

## NOTICE OF THE 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting ('AGM / the meeting') of the Members of Bharat Wire Ropes Limited ('the Company') is scheduled to be held on **Thursday, 25th September, 2025 at 3.00 P.M.** through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with Reports of the Board of Directors and Auditors thereon.
2. To declare a Final dividend on 0.01% Compulsory Convertible Preference Shares (CCPS)
3. To appoint a Director in place of **Mr. Venkateswararo Kandikuppa (DIN: 06456698)**, Whole Time Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
4. **To consider and approve the appointment of Statutory Auditor of the Company and to fix their remuneration:**

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

**“RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. CNK & Associates, Chartered Accountants, (Firm Registration No. 101961W/W-100036) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company at a remuneration determined by the Board of Directors of the Company in consultation with Audit Committee.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director) or Sushil Sharda (Whole-Time Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby authorized to file necessary e-forms with Registrar of Companies for appointment of Statutory Auditor and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

### Special Business:

5. **To consider and approve the appointment of Secretarial Auditor of the Company and to fix their remuneration:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory enactment or modification thereof and based on recommendation of Audit Committee, M/s. Mihen Halani and Associates, Practicing Company Secretaries (FCS 9926; COP: 12015), a peer reviewed firm, be and is hereby appointed as Secretarial Auditor of the Company to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company for the said period, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby authorized to file necessary e-forms with Registrar of Companies for appointment of Secretarial Auditor and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

6. **To ratify the remuneration payable to Cost Auditor of the Company for FY 2025-26:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration payable to Mr. Dilip M. Bathija, Cost Accountant, Mumbai (Firm Registration No. 100106), appointed by the Board of Directors of the Company, on recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2025-26, amounting to Rs. 1,25,000/- p.a. (Rupees One Lakh Twenty Five Thousand only) be and is hereby ratified and confirmed.”

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**7. Approval for remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (“the Act”) and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the Company for the remaining period of his tenure commencing from 1st April, 2025 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Murarilal Mittal for the remaining period of his tenure from 01st April, 2025 are as detailed below:

**a. Remuneration:** Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs) per annum w.e.f. 01st April, 2025;

**b. Others:**

1. Conveyance: Actual
2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.
3. Mr. Murarilal Mittal will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
4. Whenever Mr. Murarilal Mittal is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse)
  - a) Executive, First-class Air Fare / Charter / First Class AC Rail Fare
  - b) Actual expenses incurred for stay in hotels and cost of local conveyance
5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also

accorded that where in any financial year during his tenure as a Managing Director, the Company has no profit or inadequate profit, Mr. Murarilal Mittal shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**8. Approval for remuneration payable to Mr. Mayank Mittal (DIN: 00127248), Joint Managing Director of the company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (“the Act”) and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the remuneration payable to Mr. Mayank Mittal (DIN: 00127248), Joint Managing Director of the Company for remaining period of his tenure commencing from 1st April, 2025 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Mayank Mittal for remaining period of his tenure effective from 01st April, 2025 are as detailed below:

**a. Remuneration:** Rs.1,92,50,000/- (Rupees One Crore Ninety-Two Lakhs Fifty Thousand) per annum w.e.f. 01st April, 2025;

**b. Others:**

1. Conveyance: Actual
2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.
3. Mr. Mayank Mittal will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
4. Whenever Mr. Mayank Mittal is required to travel

outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse)

- a) Executive, First-class Air Fare / Charter / First Class AC Rail Fare
  - b) Actual expenses incurred for stay in hotels and cost of local conveyance
5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
  6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Joint Managing Director, the Company has no profit or inadequate profit, Mr. Mayank Mittal shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**9. Approval for remuneration payable to Mr. Venkateswararo Kandikuppa (DIN: 06456698), Whole-Time Director of the company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Companies Act, 2013 and in accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors the remuneration (as mentioned below) payable to Mr. Venkateswararo Kandikuppa (DIN: 06456698), Whole-Time Director of the Company for remaining period of his tenure commencing from 1st April, 2025 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Kandikuppa for remaining period of his tenure effective from 01st April, 2025 are as detailed below:

**a. Remuneration:** Rs.57,75,000/- (Rupees Fifty Seven Lakhs and Seventy Five Thousand only) per annum w.e.f. 01st April, 2025;

