



**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: 19.07.2023

**Scrip Code: BSE-507817**

Dear Sir,

**Subject: Voting Results and Scrutinizer's Report for 66th 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 66th Annual General Meeting of the Company held on Tuesday, 18th July, 2023.

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**

**Jaspreet Singh Dhir**  
**Company Secretary & Compliance Officer**  
**Membership No. A40826**

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 66th 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**

<b>Date of AGM</b>	Tuesday, 18 <sup>th</sup> July, 2023
<b>Total number of shareholders on record date i.e. 11<sup>th</sup> July, 2023</b>	3155
<b>Number of shareholders present in the meeting either in person or through proxy:</b>	
- Promoters or Promoters Group	N.A.
- Public	N.A.
<b>Number of shareholders attended the meeting through Video Conferencing:</b>	
- Promoters or Promoters Group	13
- Public	51

**Resolution No. 1:**

Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 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	No. of votes polled	% of Votes Polled on outstanding shares [(2)/(1)]*100	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(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	10107	1.31	10092	15	99.86	0.14
	Physical Ballot Papers		-	-	-	-	-	-
	Total		10107	1.31	10092	15	99.86	0.14
<b>Total</b>		<b>3056250</b>	<b>2296463</b>	<b>75.14</b>	<b>2296448</b>	<b>15</b>	<b>99.99</b>	<b>negligible</b>

The Ordinary Resolution has been passed with requisite majority.

**Resolution No. 2:**

Declaration of dividend at the rate of Rs. 0.10 per Equity Share for the year 2022-2023.

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		-	-	-	-	-	-
	<b>Total</b>		<b>2286356</b>	<b>100.00</b>	<b>2286356</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public – Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-Voting	769244	10107	1.31	10092	15	99.86	0.14
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>10107</b>	<b>1.31</b>	<b>10092</b>	<b>15</b>	<b>99.86</b>	<b>0.14</b>
<b>Total</b>		<b>3056250</b>	<b>2296463</b>	<b>75.14</b>	<b>2296448</b>	<b>15</b>	<b>99.99</b>	<b>negligible</b>

The Ordinary Resolution has been passed with requisite majority.

**Resolution No. 3:**

Re-appointment of Mr. Mahendra Khaitan (DIN 00459612) 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	2275756	99.54	2275756	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>2275756</b>	<b>99.54</b>	<b>2275756</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public – Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-Voting	769244	10107	1.31	10094	13	99.87	0.13
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>10107</b>	<b>1.31</b>	<b>10094</b>	<b>13</b>	<b>99.87</b>	<b>0.13</b>
<b>Total</b>		<b>3056250</b>	<b>2285863</b>	<b>74.79</b>	<b>2285850</b>	<b>13</b>	<b>99.99</b>	<b>negligible</b>

The Ordinary Resolution has been passed with requisite majority.

**Resolution No. 4:**

Appointment of Mr. Sanjay Kumar Singh (DIN 10168533) as an Independent and Non-Executive Director of the Company.

Resolution Required: Special Resolution

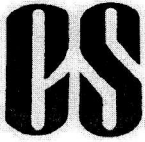
Whether promoter/promoter group are interested in the agenda/resolution: No

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		-	-	-	-	-	-
	<b>Total</b>		<b>2286356</b>	<b>100.00</b>	<b>2286356</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public – Institutions	E-Voting	650	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-Voting	769244	10107	1.31	10092	15	99.86	0.14
	Physical Ballot Papers		-	-	-	-	-	-
	<b>Total</b>		<b>10107</b>	<b>1.31</b>	<b>10092</b>	<b>15</b>	<b>99.86</b>	<b>0.14</b>
<b>Total</b>		<b>3056250</b>	<b>2296463</b>	<b>75.14</b>	<b>2296448</b>	<b>15</b>	<b>99.99</b>	<b>Negligible</b>

The Special Resolution has been passed with requisite majority.

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

**Jaspreet Singh Dhir**  
**Company Secretary & Compliance Officer**  
**Membership No. A40826**



19<sup>th</sup> July, 2023

Mr. Kishan Kumar Khaitan  
Chairman  
WIRES AND FABRIKS (SA) LIMITED  
7, Chittaranjan Avenue,  
Kolkata- 700072

**Sub.: Consolidated Scrutinizer's Report on Remote E-voting Process and E-Voting at the Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the 66<sup>th</sup> Annual General Meeting of Wires and Fabriks (SA) Limited held on Tuesday, 18<sup>th</sup> July, 2023 at 3:00 p.m. (IST) through video conferencing (VC) / other audio visual means (OAVM).**

I, Sourav Kedia, Proprietor of Sourav Kedia & Associates, Company Secretaries, appointed by the Board of Directors of **WIRES AND FABRIKS (SA) LIMITED** ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and e-voting at the 66th Annual General Meeting of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Resolutions mentioned in the notice of the 66<sup>th</sup> Annual General Meeting ("AGM") dated 25.05.2023.

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 108 of the Act read with Companies (Management and Administration) Amendment Rules, 2015. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the said AGM Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 11<sup>th</sup> July, 2023 was entitled to vote on the resolutions of the AGM Notice.

The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility along with e-voting at the time of the AGM and the service provider had set up the same on its website <https://www.evoting.nsdl.com/>.

The Service Provider had provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the AGM.

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 10/2022 dated December 28, 2022 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 66<sup>th</sup> Annual General Meeting ("Meeting" or "AGM") of the Company was held through VC/OAVM on Tuesday, July 18, 2023 at 3:00 p.m. (IST).

