



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: 26.12.2025

Scrip Code: BSE-507817

Dear Madam/Sir,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Pursuant to the Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Postal Ballot Notice (“Notice”) sent electronically to all the members of the Company on 26th December, 2025 seeking their consent vide Ordinary Resolution through remote e-voting process (‘e-voting’) on the matter set out in the Postal Ballot Notice.

Further the Postal Ballot Notice has been sent electronically to all the members whose name appears in the list of members as on close business hours on Friday, 7th November, 2025 (Cut-off) and who have registered their Email Address with Depository Participants / RTA of the Company.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to its Members. The e-voting period will commence on Saturday, 27th December, 2025 at 9:00 A.M (IST) and end on Sunday, 25th January, 2026 at 5:00 P.M. (IST).

The Notice will also be hosted on the Company’s website viz. www.wirefabrik.com.

We request you to take the above on record.

Thanking you,

Yours’ faithfully,

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

Bishwajit Singh
Company Secretary and Compliance Officer
M. No. A38395

Encl.: 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

Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

Regd. Office: 7, Chittaranjan Avenue, Kolkata - 700072

Phone: 033 4407-3873, E-mail: cs@wirefabrik.com, Website: www.wirefabrik.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provision of Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ('the Rules'), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ('General Circulars') issued by the Ministry of Corporate Affairs ('MCA'), as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, and the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the Company is seeking consent of its Members for the Special Business as mentioned hereunder, which are proposed to be passed as Ordinary Resolution by way of Postal Ballot through remote e-voting ('Postal Ballot/'E-voting').

In terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The Explanatory Statement under Section 102 of the Act including the information required to be provided under Regulation 36(3) and other applicable provisions of the SEBI Listing Regulations read with the circulars notified thereunder, setting out the material facts concerning the proposed resolution and the reasons thereof is annexed herewith.

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20

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& 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended from time to time), the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter as set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by **National Securities Depository Limited (NSDL)**. The e-voting period commences on Saturday, the 27th day of December, 2025 at 9.00 A.M. (IST) and ends on Sunday, the 25th day of January, 2026 at 5.00 P.M. (IST) E-Voting module will be blocked by NSDL after 05:00 P.M. (IST) Sunday, the 25th day of January, 2026 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 13th day of November, 2025, has appointed Mrs. Twinkle Agarwal, Practicing Company Secretary, Kolkata, (Membership No 52868 and Certificate of Practice No 25605) as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by NSDL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on the Company's website at www.wirefabrik.com and NSDL website at www.evoting.nsdl.com and shall also be displayed on the Notice Board of the Company at the Registered Office of the Company at 7, Chittaranjan Avenue, Kolkata - 700072.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:**ITEM NO. 1: TO APPOINT MRS. SHAILJA KHAITAN (DIN: 00820688) AS DIRECTOR (NON EXECUTIVE NON INDEPENDENT) OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

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"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with other applicable provisions, if any, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof, for the time being in force), applicable clauses of the Articles of Association and Policies of the Company, other applicable laws or such other approvals as may be required, based on the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members be and is hereby accorded for the appointment of Mrs. Shailja Khaitan (DIN : 00820688), who has been earlier appointed as an Additional Director (Non-Executive, Non Independent) pursuant to Section 161 of the Companies Act, 2013 by the Board of Directors of the Company with effect from 13th November, 2025, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, as a Director (Category : Non-Executive, Non Independent) on the Board of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to file forms with Registrar of Companies and to do all such acts, deed and things as may be necessary to give effect to the resolution."

**By Order of the Board of Directors
For Wires & Fabriks (S.A.) Limited**

Place: Jaipur**Date: 13th November, 2025**

**Bishwajit Singh
Company Secretary
Membership No A38395**

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Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Rules, Regulation 36 and other applicable provisions of the SEBI Listing Regulations read with the circulars notified thereto, and Secretarial Standards on General Meetings (SS-2), setting out the material facts and reasons thereof in respect of proposed special business is attached herewith.
2. (a) As per Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice will be sent to all the Members of the Company whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 7th November, 2025 (“Cut-off date”).

(b) Only a Member who is entitled to vote is entitled to exercise his/ her vote through Postal Ballot/Evoting. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of the documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic Shareholding)/ the Company’s Registrar and Transfer Agent (in case of physical shareholding). Members whose names appear on the Register of Members/ List of Beneficial Owners with Depository Participants as on 7th November, 2025 (“Cut-off date”) will be considered for the purpose of voting. A Member who is not a Member on the relevant date should treat this notice for information purpose only.
3. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The Postal Ballot Notice have been placed on the Company's website i.e. www.wirefabrik.com and NSDL e-voting website i.e. www.evoting.nsdl.com.
4. The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on **7th November, 2025**.
5. The Company is sending Postal Ballot Notice in electronic form only as permitted under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

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6. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id absconsultant99@gmail.com
7. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and general circular issued by the Ministry of Corporate Affairs (“MCA”) and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency.
8. Instructions for e-voting are as follows:
 - a. **The remote e-voting period begins on Saturday, 27th December, 2025 at 9:00 A.M. (IST) and ends on Sunday, 25th January, 2026 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 7th November, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.**
 - b. The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
 - c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login

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credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. The Board of Directors of the Company has appointed Mrs. Twinkle Agarwal, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

e. 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:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at

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<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- iii. 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. 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 **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.
- iv. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the

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system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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.