**b. Others:**

1. Conveyance: Actual.
2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.
3. Mr. Venkateswararao Kandikuppa will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
4. Whenever Mr. Venkateswararao Kandikuppa is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse):
  - a) Executive, First class Air Fare / Charter / First Class AC Rail Fare
  - b) Actual expenses to cover stay in hotels and cost of local conveyance
5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Whole-Time Director, the Company has no profit or inadequate profit, Mr. Venkateswararao Kandikuppa shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Companies Act, 2013 or if part II of the Schedule V of the Companies Act are not met then the Company hereby approves the remuneration as decided above.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**10. Approval for remuneration payable to Mr. Sushil Sharda (DIN: 03117481), Whole-Time Director of the company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the



Companies Act, 2013 (“the Act”) and in accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the remuneration (as mentioned below) payable to Mr. Sushil Sharda (DIN: 03117481), Whole-Time Director of the Company for remaining period of his tenure commencing from 1st April, 2025 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Sushil Sharda for the remaining period of his tenure commencing from 01st April, 2025 are as detailed below:

**a. Remuneration:** Rs.84,00,000/- (Rupees Eighty Four Lakhs) per annum w.e.f. 01st April, 2025;

**b. Others:**

1. Conveyance: Actual
2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.
3. Mr. Sushil Sharda will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
4. Whenever Mr. Sushil Sharda is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse):
  - a) Executive, First class Air Fare / Charter / First Class AC Rail Fare
  - b) Actual expenses to cover stay in hotels and cost of local conveyance
5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Whole Time Director, the Company has no profit or inadequate profit, Mr. Sushil Sharda shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint

Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**11. To Consider and approve the Re-Appointment of Mr. Venkateswararao Kandikuppa (DIN: 06456698) as Whole-Time Director of the Company and Fix his Remuneration:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and subject to requisite approvals, and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698), as a Whole-Time Director of the Company for a period of Five (5) years with effect from January 1, 2026 to December 31, 2030, on the remuneration, as mentioned in the explanatory statement, and other terms and conditions as detailed in the explanatory statement attached hereto, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.”

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Whole-Time Director, the Company has no profit or inadequate profit, Mr. Venkateswararao Kandikuppa shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Companies Act, 2013 or if part II of the Schedule V of the Companies Act, 2013 are not met then the Company hereby approves the remuneration as decided above.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the scope of remuneration of Mr. Venkateswararao Laxmanamurty Kandikuppa, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint - Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the

Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**12. To Consider and approve the Re-Appointment of Mr. Mayank Mittal (DIN: 00127248) as Joint Managing Director of the Company and Fix his Remuneration.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and subject to requisite approvals, and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Mayank Mittal (DIN: 00127248), as a Joint Managing Director of the Company for a period of Five (5) years with effect from August 16, 2025 to August 15, 2030, on the remuneration as mentioned in the explanatory statement, and other terms and conditions as detailed in the explanatory statement attached hereto, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Joint Managing Director, the Company has no profit or inadequate profit, Mr. Mayank Mittal shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act if the limits specified under part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the scope of remuneration of Mr. Mayank Mittal, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director) or Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**13. To approve continuation of Mr. Subhash kalia (DIN: 00075644) as a Non-Executive Independent Director prior to attaining the age of seventy- five years.**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) based on the recommendation of the Nomination and Remuneration committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Mr. Subhash Kalia (DIN: 00075644) as Non-executive Independent Director of the Company prior to attaining the age of 75 years (seventy- five years) till the expiry of his current term i.e. till 24th April, 2028.

**RESOLVED FURTHER THAT** Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director) or Mr. Govinda Soni (Company Secretary & Compliance Officer) of the Company be and are hereby authorized to file necessary e-forms with Registrar of Companies and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors of  
**Bharat Wire Ropes Limited**

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**

Place: Mumbai  
Date: 11th August, 2025

Registered Office:  
Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
CIN: [L27200MH1986PLC040468](https://www.bharatwireropes.com)  
Website: [www.bharatwireropes.com](https://www.bharatwireropes.com)

