i.e. 31st March, 2027.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, appropriate, expedite or desirable to give effect to the aforesaid resolutions.”

**Item No. 6**

“RESOLVED that pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the remuneration of Mr. Devesh Khaitan (DIN 00820595), Joint Managing Director of the Company, for the remaining tenure of two years of his current appointment from 1st April 2022 to 31st March, 2027 as set out in the Explanatory Statement to this Resolution and also contained in the draft supplementary agreement to be executed between the Company and Mr. Devesh Khaitan (DIN 00820595), submitted to this meeting. The said supplementary agreement be and is hereby specifically approved and sanctioned with the liberty to the Board of Directors to alter and vary all/any terms and conditions of the remuneration and/or agreement subject to the same not exceeding the limits as approved by the shareholders, in such manner as the Board may deem fit and agreed to by Mr. Devesh Khaitan (DIN 00820595).”

“RESOLVED FURTHER that where in any financial year, the Company has no profits or its profits are inadequate, the said remuneration shall be paid as minimum remuneration for the period of two years i.e. with effect from 1st April, 2025 till the completion of the tenure i.e. 31st March, 2027.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, appropriate, expedite or desirable to give effect to the aforesaid resolutions.”

**NOTES:**

- A. In continuation of Ministry’s General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”), MCA vide its General Circular No. 09/2023 dated September 25, 2023 has allowed companies, whose Annual General Meetings (“AGM”) are due in the year 2024, to conduct their Annual General Meetings on or before 30<sup>th</sup> September, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated

05.05.2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

- B. The proceedings of the 67<sup>th</sup> Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- C. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- D. Institutional/Corporate members intending to attend the Meeting through authorised representatives are requested to send a certified copy of the Board or governing body Resolution/Authorization, authorizing their representative to attend and vote through remote e-voting on their behalf at the Meeting.
- E. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 17<sup>th</sup> day of July, 2024 to Tuesday, the 23<sup>rd</sup> day of July, 2024 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2024. The dividend, if approved and declared at the forthcoming Annual General Meeting, will be paid, to those shareholders whose name appears in the Register of Members/in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners at the close of **16<sup>th</sup> day of July, 2024**.
- F. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31<sup>st</sup> March, 2017 and thereafter, may claim or approach the Company for payment.** Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividend for the financial year 2016-2017 and thereafter, which remains unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. **All unpaid/unclaimed dividends for the financial years up to 2015-2016 have been transferred to the IEPF set up by the Central Government.**

***As per provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which, dividend for the financial year 2016-2017 and thereafter, has not been paid or claimed for 7 consecutive years or more will be transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government. All shares in respect of which, dividend for the financial year 2015-2016 and thereafter, has not been paid or claimed for 7 consecutive years or more has been transferred by the company in the name of Investor Education and Protection Fund (IEPF) of the Central Government.***

- G. As required by Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the information relating to Director who is proposed to be re-appointed is given in the following order: Name of the Director, Age, Educational Qualification, Date of Appointment, Brief Profile and Area of Expertise, Other Directorships & Committee Memberships (in listed entities), relationship with other Directors.

Mrs. Pranika Khaitan Rawat (DIN: 07062242), aged 35 years, holds the degree of M.Sc (International Management) from the University of Exeter, U.K. She has also done a course on Leadership in Organisations from London School of Economics, London and is a Bachelor of Arts in Fashion Communication from National Institute of Fashion and Technology, New Delhi. Mrs. Khaitan joined the Company as Non Executive Director (Non Independent) with effect from 05.02.2015. Her knowledge adds value to the Board of the Company. She does not hold Directorships or Committee Memberships in any other listed entities. Mrs. Khaitan holds 5000 equity shares of the Company in her name. She is the daughter of Shri Mahendra Khaitan, Managing Director of the Company.

- H. As per the provisions of the Companies Act, 2013, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's Registered Office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt

out of nomination by providing a declaration in Form ISR-3. Physical shareholders are also requested to update their KYC and other details through Form ISR-1 and Form ISR-2, as required, if not done yet.

