

## NOTICE OF THE 37<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting ('AGM / the meeting') of the Members of Bharat Wire Ropes Limited ('the Company') is scheduled to be held on Friday, 21st July, 2023 at 01:00 P.M. through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with Reports of the Board of Directors and Auditors thereon.
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ruhi Mittal (DIN: 07159227), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

### Special Business:

#### 3. To ratify the remuneration payable to Cost Auditor of the Company for FY 2023-24:

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, the consent of the Company be and is hereby accorded for payment of remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus Goods & Service Tax & re-imbursalment of out-of-pocket expenses for conducting audit of the cost records of the Company for the Financial Year 2023-24 to Mr. Dilip M. Bathija, Cost Accountant, Mumbai (Firm Registration No. 100106) who was appointed as Cost Auditor of the Company for the financial year ending 31st March, 2024 by the Board of Directors on recommendation of the Audit Committee.

**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.”

#### 4. Re-appointment of Mr. Sanjiv Swarup (DIN: 00132716), as Non-Executive Independent Director of the Company for a second term of five years:

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

**“RESOLVED THAT** Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Sanjiv Swarup (DIN: 00132716) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for re-appointment as an Independent Director of the Company and in respect of whom a notice in writing pursuant to Section 160 of the Act proposing his candidature for the office of Director of the Company have been received in the prescribed manner, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 28th April, 2023 till 27th April, 2028, who shall not be liable to retire by rotation.

**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.”

#### 5. Appointment of Mr. Subhash Chander Kalia (DIN: 00075644) as Non-executive Independent Director on the Board of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Subhash Chander Kalia (DIN: 00075644), who was appointed as an Additional

Non-Executive Independent Director of the Company with effect from 25th April, 2023 in accordance the provisions of Section 161 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing his candidature for the office of Director of the Company, and who has submitted the declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of consecutive 5 (Five) years w.e.f. 25th April, 2023 to 24th April, 2028, who shall not be liable to retire by rotation.

**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.”

**6. Appointment of Ms. Anita Shantaram (DIN: 00786517) as Non-executive Independent Director on the Board of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Ms. Anita Shantaram (DIN: 00786517), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 25th April, 2023 in accordance the provisions of Section 161 of the the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing her candidature for the office of Director of the Company, and who has submitted the declaration that she meets the criteria for independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company for a further period of 5 (Five) years w.e.f. 25th April, 2023 to 24th April, 2028, who shall not be liable to retire by rotation.

**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 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 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 period of three financial years commencing from 1st April, 2023 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 period of three years from 01st April, 2023 are as detailed below:

- a. **Remuneration:** Rs.1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per annum w.e.f. 01st April, 2023;
- 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.

**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 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.”

**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 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 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, 2023 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. Mayank Mittal for remaining period of his tenure effective from 01st April, 2023 are as detailed below:

- a. **Remuneration:** Rs.1,50,00,000/- (Rupees One Crore Fifty lakhs only) per annum w.e.f. 01st April, 2023;
- 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.

**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 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.”

**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 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. Venkateswararo Kandikuppa (DIN: 06456698), Whole-Time Director of the Company for remaining period of his tenure commencing from 1st April, 2023 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. Kandikuppa for remaining period of his tenure effective from 01st April, 2023 are as detailed below:

- a. **Remuneration:** Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum w.e.f. 01st April, 2023;
- 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.

**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 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 period of three financial years commencing from 1st April, 2023 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 period of three years from 01st April, 2023 are as detailed below:

- a. **Remuneration:** Rs. 64,00,000/- (Rupees Sixty Four Lakhs only) per annum w.e.f. 01st April, 2023;
- 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.

**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 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.”

#### 11. Approval of terms related to new BWRL ESOP Scheme 2022

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

“**RESOLVED THAT** in continuation of the special resolution passed by the shareholders of the Company at Extra Ordinary General Meeting (“EOGM”) of the Company held on 20th October, 2022, and pursuant to regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {“SEBI (SBEBSE) Regulations, 2021/Regulations”} and in accordance with the terms and conditions of In principle approval received from both the stock exchanges for the BWRL Employee Stock Option Plan Scheme – 2022 (“BWRL ESOP – 2022”), and pursuant to the provisions of section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment of the Act for the time being in force) and in compliance with the relevant provisions of Memorandum and Article of Association of the Company, and applicable provisions of, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) and the listing agreement entered into with the Stock Exchange(s) where the securities are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any committee including Nomination and Remuneration Committee (“NRC”), the consent of the Members be and is hereby accorded to grant, vest and allot, from time to time, and in one or more tranches, options under the BWRL Employee Stock Option Plan Scheme – 2022 (“BWRL ESOP – 2022”), not exceeding 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs.10 (Rupees Ten Only) each to such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Directors of the Company, whether Whole time director or not (excluding the promoter of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) as may be decided under BWRL ESOP - 2022 (hereinafter collectively referred to as “Eligible Employees”), on the basis of criteria decided by the Board or NRC/Compensation committee at such price and on such terms and conditions as may be fixed or determined by the Board and/or Compensation Committee in accordance with the BWRL ESOP – 2022

and in due compliance with applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the BWRL ESOP – 2022 shall be administered by the Nomination and Remuneration Committee (NRC) of the Company who shall have all necessary powers as defined in the BWRL ESOP – 2022 and is hereby designated as the Compensation committee in pursuance of the SEBI (SBEB) Regulations, 2021 for the purpose of administration and superintendence of the BWRL ESOP-2022.