**Notes:**

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular nos. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular no. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being General Circular no. 09/2024 dated September 19, 2024 ("MCA Circulars"), permitted conduct of Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the Members at the AGM and prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 39th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The registered office of the Company shall be deemed to be the venue for the AGM.
  2. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI circulars, the 39th AGM of the members will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and the same will also be available at the website of the Company at [www.bharatwireropes.com](http://www.bharatwireropes.com).
  3. The Company has appointed M/s. KFin Technologies Limited, Registrars and Transfer Agents ('RTA') of the Company, to provide VC/OVAM facility for the 39th AGM of the Company.
  4. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 309 4001 (toll free).
  5. Since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  6. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and Members may join on first come first serve basis. However, the above restriction shall not be applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Auditors, Scrutinizers etc.
- Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  8. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
  9. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on its behalf at [Compliance@bharatwireropes.com](mailto:Compliance@bharatwireropes.com) and [suresh.d@kfintech.com](mailto:suresh.d@kfintech.com)/ [evoting@kfintech.com](mailto:evoting@kfintech.com), pursuant to Section 113 of the Companies Act, 2013.
  10. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting facility by first holder.
  11. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
  12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at [Compliance@bharatwireropes.com](mailto:Compliance@bharatwireropes.com) up to the date of AGM.
  13. SEBI vide Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31st July, 2023 (updated as on 20th December, 2023) has specified that a shareholder shall first take up his/ her/their grievance directly with the company and if the grievance is not redressed satisfactorily, the shareholder may escalate the same through SEBI SCORES Portal in accordance with the process laid out therein. If the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. A common "Online Dispute Resolution Portal" ("ODR Portal"), called the SMART ODR has been established for this purpose. The link to access the portal is <https://smartodr.in/login>. Relevant details with respect to ODR portal and SEBI Circulars are available on the website of the Company at [www.bharatwireropes.com](http://www.bharatwireropes.com)



14. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address, mobile No and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
15. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. KFin Technologies Limited (Unit: Bharat Wire Ropes Limited), 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, 400070 or the Secretarial Department of the Company.
16. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, Nomination details and KYC details (i.e., Contact details, bank account details, Specimen signature etc.) by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the SEBI Master Circular dated May 17, 2023. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at [www.bharatwireropes.com](http://www.bharatwireropes.com). Further, the complete contact details of the RTA, KFin Technologies Limited is also available on the website of the Company.
17. In compliance with SEBI Master Circular dated May 17, 2023, the Company has disseminated the requirements to be complied with by holders of physical securities on its website [www.bharatwireropes.com](http://www.bharatwireropes.com). The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under para 19.1 of the master circular. The RTA of the Company has also submitted a report to SEBI on the steps taken towards sensitizing its security holders regarding mandatory furnishing of PAN, KYC and nomination details as detailed in para 19.1 of the master circular.
18. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [suresh.d@kfintech.com](mailto:suresh.d@kfintech.com) or [Compliance@bharatwireropes.com](mailto:Compliance@bharatwireropes.com) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. For more details, please refer Para B of instruction of e-voting' section below.
19. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the AGM along with the Annual Report 2024-25, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
20. **Dispatch of Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circular dated October 07, 2023, Notice of the AGM along with the Integrated Annual Report 2024-25, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
21. Members may note that the Notice of the 39th AGM and Annual Report 2024-25 will also be available on the Company's website at [www.bharatwireropes.com](http://www.bharatwireropes.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/public/Downloads.aspx>
22. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this to the Notice.
23. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
24. The Company has fixed **Friday, 19th September, 2025** as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 4 days commencing from **Sunday, 21st September, 2025** (9.00 am) to **Wednesday, 24th September, 2025** (5.00 pm) (both days inclusive). The Register of Members and the Share Transfer Books of the Company shall remain closed from **Friday, 19th September, 2025** to **Thursday, 25th September, 2025** (both days inclusive).
25. The Company has appointed M/s. Mihen Halani and Associates, Practicing Company Secretaries (FCS 9926; CP 12015) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 18:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request

27. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
28. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.  
  
Please note that the said documents will be uploaded on the website of the Company viz. [www.bharatwireropes.com](http://www.bharatwireropes.com) and made available for inspection at the registered office of the Company during business hours.
29. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02 July 2025 had fixed 06th January, 2026 as the cut - off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent (“RTA”), KFin Technologies Ltd. For assistance in this regard.
30. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format and it is available on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://www.kfintech.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
31. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company /to our RTA.
32. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agent (RTA) – M/s KFin Technologies Ltd. in case the shares are held in physical form.
33. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio. A consolidated share certificate will be issued to such Members after making requisite changes.
34. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
35. The details of the process and manner for participating in 39th AGM through Video conferencing are explained herein below:
  - a. Members may attend the AGM through video conferencing platform provided by M/s. KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the “video conference” and access member's login by using the remote e-voting credentials provided in the email received from the Company/ KFinTech. The link for AGM will be available in member's login where the EVENT and the name of the company can be selected.
  - b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
  - c. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to



use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

- d. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

#### Questions and queries

- e. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. Please note that, members' questions will be answered only, if the member continues to hold the shares as on the cut-off date i.e. Friday, 19th September, 2025. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

#### Speaker Registration

- f. Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- g. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the

AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.