- I. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- J. Members are requested to intimate to the Company, through email, addressed to [cs@wirefabrik.com](mailto:cs@wirefabrik.com), their Queries, if any, regarding accounts at least seven days before the Meeting to enable the management to keep the required information ready to be replied at the Meeting.
- K. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting.
- L. The relevant Explanatory Statements setting out material facts in respect of item Nos. 4 to 6 as set out in this Notice is annexed hereto.
- M. Since the Equity Shares of the Company are under compulsory demat trading. Equity Shares of the company are admitted with NSDL and CDSL, both the Depositories and bearing ISIN No. INE469D01013. All the queries related to this may please be forwarded directly to the Company's Registrar. Further as per SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with Notification No. SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018, requests for effecting transfer of shares cannot be processed unless the shares are held in dematerialized form w.e.f. April 1, 2019, except in case of transmission or transposition of securities. Therefore shareholders are requested to get their physical shareholdings converted into demat form at the earliest.
- N. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. ABS Consultants Private Limited, Registrar and Transfer Agent of the Company.
- O. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 7, 2023 read with SEBI Circular dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and Annual Report 2023-24 will also be available on the Company's website [www.wirefabrik.com](http://www.wirefabrik.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- P. Members holding physical shares in multiple folios' are requested to consolidate their holdings for overall convenience.
- Q. For payment of Dividend directly into the bank account members are requested to register/update their complete bank details:
  - i. With their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and
  - ii. With the Company/Company's RTA by sending duly filled KYC form- ISR-1, ISR-2, ISR-3/SH-13 along with self-attested copy of pan card, photo id address proof, cancelled cheque leaf, if shares are held in physical mode.

Payment of dividend shall be made through electronic mode to the shareholders who have updated their bank account details.

**Important Information regarding Payment of Dividend in respect of physical shares: SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May, 2024 has issued inter alia, guidelines on 'Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination'. Para 19.1 of the Master Circular mandates all the holders of physical securities to furnish PAN, Choice of Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. In continuation of the same, Para 19.2 lays down the procedure for availing services and payment of dividend etc., in the folios without PAN, KYC details and nomination which reads as under:**

**"19.2. Folios without PAN, KYC details and Nomination:** The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 19.1 of the Master Circular.

In view of the above, if you are holding shares in physical form, you are required to furnish valid PAN, choice of Nomination, Contact Details, Mobile Number, Bank Account Details and updated Specimen Signature immediately to the Company's RTA in the prescribed forms (available on the Company's website: [www.wirefabrik.com](http://www.wirefabrik.com)), if not already done, to avail uninterrupted service requests as well as dividend credit in bank account, as no dividend will be paid by way of issuance of physical warrant, with effect from 1st April, 2024. For your convenience, you may also dematerialize the physical holding so as to avail the benefit of electronic dividend payment.

R. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

S. Instructions for e-voting and joining the AGM are as follows:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
2. **The remote e-voting period begins on Saturday, 20<sup>th</sup> July, 2024 at 9:00 A.M. (IST) and ends on Monday, 22<sup>nd</sup> July, 2024 at 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16<sup>th</sup> July, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.**
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

4. The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
5. The Board of Directors of the Company has appointed Mrs. Twinkle Agarwal, Company Secretaries in Practice, as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
6. **Instructions for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>i. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the</li> </ol>

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>i. Existing users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi tab and then use your existing my easi username &amp; password.</p> <p>ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- iv. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



- v. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.

- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [contact.c3consulting@gmail.com](mailto:contact.c3consulting@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 16<sup>th</sup> July, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 22 55 33. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16<sup>th</sup> July, 2024 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
- iii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@wirefabrik.com](mailto:cs@wirefabrik.com).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@wirefabrik.com](mailto:cs@wirefabrik.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - ii. Members are encouraged to join the Meeting through Laptops for better experience.
  - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least seven days before the Meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@wirefabrik.com](mailto:cs@wirefabrik.com).
  - vi. Shareholders having questions may send their questions in advance at least seven days before the Meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@wirefabrik.com](mailto:cs@wirefabrik.com). The same will be replied by the company suitably.
  - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - viii. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
  - ix. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
  - x. Member who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call 022 - 4886 7000.
7. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if you are already registered with NSDL for remote e-voting then you can use

your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No. : 1800 22 55 33.

