



**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: 23.07.2024

**Scrip Code: BSE-507817**

Dear Sir,

**Sub.: Proceedings of the 67th Annual General Meeting of the Company held on 23rd July, 2024**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the 67th Annual General Meeting (“AGM”) of the Company held on Tuesday, 23rd July, 2024 at 3:00 p.m. and concluded at 4:15 p.m. through Video Conferencing / Other Audio Video Means (VC/OAVM).

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

**Proceedings of the 67<sup>th</sup> Annual General Meeting of Wires and Fabriks (S.A.) Limited held on  
23rd July, 2024**

The 67th Annual General Meeting of Wires and Fabriks (S.A.) Limited was held on Tuesday, 23<sup>rd</sup> July, 2024 at 3:00 p.m. IST and concluded at 4:15 p.m. IST through Video Conferencing / Other Audio Video Means (VC/OAVM) in accordance and conformity with the regulatory provisions, circulars and guidelines issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Mr. Kishan Kumar Khaitan, Chairman of the Company took the Chair and he welcomed the members to the 67th Annual General Meeting of the Company. After ascertaining that the requisite Quorum for the Meeting, being present, he declared the Meeting Open and in Order. He further introduced the members of the Board, other officials and invitees present at the meeting.

The Chairman informed the Members that the Register of Directors, Key Managerial Personnel and their respective Shareholdings', the Register of Contracts and other relevant documents were kept open for inspection by the Members. He further informed that, there were no Adverse Remarks or any Qualifications in the Auditors Report for which deliberations are required to be made and it was taken as read. Thereafter, the Chairman delivered the speech.

The Chairman briefed about the performance of the Company during the last fiscal year and also plans for the future years. Thereafter, the Chairman stated that the Company had provided to its members facility to exercise their right to vote at the 67th Annual General Meeting by electronic means and the businesses were transacted through remote E-Voting services provided by NSDL as per the provisions of the Companies Act and Rules thereon. The remote E-voting period had commenced from 20th July, 2024 at 9:00 am and ended on 22nd July, 2024 at 5:00 pm. He further informed, that the Company had also arranged the facilities for its members who were unable to cast vote through remote e-voting, to vote at the meeting through e-voting facility provided by NSDL, which remained open for 30 minutes after the end of the meeting.

After the brief introduction to the Shareholders by the Chairman, he requested Mr. Dipak Kumar Shaw, Company Secretary of the Company to further conduct and transact the Businesses at the Meeting on his behalf. All the Items (1 to 6) of the Notice dated 28th May, 2024 were read out by the Company Secretary and he also informed the members that all the resolutions had already been put to vote by way of remote e-voting and e-voting during the meeting is also open.

It was announced that the voting results along with the consolidated Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL. The same shall also be simultaneously communicated to the Stock Exchange, where the Securities of the Company are listed.

The members who had registered themselves as speakers to express their views / ask questions during the meeting were then invited to express their views / ask questions. All the queries from the members were replied by Mr. Mahendra Khaitan, Managing Director of the Company.

The Meeting concluded with a Vote of Thanks to the Chair and the Members.

The following items of business, as per the notice of the AGM, were transacted:

**Ordinary Businesses:**

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Directors Report and Auditors Report thereon. (Ordinary Resolution)
2. Declaration of dividend at the rate of Rs. 0.10 per Equity Share for the year 2023-2024. (Ordinary Resolution)
3. Appointment of a Director in place of Mrs. Pranika Khaitan Rawat (DIN 07062242), who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)

**Special Businesses:**

4. Approve remuneration of Mr. Kishan Kumar Khaitan (DIN: 00514864), Executive Chairman of the Company for a period of 2 years from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March, 2027. (Special Resolution)

“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.”

5. Approve remuneration of Mr. Mahendra Khaitan (DIN: 00459612), Managing Director of the Company for a period of 2 years from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March, 2027. (Special Resolution)

“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.”

6. Approve remuneration of Mr. Devesh Khaitan (DIN: 00820595), Joint Managing Director of the Company for a period of 2 years from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March, 2027. (Special Resolution)

“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.”

The Scrutinizer Report and Voting Results will be submitted to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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