- h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Limited at toll free number 1800-309-4001 or write at [evoting@kfintech.com](mailto:evoting@kfintech.com)

By Order of the Board of Directors of  
**Bharat Wire Ropes Limited**

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**  
Place: Mumbai  
Date: 11th August, 2025

#### Registered Office:

Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
CIN: [L27200MH1986PLC040468](https://www.mca21.gov.sa/L27200MH1986PLC040468)  
Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)

**Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("The Act")  
to the accompanying Notice dated 11th August, 2025**

**Item No. 5:**

The Board of Directors at its meeting held on 19th May 2025, based on recommendation of the Audit Committee and after evaluating and considering various factors such as experience, competency, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Mihen Halani and Associates, Practicing Company Secretaries (FCS 9926; COP: 12015) a peer reviewed firm as Secretarial Auditor of the Company for a term of five consecutive years from FY 2025- 26 till FY 2029-30, subject to approval of the Members.

M/s. Mihen Halani and Associates, is recognized for its distinguished expertise in corporate governance, secretarial compliance and regulatory advisory services. The firm is peer reviewed as per the mechanism of the Institute of Company Secretaries of India (ICSI). The M/s. Mihen Halani and Associates, provides its services to various prominent companies, and their expertise has earned the trust of industry leaders across various sectors.

M/s. Mihen Halani and Associates, has confirmed that the it is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The services to be rendered by M/s. Mihen Halani and Associates as Secretarial Auditors is within the purview of the said Regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 40,000/- (Rupees Forty thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Mihen Halani and Associates.

In addition to the secretarial audit, M/s. Mihen Halani and Associates, shall provide other services in the nature of certifications and other professional work, as may be eligible under applicable laws and approved by the Board of Directors. The relevant fees will be determined by the Board in consultation with the Secretarial Auditors.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 204 of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

No Director or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 5 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

**Item No. 6:**

**To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2025-26:**

The Board of Directors at its meeting held on 19th May, 2025, on the recommendation of the Audit Committee, had considered and approved the appointment and remuneration of **Mr. Dilip M. Bathija**, Cost Accountant (Firm Registration No. 100106), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year 2025-26, at a remuneration not exceeding Rs. 1,25,000/- (Rupees One Lakh Twenty five Thousand only) plus Goods & Service Tax & re-imbursement of out-of-pocket expenses in connection with the audit. Further the Company has received their eligibility and consent to act as cost auditors.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested either financially or otherwise in the said resolution.

The Board of the Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

**Item No. 7:**

**Approval for remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the company:**

Mr. Murarilal Mittal is a Managing Director of the Company and is associated with the Company since 03rd November, 2010. He proactively manages business affairs of the Company and is responsible for cultivating best in class talent, along with managing high performance teams, building strong leadership and developing succession plans.

The shareholders of the Company at 36th Annual General Meeting held on 10th August, 2022 re-appointed Mr. Murarilal Mittal as a Managing Director of the Company for period of five years w.e.f. 17th October, 2022 and approved the terms and conditions of his remuneration to be paid for period of three years effective from 01st April, 2022 to 31st March, 2025. The Shareholders at 38th Annual General Meeting held on 25th September 2024 approved revision in his remuneration for a remaining period of his tenure with effect from 1st April, 2024.

Considering his contribution towards the growth and development of the Company, Nomination and Remuneration Committee has considered and recommended the Board for revision in remuneration. Accordingly, the Board of Directors of the Company at its meeting held on 19th May, 2025 approved the revision in remuneration of Mr. Murarilal Mittal payable w.e.f. 1st April, 2025 for his remaining period on the terms and conditions as set out in the resolution at item no. 7 of the notice, subject to the approval of the members of the Company in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no.7 of the Notice for approval of the members.

Except Mr. Murarilal Mittal, Mr. Mayank Mittal and his relatives, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Item No. 8:**

**Approval for remuneration payable to Mr. Mayank Mittal (DIN: 00127248), Joint Managing Director of the company:**

Mr. Mayank Mittal is a Joint Managing Director of the Company and is associated with the Company since 30th June, 2010. The shareholders of the Company at 34th Annual General Meeting held on 15th September, 2020 appointed Mr. Mayank Mittal as Joint Managing Director of the Company. The Shareholders at 38th Annual General Meeting held on 25th September 2024 approved revision in his remuneration for remaining period of his tenure with effect from 1st April, 2024.

Further, as recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 19th May, 2025 approved the revision in payment of remuneration to Mr. Mayank Mittal w.e.f. 1st April, 2025 for remaining period of his tenure on the terms and conditions as set out in the resolution at item no. 8 of the notice, subject to the approval of the members of the Company in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no.8 of the Notice for approval of the members.

Except Mr. Mayank Mittal, Mr. Murarilal Mittal and his relatives, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.