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.

Login type	Helpdesk details
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 – 21 - 09911

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B) Login Method for e-Voting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. 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

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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**.

- 6. 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1. 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 is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. 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.

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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 with a copy marked to 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.
2. 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 to reset the password.
3. 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 or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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 resolution 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.
- 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). 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 for Individual shareholders holding securities in demat mode.**



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- iii. Alternatively shareholder/members may send a request to 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.

**By Order of the Board of Directors
For Wires & Fabriks (S.A.) Limited**

Place: Jaipur

Date: 13th November, 2025

**Bishwajit Singh
Company Secretary
Membership No A38395**

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**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF
THE COMPANIES ACT, 2013**

ITEM NO. 1:

The Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee at their meeting held on 13th November, 2025, had appointed Mrs. Shailja Khaitan (DIN: 00820688) as an Additional Director (Non Executive, Non Independent, Promoter Group) of the Company. w.e.f. 13th November, 2025. The regularization of the appointment is subject to the approval of the shareholders of the Company. As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company must have at least One Woman Director on its Board.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Shailja Khaitan, Graduate, has overall rich experience of more than 25 years. Mrs. Khaitan has rich experience in textile sector. The Company has received valid notice from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Khaitan for the office of Director. In view of the background and experience of Mrs. Khaitan, it will be in the interest of the Company that she continues as a Director of the Company.

The Company has received the following declaration from Mrs. Shailja Khaitan – (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given consent to act as a Director of the Company.

Mrs. Shailja Khaitan, shall be entitled to receive sitting fees, for attending the Board Meeting (including all Committees thereof), as being paid to other Non-Executive Directors of the Company.

A copy of the draft appointment letter, setting out her terms and conditions of appointment would be

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available for inspection, without any fees, by the members at the Company's registered office during normal hours on working days until the last date of the e-voting through Postal Ballot.

The Board of Directors considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her services as Non Executive Non Independent Director. Accordingly, the Board recommends the Resolution relating to her appointment as a Non Executive Non Independent Director, for the approval by the Members of the Company. Accordingly, a brief resume of Mrs. Shailja Khaitan, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2, are given in an annexure, annexed hereto and marked as "Annexure-A".

Consequently, the Board of Directors, on recommendation of Nomination & Remuneration Committee, recommends for approval of the shareholders the appointment of Mrs. Shailja Khaitan, as a Director (Non-Executive, Non Independent, Promoter Group) of the Company on such terms that she shall continue to hold office as rotational Director.

Other than Mrs. Shailja Khaitan and Mr. Mahendra Khaitan, Managing Director of the Company (Spouse of Mrs. Shailja Khaitan) and her relatives, to the extent of their shareholding interest, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 of the accompanying Notice.

The Board recommends the resolution as set out in item no. 1 of this Notice for the approval of Members as an Ordinary Resolution.

Annexure A

Details of Director seeking appointment/ re-appointment (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS- 2 on General Meetings)

Mrs. Shailja Khaitan (DIN: 00820688), Graduate, having date of birth 28th April, 1963, was appointed as a Non Executive Non Independent Director (Promoter Group) of the Company on 13.11.2025. Mrs. Shailja Khaitan has overall rich experience of more than 25 years. Mrs. Khaitan has rich



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experience in textile sector. Please refer Item no 1 for terms and conditions of appointment and details of remuneration sought to be paid. No past remuneration has been drawn by Mrs. Khaitan. She didn't attended any meetings of the Board during the Financial Year 2025-26 (till date of Notice) since appointment made with effect from 13th November, 2025. She holds 100 (One Hundred) Equity Shares in the Company. She also holds 49.80 % of Equity Shares in W & F Securities Private Limited (Holding Company of Wires and Fabriks (SA) Limited, W & F Securities Private Limited holds 62.90 % of Equity Shares of Wires and Fabriks (SA) Limited). Mrs. Khaitan is on the Board of M/s Etch Designs Businesses Private Limited and M/s Rawat Jewels Private Limited. She does not hold any directorships or membership of committees of the Board in any other listed entity and has not resigned from any listed entity in the last 3 years. Mrs. Khaitan is the spouse of Shri Mahendra Khaitan, Managing Director (DIN: 00459612) of the Company.

**By Order of the Board of Directors
For Wires & Fabriks (S.A.) Limited**

Place: Jaipur

Date: 13th November, 2025

**Bishwajit Singh
Company Secretary
Membership No A38395**