

Report on Corporate Governance as per regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity : D P WIRES LIMITED

2. Quarter Ending : 30TH June, 2020

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed Entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Praveen Kataria	PAN - ACMPK3616N DIN - 00088633	Executive Director	01.01.2015	10.04.2017	-		05.09.1973	1	-	1	-
Mr.	Hemant Kataria	PAN - AJUPK7586N DIN - 00088833	Executive Director	16.11.2000	15.06.2017	-		01.12.1977	1	-	1	-

Mr.	Kantilal Kataria	PAN - ACFPK5786 Q DIN - 00088599	Non - Executive Director	05.03.2013	21.03.2017	-	-	05.04.1948	1	-	-	-
Mr.	Anil Kumar Mehta	PAN - ACAPM7355 C DIN - 07657024	Chairperson/Non - Executive/Independent Director	21.03.2017	-	-	3 years and 2 months	06.07.1956	1	1	2	1
Mrs.	Madhubala Jain	PAN - AEJJP9017K DIN - 07657026	Non - Executive and Independent Director	21.03.2017	-	-	3 years and 2 months	28.08.1971	1	1	2	1
		Whether Regular chairperson appointed- Yes (Anil Kumar Mehta)										
		Whether Chairperson is related to managing director or CEO-No										
		<p><i>§PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

II. Composition of Committees

<i>Name of Committee</i>	Whether Regular chairpers on appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent /Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Anil Kumar Mehta Ms. Madhubala Jain Mr. Praveen Kataria	Chairperson/ Non-Executive/ Independent Director Non- Executive/ Independent Director Executive Director	17.05.2017 17.05.2017 17.05.2017	-
2. Nomination & Remuneration Committee	Yes	Ms. Madhubala Jain Mr. Anil Kumar Mehta Mr. Kantilal Kataria	Chairperson/ Non-Executive/ Independent Director Non-Executive/Independent Director Non-Executive Director	25.11.2019 25.11.2019 17.05.2017	-
3. Risk Management Committee(if applicable)		NA			

4. Stakeholders Relationship Committee'	Yes	Ms. Madhubala Jain	Chairperson/ Non-Executive/ Independent Director	17.05.2017	-
		Mr. Anil Kumar Mehta	Non-Executive/Independent Director	17.05.2017	
		Mr. Hemant Kataria	Executive Director	17.05.2017	
5. Corporate Social Responsibility (CSR) Committee	Yes	Mr. Anil Kumar Mehta	Chairperson/ Non-Executive/Independent Director	28.03.2018	-
		Mr. Praveen Kataria	Executive Director	28.03.2018	
		Mr. Hemant Kataria	Executive Director	28.03.2018	

^oCategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutives (in number of days)
29.01.2020	28.05.2020	Yes	4	1	120
	10.06.2020	Yes	3	1	

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
28.05.20	Yes	3	2	29.01.20	120

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.- Yes
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee-Yes
 - Nomination & Remuneration Committee-Yes
 - Stakeholders Relationship Committee-Yes
 - Risk management committee (applicable to the top 100 listed entities)-N.A
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015.- Yes

5. This report ~~and/or the report submitted in the previous quarter~~ to be placed before Board of Directors in the upcoming Board Meeting for the Fourth Quarter. Any comments/observations/advice of the board of directors will be intimated to the Exchange Separately. may be mentioned here.-Noted for compliance

