



wires & fabriks

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

• **WIRES AND FABRIKS (S. A.) LIMITED**

7, CHITTARANJAN AVENUE, KOLKATA-700 072, INDIA

Phone : 91-33-4012 4012

E-mail : wfc@wirefabrik.com

Website : www.wirefabrik.com

AN ISO 9001 - 2015 COMPANY

CIN : L29265WB1957PLC023379

• PAPER MACHINE CLOTHING PAPER MAKING CHEMICALS

Date: 24.07.2024

Scrip Code: BSE-507817

Dear Sir,

Subject: Voting Results and Scrutinizer's Report for 67th Annual General Meeting

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and the Scrutinizer's Report on the resolutions passed at the 67th Annual General Meeting of the Company held on Tuesday, 23rd July, 2024.

The said resolutions have been approved by the Members with requisite majority.

This is for your information and records.

Thanking you,

Yours faithfully,

For, **WIRES AND FABRIKS (S.A.) LIMITED**

Dipak Kumar Shaw
Company Secretary & Compliance Officer
Membership No. A44841

Enclosed: As above

we take quality seriously

WORKS : INDUSTRIAL AREA, JHOTWARA, JAIPUR-302012 ● PHONE : (91) 0141-2341722 ● FAX : (91) 0141-2340689 ● E-mail : info@wirefabrik.com

Voting Results of the 67th Annual General Meeting held through Video Conferencing / Other Audio Visual Means (VC/OAVM) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	Tuesday, 23 rd July, 2024
Total number of shareholders on record date i.e. 16th July, 2024	3112
Number of shareholders present in the meeting either in person or through proxy:	
- Promoters or Promoters Group	N.A.
- Public	N.A.
Number of shareholders attended the meeting through Video Conferencing:	
- Promoters or Promoters Group	15
- Public	47

Resolution No. 1:

Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Director's Report and the Auditor's Report thereon.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2286356	100.00	2286356	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2286356	100.00	2286356	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769244	11469	1.49	9707	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	-
	Total		11469	1.49	9707	1762	84.64	15.36
Total		3056250	2297825	75.18	2296063	1762	99.92	0.08

The Ordinary Resolution has been passed with requisite majority.

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Resolution No. 2:

Declaration of dividend at the rate of Rs. 0.10 per Equity Share for the year 2023-2024.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2286356	100.00	2286356	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2286356	100.00	2286356	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769244	11469	1.49	9707	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	-
	Total		11469	1.49	9707	1762	84.64	15.36
Total		3056250	2297825	75.18	2296063	1762	99.92	0.08

The Ordinary Resolution has been passed with requisite majority.

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Resolution No. 3:

Re-appointment of Mrs. Pranika Khaitan Rawat (DIN 07062242) as a Director, liable to retire by rotation.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2280856	99.76	2280856	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2280856	99.76	2280856	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769244	11469	1.49	9707	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	-
	Total		11469	1.49	9707	1762	84.64	15.36
Total		3056250	2292325	75.00	2290563	1762	99.92	0.08

The Ordinary Resolution has been passed with requisite majority.

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Resolution No. 4:

Approve Remuneration of Mr. Kishan Kumar Khaitan (DIN: 00514864), Executive Chairman of the Company for a period of 2 (two) years w.e.f 1st April 2025 to 31st March, 2027.

Resolution Required: Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2286156	99.99	2286156	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	
	Total		2286156	99.99	2286156	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	
	Total		-	-	-	-	-	
Public - Non Institutions	E-Voting	769244	11468	1.49	9706	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	
	Total		11468	1.49	9706	1762	84.64	15.36
Total		3056250	2297624	75.18	2295862	1762	99.92	0.08

The Special Resolution has been passed with requisite majority.

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Resolution No. 5:

Approve Remuneration of Mr. Mahendra Khaitan (DIN: 00459612), Managing Director of the Company for a period of 2 (two) years w.e.f 1st April 2025 to 31st March, 2027.

Resolution Required: Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2280856	99.76	2280856	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2280856	99.76	2280856	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769244	11468	1.49	9706	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	-
	Total		11468	1.49	9706	1762	84.64	15.36
Total		3056250	2292324	75.00	2290562	1762	99.92	0.08

The Special Resolution has been passed with requisite majority.

