

Wires and Fabriks (S.A.) Limited

(CIN: L29265WB1957PLC023379)

Regd. Office: 7 Chittaranjan Avenue, Kolkata -700 072

Website: www.wirefabrik.com, E-Mail: ig@cal.wirefabrik.com

Ph. (033) 4012-4012, Fax: (033) 2237-2712

Notice

Notice of the 58th Annual General Meeting - 2015

NOTICE is hereby given that the 58th Annual General Meeting of the Members of the Company will be held at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046 on Wednesday, the 12th day of August, 2015 at 12.00 Noon 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, 2015 together with Boards' Report and Auditors' Report thereon.
2. To declare dividend on the equity shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Mahendra Kumar Khaitan (DIN 00459612), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs S. S. Kothari & Co., Chartered Accountants, (Firm Registration No.302034E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

Special Business:

To consider and if thought fit, to pass with or without modifications the following Resolutions as Ordinary Resolutions:-

Item No. 5

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Dinkarray Durgashankar Trivedi (DIN : 00380306), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and shall not be liable to retire by rotation."

Item No. 6

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Mohan Lal Bhagat (DIN : 00699750), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and shall not be liable to retire by rotation."

Item No. 7

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Satish Ajmera (DIN : 00208919), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the



Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and shall not be liable to retire by rotation."

Item No. 8

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vinod Kumar Ladia (DIN : 00168257), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and shall not be liable to retire by rotation."

Item No. 9

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Subrata Kumar Mitra (DIN : 00029961), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from 30th March, 2015 and shall not be liable to retire by rotation."

Item No. 10

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act, as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Saroj Khemka (DIN : 00489838), an Independent Director of the

Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation."

Item No. 11

"RESOLVED that pursuant to the provisions of Sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Pranika Khaitan (DIN : 07062242), who has been appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 5th February, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES:

- A. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. The proxy in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the Meeting. A person can act as Proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting power.**
- B. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the notice is annexed hereto and forms part of this Notice.
- C. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- D. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, the 6th day of August, 2015 to Wednesday the 12th day of August, 2015 (both days inclusive)**, for the purpose of payment of dividend for the financial year ended 31st March, 2015. The dividend, if approved and declared at the forthcoming Annual General Meeting, will be paid, in case of physical shareholding to those Members whose name appear in the Register of Members of the Company

as on **12th day of August, 2015** and in case of dematerialised shares to those Beneficiaries appearing at the close of **6th day of August, 2015**, in the records of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as beneficial owners as on that date.

- E. **Shareholders who have so far neither received nor encashed dividend warrants for any of the financial years ended 31st March, 2008 and thereafter, may claim or approach the Company for payment.** Pursuant to provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2007-2008 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 2006-2007 have been transferred to the IEPF set up by the Central Government. It may be noted that once the unpaid/unclaimed dividend is transferred to the IEPF of the Central Government as above, no claim with the Company or the IEPF will lie in respect thereof.***
- F. As required by Clause 49 of the Listing Agreement, the information relating to Directors who are proposed to be re-appointed are given in following order: Name of the Director, Age, Date of Appointment, Educational Qualification, Brief Profile and Area of Expertise, Other Directorships, Committee Memberships and Shareholding.
- Mr. M. K. Khaitan**, 54 Years, 26.06.1989, B.Com. Mr. Khaitan is a renowned industrialist with rich experience in Paper Industry. He is the Jt. Managing Director of the Company. He is also Director in several Companies, including Kingsley Industries Limited, W & F Chemicals Ltd., W & F Filertech Ltd, BKM Mercantile Pvt. Ltd., DHM Trading Pvt. Ltd. KIL Mercantile Pvt. Ltd., KIL Trading Pvt. Ltd., Kingsley Mercantile Pvt. Ltd., KMI Estates Pvt Ltd, Symbiont Business Pvt. Ltd., Symbiont Commercial Pvt. Ltd., Varioform Commercial Pvt. Ltd., W & F Millennium Mercantile Pvt Ltd, W & F Securities Pvt Ltd. and Wires & Fabriks Pvt Ltd.. He is member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He is holding 500 Equity Shares of the Company.
- G. 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.
- H. 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.
- I. Members are requested to intimate to the Company their Queries, if any, regarding accounts at least seven days before the Meeting to enable the management to keep the required information ready at the Meeting.
- J. Relevant documents referred to in the accompanying 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 Meeting.
- K. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent, M/s ABS Consultant Private Limited, 99 Stephen House, 6th Floor, 4 B.B.D. Bag (E), Kolkata 700 001.
- L. Since the Equity Shares of the Company are under compulsory demat trading, shareholders are requested to get their physical shareholdings converted into DEMAT form. 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.
- M. 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.
- N. Members/proxies are requested to bring their Attendance Slips duly filled in along with their copy of Annual Report to the Meeting.



- O. Members holding physical shares in multiple folios' are requested to consolidate their holdings for overall convenience.
- P. Members holding shares in physical form are requested to forward/update the details of their Bank particulars, for printing the necessary details on dividend warrants to avoid fraudulent encashment, if any. Members holding shares in dematerialised form are requested to inform the necessary details/updation to the concerned Depository Participant, where the demat account is maintained.
- Q. I. i) 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 Clause 35B of the Listing Agreement, 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. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii) The facility for voting through Ballot ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv) The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
- v) The Board of Directors of the Company has appointed Mr. B. N. Khandelwal, Company Secretary (Membership No. A 1148), Practicing Company Secretaries as Scrutinizer to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- The instructions for e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- (i) Open email and open PDF file viz; "Wires & Fabriks remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Wires & Fabriks (S.A.) Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@wirefabrik.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email



- IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (Remote E Voting Event Number) USER ID PASSWORD/ PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com or call on Toll Free No. : 1800 222 990
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The remote e-voting period commences on 8th August, 2015 (9:00 am) and ends on 11th August, 2015 (5:00 pm). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. 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.co.in. 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 or call on Toll Free No. : 1800 222 990
 - VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th August, 2015. 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, as well as voting at the meeting through ballot.
 - VIII. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.wirefabrik.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 12, 2015.

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

**(Amit Dhanuka)
Company Secretary**

Jaipur
Dated, the 27th day of May, 2015

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5 to 10

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed during the year Shri Dinkarray Durgashankar Trivedi (DIN: 00380306), Shri Mohan Lal Bhagat (DIN: 00699750), Shri Satish Ajmera (DIN: 00208919), Shri Vinod Kumar Ladia (DIN: 00168257) Shri Subrata Kumar Mitra (DIN: 00029961) and Shri Saroj Khemka ((DIN: 00489838) as Independent Directors, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') which came in to effect from 1st April, 2014, read with Schedule IV of the Act, an Independent Director shall hold office for a period of upto 5 (five) consecutive years and shall not be liable to retire by rotation. General Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Act.

The Board of Directors considered the matter of their appointment and felt that their continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the Resolution relating to their appointment as an Independent Director, for the approval by the Members of the Company.

The Company has received declarations from these Directors that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, all the above proposed Independent Directors fulfill the conditions specified in Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors and the aforesaid proposed Independent Directors are Independent of the Management of the Company.

Notices as required under Section 160 of the Act have been received in writing proposing the appointment of Shri Dinkarray Durgashankar Trivedi (DIN : 00380306), Shri Mohan Lal Bhagat (DIN : 00699750), Shri Satish Ajmera (DIN : 00208919), Shri Vinod Kumar Ladia (DIN : 00168257) Shri Subrata Kumar Mitra (DIN : 00029961) and Shri Saroj Khemka ((DIN : 00489838) as the Independent Directors of the Company.

The Board recommends the resolution as set out in item no. 5 to 10 of the Notice for your approval.

The above mentioned proposed Independent Directors are concerned or interested in the Resolutions to their respective appointments and shareholding interest.

The relatives of the above mentioned Independent Directors may be deemed to be concerned or interested in the Resolutions to the extent of their Shareholding, if any, in the Company.

Save and except the above, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Additional information in respect of their re-appointment pursuant to Clause 49 of the Listing Agreement and under the provisions of the Act have been given in the Annexure 'A', which is attached hereto.

ITEM NO. 11

The Company had, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement had appointed Ms. Pranika Khaitan as an Additional Director of the Company, in compliance with the requirements of the Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement which requires that every Listed Company must have at least One Woman Director on its Board.

Ms. Pranika Khaitan, was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 5th February, 2015. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Khaitan shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Khaitan for the office of Director. In view of the background and experience of Ms. Khaitan, it will be in the interest of the Company that she continues as a Director of the Company.

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.

The Board recommends the resolution as set out in item no. 11 of the Notice for your approval.

The above mentioned proposed Director is concerned or interested in the Resolutions to her respective appointments and shareholding interest.

The relatives of the above mentioned Directors may be deemed to be concerned or interested in the Resolutions to the extent of their Shareholding, if any, in the Company.

Save and except the above, no other Director (except Shri Mahendra Kumar Khaitan, Jt. Managing Director of the Company including his relatives) or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Additional information in respect of her appointment pursuant to Clause 49 of the Listing Agreement and under the provisions of the Act have been given in the Annexure 'B', which is attached hereto.

Jaipur
Dated, the 27th day of May, 2015

**By Order of the Board
For Wires and Fabriks (S.A.) Ltd.
(Amit Dhanuka)
Company Secretary**

Annexure 'A'

Brief resume of the Independent Directors

Shri Dinkarry Durgashankar Trivedi

Shri Dinkarry Durgashankar Trivedi, 83 Years, was appointed on 01.12.84 as an Independent Director of the Company, is a M.Com/B.A. Hons. Mr. Trivedi is a Management Consultant & Professor with IIM, Ahmedabad and visiting faculty at various other institutes.

Shri Trivedi is also a Director in Foods & Inns Ltd., Asim Exports International Ltd., Cyclic Chemical Ltd. and Dravya Finance Ltd. He is a member of the Audit Committee & Shareholders Grievance Committee in Foods and Inns Ltd and is also a Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee of the Company.

Shri Trivedi holds 1000 Equity Shares of the Company.

Shri Mohan Lal Bhagat

Shri Mohan Lal Bhagat, 79 Years was appointed on 08.07.1992 as an Independent Director of the Company, is a B.Com graduate. Mr. Bhagat has vast experience of managing large companies particularly in the field of paper, petrochemicals and biotechnology (agriculture) and has expertise in finance and management.

Shri Bhagat is also a Director in Sandhar Technologies Ltd. He is member of the Audit Committee and Nomination & Remuneration Committee of the Company.

Shri Bhagat does not hold any equity Shares in the Company.

Shri Satish Ajmera

Shri Satish Ajmera, 70 Years, was appointed on 29.11.2001 as an Independent Director of the Company. He is a Chartered Accountant having 42 years of diversified Audit Experience in Government, Semi Government and Private Organizations including Banks, Industry and Trade in all fields. He has been (i) Trustee, Unit Trust of India, Bombay for eight years. (ii) On the North Zone Board of I.D.B.I for 3 years. He had been nominee Director of Gujarat Alkalies & Chemicals Ltd (as a nominee of IFCL), Gujarat State Investments Ltd. (as a nominee of Gujarat Govt.), Hindustan Organic Chemicals Ltd. (as a nominee of Government of India). He had also been on the Board of Rajasthan Financial Corporation Board for 16 years, Sunflag Iron & Steel Industries Ltd., Gujarat Heavy Chemical Ltd., Modi Rubber Ltd., JCT Ltd., Rajasthan State Ind & Inv Corp Ltd., Lupin Laboratories Ltd., Aristocrat Luggage Ltd., Jayant Paper Mills Ltd., Modern Syntex Ltd., Allwyn Nissan Ltd., Canfin Homes Limited and many other companies.

Shri Ajmera has been the consultant to Government of Rajasthan and Government of Gujarat in many corporate matters. He is the senior partner of the Auditing Firm B.L. Ajmera & Co., Jaipur. He is also a former president of Jaipur

Chamber of Commerce & Industry. He is the Chairman of the Audit Committee in The Lakshmi Mills Co. Ltd. and PCS Technology Ltd. He is also a member of the Audit Committee and Chairman of the Stakeholders Relationship Committee of the Company.

Shri Ajmera does not hold any equity Shares in the Company.

Shri Vinod Kumar Ladia

Shri Vinod Kumar Ladia, aged 69 years, was appointed on 09.11.2013 as an Independent Director of the Company. Shri Ladia is a Gold Medallist in B.Sc. (Textiles) from Technological Institute of Textiles, Bhiwani in 1966 and a M.B.A. from Indian Institute of Management, Ahmedabad in 1968. He had also completed his training at Harvard Business School, U.S.A.

Shri Ladia has been the recipient of Udyog Patra Award at the hands of Hon'ble President of India. He has also received Several other Awards which includes Leadership Award, Membership Growth Award, Chevron Award, 100% District Governor Award, International President Award for Humanitarian Services and Seven International President's Appreciation Certificate among many others.

Shri Ladia has been associated with various other distinguished Associations and Organisations at Different level as the Chairman, President or Member. He has been associated with The Synthetic & Rayon Textile Export Promotion Council, Indian Spinners Association, Confederation of Indian Textile Industry, The Rajasthan Textile Mills Association, Board of Textile Committee, Federation of Indian Export Organization, All India Management Association, Textile Association (India), Central Excise Advisory Committee, Mission on Livelihood (MOU), constituted by Govt. of Rajasthan, The Institution of Engineers (India), Advisory Board of P.J. Foundation, Board of Governors, Sangam University, Bhilwara, Lions Club, Udaipur, District Governor (1990-91) of District 323 E2, Lions Clubs International, among many others.

Shri Ladia is presently associated with Shree Rajasthan Syntex Ltd., Shree Shyam Industries Pvt. Ltd., Swan Industries Pvt. Ltd., V K Texchem Pvt. Ltd., The Synthetic and Rayon Textiles Exports Promotion Council, Divine Fibres Pvt. Ltd., SRSL Securities Ltd. and Shree Shyam Distributors and Marketing Pvt. Ltd. as a Director.

Shri Ladia does not hold any equity Shares in the Company.

Shri Subrata Kumar Mitra

Shri Subrata Kumar Mitra, aged 67 years, was appointed on 09.11.2013 as an Independent Director of the Company. Shri Mitra is a M.Sc (Calcutta University- 1970) and a MBA (USA - 1977).

Shri Mitra is currently on the Board of several reputed companies in diverse Industries as an Independent Director. He has been actively associated with several International

NGOs, Committees and Chambers in India. He has contributed articles in reputed Domestic and International Financial publications and has delivered talks in Domestic and International Forums.

Shri Mitra had been associated with Standard Chartered Bank and was instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and then in 1978 for Standard Chartered Bank in Mumbai. In 1985 Shri Mitra joined American Express Bank and was the Head of Corporate Banking and Investment Banking in India. Shri Mitra was also instrumental in setting up the GIC Mutual Fund, sponsored by the Government owned General Insurance Corporation of India. In June 1994, he joined the Aditya Birla Group as Director, Financial Services and was responsible for setting up the highly respected and successful financial services activities for the Group.