**Item No. 9:****Approval for remuneration payable to Mr. Venkateswararao Kandikuppa (DIN: 06456698), Whole-Time Director of the company.**

Mr. Venkateswararao Kandikuppa is a Whole-Time Director of the Company and is associated with the Company since 1st January, 2016. The shareholders of the Company at 35th Annual General Meeting held on 23rd August, 2021 re-appointed Mr. Venkateswararao Kandikuppa as Whole-Time Director of the Company for a period of 5 (Five) years w.e.f. 1st January, 2021 to 31st December, 2025. Further, the shareholders at 38th Annual General Meeting held on 25th September, 2024 revised his remuneration for remaining period of his tenure with effect from 1st April, 2024.

Further, as recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 19th May, 2025 approved the payment of remuneration to Mr. Venkateswararao Kandikuppa payable w.e.f. 1st April, 2025 for remaining period of his tenure on the terms and conditions as set out in the resolution at item no. 9. of the notice, subject to the approval of the members of the Company in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 9 of the Notice for approval of the members.

Except Mr. Venkateswararao Kandikuppa, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Item No. 10:****Approval for remuneration payable to Mr. Sushil Sharda (DIN: 03117481), Whole-Time Director of the company**

Mr. Sushil Sharda is associated with the Company since 30th June, 2010. The shareholders of the Company at 36th Annual General Meeting held on 10th August, 2022 appointed Mr. Sushil Sharda as a Whole-Time Director of the Company for a period of 5 (Five) years w.e.f. 19th May, 2022 to 18th May, 2027 and the terms and conditions with respect to his remuneration was approved for a period of 3 (Three) years with effect from 1st April, 2022 to 31st March, 2025. Further, the shareholders at 38th Annual General Meeting held on 25th September, 2024 revised his remuneration which was approved for remaining term of his tenure with effect from 1st April, 2024.

Further, as recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 19th May, 2025 approved the payment of remuneration to Mr. Sushil Sharda payable w.e.f. 1st April, 2025 for remaining period of his tenure on the terms and conditions as set out in the resolution at item no. 10 of the notice, subject to the approval of the members of the Company in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 10 of the Notice for approval of the members.

Except Mr. Sushil Sharda, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Item No. 11:****To Consider and approve the Re-Appointment of Mr. Venkateswararao Kandikuppa (DIN: 06456698) as Whole-Time Director of the Company and fix his remuneration:**

Mr. Venkateswararao Kandikuppa is a Whole-Time Director of the Company and is associated with the Company since 1st January, 2016.

The shareholders of the Company at 35th Annual General Meeting held on 23rd August, 2021 re-appointed Mr. Venkateswararao Kandikuppa as Whole-Time Director of the Company for a period of 5 (Five) years w.e.f. 1st January, 2021 to 31st December, 2025.

Considering the knowledge, expertise, experience and contribution made by Mr. Venkateswararao Kandikuppa in progress of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 11th August, 2025 re-appointed Mr. Venkateswararao Kandikuppa as Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 01st January, 2026 to 31st December, 2030 and approved the payment of remuneration to him commencing from 01st January, 2026 to 31st December, 2030 on the terms and conditions as mentioned below, subject to the approval of the members of the Company at their general meeting.

The remuneration payable to Mr. Kandikuppa w.e.f. 01st January, 2026 to 31st December, 2030 are as detailed below:

- a. Remuneration: Rs.57,75,000/- (Rupees Fifty Seven Lakhs and Seventy Five Thousand only) per annum w.e.f. 01st January, 2026
- b. Others:
  1. Conveyance: Actual.
  2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.
  3. Mr. Venkateswararao Kandikuppa will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
  4. Whenever Mr. Venkateswararao Kandikuppa is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse):
    - a) Executive, First class Air Fare / Charter / First Class AC Rail Fare
    - b) Actual expenses to cover stay in hotels and cost of local conveyance
  5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
  6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

The Board recommends passing of the Special Resolution as set out at item no. 11 of the Notice for approval of the members.

Except Mr. Venkateswararao Kandikuppa, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 12:**

#### **To Consider and approve the Re-Appointment of Mr. Mayank Mittal (DIN: 00127248) as Joint Managing Director of the Company and Fix his Remuneration.**

Mr. Mayank Mittal is a Joint Managing Director of the Company and is associated with the Company since 30th June, 2010. The shareholders of the Company at 34th Annual General Meeting held on 15th September, 2020 appointed Mr. Mayank Mittal as Joint Managing Director of the Company.