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Resolution No. 6:

Approve Remuneration of Mr. Devesh Khaitan (DIN: 00820595), Joint Managing Director of the Company for a period of 2 (two) years w.e.f 1st April 2025 to 31st March, 2027.

Resolution Required: Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution: Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]*100 (3)	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and promoter Group	E-Voting	2286356	2286156	99.99	2286156	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	
	Total		2286156	99.99	2286156	-	100.00	-
Public - Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	
	Total		-	-	-	-	-	
Public - Non Institutions	E-Voting	769244	11468	1.49	9706	1762	84.64	15.36
	Physical Ballot Papers		-	-	-	-	-	
	Total		11468	1.49	9706	1762	84.64	15.36
Total		3056250	2297624	75.18	2295862	1762	99.92	0.08

The Special Resolution has been passed with requisite majority.

For, Wires and Fabriks (S.A.) Limited

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Dipak Kumar Shaw
Company Secretary & Compliance Officer
Membership No. A44841



TWINKLE AGARWAL
PRACTISING COMPANY SECRETARY

To
The Chairman
M/s Wires and Fabriks (SA) Ltd
7, Chittaranjan Avenue,
Kolkata-700072

Dear Sir,

At the outset, I would like to thank the Board of Directors of the Company for appointing me as the Scrutinizer to scrutinize the voting process for the votes cast by remote e-voting and e-voting by your Members during the Annual General Meeting of the Company (AGM) held on Tuesday, 23rd July, 2024 at 3:00 P.M through Video Conferencing (VC)/ Other Audio-Visual means (OAVM).

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respect.

Yours faithfully

Twinkle Agarwal

Twinkle Agarwal
Practising Company Secretary
M. No. 52868
COP 25605



UDIN: A052868F000816620
Peer Review No. 2540/2022

Place: Kolkata
Date: 24th July, 2024



SCRUTINIZER'S REPORT

Name of the Company	Wires And Fabriks (SA) Ltd
Meeting	67 th Annual General Meeting
Day, Date & Time	Tuesday, 23 rd July, 2024 at 3.00 P.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer to scrutinize the voting process for the votes cast by remote e-voting and e-voting by your Members during the Annual General Meeting (AGM) of the Company on Tuesday, 23rd July, 2024 at 3.00 P.M. through Video Conferencing (VC)/ Other Audio-Visual means (OAVM). My responsibility as a scrutinizer was to ensure that the e-voting process was conducted in a fair and transparent manner and submit a report on the e-voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 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 30th 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, Notice of the Annual General Meeting along with Annual Report for the Financial Year 2023-24 was sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.

The Notice of Annual General Meeting along with the Annual Report for Financial Year 2023-24 was also available at the Company's website <https://www.wirefabrik.com/> for their download. An advertisement was also published by the Company on 2nd July, 2024 in "The Financial Express" (English) and "Sukhabar" (Bengali), informing about the completion of dispatch of the AGM Notices.



ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2ND FLOOR, KOLKATA-700071
PHONE NUMBER: (91) 8981126828/6290597627
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM



3. Cut-off date:

The voting rights were reckoned in the proportion to the equity shares held by the Members as on close of business hours on Tuesday, 16th July, 2024, being the Cut-Off date for the purpose of deciding the entitlements of Members to cast their vote through remote e-voting and e-voting during the AGM.

4. Remote e - voting:

a) Agency:

The Company had made arrangements with National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-voting.

b) Remote e-voting:

Remote e-voting facility was open from 20th July, 2024 at 9:00 a.m. till 22nd July, 2024 at 5:00 p.m. and the Members were required to cast their votes electronically, conveying their assent or dissent in respect of the Ordinary and Special Resolutions, as set out in the Notice, on the e-voting platform provided by NSDL.

5. Voting at the AGM:

- a) Pursuant to Companies (Management and Administration) Rules, 2014 as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, I had the access, after closure of period for remote e-voting and before the start of the AGM, to the details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held, except the manner in which the Members have voted.
- b) The Company has also provided the facility for e-voting during AGM to the Members who attended the AGM through Video Conferencing (VC)/ Other Audio-Visual means (OAVM) and did not cast their vote through remote e-voting.

6. Results:

- a) On completion of e-voting at the AGM, I unblocked the votes cast through remote e-voting and e-voting during AGM, in the presence of Ms. Divya Baheti and Mr. Pintu Das and downloaded the voting results.