Shri Mitra is presently associated with Qsk Advisory Pvt. Ltd., Destimoney Securities Pvt. Ltd., LIC Nomura Mutual Fund AMC Ltd., Usha Martin Education & Solutions Ltd., Usha Breco Ltd., Spykar Lifestyles Pvt. Ltd., Cheminova India Limited and Multi Commodity Exchange of India Limited as a Director. He is a Member of the Audit Committee & Executive Committee in LIC Nomura Mutual Fund AMC Ltd. & a Member of the Audit Committee in Usha Breco Ltd. and Destimoney Securities Pvt. Ltd. respectively. He is also a Chairman of the Nomination & Remuneration Committee and the member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

Shri Mitra does not hold any equity Shares in the Company.

Shri Saroj Khemka

Shri Saroj Khemka, aged 68 years, was appointed on 05.02.2015 as an Independent Director of the Company. Shri Khemka is a M.Com.

Shri Khemka is currently on the Board of several reputed Companies in diverse Industries. He has been actively associated with several NGOs, Committees and Chambers in India. Shri Khemka, is a renowned Industrialist of Jaipur, Rajasthan and has rich experience in Manufacturing and Real Estates.

Shri Khemka is presently associated with Pearl Metachem Pvt. Ltd., Shree Seco Pvt. Ltd., J. J. Marble Industries Pvt. Ltd., Bundi Packaging Pvt. Ltd., Parakh Infin Pvt. Ltd., ARR Realtors Pvt. Ltd., VVBA Corporation Pvt. Ltd. and Bhagirath Buildhome Properties Pvt. Ltd. as a Director.

Shri Khemka does not hold any Equity Shares in the Company.

Annexure 'B'

Brief resume of the Non Executive Non Independent Director

Ms. Pranika Khaitan

Ms. Pranika Khaitan, 25 years, was appointed as a Non Executive Non Independent Director of the Company on 05.02.2015. Ms. Khaitan is a M.Sc (International Management) from the University of Exeter. She did her 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.

Ms. Khaitan is the daughter of Shri Mahendra Kumar Khaitan, Jt. Managing Director of the Company, who has vast experience in the Paper and Manufacturing Industry.

Ms. Khaitan holds 5000 Equity Shares of the Company.



wires & fabriks

Wires and Fabriks (S. A.) Ltd.

CIN: L29265WB1957PLC023379

Regd. Office: 7, Chittaranjan Avenue, Kolkata-72.

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Website: www.wirefabrik.com, E-Mail: ig@cal.wirefabrik.com

PROXY FORM

No. of Shares	Folio No.	DP ID No.*	
		Client ID No. *	
		* Applicable for members holding shares in electronic form.	
Name & Address			

I/We being the member(s) of _____ shares of Wires & Fabriks (S.A.) Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the **58th Annual General Meeting** of the Company, to be held on Wednesday, August 12, 2015 at 12.00 Noon at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700 046 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
1	Consider and Adopt the Audited Financial Statement, Reports of Board of Directors and Auditors of the Company for the Financial year ended 31 st March, 2015.
2	Declaration of Dividend on Equity Shares
3	Re-appointment of Mr. Mahendra Kumar Khaitan, Director, retiring by rotation
4	Appointment of Auditors and fixing their remuneration
5	Appointment of Mr. Dinkarray Durgashankar Trivedi as an Independent Director
6	Appointment of Mr. Mohan Lal Bhagat as an Independent Director
7	Appointment of Mr. Satish Ajmera as an Independent Director
8	Appointment of Mr. Vinod Kumar Ladia as an Independent Director
9	Appointment of Mr. Subrata Kumar Mitra as an Independent Director
10	Appointment of Mr. Saroj Khemka as an Independent Director
11	Appointment of Ms. Pranika Khaitan as a Non Executive Non Independent Director

Signed this..... day of.....2015

Signature of shareholder

Affix Re. 1/-
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



wires & fabriks

Wires and Fabriks (S.A.) Limited

ANNUAL REPORT

2014-2015

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OUR PRODUCT RANGE

- Paper Machine Clothing
- Paper Making Chemicals

DIRECTORS

Kishan Kumar Khaitan, *Managing Director*

Satish Ajmera

Mohan Lal Bhagat

Pranika Khaitan

Saroj Khemka

Vinod Kumar Ladia

Subrata Kumar Mitra

Dinkarray Durgashankar Trivedi

Devesh Khaitan, *Executive Director*

Mahendra Kumar Khaitan, *Joint Managing Director*

SECRETARY

Amit Dhanuka

AUDITORS

S. S. Kothari & Co.

REGISTERED OFFICE

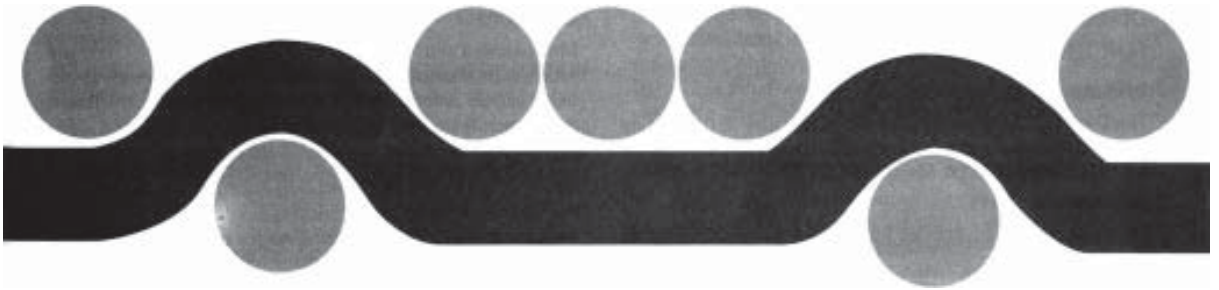
7, Chittaranjan Avenue

Kolkata – 700072

Ph. (033) 4012-4012, Fax : (033) 2237-2712

E-mail : ig@wirefabrik.com

Website : www.wirefabrik.com



In 1963, at Jaipur, with German Machinery and Technology, the Company started manufacturing Technical Textile - Paper Machine Clothing, namely, Phosphor Bronze Wire Cloth for the Paper Industry. Stainless Steel Wire Cloth was introduced in 1974. After further additions in capacity and products, in 1981, the Company entered into manufacturing of Single Layer Synthetic Forming Fabrics, with German collaboration. Double Layer Synthetic Forming Fabrics were introduced for the first time in India in 1986 and again Triple Layer Synthetic Forming Fabrics were introduced for the first time in India in 1996. The Company's product range now includes Dryer Screens (woven & spiral), Pulp Fabrics and Technical Fabrics for new industry segments where filtration/ drying are required.

Today, Wires & Fabriks is the market leader in India and the sub-continent for Technical Textile - Synthetic Forming Fabrics and among the few manufacturers in world for SSB Fabrics, which represents the latest in Synthetic Forming Fabrics Technology. In the Paper Making Chemicals, the Company has a tie-up with some of the best overseas Paper Making Chemical manufacturers.

The Company was awarded accreditation under ISO 9002 system in 1994 and has been upgraded to 9001:2008 in 2009. The Company is the first manufacturer of technical/industrial fabrics in the Country to have its In-house R&D recognized by the Govt. of India. The Company has a technical collaboration with the world leader in paper machine clothing, Albany International Corp., U.S.A. The Company constantly updates itself with modern machines and latest technology. It also exports its products to over twenty countries.

The Company's mission is to consistently delight its customers through its value-added products and services and to create a strong technological base through an environment of team-work which will enable it to become a world-class manufacturer in its existing product line and to use its strength to diversify into other profitable ventures.

DIRECTORS' REPORT

For the Year 2014-15

Dear Members,

The Directors of the Company have pleasure in presenting the 58th Annual Report and Audited Financial Statements of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

The financial results, in brief, for the year ended 31st March, 2015 are as under:

	31.03.2015	(Rs. in Lacs) 31.03.2014
Total Income	10,804.03	10,059.29
Profit Before Tax	347.77	305.19
Profit After Tax	378.59	299.23
Disposable Surplus (Including earlier years balance)	2,979.70	2,743.56
Transfer to General Reserves	25.00	25.00
Other Appropriations	64.53	64.36
Balance Carried Forward (Retained in Profit & Loss Account)	2,890.17	2,654.20

DIVIDEND

Your Directors have recommended to the Members a dividend of Rs.1.80 per share (previous year Rs. 1.80 per share) amounting to Rs. 64.53 Lacs, including dividend tax thereon for the financial year ended 31st March, 2015.

OPERATIONS & FUTURE OUTLOOK

During the year under review, your Company continued to perform well both in terms of Sales as well as the Profits. To an extent it was possible due to the benefits accrued from the ongoing Company's Modernisation project. The remaining work on the Modernisation is expected to be completed in the Financial Year 2015-16.

Your Company continues to maintain its leadership in Technical Textiles due to continued thrust on new product development and technical up-gradation. A number of steps taken to reduce costs and increase market penetration will lead to improved performance in the coming years. The current economic scenario may however continue to affect the results of the Company in the short term. With economic improvement, the Indian Paper Industry is expected to grow at a higher rate than the GDP growth, especially in the packaging segment. With our strong thrust on exports, the modernisation once completed, will enable your Company to become more competitive and enter new markets.

DIRECTORS

Mr. Basant Kumar Khaitan, Ex-Chairman cum Managing Director of the Company who had been on the Board since 28th December, 1972 and had been subsequently appointed as the Managing Director with effect from 1st October, 1984 and the Chairman of the Board with effect from 12th August, 2012, tendered his resignation with effect from 31st August, 2014, due to personal reasons. The Board placed on records its appreciation for the valuable guidance & services rendered by Mr. Basant Kumar Khaitan, during his long association with the Company.

Mr. Saroj Khemka has been appointed as Additional Director in Independent category under Section 161 of the Companies Act, 2013 w.e.f. 5th February, 2015.

Further, pursuant to the requirement of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has also appointed Ms. Pranika Khaitan as Additional Director (Non Executive, Non Independent) under Section 161 of the Companies Act, 2013 w.e.f. 5th February, 2015.

As Additional Directors, Mr. Khemka and Ms. Khaitan shall hold office upto the date of the ensuing Annual General Meeting. The Company has received the notices as per the provisions of Section 160(1) of the Companies Act, 2013, from the members of the Company proposing their appointments as Directors. The Board of Directors recommends their appointment. Appropriate resolutions seeking their appointment are appearing in the Notice convening the Annual General Meeting of the Company. Profile of Mr. Khemka and Ms. Khaitan, as required under Clause 49 of the Listing Agreement, is given in the Notice of the Annual General Meeting.

Further, the existing Independent Directors of the Company namely Mr. Satish Ajmera, Mr. Mohan Lal Bhagat, Mr. Dinkarrray Durgashankar Trivedi, Mr. Vinod Kumar Ladia and Mr. Subrata Kumar Mitra were appointed as Independent Directors under Section 149(6) of the Companies Act, 2013 for a term of 5 years, with effect from 30th March, 2015, whose period of office would not be liable to retirement by rotation. The Company has received the notices as per the provisions of section 160(1) of the Companies Act, 2013, from the members of the Company proposing their appointments as Independent Directors. The Board of Directors recommends their appointment. Appropriate resolutions seeking their appointment are appearing in the Notice convening the Annual General Meeting of the Company. Profile of Mr. Ajmera, Mr. Bhagat, Mr. Trivedi, Mr. Ladia and Mr. Mitra, as required under Clause 49 of the Listing Agreement, is given in the Notice of the Annual General Meeting.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mahendra Kumar Khaitan Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment. Profile of Mr. Khaitan,

as required under Clause 49 of the Listing Agreement, is given in the Notice of the Annual General Meeting.

AUDITORS

M/s S. S. Kothari & Co., Chartered Accountants, (Firm Regn No. 302034E) Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment.

The provisions of Section 204 read with Section 134(3) of the Companies Act, 2013 mandates Secretarial Audit of the Company to be done from the financial year commencing on or after 1st April 2014 by a Company Secretary in Practice. The Board at its meeting held on 17th May 2014 has therefore appointed Mr. B. N. Khandelwal, Practicing Company Secretary (Certificate of Practice No.1148) as the Secretarial Auditor for the financial year ending 31st March 2015. The Secretarial Auditors' Report for the financial year ending 31st March 2015 is annexed herewith as Annexure 4.

Jaipur
Dated, the 27th day of May, 2015

INFORMATION'S

Information's / statements as per the applicable Provisions of the Companies Act, 2013 & rules made thereunder, the Listing Agreement and other applicable statutory provisions is annexed as per Annexure A.

ACKNOWLEDGEMENT

The Directors wish to place on record their gratitude to the Customers, Banks, Investors, Suppliers, Government agencies and all other business associates for their valuable assistance, continued support and confidence in the Company. The Directors also place on record their deep appreciation to all employees of the Company for their unstinted efforts during the year.

For and on behalf of the Board

Saroj Khemka
Director

M. K. Khaitan
Jt. Managing Director

ANNEXURE “A” TO THE BOARD’S REPORT

Information's

- The details forming part of the extract of the Annual Return in prescribed form MGT 9 is annexed herewith as Annexure 1.
- The details of the Board Meetings held during the Financial Year 2014-15 have been furnished in the Corporate Governance.

• **Directors’ Responsibility Statement**

Directors Responsibility Statement pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013. It is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- The Company has obtained the declaration from all the Independent Directors stating their Independence pursuant to Section 149(6) of the Companies Act, 2013.
- A Nomination and Remuneration Policy has been formulated, pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company’s policy on Directors’ appointment and their remuneration, by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 27th June 2014.

The said policy may be referred to, at the Company’s official website at <http://www.wirefabrik.com/shareholder/892730908Nomination%20&%20Remuneration%20Policy.pdf>
The brief of the Remuneration Policy as approved by the Board is given below:

- a. The Managing Director / Whole-time Directors, etc. shall receive remuneration as per the required approvals governed as per provisions of the Companies Act, 2013. The Nomination and Remuneration Committee shall

make such recommendations to the Board of Directors, as it may consider appropriate taking into consideration the required factors.