8. The voting rights of shareholders shall be in proportion to their holding of the paid up equity share capital of the Company as on the cut-off date of 16<sup>th</sup> July, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting.
9. The Scrutinizer, after scrutinising the e-votes cast during the meeting and remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Company.
10. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.wirefabrik.com](http://www.wirefabrik.com) and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 23<sup>rd</sup> July, 2024.

**By Order of the Board**  
**For, Wires and Fabriks (S.A.) Ltd.**

**Jaipur**  
**28th May, 2024**

**Dipak Kumar Shaw**  
**Company Secretary**

## **ANNEXURE TO NOTICE**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings**

#### **ITEM NO. 4**

Mr. Kishan Kumar Khaitan was re-appointed as Executive Chairman of the Company for a period of 5 years w.e.f. 01.04.2022 and remuneration fixed for a period of 3 years upto 31.03.2025. The Members of the Company at the 64<sup>th</sup> Annual General Meeting held on 12th August, 2021 had approved by way of Special Resolution to pay total remuneration of Rs. 3,60,00,000 per annum for the FY 2022-23, Rs. 4,10,00,000 per annum for the FY 2023-24 and Rs. 4,70,00,000 per annum for the FY 2024-25 as minimum remuneration, being in excess of the limits specified in Part II of Schedule V of the Companies Act, 2013, to Mr. Kishan Kumar Khaitan. The Nomination and Remuneration Committee of the Company at their Meeting held on 28th May, 2024 approved the terms and conditions of payment of remuneration to Mr. Kishan Kumar Khaitan after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and also keeping in view the interest of the Company and the shareholders, recommended the remuneration and other perquisites which were subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution as under:

Salary for the FY 2025-26: Rs. 5,40,00,000 per annum, Salary for the FY 2026-27: Rs. 6,20,00,000 per annum

Mr. Kishan Kumar Khaitan will also be entitled to certain perquisites/allowances etc. as contained in the draft supplementary agreement.

Further, Mr. Kishan Kumar Khaitan will also be entitled to certain retirement benefits after retirement/cessation from service as per rules of the Company.

#### **Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 relating to remuneration payable to Mr. Kishan Kumar Khaitan:**

##### **I. GENERAL INFORMATION:**

(1) Nature of Industry:

Manufacturing of products for paper industry (Technical Textile & Chemicals) and wind power generation.

(2) Date or expected date of commencement of commercial production:

Already in commercial production.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N. A.

(4) Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

	<u>2023-2024</u>	<u>2022-2023</u>	<u>(Rs. In lacs)</u> <u>2021-22</u>
Turnover	10859.71	10829.85	9573.49
PBIDT	1875.98	1922.78	1223.25
PAT	148.77	134.06	93.20
Dividend (%)	1.00	1.00	1.00

(5) Foreign investments or collaborators, if any.

There is no foreign investment or collaborations.

##### **II. INFORMATION ABOUT THE APPOINTEE:**

(1) Background details:

Mr. Kishan Kumar Khaitan joined the Company in the year 1978 and was first appointed as Whole-time Director

designated as Jt. Managing Director since 01.10.1984. He was elevated and re-designated as the Managing Director of the Company since 27.06.2014. He was appointed as the Chairman of the Board w.e.f. 31st October, 2015. He continued as the Chairman and Managing Director of the Company till 31.03.2022 and was thereafter reappointed and re-designated as Executive Chairman of the Company with effect from 01.04.2022. He is a renowned industrialist. He is on the Board of several companies. Mr. Kishan Kumar Khaitan has rich experience in Paper Industry and varied experience in diversified fields.

(2) Past remuneration:

The past remuneration of Mr. Kishan Kumar Khaitan was governed by Special Resolution passed by the Shareholders at the 64th Annual General Meeting held on 12th August, 2021. The remuneration approved for the financial year ending 31st March, 2025 was Rs. 4,70,00,000.