As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 11th August, 2025 re-appointed Mr. Mayank Mittal (DIN: 00127248) as Joint Managing Director of the Company for a further period of 5 (five) years w.e.f. 16th August, 2025 to 15th August, 2030 and approved the payment of remuneration to him commencing from 16th August, 2025 to 15th August, 2030 on the terms and conditions as mentioned below, subject to the approval of the members of the Company at their general meeting.

The remuneration payable to Mr. Mayank Mittal for remaining period of his tenure effective from 16th August, 2025 to 15th August, 2030 are as detailed below:

- a. **Remuneration:** Rs.1,92,50,000/- (Rupees One Crore Ninety-Two Lakhs Fifty Thousand only) per annum w.e.f. 16th August, 2025
- b. **Others:**
  1. Conveyance: Actual
  2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites.

3. Mr. Mayank Mittal will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category.
4. Whenever Mr. Mayank Mittal is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse)
  - a) Executive, First-class Air Fare / Charter / First Class AC Rail Fare
  - b) Actual expenses incurred for stay in hotels and cost of local conveyance
5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

The Board recommends passing of the Special Resolution as set out at item no. 12 of the Notice for approval of the members. Except Mr. Mayank Mittal, Mr. Murarilal Mittal and his relatives, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Item No. 13:****To approve continuation of Mr. Subhash Kalia (DIN: 00075644) as a Non-Executive Independent Director prior to attaining the age of seventy- five years.**

SEBI vide its circular dated 9 May 2018 has amended SEBI Listing Regulations, and has now mandated all listed companies vide regulation 17(1A) of the said regulations to obtain prior approval of shareholders' through special resolution for appointment/continuation of directorship of a non-executive director, who has attained the age of 75 years w.e.f. 1 April 2019.

Mr. Subhash Kalia was appointed as an Non-Executive Independent Director of the Company by the members at the 37th Annual General Meeting of the Company held on 21st July, 2023 for a period of five consecutive years commencing from 25th April 2023 to 24th April, 2028.

Since Mr. Subhash Kalia (DIN: 00075644), Non-Executive Independent Director of the Company will attain the age of 75 (seventy-five years) on 06th August, 2026. Accordingly, consent of the Members by way of Special Resolution is sought by the Company in compliance with regulation 17 (1A) of SEBI Listing Regulations.,

The Board considers that his continued association Mr. Subhash Kalia as Non-Executive Independent Director would be of immense benefit to the Company.

Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Subhash Kalia as an Non-Executive Independent Director till the expiry of the current term till 24th April, 2028, for the approval by the shareholders of the Company.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval of the Members. He is not related to any of the Directors or Key Managerial Personnel of the Company.

Except Mr. Subhash Kalia, none of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors of  
**Bharat Wire Ropes Limited**

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**  
Place: Mumbai  
Date: 11th August, 2025

**Registered Office:**  
Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
**CIN: L27200MH1986PLC040468**



## ANNEXURE TO THE NOTICE OF AGM

### Details of Directors retiring by rotation, seeking appointment / re-appointment / fixation of remuneration at the ensuing Annual General Meeting

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Murarilal Mittal	Mr. Mayank Mittal	Mr. Venkateswararao Kandikuppa	Mr. Sushil Sharda
Director Identification Number (DIN)	00010689	00127248	06456698	03117481
Date of Birth	01 <sup>st</sup> March, 1958	29 <sup>th</sup> January, 1986	01 <sup>st</sup> June, 1965	01 <sup>st</sup> February, 1968
Nationality	Indian	Indian	Indian	Indian
Age	67 years	39 years	60 years	57 years
Date of the first appointment on the Board	03 <sup>rd</sup> November, 2010	30 <sup>th</sup> June, 2010	01 <sup>st</sup> January, 2016	30 <sup>th</sup> June, 2010
Qualifications	• B.Com • CA	• B.Sc. • MBA	• B.Com • CWA	• B.Com • CA
Expertise in specified field	Mr. Mittal has a vast experience of over 30 years and industrial know-how, his entrepreneurial skill has assisted our Company tremendously in its growth path. His professional background and association with large corporate houses has also played a key role in the development of our Company, coupled with his inputs on strategic planning and business development. He is actively involved in the business development and corporate relationship functions of our Company.	Mr. Mayank Mittal has an overall experience of more than 10 years in the business development and corporate relationship functions. He has been critical in Company's progress, involved in all the strategic decisions, implementation of cutting edge technologies and ensuring best practices across the spectrum of our Company.	Mr. Kandikuppa has an overall experience of more than 22 years with several corporates across India, primarily handling plant operations and liaising with various departments for sanctions/approvals. Similarly, at our Company, he is responsible for all the departmental liaising for smooth operations of our Company's manufacturing units and also looking after the operations and production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the project at Chalisgaon.	Mr. Sharda has an overall experience of 30 years serving various corporates in several varied positions. Prior to joining our Company, he has worked with various large corporate houses, where he mainly handled the financial and accounting profiles. At our Company he oversees the Accounts, Finance, Legal, Compliance and Procurement functions.
Number of Board Meetings attended in the Financial Year 2024-25	5 (Five)	4 (Four)	2 (Two)	5 (Five)
Directorships held in other Companies *	Nil	Nil	Nil	Nil
Chairman/ Member in the Committees of the Boards of other companies in which he is Director *	Nil	Nil	Nil	Nil
Shareholding in the Company as on 31st March, 2025	13,27,737 shares (1.94%)	17,55,677 Shares (2.56%)	65,987 shares (0.09%)	2,68,000 shares (0.39%)
Relationship with Directors, Managers and Key Managerial Personnel	Father of Mr. Mayank Mittal (Joint Managing Director)	Son of Mr. Muralilal Mittal (Managing Director)	None	None
Terms & Conditions of appointment or re- appointment / remuneration	As per the resolutions at item No. 7 of the Notice convening Annual General Meeting	As per the resolutions at item No. 8 & 12 of the Notice convening Annual General Meeting	As per the resolutions at item No. 9 & 11 of the Notice convening Annual General Meeting	As per the resolutions at item No. 10 of the Notice convening Annual General Meeting
Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

\* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

## Annexure A

**Additional information as required under Part II of Schedule V of the Companies Act, 2013 is given below:**

<b>I</b>	<b>General Information</b>	
1	Nature of Industry	Manufacturing of Steel Wires, Wire Ropes, Stranded Wires, etc.
2	Date or expected date of commencement of commercial production	The Company is in existence and in operation since 1986
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	EPS: 10.60 Return on Net Worth: 10.37% Debt Equity Ratio: 0.18
5	Foreign Investment or Collaborations, if any	N.A
<b>II</b>	<b>Information about the Directors:</b>	
<b>A</b>	<b>Mr. Muralilal Mittal</b>	
1	Background details	Mr. Mittal has a vast experience of over 30 (thirty) years and industrial know- how, his entrepreneurial skill has assisted our Company tremendously in its growth path. He was appointed as Director of the Company on 3rd November, 2010. On 19th May, 2022, Mr. Mittal was reappointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 17th October, 2022. His professional background and association with large corporate houses has also played a key role in the development of our Company, coupled with his inputs on strategic planning and business development.
2	Past Remuneration	Rs. 225 Lakhs p.a.
3	Recognition or awards	Mr. Mittal is a Fellow member of Institute of Chartered Accountants of India and a Commerce Graduate.
4	Job profile and his suitability	Mr. Mittal is engaged in day-to-day activities of the Company and is responsible for overall management of the Company
5	Remuneration proposed	As mentioned in item no. 7 of the AGM Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. Mittal is at par with the industry standards, in which it operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Mittal is promoter of the Company and father of Mr. Mayank Mittal, Joint Managing Director of the Company.
<b>B</b>	<b>Mr. Mayank Mittal</b>	
1	Background details	Mr. Mayank Mittal, is the Joint Managing Director of our company. He has an overall experience of more than 10 (ten) years. He was appointed as Director of the Company on 3rd June, 2010 and as a Joint Managing Director of the Company on 12th November, 2016. Mr. Mayank Mittal was reappointed with effect from 16th August, 2020 as a Joint Managing Director of the Company. He has been critical in Company's progress, involved in all the strategic decisions, implementation of cutting edge technologies and ensuring best practices across the spectrum of our Company.
2	Past Remuneration	Rs. 175.00 Lakhs p.a.