- b. The Non-Executive Directors shall receive remuneration by way of Sitting Fees, as may be decided by the Board from time to time, as governed as per provisions of the Companies Act, 2013. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate taking into consideration the required factors. Any fees paid to Independent Directors for professional services shall not be considered as part of remuneration, subject to provisions of the Companies Act 2013.
 - c. All Directors will be reimbursed expenses, including traveling expenses, incurred in performing their duties and / or attending Board/Committee Meetings.
 - d. Senior Managerial Personnel and Other employees shall receive remuneration as per Company’s policy, subject to compliance with the provisions of the Companies Act 2013.
- The Company has not given any loan, guarantees or made any investments during the year under review.
 - A Related Party Policy has been approved by the Board of Directors in its meeting held on 13th August 2014 for determining the materiality of transactions with related parties and dealings with them.
 - The said policy may be referred to, at the Company’s official website at <http://www.wirefabrik.com/shareholder/518908909Related%20Party%20Transactio%20Policy.pdf>. Prior approvals for the transactions between the related parties and the Company are obtained from the Audit Committee. The Audit Committee reviews all related party transactions quarterly. Further the members may note that there are no such transactions which require reporting under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
 - As required under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo is annexed herewith as Annexure 2.
 - The Company has identified various risks. As required under Clause 49 of the Listing Agreements, the Board has adopted a risk management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. The Board monitors the various functions and regions to establish any risk existing in the operational functions of the Company.
 - The Board of Directors of the Company has approved and adopted a CSR Policy at its Board Meeting held on 5th February 2015 which inter-alia states the constitution of the CSR Committee and CSR activities to be taken up by the Company. The CSR Committee has been constituted by the Board of Directors of the Company at its meeting held on

13th August, 2014 and the constitution of the Committee is as follows:

Sl. No.	Name	Category in Committee	Designation
1.	Mr. Mahendra Kumar Khaitan	Jt. Managing Director	Chairman
2.	Mr. Devesh Khaitan	Executive Director	Member
3.	Mr. Mohan Lal Bhagat	Independent Director	Member

The said policy may be referred to, at the Company's official website at <http://www.wirefabrik.com/shareholder/273081625CSR%20Policy.pdf>. At Wires & Fabriks (S.A.) Ltd., Corporate Social Responsibility (CSR) has been an integral part of the way we have been doing our business since inception. Annual report on CSR containing, the particulars as specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure 3.

- Pursuant to the Provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination & Remuneration Committee.

A meeting of the Independent Directors as required to be held to evaluate the performance of the Non-Independent Directors was held on 12th November 2014 wherein the performance of the Non-Independent Directors, was evaluated.

To determine the criteria of evaluation of the performance of the Independent Directors as required under the Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee at its meeting held on 27th June 2014 established the criteria and evaluated the performances of all the Directors and recommended the same to the Board, for their evaluation purpose, based on which the Board at its meeting held on 12th November, 2014 critically adjudged the performance of the Independent Directors in the absence of the particular Director being evaluated.

- The Company does not have any Subsidiary/Associate/Joint Venture Company as on 31st March 2015.
- The Company has not accepted any kind of Deposits from the Public. As on 31st March 2015, the Company does not have any unclaimed deposit.
- There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.
- Your Company has an adequate system of internal financial control procedures which is commensurate with the size and

nature of business. The internal control systems of the Company are monitored and evaluated by Internal Auditors and their Audit Reports are periodically reviewed by the Audit Committee of the Board of Directors.

- The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.
- The Company has a Whistle Blower Policy in place for Vigil Mechanism. The Whistle Blower Policy has been approved by the Board of Directors at its meeting held on 17th May 2014 keeping in view of the amendments in the Companies Act, 2013 and Clause 49 of the Listing Agreement. The said policy may be referred to, at the Company's website at <http://www.wirefabrik.com/shareholder/2131397472 Whistle % 20 Blower % 20 Policyx.pdf>.
- The statement of particulars, required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms a part of this report. However, as permitted under Section 136(1) the Companies Act, 2013, the Report and Accounts are being sent to all Members and other entitled persons excluding the above statements. Those interested in obtaining a copy of the said statements, may write to the Company at its Registered Office and the same will be sent by post. The statements are also available for inspection at the Registered Office, during working hours upto the date of the Annual General Meeting.
- The paid up Equity Share Capital as on 31st March, 2015 was Rs.3,05,62,500. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. The details of the Equity Shares held by the Directors as on 31st March, 2015 have been furnished in Annexure 1.
- The Company has transferred a total sum of Rs. 1,09,284 during the financial year 2014-15 to the Investor Education & Protection Fund established by the Central Government, in compliance with Section 205C of the Companies Act, 1956.
- The Company has always provided a congenial atmosphere for work to all employees that is free from discrimination and harassment including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, color and sex. The Company has also framed a Policy on "Prevention of Sexual Harassment" at the workplace. There were no cases reported during the year under review under the said Policy.
- In accordance with Clause 49 of the Listing Agreement, the Management Discussion & Analysis Report together with the Report on Corporate Governance and the certificate, in respect of compliance with the conditions of corporate governance, is annexed herewith.

ANNEXURE 1 TO THE BOARD'S REPORT

**Form No. MGT-9
Extract of Annual Return**

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

1. CIN	L29265WB1957PLC023379
2. Registration	Date 9 th March, 1957
3. Name of the Company	Wires and Fabriks (S.A.) Limited
4. Category/Sub-Category of the Company	Public Company Limited by shares
5. Address of Registered Office and Contact details	7, Chittaranjan Avenue, Kolkata – 700 072, Ph. (033) 4012-4012, Fax: (033) 2237-2712, E-mail:ig@wirefabrik.com; Website: www.wirefabrik.com
6. Whether listed Company (Yes/No)	Yes
7. Name, Address and Contact details of Registrar and Transfer Agent, if any	ABS Consultant Pvt. Limited 99, Stephen House, 6 th Floor, 4, B. B. D. Bagh (E), Kolkata 700 001 Telephone: (033) 2230 1043 Email id: absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company:-

Sr. No	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the company.
1.	Textile Products, Woven Wire Cloth	139 - Manufacture of other Textiles	74.10%
2.	Chemicals used in Paper Industry	202 - Manufacture of other Chemical products	23.80%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
1.	W & F Securities Private Limited 7, Chittaranjan Avenue Kolkata – 700 072	U67120WB1997PTC086188	Holding	62.90	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat Shares	Physical	Total	% of Total	Demat Shares	Physical	Total	% of Total	
A. Promoters									
1. Indian									
a. Individual/ HUF	246800		246800	8.08	16200	-	16200	0.53	-7.55
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	2044256	-	2044256	66.89	2270156		2270156	74.28	7.39
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total- A-(1)	2291056	-	2291056	74.96	2286356	-	2286356	74.81	-0.15

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat Shares	Physical	Total	% of Total	Demat Shares	Physical	Total	% of Total	
2. Foreign									
a. NRI-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/ FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub Total- A (2)	-	-	-	-	-	-	-	-	-
Total Share Holding of Promoters (1+2)	2291056	-	2291056	74.96	2286356	-	2286356	74.81	-0.15
B. Public Shareholding									
1. Institution									
a. Mutual Funds	100	1100	1200	0.04	100	1100	1200	0.04	-
b. Bank/ FI	100	350	450	0.01	100	350	450	0.01	-
c. Cent. Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-
e. Venture Capital	-	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
i. Others	-	-	-	-	-	-	-	-	-
Sub-Total-B (1)	200	1450	1650	0.05	200	1450	1650	0.05	-
2. Non- Institution									
a. Body Corp. (i) Indian (ii) Overseas	36345 -	1605 -	37950 -	1.24 -	146065 -	1605 -	147670 -	4.84 -	3.60 -
b. Individual									
i. Individual shareholders holding nominal share capital upto ' 1 lakh	330963	261968	592931	19.40	311592	251331	562923	18.42	-0.98
ii. Individual shareholders holding nominal share capital in excess of ' 1Lakh	122415	-	122415	4.01	47797	-	47797	1.56	-2.45
c. Others									
(i) NRI	5448	4800	10248	0.34	5054	4800	9854	0.32	-0.02
Sub-Total-B (2)	495171	268373	763544	24.99	510508	257736	768244	25.14	0.15
Net Total (1+2)	495371	269823	765194	25.04	510708	259186	769894	25.19	0.15
C. Shares held by Custodian for GDRs & ADRs									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2786397	269823	3056250	100.00	2797064	259186	3056250	100.00	-

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Basant Kumar Khaitan	30500	1.00	-	-	-	-	-1.00
2.	Kishan Kumar Khaitan	30500	1.00	-	100	0.00	-	-1.00
3.	Mahendra Kumar Khaitan	30500	1.00	-	500	0.02	-	-0.98
4.	Devesh Khaitan	25000	0.82	-	100	0.00	-	-0.82
5.	Madhur Krishna Khaitan	25000	0.82	-	-	-	-	-0.82
6.	Harsh Vasant Khaitan	25000	0.82	-	-	-	-	-0.82
7.	Vajantimala Khaitan	20000	0.65	-	-	-	-	-0.65
8.	Ranjana Khaitan	20000	0.65	-	100	0.00	-	-0.65
9.	Shailja Khaitan	20000	0.65	-	100	0.00	-	-0.65
10.	Vidhi Pasari	5000	0.16	-	-	-	-	-0.16
11.	Pranika Khaitan	5000	0.16	-	5000	0.16	-	-
12.	Varshita Khaitan	5000	0.16	-	5000	0.16	-	-
13.	Divisha Khaitan	5000	0.16	-	5000	0.16	-	-
14.	Parul Khaitan	-	-	-	100	0.00	-	-
15.	Master Viraj Khaitan	-	-	-	100	0.00	-	-
16.	Master Reyansh Khaitan	-	-	-	100	0.00	-	-
17.	Basant Kumar Khaitan A/c Nathmall Janakilal (P/F)	100	0.00	-	-	-	-	-
18.	Kishan Kumar Khaitan A/c Janakilal Khaitan HUF	100	0.00	-	-	-	-	-
19.	Mahendra Kr Khaitan A/c Mahendra Kr Khaitan HUF	100	0.00	-	-	-	-	-
20.	W & F Securities Pvt. Ltd.	1693969	55.43	-	1922314	62.90	-	7.47
21.	BKM Mercantile Pvt. Ltd.	347642	11.37	-	347642	11.37	-	-
22.	Wires and Fabriks Pvt. Ltd.	-	-	-	100	0.00	-	-
23.	W & F Millennium Mercantile Pvt. Ltd.	100	0.00	-	100	0.00	-	-
24.	Khaitan Estates Pvt. Ltd.	100	0.00	-	-	-	-	-
25.	Kil Trading Private Ltd.	100	0.00	-	-	-	-	-
26.	Kingsley Industries Ltd.	100	0.00	-	-	-	-	-
27.	Kingsley Mercantile Pvt. Ltd.	100	0.00	-	-	-	-	-
28.	KMI Estates Pvt. Ltd.	100	0.00	-	-	-	-	-
29.	Rajputana Investment Society Pvt. Ltd.	1545	0.05	-	-	-	-	-0.05
30.	W & F Chemicals Ltd.	100	0.00	-	-	-	-	-
31.	W and F Commercial Pvt. Ltd.	100	0.00	-	-	-	-	-
32.	W and F Filtertech Ltd.	100	0.00	-	-	-	-	-
33.	WMW Metal Fabrics Ltd.	100	0.00	-	-	-	-	-
34.	WMW Trading Pvt. Ltd.	100	0.00	-	-	-	-	-
	Total	2291056	74.96	-	2286356	74.81	-	-0.15

iii. Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding During the Year	
	No. of Shares	% of the Total Shares of the Co.	No. of Shares	% of the Total Shares of the Co.
At the beginning of the Year	2291056	74.96	2291056	74.96
23.07.2014 (Ms. Vidhi Pasari name deleted from the List of Promoters)	(5000)	0.16	2286056	74.80
26.09.2014 (Purchase from Open Market)	300	0.01	2286356	74.81
At the end of the Year	2286356	74.81	2286356	74.81

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year- 1 st April, 2014		Shareholding at the end of the year – 31 st March, 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Fountain Vanija Private Limited	-	-	112559	3.68
2.	Vinay R Somani	-	-	27407	0.90
3.	Dalmia Securities Pvt.Ltd.	20000	0.65	15000	0.49
4.	Suraj Ratan Mundhra	11000	0.36	10300	0.34
5.	Sumedha Sharma	6822	0.22	10090	0.33
6.	Neha Saraf	7000	0.23	5000	0.16
7.	Hemant D Jain	5000	0.16	5000	0.16
8.	Vidhi Pasari	-	-	5000	0.16
9.	DBS Securities Pvt. Ltd.	-	-	4150	0.14
10.	Meena Bharech	-	-	3645	0.12
11.	Vijaykumar Jatia HUF	54500	1.78	-	-
12.	Mudit Vijaykumar Jatia	47490	1.55	-	-
13.	Mudit Vijaykumar Jatia	9425	0.31	-	-
14.	Muktilal Paldiwal	6881	0.23	-	-
15.	Shridhar P Iyer	4250	0.14	-	-

v. Shareholding of Directors and Key Managerial Personnel :

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Basant Kumar Khaitan – Ex-Managing Director				
	At the Beginning of the Year	30500	1.00	30500	1.00
	28.06.2014 (Inter-se Transferred to the Holding Company i.e. W & F Securities Pvt. Ltd.)	(30500)	1.00	-	-
	At the end of the Year	-	-	-	-
2.	Mr. Kishan Kumar Khaitan – Managing Director				
	At the Beginning of the Year	30500	1.00	30500	1.00
	28.06.2014 (Inter-se Transferred to the Holding Company i.e. W & F Securities Pvt. Ltd.)	(30400)	1.00	100	0.00
	At the end of the Year	100	0.00	100	0.00

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		Name of the Director/KMP	No. of shares	% of total shares of the company	No. of shares
3.	Mr. Mahendra Kumar Khaitan – Joint Managing Director				
	At the Beginning of the Year	30500	1.00	30500	1.00
	28.06.2014 (Inter-se Transferred to the Holding Company i.e. W & F Securities Pvt. Ltd.)	(30000)	0.98	500	0.02
	At the end of the Year	500	0.02	500	0.02
4.	Mr. Devesh Khaitan – Executive Director				
	At the Beginning of the Year	25000	0.82	25000	0.82
	28.06.2014 (Inter-se Transferred to the Holding Company i.e. W & F Securities Pvt. Ltd.)	(24900)	0.82	100	0.00
	At the end of the Year	100	0.00	100	0.00
5.	Ms. Pranika Khaitan – Director				
	At the Beginning of the Year	5000	0.16	5000	0.16
	At the end of the Year	5000	0.16	5000	0.16
6.	Mr. D. D. Trivedi – Director				
	At the Beginning of the Year	1000	0.03	1000	0.03
	At the end of the Year	1000	0.03	1000	0.03
7.	Mr. Rajesh Patni – Chief Financial Officer				
	At the Beginning of the Year	140	0.00	140	0.00
	At the end of the Year	140	0.00	140	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. In Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	3162.85	-	-	3162.85
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	33.89	-	-	33.89
Total of (1+2+3)	3196.74	-	-	3196.74
Change in Indebtedness during the financial year				
+ Addition	600.00	-	-	600.00
-Reduction	770.38	-	-	770.38
Net change	(170.38)	-	-	(170.38)
Indebtedness at the end of the financial year-31.03.2015				
1) Principal Amount	2994.09	-	-	2994.09
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	32.27	-	-	32.27
Total of (1+2+3)	3026.36	-	-	3026.36

VI. Remuneration of Directors and Key Managerial Personnel
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (Rs. in Lacs)
		Mr. Basant Kr Khaitan	Mr. Kishan Kr. Khaitan	Mr. Mahendra Kr Khaitan	Mr. Devesh Khaitan	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	39.85	106.32	105.84	45.00	297.01
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.46	0.76	0.67	0.29	2.18
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	– As % of Profit	-	-	-	-	-
	– Others, specify	-	-	-	-	-
5.	Others, please specify					
	Provident Fund & other Funds	4.66	12.47	12.41	5.40	34.94
	Gratuity	10.00	-	-	-	10.00
	Leave Encashment	2.59	-	-	-	2.59
	Total (A)	57.56	119.55	118.92	50.69	346.72
	Ceiling as per the Act	As per the Applications made / Approvals received from Central Government				

B. Remuneration of other directors:
I. Independent Directors :-

Particulars of Remuneration	Name of Directors							Total Amount (Rs. In Lacs)
	Mr. S. Ajmera	Mr. M. L. Bhagat	Mr. O. P. Khaitan	Mr. S. Khemka	Mr. V. K. Ladia	Mr. S. K. Mitra	Mr. D.D. Trivedi	
Fee for attending board committee meetings	2.05	1.55	0.40	0.45	0.65	1.70	1.65	8.45
Commission	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Total (1)	2.05	1.55	0.40	0.45	0.65	1.70	1.65	8.45

II. Other Non-Executive Directors :-

Particulars of Remuneration	Name of Directors							Total Amount (Rs. In Lacs)
	Ms. Pranika Khaitan							
Fee for attending board committee meetings	0.45							0.45
Commission	-							-
Others	-							-
Total (1)	0.45							0.45
Ceiling as per the Act	As per Section 197(5) of the Companies Act, 2013.							