(3) Recognition or awards:

N. A.

(4) Job profile and his suitability:

His leadership made the Company an established player of the industry and has diversified successfully into various products. He is responsible for growth plans and corporate strategy. He sets company's strategic direction while overseeing all operations and management matters. During his tenure the Company has progressed well. His continued guidance will help the Company in touching new scales of success.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Kishan Kumar Khaitan is stated earlier in this explanatory statement.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into account these considerations and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed, Mr. Kishan Kumar Khaitan has no other pecuniary relationship with the Company. As far as relationship with the managerial personnel is concerned, Mr. Kishan Kumar Khaitan is related to Mr. Devesh Khaitan.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company is a profit making and dividend paying company. Only for the purpose of payment of Managerial Remuneration, the Company had inadequate profits, which was due to the nature of business environment it works in.

(2) Steps taken or proposed to be taken for improvement:

Continued efforts on technology up-gradation, R & D activities as well as completion of modernization and expansion projects will result into overall improvement in the forthcoming years.

(3) Expected increase in productivity and profits in measurable terms:

After the completion of modernization and expansion projects expected by March, 2025, the Company expects an improved performance in the forthcoming years. However profit will increase only on absorption of higher interest and depreciation in coming period.

#### IV. DISCLOSURES:

The remuneration package along with the corresponding details payable to Mr. Kishan Kumar Khaitan has already been mentioned earlier. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Kishan Kumar Khaitan is governed by the agreement.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requiring a special resolution for payment of remuneration as minimum remuneration, which is exceeding the limits specified under the said provisions.

Your directors consider Mr. Kishan Kumar Khaitan's experience and expertise of great value to the Company and commend the special resolution for approval.

Members are requested to treat the same as abstract of the terms of remuneration under Section 190 of the Companies Act, 2013.

Except Mr. Kishan Kumar Khaitan and Mr. Devesh Khaitan, no other Director, Managers, Key Managerial Personnel and their respective relatives are interested, either financially or otherwise, in passing of the above Resolution.

#### ITEM NO. 5

Mr. Mahendra Khaitan was re-appointed as Managing Director of the Company for a period of 5 years w.e.f. 01.04.2022 and remuneration fixed for a period of 3 years upto 31.03.2025. The Members of the Company at the 64<sup>th</sup> Annual General Meeting held on 12th August, 2021 had approved by way of Special Resolution to pay total remuneration of Rs. 3,60,00,000 per annum for the FY 2022-23, Rs. 4,10,00,000 per annum for the FY 2023-24 and Rs. 4,70,00,000 per annum for the FY 2024-25 as minimum remuneration, being in excess of the limits specified in Part II of Schedule V of the Companies Act, 2013, to Mr. Mahendra Khaitan. The Nomination and Remuneration Committee of the Company at their Meeting held on 28th May, 2024 approved the terms and conditions of payment of remuneration to Mr. Mahendra Khaitan after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and also keeping in view the interest of the Company and the shareholders, recommended remuneration and other perquisites which were subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution as under:

Salary for the FY 2025-26: Rs. 5,40,00,000 per annum, Salary for the FY 2026-27: Rs.6,20,00,000 per annum.

Mr. Mahendra Khaitan will also be entitled to certain perquisites/ allowances etc. as contained in the draft supplementary agreement.

Further, Mr. Mahendra Khaitan will also be entitled to certain retirement benefits after retirement/cessation of service as per rules of the Company.

#### **Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 relating to remuneration payable to Mr. Mahendra Khaitan:**

##### I. GENERAL INFORMATION:

###### (1) Nature of Industry:

Manufacturing of products for paper industry (Technical Textile & Chemicals) and wind power generation.

###### (2) Date or expected date of commencement of commercial production:

Already in commercial production.

###### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N. A.

(4) Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

	<u>2023-2024</u>	<u>2022-2023</u>	<u>(Rs. In lacs)</u> <u>2021-22</u>
Turnover	10859.71	10829.85	9573.49
PBIDT	1875.98	1922.78	1223.25
PAT	148.77	134.06	93.20
Dividend (%)	1.00	1.00	1.00

(5) Foreign investments or collaborators, if any.

There is no foreign investment or collaborations.