- b) I observed that:
- 68 Shareholders had cast their votes through remote e-voting.
 - 3 Shareholders had cast their votes through e-voting during AGM.
 - 62 Shareholders attended the AGM through Video Conferencing (VC).
- c) The Consolidated Results with respect to each item on the agenda as set out in the Notice is enclosed.
- d) The Company may accordingly consider the result for voting process carried out through remote e-voting and e-voting during AGM as follows:

Item No.	Type of Resolution	Result
1	Ordinary	Requisite Majority
2	Ordinary	Requisite Majority
3	Ordinary	Requisite Majority
4	Special	Requisite Majority
5	Special	Requisite Majority
6	Special	Requisite Majority

Thanking You,

Yours faithfully

Twinkle Agarwal

Twinkle Agarwal
Practising Company Secretary
M. No. 52868
COP 25605



UDIN: A052868F000816620
Peer Review No. 2540/2022

Place: Kolkata
Date: 24th July, 2024



Consolidated Results

Item No. 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.

Resolution No : 1
Nature of Resolution : Ordinary Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	63	22,96,055	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	66	22,96,063	100%

ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice dated 28th May, 2024, has been passed with requisite majority.

Item No. 2: To declare dividend on the equity shares for the year ended 31st March, 2024.

Resolution No : 2
Nature of Resolution : Ordinary Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	63	22,96,055	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	66	22,96,063	100%



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ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice dated 28th May, 2024, has been passed with requisite majority.

Item No. 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.

Resolution No : 3
Nature of Resolution : Ordinary Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	61	22,90,555	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	64	22,90,563	100%

ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice dated 28th May, 2024, has been passed with requisite majority.



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Item No. 4: To approve remuneration of Mr. Kishan Kumar Khaitan (DIN: 00514864), Executive Chairman of the Company for a period of 2 (two) years w.e.f. 1st April, 2025 to 31st March, 2027.

Resolution No : 4
Nature of Resolution : Special Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	60	22,95,854	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	63	22,95,862	100%

ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Special Resolution as set out in Item No. 4 of the Notice dated 28th May, 2024, has been passed with requisite majority.

Item No. 5: To approve remuneration of Mr. Mahendra Khaitan (DIN: 00459612), Managing Director of the Company for a period of 2 (two) years w.e.f. 1st April, 2025 to 31st March, 2027.

Resolution No : 5
Nature of Resolution : Special Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	60	22,90,554	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	63	22,90,562	100%



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ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Special Resolution as set out in Item No. 5 of the Notice dated 28th May, 2024, has been passed with requisite majority.

Item No. 6: To approve remuneration of Mr. Devesh Khaitan (DIN: 00820595), Joint Managing Director of the Company for a period of 2 (two) years w.e.f. 1st April, 2025 to 31st March, 2027.

Resolution No : 6
Nature of Resolution : Special Resolution

i. Voted in favor of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	60	22,95,854	99.99%
E-Voting at Annual General Meeting	3	8	0.01%
Total	63	22,95,862	100%

ii. Voted in against of the resolution:

Mode	Number of Members who voted	Number of votes cast by them	% of total number of valid cast votes
Remote E-Voting	5	1,762	100%
E-Voting at Annual General Meeting	-	-	0%
Total	5	1,762	100%

Based on the aforesaid results, I report that the Special Resolution as set out in Item No. 6 of the Notice dated 28th May, 2024, has been passed with requisite majority.

All the resolutions mentioned in the Notice of Annual General Meeting dated 28th May, 2024, as per the details above stand passed under Remote E-Voting and E-Voting at AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.



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TWINKLE AGARWAL
PRACTISING COMPANY SECRETARY

I hereby confirm that, I am maintaining the registers/ records received from the service provider electronically in respect of the votes cast through Remote e-voting and E-Voting at AGM by the Members of the Company.

Yours faithfully

Twinkle Agarwal

Twinkle Agarwal
Practising Company Secretary
M. No. 52868
COP 25605



UDIN: A052868F000816620
Peer Review No. 2540/2022

Place: Kolkata
Date: 24th July, 2024

We the undersigned witnesses that the votes in the respect of the e-voting of the shareholders of the company were unblocked from e-voting website of the NSDL in our presence.

Pintu Das

Mr. Pintu Das

Divya Baheti

Ms. Divya Baheti

Countersigned by

Dipak Kumar Shaw (DIPAK KUMAR SHAW)
Company Secretary
A44841



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