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sr. No	Particulars of Remuneration	Name of the KMP		Total Amount (Rs. In Lacs)
		Rajesh Patni, CFO	Amit Dhanuka, CS	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	30.76	8.11	38.87
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	– As % of Profit	-	-	-
	– Others, specify	-	-	-
5.	Others, please specify Contribution to Provident Fund	0.11	0.10	0.21
	Total (C)	30.87	8.21	39.08

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees Imposed	Authority (RD / NCLT / Court)	Appeal Made, if Any.
A. Company Penalty Punishment Compounding		None			
B. Directors Penalty Punishment Compounding		None			
C. Other Officers in Default Penalty Punishment Compounding		None			

ANNEXURE 2 TO THE BOARD'S REPORT

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 and forming part of the Boards' Report for the year ended on 31st March 2015.

A. CONSERVATION OF ENERGY

1. Steps taken or impact on Conservation of Energy
The Company continues to remain conscious of conserving energy resources and takes various measures to rationalize the consumption of energy.
2. Steps taken by the Company for utilising Alternate Sources of Energy
Wheeling arrangement for self consumption has been made from one of the Company's Wind Power Plant established at Jaisalmer, Rajasthan.
3. Capital Investment on Energy Conservation Equipments
The Company has undertaken Modernisation of Energy Conservation Equipments.

B. TECHNOLOGY ABSORPTION

1. Efforts made towards Technology absorption
 - a. Training of personnel
 - b. Absorption/adaptation of technology to suit indigenous requirements.
 - c. Analysis and feedback to improve products/processes/equipment.
 - d. Strengthening of R & D.
 - e. Participation in conferences, seminars and exhibitions.

2. Benefits derived
 - a. New / improved products / processes / equipments etc.
 - b. Indigenisation.
 - c. Strengthening of technological base.
3. Imported Technology (Imported during last 3 Years)
 - a. Details of Technology Imported: Paper Machine Clothing
 - b. Year of Import: 2012
 - c. Whether the technology been fully absorbed: Yes
 - d. If Not, reasons: Not Applicable
4. Expenditure Incurred on Research and Development
(Rs. In Lacs)

(a) Capital	:	38.74
(b) Revenue	:	291.57
(c) Total	:	330.31
(d) Total R & D Expenditure (as a % of total turnover)	:	3.06%

C. FOREIGN EXCHANGE INFLOW AND OUTFLOW

1. Activities relating to Exports:
The Company regularly exports its products to several countries. Efforts to develop new markets and consolidate the existing ones are continuing.
2. Total Foreign Exchange used and earned:
(Rs. In Lacs)

Foreign Exchange earned	:	2324.72
Foreign Exchange used	:	2910.28

ANNEXURE 3 TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2014-15

1. A brief outline of the Company's CSR Policy, including overview of Projects or Programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or Programmes.

Corporate Social Responsibility

At Wires & Fabriks (S.A.) Ltd., Corporate Social Responsibility (CSR) has been an integral part of the way we have been doing our business since inception. This has also enabled us to fulfill our commitment to be a socially responsible corporate citizen.

The main objective of the CSR Policy adopted by the company is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company, thereby to generate goodwill and recognition among all stake holders of the company.

The Company does undertake the following Activities/Projects as a part of the CSR:

1. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
2. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the central government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;

The Company has / shall spend the minimum amount as required by the Companies Act 2013, as amended from time to time, as its Annual CSR Budget.

The CSR Committee implements & monitors the expenditure/activities which are carried out as per CSR Policy.

Weblink : <http://www.wirefabrik.com/shareholder/273081625CSR%20Policy.pdf>

2. Composition of the CSR Committee:
 Mr. Mahendra Kumar Khaitan - Chairman
 Mr. Devesh Khaitan - Member
 Mr. M. L. Bhagat - Member
3. Average Net profit of the Company for Last Three Financial Years: Rs. 371.14 Lacs
4. Prescribed CSR Expenditure (two Percent of the amount as in item 3 above): Rs. 7.42 Lacs
5. Details of CSR spend for the Financial Year:
 - a. Total Amount to be spent for the Financial Year : 7.50 Lacs
 - b. Amount unspent : 1.00 Lacs**
 - c. Manner in which the amount spent during the Financial Year is detailed below

** Unspent Amount of Rs. 1.00 Lacs, pending on account of documentation, has been spent in May, 2015.

Sl. No.	Projects / Activities	Sector	Locations	Amount Outlay (Budget) Project or Programs wise	Amount Spent on the Project or Programs as on 31-03-2015	Cumulative Expenditure upto reporting period	Amount Spent: Direct or through Implementing Agency*
			State	(In Lacs)	(In Lacs)	(In Lacs)	
1.	Promoting education, including special education and employment enhancing vocationskills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Literacy	Jaipur, Rajasthan	7.50	6.50	6.50	Implementing Agency
	Total			7.50	6.50	6.50	

The details of the balance amount (spent in May, 2015) are as below :

SI. No.	Projects / Activities	Sector	Locations	Amount Spent on the Project or Programs	Amount Spent: Direct or through Implementing Agency*
			<i>State</i>	<i>(In Lacs)</i>	
1.	Promoting education, including special education and employment enhancing vocationskills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Literacy	Jaipur, Rajasthan	1.00	Implementing Agency
	Total			1.00	

* Details of Implementing Agency: Disha Foundation, Jaipur Rajasthan

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in Compliance with the CSR Objectives and Policy of the Company.

Jaipur
Dated, the 27th day of May, 2015

M. K. Khaitan
C.E.O., Jt. M.D. & Chairman - CSR Committee

M. L. Bhagat
Member - CSR Committee

ANNEXURE 4 TO THE BOARD'S REPORT

Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,
The Members
Wires and Fabriks (S.A.) Limited
Kolkata

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wires and Fabriks (S.A.) Limited (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Wires and Fabriks (S.A.) Limited ("The Company") for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Kolkata
Date : 27th May 2015

B. N. Khandelwal
C.P. No. : 1148
M. NO. : 1614

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in and practices good corporate governance. The Company creates an environment to enable the management for the efficient conduct of the business and to meet its obligations to all stakeholders.

2. BOARD OF DIRECTORS

During the year, 11 meetings of the Board of Directors were held i.e. on 17th May 2014 (1.00 P.M. & 3.00 P.M.), 27th June, 2014 (1.00 P.M. & 3.00 P.M.), 13th August, 2014 (2.30 P.M. & 3.00 P.M.), 12th November 2014 (10.00 A.M. & 10.30 A.M.), 5th February 2015 (10.00 A.M. & 10.30 A.M.) and 30th March 2015 (5.00 P.M.). The maximum gap between any two meetings was less than four months. The Board was presented with all relevant and necessary information at its meetings including information as required under the listing agreement. Details of Directors seeking re-appointment at 58th Annual General Meeting are given in the Notice.

The composition and category of the Board of Directors of the Company and other information as required, is as follows:

Name of Directors	Category of Director	No. of Board Meetings Attended	Last AGM Attended	Directorships in other Public Ltd. Companies	Committee* Position in other Companies	
					Member	Chairman
Mr. B. K. Khaitan, CMD**	PE	4	No	-	-	-
Mr. K. K. Khaitan, Managing Director [^]	PE	9	Yes	3	-	-
Mr. M. K. Khaitan, Jt. Managing Director [^]	PE	11	Yes	3	-	-
Mr. Devesh Khaitan, Executive Director ^{^^}	PE	8	Yes	3	-	-
Ms. Pranika Khaitan ⁺⁺	NENI	3	N.A.	-	-	-
Mr. S. Ajmera	NEI	11	Yes	2	-	2
Mr. M. L. Bhagat	NEI	9	Yes	1	-	-
Mr. D. D. Trivedi	NEI	9	Yes	4	2	-
Mr. O.P. Khaitan ⁺	NEI	2	N.A.	-	-	-
Mr. V. K. Ladia	NEI	5	No	4	-	-
Mr. S. K. Mitra	NEI	11	Yes	5	3	1
Mr. Saroj Khemka ⁺⁺	NEI	3	N.A.	-	-	-

PE : Promoter & Executive, NENI : Non Executive & Non Independent, NEI : Non Executive & Independent, *Audit Committee & Shareholders Grievance Committee only, ** Resigned w.e.f. 31st August, 2014, [^]Redesignated w.e.f. 27th June, 2014, ^{^^}Appointed w.e.f. 27th June, 2014, ⁺⁺Appointed w.e.f. 5th February, 2015, ⁺Resigned w.e.f. 20th June, 2014.

Mr. Devesh Khaitan is the son of Mr. K.K. Khaitan and Ms. Pranika Khaitan is the daughter of Mr. M. K. Khaitan.

3. AUDIT COMMITTEE:

During the period under review, Audit Committee headed by Mr. Satish Ajmera comprised of three Non-Executive Independent Directors namely Mr. Satish Ajmera, Mr. S. K. Mitra & Mr. D. D. Trivedi and an Executive Director Mr. M. K. Khaitan, Jt. Managing Director. The terms of reference, role and powers of the Audit Committee are in line with the regulatory requirements mandated by the Listing Agreement as well as the Companies Act, 2013. During the year, four meetings of the Audit Committee were held on 17th May 2014, 13th August 2014, 12th November 2014 and 5th February 2015.

Mr. S. K. Mitra, Mr. Satish Ajmera Mr. D.D. Trivedi and Mr. M. K. Khaitan attended 4, 4, 3 & 4 meetings respectively. The Company Secretary acts as a Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

During the period under review, Remuneration Committee headed by Mr. D. D. Trivedi comprised of 5 Non-Executive Independent Directors namely Mr. D. D. Trivedi, Mr. Satish Ajmera, Mr. V. K. Ladia, Mr. M L Bhagat and Mr. O. P. Khaitan (resigned w.e.f. 20th June, 2014). The terms of reference, role and powers of the Committee are in line with the regulatory requirements mandated by the Listing Agreement as well as Companies Act, 2013. During the year, three meeting of the Committee were held i.e. on 17th May 2014, 27th June 2014 and 5th February 2015.

Mr. O. P. Khaitan (resigned w.e.f. 20th June, 2014), Mr. Satish Ajmera, Mr. M. L. Bhagat, Mr. D.D. Trivedi and Mr. V. K. Ladia attended 1, 3, 2, 2 & 1 meetings respectively. The Company Secretary acts as a Secretary to the Committee.

Remuneration Policy:

The payments of remuneration to the Whole-time Director(s) are governed by the company's Remuneration Policy and the respective agreement between them and the Company. The current tenure of Whole-time Director(s) namely Mr. B. K. Khaitan (since resigned w.e.f. 31st August, 2014), Mr. K. K. Khaitan and Mr. M. K. Khaitan is for a period of five years with effect from 1st April, 2012 and of Mr. Devesh Khaitan, is from 1st July, 2014 to 31st March, 2017, which can be further extended by re-appointing them, subject to the approval by Members in the General Meeting. The Remuneration paid to the Whole time Directors are as per the applications made / approvals received from the Central Government. The Non-Executive Directors are being paid sitting fees as approved by the Board/Committee meetings besides reimbursement of actual travelling and out of pocket expenses. Presently, the Company does not have any scheme for grant of stock options either to the directors or employees of the Company.

The details of remuneration to the Directors during the year are as under:

Name	Salary (Rs.)	Other Benefits (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. B. K. Khaitan, CMD	39,85,000	17,71,005	-	57,56,005
Mr. K. K. Khaitan, Managing Director	1,06,32,000	13,23,820	-	1,19,55,820
Mr. M. K. Khaitan, Jt. Managing Director	1,05,84,000	13,08,256	-	1,18,92,256
Mr. Devesh Khaitan, Executive Director	45,00,000	5,69,123	-	50,69,123
Mr. S. Ajmera, Director	-	-	2,05,000	2,05,000
Mr. M. L. Bhagat, Director	-	-	1,55,000	1,55,000
Mr. D. D. Trivedi, Director	-	-	1,65,000	1,65,000
Mr. O. P. Khaitan, Director	-	-	40,000	40,000
Mr. V. K. Ladia, Director	-	-	65,000	65,000
Mr. S. K. Mitra, Director	-	-	1,70,000	1,70,000
Mr. S. Khemka, Director	-	-	45,000	45,000
Ms. P. Khaitan, Director	-	-	45,000	45,000

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the period under review, Stakeholders Relationship Committee headed by Mr. M. L. Bhagat, comprised of two Non-Executive Directors namely Mr. M. L. Bhagat and Mr. O. P. Khaitan (resigned w.e.f. 20th June, 2014) and two Executive Directors, Mr. K. K. Khaitan, Managing Director and Mr. M. K. Khaitan, Joint Managing Director. The terms of reference, role and powers of the shareholders grievance committee are in line with the regulatory requirements mandated by the Listing Agreement. During the year, the Committee met on 17th May 2014, which was attended by Mr. M. L. Bhagat, Mr. O. P. Khaitan, Mr. K.K. Khaitan and Mr. M. K. Khaitan. Grievances requiring specific guidance in between the meetings are communicated to the Chairman and redressed as per his advice.

The Company has received Nil complaint during the year. All complaints, if any, are resolved / replied within reasonable time. The Company Secretary acts as the Secretary to the Committee and the Compliance Officer.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, the Board of Directors of the Company constituted a Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013. A brief note about the Corporate Social Responsibility of the Company is given in the Board's Report.