## II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Mahendra Khaitan joined the Company in the year 1989 and was first appointed as whole-time director designated as Executive Director in the year 1989. He was elevated and re-designated as the Jt. Managing Director of the Company on 27.06.2014. He was appointed as the Managing director of the Company w.e.f. 25.05.2016. He was re-appointed as Managing Director of the Company with effect from 01.04.2017 and thereafter has been again reappointed as the Managing Director of the Company with effect from 01.04.2022. He is a renowned industrialist. He is on the Board of several companies. Mr. Mahendra Khaitan has rich experience in Paper Industry and varied experience in diversified fields.

(2) Past remuneration:

The past remuneration of Mr. Mahendra Khaitan was governed by Special Resolution passed by the Shareholders at the 64th Annual General Meeting held on 12th August, 2021. The remuneration approved for the financial year ending 31st March, 2025 was Rs. 4,70,00,000.

(3) Recognition or awards:

N. A.

(4) Job profile and his suitability:

He is responsible for policy decisions and day to day activities of the Company. He sets company's policy direction while overseeing all operations and management matters. During his tenure, the Company has progressed well. His continued guidance will help the Company in touching new scales of success.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Mahendra Khaitan is stated earlier in this explanatory Statement

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into account these considerations and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.



Besides the remuneration proposed, Mr. Mahendra Khaitan has no other pecuniary relationship with the Company except that Mr. Mahendra Khaitan is related to Mrs. Pranika Khaitan Rawat who is a Non-Executive, Non-Independent Director of the Company.

### III. OTHER INFORMATION:

#### (1) Reasons of loss or inadequate profits:

The Company is a profit making and dividend paying company. Only for the purpose of payment of Managerial Remuneration, the Company had inadequate profits, which was due to the nature of business environment it works in.

#### (2) Steps taken or proposed to be taken for improvement:

Continued efforts on technology up-gradation, R & D activities as well as completion of modernization and expansion projects will result into overall improvement in the forthcoming years.

#### (3) Expected increase in productivity and profits in measurable terms:

After the completion of modernization and expansion projects expected by March, 2025, the Company expects improved performance in the forthcoming years. However profit will increase only on absorption of higher interest and depreciation in coming period.

### IV. DISCLOSURES:

The remuneration package along with the corresponding details payable to Mr. Mahendra Khaitan has already been mentioned earlier. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Mahendra Khaitan is governed by the agreement.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requiring a special resolution for payment of remuneration as minimum remuneration, which is exceeding the limits specified under the said provisions.

Your directors consider Mr. Mahendra Khaitan's experience and expertise of great value to the Company and commend the special resolution for approval.

Members are requested to treat the same as abstract of the terms of remuneration under Section 190 of the Companies Act, 2013.

Except Mr. Mahendra Khaitan and Mrs. Pranika Khaitan Rawat, no other Director, Managers, Key Managerial Personnel and their respective relatives are interested, either financially or otherwise, in passing of the above Resolution.

### ITEM NO. 6

Mr. Devesh Khaitan was re-appointed as Joint Managing Director of the Company for a period of 5 years w.e.f. 01.04.2022 and remuneration fixed for a period of 3 years upto 31.03.2025. . The Members of the Company at the 64<sup>th</sup> Annual General Meeting held on 12th August, 2021 had approved by way of Special Resolution to pay total remuneration of Rs. 3,40,00,000 per annum for the FY 2022-23, Rs. 3,90,00,000 per annum for the FY 2023-24 and Rs. 4,50,00,000 per annum for the FY 2024-25 as minimum remuneration, being in excess of the limits specified in Part II of Schedule V of the Companies Act, 2013, to Mr. Devesh Khaitan. The Nomination and Remuneration Committee of the Company at their Meeting held on 28th May, 2024 approved the terms and conditions of payment of remuneration to Mr. Devesh Khaitan after taking into account the financial position of the Company, trend, his experience, past performance, previous remuneration and also keeping in view the interest of the Company and the

shareholders, recommended remuneration and other perquisites which was subsequently accepted by the Board of Directors subject to the approval of the shareholders by way of Special Resolution as under:

Salary for the FY 2025-26: Rs. 5,20,00,000 per annum, Salary for the FY 2026-27: Rs. 6,00,00,000 per annum .