3	Recognition or awards	He holds a degree in Bachelor of Science from the State University of New York Stony brook as well as a degree in Masters of Business Administration from Long Island University.
4	Job profile and his suitability	Mr. Mayank Mittal is actively involved in the business development and corporate relationship functions of our Company.
5	Remuneration proposed	As mentioned in item no. 8 & 12 of the AGM Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. Mayank Mittal is at par with the industry standards, in which it operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Mayank Mittal is promoter of the Company and is son of the Mr. Muralilal Mittal, Managing Director of the Company.
<b>C</b>	<b>Mr. Venkateswararao Laxmanamurty Kandikuppa</b>	
1	Background details	Mr. Kandikuppa has an overall experience of more than 22 (twenty-two) years with several corporates across India, primarily handling plant operations and liaising with various departments for sanctions/approvals. Similarly, at our Company.
2	Past Remuneration	Rs. 55.00 Lakhs p.a.
3	Recognition or awards	He holds a degree in Bachelor of Commerce from APS University, Madhya Pradesh and is also a member of the Institute of Cost and Works Accountants of India.
4	Job profile and his suitability	He is responsible for all the departmental liaising for smooth operations of our Company's manufacturing units and also looking after the operations and production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the Proposed Project at Chalisgaon.
5	Remuneration proposed	As mentioned in item no. 09 & 11 of the AGM Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. Venkateswararao Laxmanamurty Kandikuppa is at par with the industry standards, in which it operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	N.A.
<b>D</b>	<b>Mr. Sushil Sharda</b>	
1	Background details	Mr. Sushil Sharda has an overall experience of 30 (Thirty) years serving various corporates in several varied positions. Prior to joining our Company, he has worked with various large corporate houses, where he mainly handled the financial and accounting profiles. On 19th May, 2022, he was appointed as Whole Time Director of the company. He oversees the Accounts, Finance, Legal, Compliance and Procurement functions of the Company.
2	Past Remuneration	Rs. 75.00 Lakhs p.a.
3	Recognition or awards	Mr. Sushil Sharda is a Fellow member of Institute of Chartered Accountants of India and a Commerce Graduate.
4	Job profile and his suitability	Mr. Sushil Sharda oversees the Accounts, Finance, Legal, Compliance and Procurement functions of the Company.
5	Remuneration proposed	As mentioned in item no. 10 of the AGM Notice.



6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to Mr. Sushil Sharda is at par with the industry standards, in which it operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	N.A.
<b>III</b>	<b>Other Information:</b>	
1	Reasons of loss or inadequate profits	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
2	Steps taken or proposed to be taken for Improvement	In the current fiscal year the performance of the company has improved on the account of higher productivities and addition of new customers in the International Market, the same trend is likely to continue in the current quarter also.
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.
<b>IV</b>	<b>Disclosure</b>	
1	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice of AGM.
2	Details of fixed component. and performance linked incentives along with the performance criteria	It has already been disclosed in Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2024-25.
3	Service contracts, notice period, severance fee	
4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

## INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING

### NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies have an option to seek the approval of the Members through remote e-voting for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

### 3. Remote e-voting:

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited (“KFin”), Registrar and Share Transfer Agent (“RTA”) of the Company, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on **Friday, 29th August, 2025**, (“cut-off date”). As per the Circulars, physical copies of the Notice, Annual Report are not being sent to Members for this AGM. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website [www.bharatwireropes.com](http://www.bharatwireropes.com), website of the Stock Exchanges i.e. BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>

### 4. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) (“DP”).
- Physical mode can register their email ID with the Company or KFin. Requests can be emailed to [compliance@bharatwireropes.com](mailto:compliance@bharatwireropes.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

5. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e Friday, 19th September, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

### 6. Instructions for remote e-voting





- i. In compliance with the provisions of Sections 108 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Sunday, 21st September, 2025 (9.00 Hours)	Wednesday, 24th September, 2025 (17.00 Hours) (IST)

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 19th September, 2025 i.e., cut-off date, may cast their vote by remote e-voting.
- v. Mr. Miheh Halani, Practicing Company Secretaries (FCS 9926; CP 12015) is appointed as the Scrutinizer for conducting the AGM only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
  - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
  - b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
  - d. The process and manner of remote e-voting is explained below:
    - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
    - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

## I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>3. <b>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. 'Bharat Wire Ropes Limited' or ESP i.e. KFin.</li> <li>v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</li> </ol> </li> <li>4. <b>Those not registered under IDeAS:</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e <b>Bharat Wire Ropes Limited</b> or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> </li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi.</li> <li>Login to Myeasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> <p><b>2. User not registered for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Bharat Wire Ropes Limited’ or select KFin.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against ‘Bharat Wire Ropes Limited’ or ‘KFin’.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

## Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-62343625, 022-62343626, 022-62343259

## II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password

for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., 'Bharat Wire Ropes Limited' and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

#### **General Guidelines for Members:**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line “Bharat Wire Ropes Limited- Remote E-Voting 2024-25”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required. Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)

By Order of the Board of Directors of  
**Bharat Wire Ropes Limited**

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**

Place: Mumbai

Date: 11th August, 2025

#### **Registered Office:**

Plot No 4, MIDC, Chalisgaon Industrial Area,

Village-Khadki, Tal. - Chalisgaon,

Dist. - Jalgaon – 424101, Maharashtra, India.

CIN: [L27200MH1986PLC040468](https://www.bharatwireropes.com)

Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)