7. MEETING OF INDEPENDENT DIRECTORS

During the year under review a separate Meeting of the Independent Directors of the Company was held on 12th November, 2014, inter alia, to discuss:

- Evaluation of the performance of the Non-Independent Directors of the Company
- Evaluation of the quality, quantity and timeliness of flow of information between the Company Management and the Board.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-Executive Directors of the Company.

All the Independent Directors were present at the Meeting.

8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

A familiarisation Programme for the Independent Directors of the Company was approved by the Board in its meeting held on 30th March, 2015.

The details of the said familiarization programme are available, at the Company's official website at, <http://www.wirefabrik.com/shareholder/341734219Familiarisation-Programme-for-Independent-Directors.pdf>

9. CEO/CFO CERTIFICATION:

As required under Clause 49(V) of the Listing Agreement, Chief Executive Officer and Chief Financial Officer of the Company have certified to the Board of Directors, inter-alia, the accuracy of the financial statements and adequacy of internal control for the financial reporting purpose, for the year under review.

10. GENERAL BODY MEETINGS:

The last three Annual General Meetings were held on 13th August, 2014 at 12.00 Noon, 30th July, 2013 at 11.30 a.m. (both at Seminar Hall, Science City, JBS Halden Avenue, Kolkata 700 046) and 11th September, 2012 at 2.30 p.m. (at Indian Chamber of Commerce, ICC Towers, 10th Floor, 4 India Exchange Place, Kolkata – 700 001). All the Special Resolutions contained in the respective Notices of the AGM's were passed by the Members. No Special Resolution was passed last year through postal ballot.

11. DISCLOSURES:

As a matter of policy, the Company does not enter into any transaction with any related party that may have potential conflict with the interests of the Company at large. The transactions with related party in normal course of business have been disclosed in the Notes forming part of Accounts.

The Company have a whistle blower policy and no employee has been denied access to the Audit Committee and / or Director in respect of his / her grievances.

The details of Compliance with mandatory requirements and adoption of non-mandatory requirements is as under:

Compliance with Mandatory Requirements:

Sl.No.	Particulars	Compliance Status/Remarks
1	Board of Directors	Complied with
2	Audit Committee	Complied with
3.	Nomination and Remuneration Committee	Complied with
4.	Stakeholders Relationship Committee	Complied with
5.	Corporate Social Responsibility Committee	Complied with
6.	Meeting of Independent Directors	Complied with
7.	Familiarisation Programme for Independent Directors	Complied with
8.	General Body Meetings	Complied with
9.	Disclosures	Complied with
10.	Means of Communication	Complied with
11.	General Shareholders Information	Complied with
12.	Subsidiary Companies	Not Applicable
13.	CEO/CFO Certification	Complied with
14.	Report on Corporate Governance	Complied with

Adoption of Non - Mandatory Requirements:

Sl.No.	Particulars	Compliance Status/Remarks
1	Audit Qualification	The financial statement has no qualifications.
2	Reporting of Internal Auditors	The Internal Auditors have a direct access to the Chairman of the Audit Committee.

12. MEANS OF COMMUNICATION:

Annual Reports in respect of each financial year are mailed to all shareholders generally in July of each calendar year. The quarterly financial results are normally published in Financial Express (English) & Aarthik Lipi (Vernacular) and are also submitted to the concerned Stock Exchanges in required format to enable them to display at their respective websites. The quarterly/annual financial statement, shareholding pattern etc. are posted on Company website and can be viewed on www.wirefabrik.com

13. GENERAL SHAREHOLDER INFORMATION:

- (a) Company Registration Details : The Company is registered in the State of West Bengal, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L29265WB1957PLC023379.
- (b) AGM: Date, Time & Venue : Wednesday, the 12th day of August, 2015 at 12.00 Noon. Seminar Hall, Science City, JBS Halden Avenue, Kolkata 700 046.
- (c) Financial Year : 1st April to 31st March
- (d) Dates of Book closure : 6th August, 2015 to 12th August, 2015 (both days inclusive)
- (e) Dividend payment date : The Dividend, declared if any, will be paid within 30 days from the date of AGM.

(f) Listing of Stock Exchanges & Stock Code

B.S.E. Ltd. P. J. Towers, Dalal Street Mumbai 400 001 (Stock Code: 507817)	The Calcutta Stock Exchange Ass. Ltd 7, Lyons Range Kolkata 700 001 (Stock Code: 10033008)
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The annual listing fee for the year 2015-2016 has been paid to the above Stock Exchanges.

(g) Share Price Data, as traded at Bombay Stock Exchange Limited during 2014-2015 (in Rs.)

	2014									2015		
	April	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.
High	85.05	107.10	149.25	162.60	117.95	129.80	107.25	125.40	125.00	142.60	128.70	117.00
Low	46.30	78.45	85.15	122.05	90.10	92.40	80.25	82.80	91.25	84.55	99.00	88.20

(Source: BSE Website)

Note : There was no trading during the year on The Calcutta Stock Exchange Limited, Kolkata.

(h) Stock Performance in comparison to BSE Sensex:

	As on 31.03.2014	As on 31.03.2015	Increase %
BSE Sensex	22386.27	27957.49	24.89
Company's Stock Price at BSE (Rs.)	48.50	92.95	91.65

(Source: BSE Website)

- (i) Registrar & Transfer Agent : ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor, 4, B.B D Bag (E), Kolkata-700 001
Ph. : 2230-1043, 2243-0153. E-Mail: absconsultant@vsnl.net
- (j) Share Transfer System : Share transfer documents complete in all respects are registered and or share transfer under objections are returned within stipulated time period.
- (k) Distribution of Shareholding as on 31st March, 2015

No. of shares	No. of Equity Shareholders	% of Shareholders	No. of Equity Shares held	% of Shareholding
1 to 1000	4016	98.50	475949	15.57
1001 to 10000	54	1.33	134989	4.42
10001 & above	7	0.17	2445312	80.01
Total	4077	100.00	3056250	100.00

- (l) Dematerialisation of shares and liquidity : The Equity Shares of the Company are eligible for demat by both the depositories namely NSDL & CDSL, under ISIN: INE469D01013. About 91.52% of shares were held in dematerialisation form by the shareholders of the Company, as on 31st March, 2015. The trading of the equity shares of the Company on the Stock Exchanges are under the list of compulsory delivery in dematerialization form by all investors. The shares of the Company are regularly traded at BSE.
- (m) Outstanding ADR's / GDR's/Warrants / or any other Convertible Instruments : Nil

- (n) Plant Locations : Jaipur & Jaisalmer, Rajasthan
Howrah, West Bengal.
- (o) Address for Correspondence & Redressal of Investor Grievances : The Compliance Officer
Wires and Fabriks (S.A.) Limited
7, Chittaranjan Avenue, Kolkata-700 072
Phone Nos.: 91-33-2237-0116/7. Fax: 91-33-2225-7136
E-Mail: ig@cal.wirefabrik.com
- (p) Compliance officer : The Company Secretary acts as Compliance Officer of the Company.
- (q) Shareholding of Non-Executive Directors : Mr. D. D. Trivedi – 1000 Nos. Equity Shares
- (r) Promoter's Group Shareholding : 2286356 Nos. Equity Shares representing 74.81%

Jaipur
Dated, the 27th day of June, 2015

For and on behalf of the Board
Saroj Khemka Director
M. K. Khaitan Jt. Managing Director

Declaration in respect of Compliance with the Code of Conduct

It is hereby declared that all Board Members, Key Managerial Personnel and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company, for the financial year ended 31st March, 2015.

Jaipur
Dated, the 27th day of May, 2015

M. K. KHAITAN
(CEO)

Certificate to the Members of Wires & Fabriks (S.A.) Limited on the conditions of Corporate Governance for the year ended 31st March, 2015 under the Clause 49 of the Listing Agreement with the concerned Stock Exchanges

We have examined the Compliance of the conditions of Corporate Governance by Wires & Fabriks (S.A.) Limited for the year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to the review of the procedures and compliance thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

8, Ganesh Chandra Avenue, Kolkata
Dated, the 27th day of May, 2015

(B.N. KHANDELWAL)
Company Secretary in Practice
C.P. No. 1148
M. No. 1614

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT 2014-15

INDUSTRY STRUCTURE & DEVELOPMENTS

The Company mainly deals in technical products for the Paper Industry. The Paper Industry in India is growing at a rate higher than the GDP growth. Present per capita paper consumption in India being low, it is bound to increase, resulting in increased production of paper and increased consumption of company's products. The same is true in the case of other Asian countries. Our products requiring tailor made services offer us a great opportunity both by way of geographical advantage & local expertise.

OPPORTUNITIES & THREATS

Growth in the Paper Industry is a foregone conclusion. Besides growth in the domestic sector, growth opportunity also exists in the export sector, as Asia is the fastest growing region in the world for the paper sector. Besides domestic competition, competition from overseas suppliers may increase due to various developments in the Indian Economy. However, the Company has maintained its leadership due to continuous thrust on modernisation & technology upgradation.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

Products for both the Paper industry & Wind mills are performing satisfactorily.

FUTURE OUTLOOK

Company's Modernisation Project, considering the strengthening of domestic off take and of exports and increase in off take of new products, is underway. This will improve the performance in the forthcoming years. The current economic scenario may however affect the results in short term.

RISKS & CONCERNS

Reduction in growth rate of Indian Paper Industry and increased competition both from domestic and overseas suppliers and foreign currency rates are main areas of concern. Costly equipments and constantly upgrading technology reduces margins. However, the emphasis on Research & Development has led to an inherent technical strength, which helps the Company to maintain its leadership and bottom-line.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has adequate internal control procedure commensurate with the nature of its business & size of its operations. Internal Audit is conducted at regular intervals and covers the key areas of operations.

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has closed last financial year with increased turnover. Profits also increased correspondingly. The Company plans to further strengthen the areas where more improvement opportunities exist. The ongoing Investments are making the Company ready for the future.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company continues to give its high attention to its Human Resources. Various initiatives were successfully implemented during the year. Industrial relations continue to be cordial.

CAUTIONARY STATEMENT

Some of the statements made above are stated as required by applicable regulations. While they are based on the data available and the bonafide judgment of the management, the actual results may be affected by various factors, which may be different from what your management envisages in terms of future performance & outlook.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WIRES AND FABRIKS (S.A.) LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **WIRES AND FABRIKS (S.A) LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 issued by The Central Government, in terms of Sub-Section 143 of the Act we give in the Annexure a statement of the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statements of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statement comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the company has adequate internal financial controls over financial reporting of the company and the operating effectiveness of such control.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the company does not have any pending litigation which would impact its financial position.
 - ii. the Company did not have any long-term contract including derivatives contract for which there were any material foreseeable losses.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Centre Point
21, Old Court House Street,
Kolkata – 700 001

The 27th day of May, 2015

For **S.S.KOTHARI & CO.**
Chartered Accountants
Firm's Registration No. 302034E
R N BARDHAN
Partner
M. No. 017270

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

As required by the Companies (Auditor's Report) Order, 2015 (as amended) issued by the Central Government of India in terms of Sub-Section (II) of Section 143 of the Companies Act, 2013 and on the basis of such checks as we considered appropriate and the information and explanations given to us, we further report that:

1. a) The Company has maintained proper records of Fixed Assets showing full particulars including quantitative details and situation of fixed assets.
b) The Company has a programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its business. In accordance with such programme, the management has physically verified fixed assets during the year and no material discrepancies were noticed on such verification.
2. a) The inventory lying at all locations except in transit and with third parties have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
b) In our opinion and according to the information and explanations given to us, the procedures of physical verifications of inventories followed by management are reasonable and adequate in relation to the size of the Company and nature of its business.
c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records on inventories and the discrepancies noticed on the physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
5. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
6. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(11) of the companies Act, 2013 in respect of the products of the Company and are of the opinion that, prima-facie, the prescribed accounts and records have been made and maintained. However, we have not made any detailed examination of cost records, to ascertain the accuracy and completeness thereof.
7. a) According to the information and explanations given to us, and on the basis of our examination of the books of account, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, custom duty, wealth tax, service tax, value added tax, cess and any other material statutory dues applicable to it and there is no outstanding as on 31st March, 2015 for a period of more than six months from the date they became payable.
b) According to the information and explanations given to us there are no dues in respect of Income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty and cess that have not been deposited with the appropriate authorities on account of any dispute except :-

Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	295184	2004-05	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	192731	2006-07	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	154817	2007-08	Senior Joint Commissioner of Sales Tax, Dharamtala Circle, Kolkata
Sales Tax	39001	2008-09	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	200650	2009-10	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	217636	2010-11	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	623805	2011-12	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
Sales Tax	1406167	2011-12	The Appellate Authority-III, Commercial Taxes, Jaipur
Sales Tax	1775202	2012-13	The Appellate Authority-III, Commercial Taxes, Jaipur
Excise	520230	2010-11	Central Excise & Service Tax Appellate Tribunal, Kolkata

- c) According to the information and explanations given to us the amount which are required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956 and rules there under has been transferred to such funds within time.
8. The Company has neither accumulated losses as at 31st March, 2015 nor incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
 9. The Company has not defaulted in repayment of dues to financial institution or bank or debenture holders as may be ascertained from the examination of the books of account and other records of the Company.
 10. According to information and explanations given to us the Company has not given any guarantee to banks and financial institutions for loans taken by others.
 11. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied for the purpose for which the loans were obtained.
 12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

Centre Point
 21, Old Court House Street,
 Kolkata – 700 001

The 27th day of May, 2015

For **S.S.KOTHARI & CO.**
 Chartered Accountants
 Firm's Registration No. 302034E
R N BARDHAN
 Partner
 M. No. 017270

BALANCE SHEET AS AT 31st MARCH, 2015

	Notes	As at 31 st March, 2015		As at 31 st March, 2014	
		Rupees	Rupees	Rupees	Rupees
I EQUITY AND LIABILITIES					
Shareholders' Funds :					
Share Capital	1	3,05,62,500		3,05,62,500	
Reserves and Surplus	2	37,45,88,421	40,51,50,921	39,31,08,776	42,36,71,276
Non-current Liabilities :					
Long-term borrowings	3	21,43,66,260		24,69,13,135	
Deferred tax liabilities (Net)	4	5,11,16,138		5,41,64,990	
Long-term provisions	5	1,37,14,751	27,91,97,149	1,10,28,692	31,21,06,817
Current Liabilities :					
Short-term borrowings	6	17,89,24,122		14,59,16,397	
Trade payables	7	7,99,42,411		7,71,28,412	
Other current liabilities	8	16,22,37,835		13,31,20,989	
Short-term provisions	9	3,92,02,451	46,03,06,819	4,18,31,923	39,79,97,721
TOTAL			1,14,46,54,889		1,13,37,75,814
II ASSETS					
Non-current Assets :					
Fixed Assets	10				
Tangible assets		45,40,07,324		46,76,83,470	
Capital work-in-progress		2,23,90,264		24,51,4,408	
Intangible assets under development		85,53,517	48,49,51,105	85,38,517	50,07,36,395
Non Current Investments	11	55,200		55,200	
Long-term loans and advances	12	27,68,976	28,24,176	25,76,023	26,31,223
Current Assets :					
Inventories	13	17,21,59,957		19,55,67,476	
Trade Receivables	14	37,59,73,616		32,45,09,303	
Cash and Bank Balances	15	4,63,01,454		5,32,64,027	
Short Term Loans and Advances	16	2,95,87,307		2,42,68,347	
Other Current Assets	17	3,28,57,274	65,68,79,608	3,27,99,043	63,04,08,196
TOTAL			1,14,46,54,889		1,13,37,75,814
Significant Accounting Policies and Notes on Financial Statement	1 to 37				