Mr. Devesh Khaitan will also be entitled to certain perquisites/ allowances etc. as contained in the draft supplementary agreement.

Further, Mr. Devesh Khaitan will also be entitled to certain retirement benefits after retirement/cessation of service as per rules of the Company.

**Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 relating to remuneration payable to Mr. Devesh Khaitan:**

**I. GENERAL INFORMATION:**

(1) Nature of Industry:

Manufacturing of products for paper industry (Technical Textile & Chemicals) and wind power generation.

(2) Date or expected date of commencement of commercial production:

Already in commercial production.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N. A.

(4) Financial performance based on given indicators:

The financial performance of the Company in brief is as under:

	<u>2023-2024</u>	<u>2022-2023</u>	<u>(Rs. In lacs)</u> <u>2021-22</u>
Turnover	10859.71	10829.85	9573.49
PBIDT	1875.98	1922.78	1223.25
PAT	148.77	134.06	93.20
Dividend (%)	1.00	1.00	1.00

(5) Foreign investments or collaborators, if any.

There is no foreign investment or collaborations.

**II. INFORMATION ABOUT THE APPOINTEE:**

(1) Background details:

Mr. Devesh Khaitan joined the Company in the year 2009 and was first appointed as Business Executive then promoted as Deputy Chief Operating Officer in the year 2009 itself. He was continuing at that position since 17.03.2009. He was appointed and designated as the Executive Director of the Company since 27.06.2014. He continued as Executive Director of the Company till 31.03.2022 and was thereafter reappointed and re-designated as Joint Managing Director of the Company with effect from 01.04.2022. He is a renowned industrialist. He is on the Board of several companies. Mr. Devesh Khaitan has rich experience in Paper Industry and varied experience in diversified fields.

(2) Past remuneration:

The past remuneration of Mr. Devesh Khaitan was governed by Special Resolution passed by the Shareholders at the 64th Annual General Meeting held on 12th August, 2021. The remuneration approved for the financial year ending

31st March, 2025 was Rs. 4,50,00,000.

(3) Recognition or awards:

N. A.

(4) Job profile and his suitability:

Mr. Devesh Khaitan is responsible for policy implementation and management of various functions. He sets company's management directions while overseeing all operations and management matters. During his tenure, the Company has progressed well. His continued guidance will help the Company in touching new scales of success.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Devesh Khaitan is stated earlier in this explanatory Statement

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into account these considerations and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed, Mr. Devesh Khaitan has no other pecuniary relationship with the Company. As far as relationship with the managerial personnel is concerned, Mr. Devesh Khaitan is related to Mr. Kishan Kumar Khaitan.

### III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company is a profit making and dividend paying company. Only for the purpose of payment of Managerial Remuneration, the Company had inadequate profits, which was due to the nature of business environment it works in.

(2) Steps taken or proposed to be taken for improvement:

Continued efforts on technology up-gradation, R & D activities as well as completion of modernization and expansion projects will result into overall improvement in the forthcoming years.

(3) Expected increase in productivity and profits in measurable terms:

After the completion of modernization and expansion projects expected by March, 2025, the Company expects an improved performance in the forthcoming years. However profit will increase only on absorption of higher interest and depreciation in coming period.

### IV. DISCLOSURES:

The remuneration package along with the corresponding details payable to Mr. Devesh Khaitan has already been mentioned earlier. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option available to him. The respective tenure of Mr. Devesh Khaitan is governed by the agreement.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requiring a special resolution for payment of remuneration as minimum remuneration, which is exceeding the limits specified under the said provisions.

Your directors consider Mr. Devesh Khaitan's experience and expertise of great value to the Company and commend the special resolution for approval.

Members are requested to treat the same as abstract of the terms of remuneration under Section 190 of the Companies Act, 2013.

Except Mr. Devesh Khaitan and Mr. Kishan Kumar Khaitan, no other Director, Managers, Key Managerial Personnel and their respective relatives are interested, either financially or otherwise, in passing of the above Resolution.

**By Order of the Board  
For, Wires and Fabriks (S.A.) Ltd.**

**Jaipur  
28<sup>th</sup> May, 2024**

**(Dipak Kumar Shaw)  
Company Secretary**