I hereby submit my Report as under:

1. The period for remote e-voting had commenced on 15<sup>th</sup> July, 2023 at 9:00 A.M. and ended on 17<sup>th</sup> July, 2023 at 5:00 P.M. After the closure of remote e-voting, the facility was blocked by the Service Provider.
2. After the conclusion of the AGM and closure of e-voting at the AGM, the votes casted through remote e-voting and e-voting at the AGM were unblocked in presence of two (2) witnesses Mr. Rishav Banerjee and Ms. Sujata Sharma, who are not in the employment of the Company. The results of remote e-voting and e-voting at the AGM are based on the reports generated from Service Provider website <https://www.evoting.nsdl.com>.
3. We have collated the voting data downloaded from the remote e-voting and e-voting at the AGM platform as provided by NSDL to declare the final results for each of the resolution forming part of the AGM Notice and to ascertain the number of votes casted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The counting of votes from Ballot Papers was not possible as there was no voting through the same as physical AGM was not held as detailed above. Thus, votes casted through remote e-voting and e-voting at the AGM were only considered for the purpose of preparation of this report.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results for each of the resolutions of the AGM as detailed in **Annexure A**.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes casted through Remote e-voting and e-voting at the AGM are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and e-voting at the AGM shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.



You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as Annexure-A.

Thanking you,

Place: Kolkata  
Dated: 19.07.2023  
UDIN: F011510E000633802



For, Sourav Kedia & Associates  
Company Secretaries

SOURA Digitally signed by  
SOURAV KEDIA  
Date: 2023.07.19  
14:24:43 +05:30  
V KEDIA

(CS Sourav Kedia)

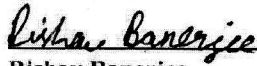
Proprietor

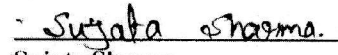
C.P. No. 15259

M. No: F11510

P/R No: 2798/2022

We, the undersigned, witness that the votes in respect of e-voting of shareholders of WIRES AND FABRIKS (SA) LIMITED were unblocked from the website of National Securities Depository Limited (NSDL) in our presence on 18<sup>th</sup> July, 2023.

  
Rishav Banerjee  
16/1A, Abdul Hamid Street  
Kolkata -700069

  
Sujata Sharma  
16/1A, Abdul Hamid Street  
Kolkata -700069

Countersigned by  
For, WIRES AND FABRIKS (SA) LIMITED

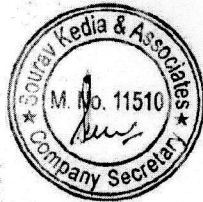
  
Jaspreet Singh Dhir  
Company Secretary & Compliance Officer  
Membership No. A40826



## Annexure-A

Particulars	Number of Members voted through Remote E-voting and E-voting at AGM	Number of votes casted through Remote E-voting and E-voting at AGM	Number of Members voted through Ballot Papers	Number of votes casted through Ballot Papers	Total No. of votes casted through Remote E-voting, E-voting at AGM and Ballot Papers	% of total number of valid votes casted
	1	2	3	4	5= (2)+(4)	6
<b>Item No.1: (Ordinary Resolution) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023 together with Directors' Report and Auditors' Report thereon.</b>						
Voted in favour of the resolution	69	2296448	0	0	2296448	99.99
Voted against the resolution	6	15	0	0	15	Negligible
<b>Total</b>	<b>75</b>	<b>2296463</b>	<b>0</b>	<b>0</b>	<b>2296463</b>	<b>100.00</b>
Invalid/Abstained votes	0	0	0	0	0	0.00
<b>Item No.2: (Ordinary Resolution) To declare dividend on the equity shares for the year ended 31st March, 2023.</b>						
Voted in favour of the resolution	69	2296448	0	0	2296448	99.99
Voted against the resolution	6	15	0	0	15	Negligible
<b>Total</b>	<b>75</b>	<b>2296463</b>	<b>0</b>	<b>0</b>	<b>2296463</b>	<b>100.0</b>
Invalid/Abstained votes	0	0	0	0	0	0.00
<b>Item No.3: (Ordinary Resolution) To appoint a Director in place of Mr. Mahendra Khaitan (DIN: 00459612), who retires by rotation and being eligible offers himself for re-appointment.</b>						
Voted in favour of the resolution	66	2285850	0	0	2285850	99.990
Voted against the resolution	5	13	0	0	13	Negligible
<b>Total</b>	<b>71</b>	<b>2285863</b>	<b>0</b>	<b>0</b>	<b>2285863</b>	<b>100.00</b>
Invalid/Abstained votes	0	0	0	0	0	0.00
<b>Item No.4: (Special Resolution) Appointment of Mr. Sanjay Kumar Singh (DIN: 10168533) as an Independent and Non-Executive Director of the Company.</b>						
Voted in favour of the resolution	69	2296448	0	0	2296448	99.99
Voted against the resolution	6	15	0	0	15	Negligible
<b>Total</b>	<b>75</b>	<b>2296463</b>	<b>0</b>	<b>0</b>	<b>2296463</b>	<b>100.00</b>
Invalid/Abstained votes	0	0	0	0	0	0.00

Place: Kolkata  
Dated: 19.07.2023



For Sourav Kedia & Associates  
Company Secretaries  
SOURAV Digitally signed by SOURAV KEDIA  
KEDIA Date: 2023.07.19 14:23:31 +05:30  
CS Sourav Kedia  
Proprietor  
C.P.No. 15259  
Membership No: F11510  
P/R No: 2798/2022