As per our Report Annexed

For **S.S.KOTHARI & CO.**
Chartered Accountants
Firm Reg. No. 302034E
R. N. BARDHAN
Partner
M. No. 17270

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 27th day of May, 2015

For and on behalf of the Board

Rajesh Patni
CFO

Amit Dhanuka
Company Secretary

Saroj Khemka
Director

M. K. Khaitan
Jt. Managing Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2015

	Notes	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
		Rupees	Rupees	Rupees	Rupees
INCOME :					
Revenue From Operations	18	1,07,79,40,105		1,00,30,48,547	
Less : Excise Duty		<u>8,54,30,512</u>	<u>99,25,09,593</u>	<u>7,34,25,990</u>	<u>92,96,22,557</u>
Other Income	19		<u>24,62,605</u>		<u>28,79,994</u>
Total Revenue			<u><u>99,49,72,198</u></u>		<u><u>93,25,02,551</u></u>
EXPENSES :					
Cost of materials consumed	20		<u>30,22,58,149</u>		<u>24,81,31,625</u>
Purchases of Stock-in-Trade			<u>6,19,09,360</u>		<u>6,90,10,698</u>
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21		<u>(23,61,397)</u>		<u>(69,36,147)</u>
Employee benefits expenses	22		<u>16,83,30,205</u>		<u>17,60,02,714</u>
Finance costs	23		<u>4,11,16,660</u>		<u>3,99,46,272</u>
Depreciation and amortization expenses	24		<u>6,41,52,766</u>		<u>7,03,57,808</u>
Other expenses	25		<u>32,47,89,851</u>		<u>30,54,70,230</u>
Total Expenses			<u><u>96,01,95,594</u></u>		<u><u>90,19,83,200</u></u>
Profit before tax			<u><u>3,47,76,604</u></u>		<u><u>3,05,19,351</u></u>
Tax expenses:					
Current tax			<u>69,60,000</u>		<u>2,01,00,000</u>
Deferred tax			<u>(30,48,852)</u>		<u>(1,74,22,758)</u>
Mat Credit Entitlement			<u>(39,57,000)</u>		<u>—</u>
			<u>(45,852)</u>		<u>26,77,242</u>
Less: Earlier years adjustments(net)			<u>30,36,784</u>		<u>20,81,268</u>
Profit for the year			<u><u>3,78,59,240</u></u>		<u><u>2,99,23,377</u></u>
Earnings per equity share:					
Basic & Diluted	30		<u>12.39</u>		<u>9.79</u>
Significant Accounting Policies and Notes on Financial Statement	1 to 37				

This is the Statement of Profit and Loss referred to in our Report of even date.

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 27th day of May, 2015

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For and on behalf of the Board
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M. K. Khaitan
Jt. Managing Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

(Rs. in Lacs)

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extra ordinary items	347.77	305.19
ADJUSTMENTS FOR :		
Net prior period expenses	7.35	(5.78)
	<u>355.12</u>	<u>299.42</u>
ADJUSTMENTS FOR :		
Depreciation	641.53	703.58
(Profit) / Loss on sale of assets / Investments	26.11	(8.05)
Liabilities no longer required written back	(0.22)	(0.17)
Income from Interest	(21.44)	(10.55)
Interest expenses	405.49	389.61
Dividend Received	(0.01)	(0.06)
OPERATING PROFIT BEFORE WORKING	<u>1,051.46</u>	<u>1,074.35</u>
CAPITAL CHANGES :	1,406.58	1,373.76
ADJUSTMENTS FOR:		
Trade & other Receivables	(511.83)	366.30
Inventories	234.08	(600.32)
Trade payables	160.59	120.58
CASH GENERATED FROM OPERATIONS	<u>1,289.41</u>	<u>1,260.34</u>
Direct Taxes Paid	(54.27)	121.25
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	<u>1,235.13</u>	<u>1,381.58</u>
Net Prior Period Expenses	(7.35)	5.78
NET CASH FROM OPERATING ACTIVITIES	<u>1,227.78</u>	<u>1,387.36</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,036.18)	(461.70)
Sale of Fixed Assets	26.70	226.71
Interest Received	21.44	10.55
Dividend Received	0.01	0.06
NET CASH USED IN INVESTING ACTIVITIES	<u>(988.03)</u>	<u>(224.38)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	(168.75)	(600.79)
Proceeds from Short Term Borrowings	330.08	342.71
Interest Paid	(407.12)	(397.99)
Dividend Paid	(63.59)	(63.51)
NET CASH USED IN FINANCING ACTIVITIES	<u>(309.38)</u>	<u>(719.57)</u>
Net increase in cash and cash equivalents (A + B + C)	(69.63)	443.41
Opening cash and cash Equivalents	532.64	89.23
Closing cash and cash Equivalents	463.01	532.64

This is the Cash Flow Statement referred to in our report of even date.

For **S.S.KOTHARI & CO.**

Chartered Accountants

Firm Reg. No. 302034E

R. N. BARDHAN

Partner

M. No.17270

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Jt. Managing Director

SIGNIFICANT ACCOUNTING POLICIES

Annexed to and forming part of the accounts for the year ended 31st March, 2015

1 BASIS OF PREPARATION OF FINANCIAL STATEMENT

- a) The accounts have been prepared on historical cost convention under accrual method of accounting and as a going concern concept.
- b) Accounting policies not specifically referred to otherwise are consistent and in accordance with the accounting principles generally accepted as recommended by The Institute of Chartered Accountants of India (ICAI).

2 REVENUE RECOGNITION :

- a) Revenue is recognised on completion of sale and rendering of services.
- b) Income and expenditure are recognised on accrual basis. However, since it is not possible to ascertain with reasonable accuracy, the quantum of accrual in respect of interest recoverable from parties for delayed retirement of documents and leave travel allowance payable to employees, the same continue to be accounted for as and when received / settled. Customers' claims are accounted for as and when arise / settled on the basis of joint performance analysis/assessment.
- c) Sales constitutes Paper Mills Products, Wind Power, etc and includes packing charges, excise duty and sales tax are net of discounts & returns in respect of earlier years.
- d) Export Incentives are recognised on post export basis on entitlement rates.
- e) Government grants are recognised on receipt / reasonable ascertainment of ultimate collection thereof.

3 USE OF ESTIMATES

The preparation of financial statements requires estimates to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

4 FIXED ASSETS AND DEPRECIATION & AMORTISATION

- a) Tangible Assets are stated at cost of acquisition or construction inclusive of freight, duties and other directly attributable costs of bringing the assets in its working condition for its intended use, less accumulated depreciation.
- b) Depreciation on all tangible assets other than Wind Power Plants is provided on "straight line method" and on Wind Power Plant on "Written down value method" based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- c) Amortisation of Intangible Assets includes (a) leasehold land over the period of lease and (b) Computer software in the year of purchase / use.
- d) Insurance claims for damaged capital goods are accounted for on settlement of claims as per practice.
- e) Pre-operative expenditure are allocated on the respective assets in the year of capitalisation.

5 BORROWING COST :

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalised as a part of cost of such assets. All other borrowing costs are charged to revenue.

6 INVESTMENTS :

Investments intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost. Provision for diminution in value of investments is made to recognise a decline, other than temporary in the value of investments. Investments other than the long term investments being current investments are valued at cost or market value whichever is lower.

7 INVENTORIES :

- a) Inventories are valued at lower of cost or net realisable value. Cost of stores and spares, raw materials, packing materials, trading and other products is determined on weighted average basis except Raw Material at Jaipur Unit which is valued at specific cost. Scrap is valued at estimated market value. Cost of Finished Stock and Work in Progress for woven wire cloth is determined on absorption costing method. Value of Finished Goods includes Excise Duty.
- b) Provisions are made on determination of obsolete and unserviceable stocks found on physical verification.

8 RESEARCH AND DEVELOPMENT EXPENDITURE :

Revenue expenditure on research and development is charged as an expense in the year in which it is incurred under respective heads of accounts. Expenditure which results in the creation of capital assets is capitalised and depreciation is provided on such assets as applicable.

9 EMPLOYEE BENEFITS :

- a) Employee benefits in the form of Provident Fund, ESIC and Labour Welfare Fund are considered as defined contribution plan and the contributions to recognised funds are charged to the Profit and Loss Account of the year when the contributions are due, as per the provisions of respective statutes. The company has no further obligations beyond its stipulated contributions. Other short term employee benefits are recognised as expenses at the un-discounted amount in the Profit & Loss Account of the year in which the related service is rendered. Termination benefits are recognised as an expenses as and when paid.
- b) The Gratuity liability in respect of employees of the Company (except wholetime Directors and new employees) is covered through a policy taken by a trust established under the Group Gratuity Scheme with Life Insurance Corporation of India (LIC). The liability is determined and provided for based on an actuarial valuation performed by LIC.
- c) Provision for leave encashment and Gratuity liability of wholetime Directors and new employees, which are defined benefits has been ascertained on an actuarial valuation performed by an independent actuary as at the Balance Sheet date.

10 FOREIGN CURRENCY TRANSACTIONS :

Exchange difference arising from foreign currency transactions relating to import/export of goods are dealt with in the Profit and Loss Account. Foreign Currency assets and liabilities are restated at the rates ruling at the end of the year and exchange difference arising out of such transactions are dealt with in the Profit and Loss Account.

11 SEGMENT ACCOUNTING :

- a) The accounting policies applicable to the reportable segments are same as those used in the preparation of the financial statements.
- b) Items of Income and Expenditure, Assets and Liabilities (including Advance Tax, Borrowings, Provision for Taxation and Deferred Tax Liability) which are not directly attributable / identifiable / allocable on a reasonable basis to a business segment are shown as unallocated.

12 TAXATION :

- a) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961 and also considering assessment orders and decisions of appellate authorities in the Company's case. Minimum Alternate Tax (MAT) is paid in accordance with the tax law. This gives rise to future economic benefit in the form of tax credit against future income tax liability. The company reviews the position of the MAT credit entitlements at each balance sheet date and recognises the same, if there is convincing evidence that the company will utilise the same for payment of normal tax during the specified period and the resultant credit can be measured reliably.
- b) Deferred tax for timing differences between tax profit and book profit is accounted for using the tax rates and laws that have been enacted or subsequently enacted as on the Balance Sheet date. Deferred tax assets are recognised to the extent there is reasonable certainty that these assets can be realised in future.

13 IMPAIRMENT OF ASSETS :

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

14 PROVISIONS, CONTINGENT LIABILITY AND CONTINGENT ASSETS :

- a) Provisions are recognised when there is a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at each balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the best current estimate.
- b) Contingent Liabilities are not provided for in the accounts and are separately shown in the Notes on Accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 1 : SHARE CAPITAL

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Authorised :				
25000000 Equity Shares of Rs. 10/-each	25,00,00,000		25,00,00,000	
1000000 Redeemable Preference Shares of Rs 10/- each	1,00,00,000	26,00,00,000	1,00,00,000	26,00,00,000
		26,00,00,000		26,00,00,000
Issued Subscribed and Fully Paid up :				
3056250 Equity Shares of Rs. 10/-each		3,05,62,500		3,05,62,500
		3,05,62,500		3,05,62,500

1.1 Reconciliation of number of Equity Shares outstanding is given blow :

Particulars	As at 31 st March 2015		As at 31 st March 2014	
	Number	Rupees	Number	Rupees
Shares outstanding at the beginning of the year	30,56,250	3,05,62,500	30,56,250	3,05,62,500
Change during the year	—	—	—	—
Shares outstanding at the end of the year	30,56,250	3,05,62,500	30,56,250	3,05,62,500

1.2 Rights attached to Equity Shares

The Company has only one class of shares (Issued), having face value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per share. The Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity Shareholder are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

1.3 The Board of Directors at its meeting held on 27.05.2015 has recommended Dividend of Rs 1.80 per equity share for the year.

1.4 Shares held by holding company and its associates

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Number	% held	Number	% held
Equity Shares				
W&F Securities Pvt. Limited - Holding Company	19,22,314	62.90%	16,93,969	55.43%
Associates of the Holding Company	3,64,042	11.91%	5,97,087	19.54%

1.5 Details of shareholders holding more than 5% shares

Particulars	As at 31 st March 2015		As at 31 st March 2014	
	Number	% held	Number	% held
Equity Shares				
W&F Securities Pvt. Limited	19,22,314	62.90%	16,93,969	55.43%
BKM Mercantile Pvt. Limited	3,47,642	11.37%	3,47,642	11.37%

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 2 : RESERVES & SURPLUS

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
General Reserve :				
As per last Account	5,25,00,000		5,00,00,000	
Add: Transfer from Profit & Loss Account	25,00,000	5,50,00,000	25,00,000	5,25,00,000
Capital Reserve:				
As per last Account		9,250		9,250
Security Premium Account :				
As per last Account		3,05,62,500		3,05,62,500
Revaluation Reserve :				
As per last account	4,46,16,543		7,29,44,427	
Less: Adjusted (Refer note 10.5)	4,46,16,543		—	
	—		7,29,44,427	
Less : Transfer to Profit & Loss Account				
Disposal of Fixed Assets	—		3,403	
Depreciation	—	—	2,83,24,481	4,46,16,543
Surplus (Profit & Loss Account) :				
Balance as per last account	26,54,20,483		23,87,39,513	
Add: Profit for the year (as per Annexed Statement of Profit & Loss)	3,78,59,240		2,99,23,377	
Add: MAT Credit Entitlement (Refer Note 16.1)	—		56,93,781	
Less : Depreciation in respect of Assets whose usefull life is over (Refer Note 10.5)	53,09,865		—	
Surplus Available for Appropriation	29,79,69,858		27,43,56,671	
Less: Appropriations				
Proposed Dividend	55,01,250		55,01,250	
Provision for Tax on Proposed Dividend	9,51,937		9,34,938	
Transfer to General Reserve	25,00,000	28,90,16,671	25,00,000	26,54,20,483
		37,45,88,421		39,31,08,776

NOTE 3 : LONG TERM BORROWINGS

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees Non Current	Rupees Current	Rupees Non Current	Rupees Current
Secured				
Term Loans from Banks	21,43,66,260	8,50,43,000	24,69,13,135	6,93,71,500
	21,43,66,260	8,50,43,000	24,69,13,135	6,93,71,500
3.1 Term Loans from banks are secured by joint equitable mortgage of immovable properties, present and future, ranking pari passu and hypothecation of fixed assets and second charge over current assets of the company.				
3.2 Term Loans from banks are re-payable in quarterly installments, maturity profile are given here in under:				Beyond
	1-2 Year	2-3 Year	3-4 Year	4 Years
Maturity profile	10,95,00,000	6,63,66,260	3,50,00,000	35,00,000

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 4 : DEFERRED TAX LIABILITIES (NET)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Deferred Tax Liability				
Difference between book and tax depreciation		6,09,30,286		6,47,63,739
Less : Deferred Tax Assets				
Disallowances under the Income Tax Act 1961		98,14,148		1,05,98,749
		<u>5,11,16,138</u>		<u>5,41,64,990</u>

NOTE 5 : LONG TERM PROVISIONS

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Provision for Employee's Benefits (Refer Note 31)				
		1,37,14,751		1,10,28,692
		<u>1,37,14,751</u>		<u>1,10,28,692</u>

NOTE 6 : SHORT TERM BORROWINGS

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Secured and Payable on Demand				
Working Capital Loans from Banks		17,89,24,122		14,59,16,397
		<u>17,89,24,122</u>		<u>14,59,16,397</u>

6.1 Working Capital Loans from banks are secured against hypothecation of raw materials, finished goods, work-in-process, packing materials, book debts, bills for collection and other current assets and second pari passu charge over fixed assets of the company.