Name & Designation

**Company Secretary / Compliance Officer /~~Managing Director~~ /
CEO**

Sd/-

**Krutika Maheshwari
Company Secretary And Compliance Officer
Membership No. A43984**

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No/NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	YES	http://dpwires.co.in/ http://dpwires.co.in/lrpc-strands/ http://dpwires.co.in/geomembrane/ http://dpwires.co.in/plastic-film-sheets/ http://dpwires.co.in/steel-wires/
b) Terms and conditions of appointment of independent directors	YES	http://dpwires.co.in/wp-content/uploads/2017/09/Terms__Condition.pdf
c) Composition of various committees of board of directors	YES	http://dpwires.co.in/committees/
d) Code of conduct of board of directors and senior management personnel	YES	http://dpwires.co.in/code-of-conduct/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	http://dpwires.co.in/vigil-mechanism/
f) Criteria of making payments to non-executive directors	YES	http://dpwires.co.in/wp-content/uploads/2017/09/CRITERIA_OF_MAKING_PAYMENTS_TO_NED.pdf
g) Policy on dealing with related party transactions	YES	http://dpwires.co.in/wp-content/uploads/2017/09/Draft_Related_Party_Transaction_Policy.pdf
h) Policy for determining 'material' subsidiaries	N.A	
i) Details of familiarization programmes imparted to independent directors	YES	http://dpwires.co.in/wp-content/uploads/2017/09/Terms__Condition.pdf
j) Email address for grievance redressal and other relevant details	YES	http://dpwires.co.in/investors-grievance-contact/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	http://dpwires.co.in/investors-grievance-contact/

l) Financial results	YES	http://dpwires.co.in/financial-results/
m) Shareholding pattern	YES	http://dpwires.co.in/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates	N.A	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	http://dpwires.co.in/investor-meet/
p) New name and the old name of the listed entity	YES	http://dpwires.co.in/
q) Advertisements as per regulation 47 (1)	N.A	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	No	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	http://dpwires.co.in/ under the tab for Investor
b) Materiality Policy as per Regulation 30	YES	http://dpwires.co.in/wp-content/uploads/2019/11/POLICY_FOR_DETERMINATION_OF_MATERIAL_EVENTS.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) (Refer note below)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	YES
<i>Meeting of board of directors</i>	17(2)	YES
<i>Quorum of board meeting</i>	17(2A)	YES

<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment & Management</i>	17(9)	N.A
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Recommendation of board</i>	17(11)	YES
<i>Maximum number of directorship</i>	17A	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	YES
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	YES
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	YES
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	YES
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	N.A
<i>Meeting of Risk Management Committee</i>	21(3A)	N.A
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party transactions</i>	23(4)	N.A
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	N.A
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	N.A
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.-N.A as the Company does not have any Subsidiary as on date.

Name & Designation Company Secretary / Compliance Officer /Managing Director / CEO / CFO	Sd/- Krutika Maheshwari Company Secretary And Compliance Officer Membership No. A43984
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Textual Information(1) (STATEMENT OF THE RPTs FOR THE QUARTER ENDED ON 30TH JUNE 2020) As covered under the CA, 2013, AS and the SEBI (LODR) Regulations, 2015 and section 188 of the Companies Act, 2013 as well as under AS 18:

A. Details of Contract or Arrangements or Transactions entered or to be entered by the company which are not material and at arms length basis in the Ordinary Course of business:

S.No	Name of the Related Party	Nature of Relation with the Directors/ KMP /Company	Nature of transactions	Transactions during the previous quarter (01/01/2020 to 31/03/2020)	Transactions during the current quarter (01/04/2020 to 30/06/2020)	Cumulative Transactions during (01/04/2020 to 30/06/2020)	Whether on arms length Basis/ordinary course of business (Yes/No)
1	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Loan/Advance Given	1399.53	697.5	697.50	Yes
2	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Loan/Advance Received Back	1906.29	184.03	184.03	Yes
3	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Loan Taken	243.71	7.50	7.50	Yes
4	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Loan Repaid	243.71	7.50	7.50	Yes
5	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Sales	406.78	0.00	0.00	Yes
6	Kataria Plastics Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Purchase	339.79	12.15	12.15	Yes
7	D. P. K. Products Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Sales	154.99	237.50	237.50	Yes
8	D. P. K. Products Pvt. Ltd.	Directors / Relatives of Directors are Directors/ Partners in Concern	Purchase	143.34	342.00	342.00	Yes
9	D.P. PLASTICS	Directors / Relatives of Directors are Directors/ Partners in Concern	Purchase	117.60	0.00	0.00	Yes
10	San Industries Pvt. Ltd.	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Sales	274.09	663.10	663.10	Yes
11	Praveen Kataria	KMP	Director's Remuneration	28.00	21.00	21.00	Yes
12	Hemant Kataria	KMP	Director's Remuneration	28.00	21.00	21.00	Yes
13	Rani Kataria	Directors relative	Salary	4.00	3.00	3.00	Yes
14	Samta Kataria	Directors relative	Salary	4.00	3.00	3.00	Yes

Krutika Maheshwari
Company Secretary And Compliance Officer