NOTE 7 : TRADE PAYABLES

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Trade Payables				
Due to Micro, Small and Medium Enterprises		62,69,175		12,68,421
Others	7,36,73,236	7,99,42,411	7,58,59,991	7,71,28,412
		<u>7,99,42,411</u>		<u>7,71,28,412</u>

7.1 Based on the information received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the relevant information are as follows :-

i) Amount due to Micro, Small and Medium Enterprises (MSME) :				
Principal amount			62,69,175	12,68,421
Interest due on above and unpaid			Nil	Nil
ii) Interest paid alongwith principal amount paid beyond appointed day during the year.			Nil	Nil
iii) Interest due and payable for the period of delay on principal amount paid beyond appointed day / due date during the year.			Nil	Nil
iv) Interest accrued and remaining unpaid			Nil	Nil
v) Further interest remaining due and payable in the succeeding year.			Nil	Nil

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 8 : OTHER CURRENT LIABILITIES

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Current Maturities of long term debts (Refer Note 3)		8,50,43,000		6,93,71,500
Interest accrued but not due on borrowings		32,26,563		33,88,876
Unclaimed Dividend		11,30,188		10,35,911
Other Payables		7,28,38,084		5,93,24,702
		<u>16,22,37,835</u>		<u>13,31,20,989</u>

8.1 Unclaimed Dividend does not include any amount, due and outstanding, to be credited to Investor Education & Protection Fund.

8.2 Other payables Include :

a. Creditors for Capital Goods	2,92,77,222	1,11,94,387
b. Advance from Customers	99,16,203	1,56,09,418
c. Statutory Dues	66,81,674	80,23,173

NOTE 9 : SHORT TERM PROVISIONS

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Provision for Employee's Benefits (Refer Note 31)		95,71,170		1,70,78,705
Provision for Income Tax (net)		—		18,55,783
Provision for Wealth Tax		1,22,962		1,52,639
Proposed Dividend		55,01,250		55,01,250
Tax on Proposed Dividend		9,51,937		9,34,938
Other Provisions		2,30,55,132		1,63,08,608
		<u>3,92,02,451</u>		<u>4,18,31,923</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 10 : FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As At 31st March, 2014	Additions During the Year	Deductions During the Year	As at 31st March, 2015	Upto 31st March, 2014	For the Year	In respect of Assets whose useful lives is over	Deductions During the Year	Upto 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
10.1 Tangible Assets											
Leasehold Land	31,58,205	-	-	31,58,205	6,41,740	1,65,872	-	-	8,07,612	23,50,593	25,16,465
Buildings	6,24,20,389	64,80,257	1,01,62,488	5,87,38,158	1,70,47,619	20,70,629	2,03,380	59,60,236	1,33,61,392	4,53,76,766	4,53,72,770
Plant & Machinery & Electric Installations	1,25,00,42,928	9,31,71,049	27,19,78,478	1,07,12,35,499	87,39,23,994	5,14,78,805	9,06,271	2,31,36,1950	69,49,47,120	37,62,88,379	37,61,18,934
Furniture and Fixtures	1,23,44,472	10,88,112	-	1,34,32,584	63,80,619	9,89,222	1,08,094	-	74,77,935	59,54,649	59,63,853
Office Equipments etc	4,08,48,093	29,11,522	26,64,452	4,10,95,163	2,25,88,008	55,91,523	40,92,120	15,61,372	3,07,10,279	1,03,84,884	1,82,60,085
Vehicles	2,66,13,381	18,85,272	61,21,777	2,23,76,876	71,62,018	36,65,433	-	21,02,628	87,24,823	1,36,52,053	1,94,51,363
Sub Total (a)	1,39,54,27,468	10,55,36,212	29,09,27,195	1,21,00,36,485	92,77,43,998	6,39,61,484	53,09,865	24,09,86,186	75,60,29,161	45,40,07,324	46,76,83,470
10.2 Intangible Assets											
Softwares	3,67,30,203	1,91,282	-	3,69,21,485	3,67,30,203	1,91,282	-	-	3,69,21,485	-	-
Sub Total (b)	3,67,30,203	1,91,282	-	3,69,21,485	3,67,30,203	1,91,282	-	-	3,69,21,485	-	-
TOTAL (a+b)	1,43,21,57,671	10,57,27,494	29,09,27,195	1,24,69,57,970	96,44,74,201	6,41,52,766	53,09,865	24,09,86,186	79,29,50,646	45,40,07,324	46,76,83,470
PREVIOUS YEAR	1,47,43,97,626	2,42,40,264	6,64,80,219	1,43,21,57,671	91,04,02,974	9,86,82,289	-	4,46,11,062	96,44,74,201	46,76,83,470	
10.3 Capital Work-in -Progress										2,23,90,264	2,45,14,408
10.4 Intangible assets under development										85,53,517	85,38,517
10.5 a)	The Buildings and Plant & Machinery (including Electric Installations) of Jaipur Unit were revalued as on 31st March, 1994 and 1st January, 2006 respectively, as a result the Net Book Value of the respective Assets were increased and the same was credited to the Revaluation Reserve. There after Company is regularly setting off the Additional Depreciation on account of Revaluation by withdrawing the equivalent amount from Revaluation Reserve, thus having no impact on the Profits of the Company. As per the Independent Valuer's Report (considering the Inflation and Devaluation of Rupee), the Revaluation considered in 1994 and 2006 does not reflect the True Market Value of respective Assets as on 1st April, 2014. Accordingly, the amount of Revaluation made earlier is reversed. As a result an amount of Rs. 28,17,44,332 from Gross Block and Rs. 23,71,27,789 from Accumulated Depreciation as on 1st April 2014 is reversed and shown as deduction and the net amount of Rs. 4,46,16,543 has been adjusted from the Revaluation Reserve.										
b)	Pursuant to the enactment of Companies Act, 2013 the Company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated over the revised / remaining useful lives. The Written Down Value of the Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit & Loss Account amounting to Rs. 53,09,865.										
c)	Capital Work- in Progress includes Project & Pre- Operative Expenditure Rs. 33,64,064 (Previous year Rs. 36,78,385), pending allocation.										
d)	Intangible Assets under development includes Project & Pre-Operative Expenditure Rs. 4,88,758 (Previous year Rs. 4,73,758), pending allocation.										
e)	Premises purchased / acquired at New Delhi is yet to be transferred in company's name in the Revenue Records.										

NOTE 11 : NON CURRENT INVESTMENTS

Particulars	Face Value Rupees	As at 31 st March, 2015		As at 31 st March, 2014	
		Nos.	Book Value Rupees	Nos.	Book Value Rupees
11.1 OTHER INVESTMENTS (QUOTED - At cost)					
In Fully paid-up Equity Shares					
Indian Overseas Bank	10	2,300	55,200	2,300	55,200
Total			55,200		55,200
11.2 Market Value of Quoted Investments			97,405		1,17,300

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 12 : LONG TERM LOANS AND ADVANCES (Unsecured and considered good)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Capital Advances		5,27,922		5,87,500
Security Deposits		22,41,054		19,88,523
		<u>27,68,976</u>		<u>25,76,023</u>

NOTE 13 : INVENTORIES

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Raw Materials		8,32,10,406		9,81,75,899
Work-In-Progress		4,04,95,342		4,27,45,897
Finished Goods		98,53,353		82,79,438
Traded Goods		78,11,882		47,73,712
Stores Spare and Packing Materials		3,03,13,609		4,11,17,032
Scrap		4,75,365		4,75,498
		<u>17,21,59,957</u>		<u>19,55,67,476</u>

13.1 The above include

a) Materials in transit :			
Raw Materials		1,27,01,128	3,71,97,401
Trading Goods		—	4,79,460
Stores, Spare and Packing Materials		3,53,535	37,54,043

NOTE 14 : TRADE RECEIVABLES (Unsecured and Unconfirmed)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Trade Receivable outstanding for a period exceeding six months from the date they are due for payment :				
Considered Good		4,35,50,389		3,87,88,654
Considered Doubtful		49,60,334		40,96,954
		<u>4,85,10,723</u>		<u>4,28,85,608</u>
Less : Provision for Doubtful Debts		<u>49,60,334</u>	<u>40,96,954</u>	3,87,88,654
Others				
Considered Good		33,24,23,227		28,57,20,649
		<u>37,59,73,616</u>		<u>32,45,09,303</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 15 : CASH AND BANK BALANCES

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Cash and Cash Equivalent				
Balances with Banks :				
In Current Account		2,45,54,842		3,13,76,429
Cheques on Hand		—		38,184
Cash on Hand		6,59,612		8,27,414
Other Bank Balance				
On Fixed Deposit Accounts		2,10,87,000		2,10,22,000
		<u>4,63,01,454</u>		<u>5,32,64,027</u>

15.1 Balance with Banks includes Unclaimed Dividend of Rs 11,30,188 (Previous year Rs 10,35,911)

15.2 Fixed Deposits Receipts for Rs 2,10,87,000 (Previous year Rs. 2,10,22,000) are pledged with Banks as Security and having maturity of more than 12 months.

NOTE 16 : SHORT TERM LOANS AND ADVANCES (Unsecured and considered good)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Advance Tax (net)		67,14,603		—
Balance with Central Excise Department		18,47,651		52,10,779
Other Loans & Advances		2,10,25,053		1,90,57,568
		<u>2,95,87,307</u>		<u>2,42,68,347</u>

16.1 Advance Tax shown as net of tax provisions and after adjustment of MAT credit entitlement Rs 39,57,000 (Previous year Rs.56,93,781).

NOTE 17 : OTHER CURRENT ASSETS (Considered Good)

	As at 31 st March, 2015		As at 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Claims Subsidy Benefits etc. receivable		3,28,57,274		3,27,99,043
		<u>3,28,57,274</u>		<u>3,27,99,043</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 18 : REVENUE FROM OPERATIONS

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Sale of Finished & Trading goods	1,07,34,86,311		99,74,82,393	
Incomes from Services	66,667		4,43,840	
Other operating Revenues	<u>43,87,127</u>	1,07,79,40,105	<u>51,22,314</u>	1,00,30,48,547
Less : Excise Duty		8,54,30,512		7,34,25,990
		<u>99,25,09,593</u>		<u>92,96,22,557</u>

NOTE 19 : OTHER INCOME

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Interest :				
On Fixed Deposits	19,70,870		9,02,480	
From Others	<u>1,73,537</u>	21,44,407	<u>1,52,763</u>	10,55,243
Dividend		1,150		6,210
Miscellaneous Income		2,95,409		4,18,462
Adjustment in respect of earlier year (net)		—		5,77,835
Profit on Sale of Assets (net)		—		8,05,192
Liabilities no longer required written back		21,639		17,052
		<u>24,62,605</u>		<u>28,79,994</u>

NOTE 20 : COST OF MATERIAL CONSUMED

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	% of Consumption	Rupees	% of Consumption
Imported	23,97,62,511	79.32%	19,29,99,889	77.78%
Indigenous	6,24,95,638	20.68%	5,51,31,736	22.22%
	<u>30,22,58,149</u>		<u>24,81,31,625</u>	

20.1 Particulars of Material Consumed :

Monofilament yarn	13,32,59,445	10,70,35,026
Chemicals	15,86,20,911	13,23,55,538
Others	1,03,77,793	87,41,061

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 21 : CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK IN PROGRESS AND STOCK IN TRADE

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Inventories (at close)				
Finished Goods	98,53,353		82,79,438	
Stock-in-Trade	78,11,882		47,73,712	
Work-in-Progress	4,04,95,342		4,27,45,897	
Scrap	4,75,365		4,75,498	
	<u>5,86,35,942</u>		<u>5,62,74,545</u>	
Inventories (at commencement)				
Finished Goods	82,79,438		56,70,955	
Stock-in-Trade	47,73,712		61,51,694	
Work-in-Progress	4,27,45,897		3,70,91,494	
Scrap	4,75,498		4,24,255	
	<u>5,62,74,545</u>		<u>4,93,38,398</u>	
Change in Inventories		<u>(23,61,397)</u>		<u>(69,36,147)</u>

NOTE 22 : EMPLOYEES BENEFITS EXPENSES

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Salaries, Wages, Bonus etc.		15,69,43,666		16,45,02,510
Contribution to Provident, Gratuity and Other funds (Refer Note 31)		80,26,561		85,76,185
Employees Welfare Expenses		33,59,978		29,24,019
		<u>16,83,30,205</u>		<u>17,60,02,714</u>

NOTE 23 : FINANCE COST

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Interest Expenses				
On Long Term Loans	2,23,75,902		2,62,43,458	
To Others	1,81,73,310	4,05,49,212	127,17,119	3,89,60,577
Other Borrowing costs		5,67,448		9,85,695
		<u>4,11,16,660</u>		<u>3,99,46,272</u>

NOTE 24 : DEPRECIATION AND AMORTISATION EXPENSES

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Depreciation and amortisation (Refer Note 10)	6,41,52,766		9,86,82,289	
Less : Transferred from Revaluation Reserve	—	6,41,52,766	2,83,24,481	7,03,57,808
		<u>6,41,52,766</u>		<u>7,03,57,808</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT

NOTE 25 : OTHER EXPENSES

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Consumption of Stores & Spare		3,33,95,688		2,10,83,148
Packing		4,37,31,402		3,99,62,753
Power and Fuel		2,18,09,014		1,46,07,504
Job Charges		2,31,41,386		1,96,50,108
Plant & Machinery Repairs		62,67,126		55,65,946
Freight & Forwarding Charges		1,85,12,926		1,80,77,632
Sales Commission		1,42,59,345		1,53,22,593
Rebate on Sales and Compensation		2,03,62,737		1,27,81,063
Sales Tax		1,55,97,774		1,35,32,959
Rent		28,90,428		29,48,543
Rates & Taxes (excluding taxes on Income)		8,16,242		8,89,556
Insurance		1,27,47,548		80,56,790
Building & Road Repairs		56,02,879		87,97,228
Travelling & Conveyance Expenses		3,96,29,396		3,88,84,134
Miscellaneous Expenses		6,15,79,055		8,34,34,048
Sundry Balances Adjusted (net)		10,57,467		18,76,225
Loss on Sale of Fixed Assets (net)		26,10,917		-
Assets Written off		43,298		-
Adjustment in respect of earlier years (net)		7,35,223		-
		<u>32,47,89,851</u>		<u>30,54,70,230</u>

25.1 Value of Stores and Spares Consumed

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	% of Consumption	Rupees	% of Consumption
Imported	1,65,36,650	49.52%	1,11,66,831	52.97%
Indigenous	1,68,59,038	50.48%	99,16,317	47.03%
	<u>3,33,95,688</u>		<u>2,10,83,148</u>	

25.2 Miscellaneous Expenses include :-

	Rupees	Rupees
(a) Fees and out-of-pocket expenses paid / payable to Auditors.		
i) For Services as Auditors	2,57,188	1,80,000
ii) For Certifications	41,575	39,000
iii) For Company Law Matters	28,090	—
iv) Reimbursement of Expenses	—	54,950
	<u>3,26,853</u>	<u>2,73,950</u>
(b) Foreign exchange fluctuation	(89,91,500)	54,60,146
(c) Difference between excise duty on opening and closing stock of finished goods	8,73,692	4,51,424
(d) Bad Debts written off	2,50,000	14,54,384
(e) Directors' fees	8,90,000	4,50,000

NOTES FORMING PART OF THE FINANCIAL STATEMENT

26 VALUE OF IMPORTS CALCULATED ON CIF BASIS :

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Raw Materials		18,36,63,372		18,70,25,093
Stores & Spare Parts		1,57,60,100		1,62,23,796
Capital Goods		4,82,20,297		2,58,53,601

27 EXPENDITURE IN FOREIGN CURRENCY :

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Professional Services		24,56,290		60,53,678
Interest		-		2,87,107
Other Matters		3,15,43,484		3,28,17,117

28 EARNINGS IN FOREIGN EXCHANGE :

	For the Year Ended 31 st March, 2015		For the Year Ended 31 st March, 2014	
	Rupees	Rupees	Rupees	Rupees
Export of goods on FOB basis		23,23,31,818		26,54,77,799
Other Income		1,39,725		65,311

29 CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for) :

29.1 Contingent Liabilities :

- a) Guarantees issued by banks for Rs. 53,29,078 (Rs. 24,35,721)
- b) Letters of Credits issued by banks for Rs. 13,53,686 (Rs. 70,60,879)
- c) Claims against the Company not acknowledged as debt Rs. 6,73,269 (Rs. 6,47,109)
- d) Demands / Claims by various Government Authorities not acknowledged as debt :
 - i) Sales Tax of Rs. 49,05,193 (Rs. 75,07,914) pending appeals on account of non submission of declaration forms and other matters.
 - ii) Entry Tax Rs Nil (Rs. 23,07,141) pending appeals on account of non submission of declaration forms and other matters.
 - iii) Excise Duty Rs. 5,20,230 (Rs. 5,20,230) pending appeals.

29.2 COMMITMENTS :

- a) Estimated amount of Contract remaining to be executed on capital account, not provided for Rs. 48,21,543 (Rs. 24,63,196), advances paid Rs. 5,27,922 (Rs. 5,87,500) .

30 EARNING PER SHARE (EPS) :

a) Weighted average number of Equity shares of Rs. 10/- each		
Number of shares at the beginning of the year	30,56,250	30,56,250
Shares issued during the year	-	-
Total Number of equity shares outstanding at the end of the year	30,56,250	30,56,250
Weighted average number of equity shares outstanding during the year	30,56,250	30,56,250
b) Net profit after tax available for equity share holders	3,78,59,240	2,99,23,377
c) Basic and Diluted earning per share (Rs.)	12.39	9.79

NOTES FORMING PART OF THE FINANCIAL STATEMENT

31 EMPLOYEES BENEFITS :

A) As per the Accounting Standard 15 " Employee benefit" the disclosures as defined in Accounting Standard are given below :

i) Defined Contribution Plans
Contribution to Defined Contribution Plans are recognised as expenses and charged off in Profit & Loss Account.

ii) Defined Benefit Plans
Employees Gratuity Fund Scheme and Leave encashment are considered as defined benefit plans. The present value of obligation are recognised as per the actuarial valuation.

iii) The Employee Gratuity Fund Scheme is managed by Life Insurance Corporation of India (LIC) . The following figures are as per actuarial valuation report performed by LIC and recognised in the financial statements :

	As on 31/03/2015	As on 31/03/2014
a) Assumptions		
Discount Rate	8%	8%
Salary Escalation	7%	7%
b) Table showing changes in present value of obligations		
Present value of obligations as at beginning of year	75,97,839	73,15,675
Interest cost	6,07,827	5,85,254
Current Service Cost	6,61,861	7,08,794
Benefits Paid	-12,85,326	-2,98,560
Actuarial (gain)/Loss on obligations	2,43,541	-7,13,324
Present value of obligations as at end of year	78,25,742	75,97,839
c) Table showing changes in the fair value of plan assets		
Fair value of plan assets at beginning of year	46,81,292	39,78,836
Expected return on plan assets	3,71,448	3,39,501
Contributions	6,77,670	6,61,515
Benefits paid	-12,85,326	-2,98,560
Actuarial Gain / (Loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	44,45,084	46,81,292
d) Table showing fair value of plan assets		
Fair value of plan assets at beginning of year	46,81,292	39,78,839
Actual return on plan assets	3,71,488	3,39,501
Contributions	6,77,670	6,61,515
Benefits Paid	-12,85,326	-2,98,560
Fair value of plan assets at the end of year	44,45,084	46,81,292
Funded status	-33,80,658	-29,16,547
Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	NIL	NIL
e) Actuarial Gain/Loss recognized		
Actuarial gain/(Loss) for the year -Obligation	-2,43,541	7,13,324
Actuarial (gain)/Loss for the year - plan assets	NIL	NIL
Total (gain)/Loss for the year	2,43,541	-7,13,324
Actuarial (gain)/Loss recognized in the year	2,43,541	-7,13,324
f) The amounts to be recognized in the Balance Sheet & Statements of Profit and Loss		
Present value of obligations as at the end of year	78,25,742	75,97,839
Fair value of plan assets as at the end of the year	44,45,084	46,81,292
Funded status	-33,80,658	-29,16,547
Net Asset/(liability) recognized in balance sheet	-33,80,658	-29,16,547

NOTES FORMING PART OF THE FINANCIAL STATEMENT

- g) Expenses Recognised in statement of Profit & Loss
- | | | |
|---|-----------|-----------|
| Current Service cost | 66,1861 | 7,08,794 |
| Interest Cost | 60,7827 | 5,85,254 |
| Expected return on plan assets | -37,1448 | -3,39,501 |
| Net Actuarial (gain)/Loss recognised in the year | 24,3541 | -7,13,324 |
| Expenses recognised in statement of Profit & loss | 1,14,1781 | 2,41,223 |
- B) The Company has paid the managerial remuneration arrears as per the approval of The Central Government, Ministry of Corporate Affairs during the year.
- 32 Purchase of Raw Materials includes transfer from Trading Goods Rs. 2,36,49,912 (Rs. 2,21,33,927).

33 SEGMENT INFORMATION :

- i) The Company is organised into two main business segments :
- Paper Mill Products - Comprising of Technical Textiles - Finished Woven Wire Cloth, Chemicals and Equipments mainly for Paper Mills.
 - Wind Power - Comprising of Wind Power
Segment has been identified and reported after taking into account the class of customers for the products & services, the differing risks & returns and the organisation structure.
- ii) Segment revenue includes sales, income from services rendered and export incentives. Inter-segment revenue is recognised on the basis of prevailing market rates.
- iii) Segment revenues, results, assets and liabilities include the respective amounts identifiable to reportable segments and amounts allocated on a reasonable basis.

33.1 a) Segment Information about Primary Business Segment :

	Paper Mill Products (Rupees)	Wind Power (Rupees)	Total (Rupees)
Revenue			
External	97,59,47,558	16,56,2035	99,25,09,593
	(91,13,97,600)	(1,82,24,957)	(92,96,22,557)
Inter segment sales	—	13,19,978	13,19,978
	(—)	(9,76,928)	(9,76,928)
	<u>97,59,47,558</u>	<u>1,78,82,013</u>	<u>99,38,29,571</u>
	(91,13,97,600)	(1,92,01,885)	(93,05,99,485)
Total Revenue			
Result			
Segment result (before interest and tax)	12,75,88,870	13,91,056	12,89,79,926
	(12,80,22,560)	(-37,35,773)	(12,42,86,787)
Unallocated expenditure net of unallocated Income			5,57,98,517
			(5,58,62,102)
Operating Profit			7,31,81,409
			(6,84,24,685)
Interest Expenses			4,05,49,212
			(3,89,60,577)
Interest Income			21,44,407
			(10,55,243)
Profit before Taxation and exceptional items			3,47,76,604
			(3,05,19,351)
Provision for Taxation			(30,82,636)
			(5,95,974)
Profit after taxation and before exceptional items			3,78,59,240
			(2,99,23,377)
Exceptional Items			—
			(—)
Net Profit			<u>3,78,59,240</u>
			<u>(2,99,23,377)</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENT

	Paper Mill Products (Rupees)	Wind Power (Rupees)	Total (Rupees)
Segment Assets	97,55,57,375	9,08,05,054	1,06,63,62,429
	(95,95,17,388)	(10,02,27,766)	(1,05,97,45,154)
Unallocated Assets			9,02,12,792
			(9,63,71,831)
Total Assets			1,15,65,75,221
			(1,15,61,16,985)
Segment Liabilities	17,82,89,235	5,25,362	17,88,14,597
	(15,05,50,112)	(-)	(15,05,50,112)
Unallocated Liabilities			57,26,09,703
			(58,18,95,597)
			75,14,24,300
			(73,24,45,709)
Other Information			
Capital Expenditure	10,57,27,494	(-)	10,57,27,494
	(2,42,40,264)	(-)	(2,42,40,264)
Unallocated Capital Expenditure			—
			(-)
Total Capital Expenditure			10,57,27,494
			(2,42,40,264)
Depreciation	5,26,04,470	1,15,48,296	6,41,52,766
	(5,16,80,044)	(1,86,77,764)	(7,03,57,808)
Unallocated Depreciation			—
			(-)
Total Depreciation			6,41,52,766
			(7,03,57,808)
Non-cash expenses other than depreciation			—
			(-)

33.1 b) Information about Secondary Business Segment :

- i) The segment revenue in the geographical segment considered for disclosure are as follows :
 - a) Revenue within India includes sales to customers located within India and earnings in India.
 - b) Revenue outside India includes sales to customers located outside India and earnings outside India.
- ii) The Company has no assets located outside India.

	India Rupees	Outside India Rupees	Total Rupees
Revenue by geographical Market			
External	75,64,82,064	23,60,27,529	99,25,09,593
	(65,98,86,974)	(26,97,35,583)	(92,96,22,557)
Intersegment	13,19,978	—	13,19,978
	(9,76,928)	(—)	(9,76,928)
TOTAL	75,78,02,042	23,60,27,529	99,38,29,571
	(66,08,63,902)	(26,97,35,583)	(93,05,99,485)

NOTES FORMING PART OF THE FINANCIAL STATEMENT

34 Information regarding related parties as required by Accounting Standard 18 issued by the Institute of Chartered Accountants of India are given below :

34.1 Names of the related parties with whom transactions were carried out during the year and description of relationship:

a) Enterprises over which Key Management Personnel exercises significant influence :

- i) Kingsley Industries Ltd.
- ii) WMW Metal Fabrics Ltd.
- iii) W & F Securities Pvt Ltd. (Holding Company)
- iv) Nathmall Jankilal

b) Key Management personnel

- i) Mr. B K Khaitan (Resigned with effect from 31.08.2014)
- ii) Mr. K K Khaitan
- iii) Mr. M K Khaitan

c) Relatives of Key Management personnel

- i) Mr. Devesh Khaitan S/o Mr. K.K. Khaitan
- ii) Mr. Madhur Krishna Khaitan S/o Mr. B.K. Khaitan (Resigned with effect from 31.08.2014)

34.2 The following transactions were carried out with the related parties in the ordinary course of business

a) Details relating to parties referred to in item 1(a) above	For the Year Ended 31st March, 2015 Rupees	For the Year Ended 31st March, 2014 Rupees
i) Purchase and receiving of Services	6,51,23,735	9,80,63,425
ii) Sale and rendering of Services	—	2,45,029
iii) Rent Paid	13,25,178	13,25,178
iv) Outstanding - Payable (Net)	62,20,525	4,75,106
v) Outstanding - Receivable (Net)	Nil	Nil
vi) Provisions for doubtful debts /amounts written off /written back	Nil	Nil
b) Details relating to parties referred to in item 1 (b) above.		
i) Remuneration	2,96,04,081	3,52,91,164
ii) Outstanding - Payable	Nil	Nil
iii) Provisions for doubtful debts /amounts written off /written back	Nil	Nil
c) Details relating to parties referred to in item 1 (c) above.		
i) Remuneration	81,62,322	91,64,173
ii) Outstanding - Payable	Nil	Nil
iii) Provisions for doubtful debts /amounts written off /written back	Nil	Nil

35 RESEARCH & DEVELOPMENT EXPENDITURE :

	For the Year Ended 31st March 2015 Rupees	For the Year Ended 31st March 2014 Rupees
Capital Expenditure (included in Plant & Machinery)	38,74,033	25,64,733
Revenue Expenditure	2,91,56,896	2,68,02,764

36 Figures in brackets represent figures for the previous year.

37 Previous year's figures have been rearranged and regrouped wherever practicable and considered necessary.

Signatures to Note 1 to 37 annexed to and forming part of the Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date.

For **S.S.KOTHARI & CO.**

Chartered Accountants

Firm Reg. No. 302034E

R. N. BARDHAN

Partner

M. No.17270

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 27th day of May, 2015

For and on behalf of the Board

Rajesh Patni
CFO

Amit Dhanuka
Company Secretary

Saroj Khemka
Director

M. K. Khaitan
Jt. Managing Director

OUR QUALITY POLICY

Quality

is the basis for all our actions.

Quality improvement

is the job of every member

Our focus is to

Consistently delight our customers

with our value added products and service

We are committed to an

Environment of teamwork

which fosters innovation, leadership and continuous improvement, thus creating a strong technological base

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