**RESOLVED FURTHER THAT** equity shares issued and allotted in accordance with the BWRL ESOP – 2022 shall rank pari-passu in all respect with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, preferential issue, bonus issue, merger and sale of division or other re-organization of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for purpose of making a fair and reasonable adjustment to the stock options granted earlier, the above ceiling shall be deemed to increase to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted to the option grantees shall accordingly be adjusted for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier and the ceiling in terms specified in the aforesaid resolution shall be deemed to be increased (if applicable) to the extent of such additional equity shares issued or the price of acquisition payable by the option grantees under the BWRL ESOP – 2022 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the existing face value per equity shares of the Company shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without any affecting any other rights or obligations of the said option grantees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board and/or Compensation Committee, subject to applicable laws for the time being in force including but not limited to SEBI (SBEBSE) Regulations, 2021, be and is hereby authorized to evolve, decide upon and bring into effect the BWRL ESOP – 2022 and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the

same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares.

**RESOLVED FURTHER THAT** the Board and the Company Secretary be and is hereby given complete authority to take necessary steps for listing of the equity shares issued and allotted under BWRL ESOP – 2022 on the stock exchanges, where the shares of the Company are listed in accordance with the provisions of the SEBI SBEB regulations, the SEBI LODR Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any power conferred herein to the Compensation Committee, any Directors, the Company Secretary, any employee, officer(s) or authorised representative(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regards.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to introduction and implementation of BWRL ESOP – 2022 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**12. Revision in vesting schedule of the options granted under new BWRL ESOP Scheme 2022**

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

**“RESOLVED THAT** pursuant to the provisions of section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment of the Act for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {“SEBI (SBEBSE) Regulations, 2021/Regulations”} and in accordance with the shareholder's approval received in Extra-ordinary general meeting of the Company held on 20th October, 2022 for the BWRL Employee Stock Option Plan Scheme – 2022 (“BWRL ESOP – 2022”), and in compliance with the relevant

provisions of Memorandum and Article of Association of the Company, and applicable provisions of, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) and the listing agreement entered into with the Stock Exchange(s) where the securities are listed, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted / to be constituted Committees of the Directors including the Nomination and Remuneration Committee of the Board constituted to exercise its powers conferred under this resolution) for the revision in vesting schedule of the options granted or to be granted under the BWRL Employee Stock Option Plan Scheme – 2022 (“BWRL ESOP – 2022”) as follows:

**RESOLVED FURTHER THAT** the Board (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted / to be constituted Committees of the Directors including the Nomination and Remuneration Committee of the Board constituted to exercise its powers conferred under this resolution) be and is hereby authorized at any time to modify, change,

Time Period	Percentage of Options Vested (%)	
	Previously approved	Revised
After 1 year from the date of Grant	35%	30.30%
After 2 years from the date of Grant	35%	33.33%
After 3 years from the date of Grant	30%	36.37%

vary, alter, re-price or amend BWRL ESOP – 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or any Director(s) or any officer(s) of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise, and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution.”

**13. Increase in the Authorised share capital of the company and amendment of the Memorandum of Association respectively:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force and rules framed thereunder) and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 85,00,00,000/- (Rupees Eighty-Five Crore Only) divided into 8,49,60,000 (Eight Crore Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 9,49,60,000 (Nine Crore Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

“V. The Authorised Share Capital of the Company is Rs. 95,00,00,000 (Rupees Ninety-Five Crore Only) divided into 9,49,60,000 (Nine Crore Forty Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each , with the rights, privileges and conditions attached thereto as per the relevant revisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the Capital and to divide the shares in the capital for the time being into several classes (being those specified in Companies Act, 2013), and to attach thereto respectively such preferential, qualified special right, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or any Director(s) or any officer(s) of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise, and to do all such acts, deeds, matters and things as the Board may, in its

absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable for such purpose in the best interest of the Company 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.: ACS 38908**  
Place: Mumbai  
Date: 26th June, 2023

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

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India has permitted to conduct Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed physical presence of the members at the meeting vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 2/2022 dated 5th May, 2022, and Circular No. 10/2022 dated 28th December, 2022 prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. 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 37th 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 37th 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 more than 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, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of 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. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address 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.
14. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. KFin Technologies Limited (Unit: Bharat Wire Ropes Limited), Plot 31-32, Selenium Building, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or the Secretarial Department of the Company.
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), Plot 31-32, Selenium Building, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or the Secretarial Department of the Company.
16. 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.
17. 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 2022-23, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
  18. Members may note that the Notice of the 37th AGM and Annual Report 2022-23 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>
  19. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
  20. 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.
  21. The Company has fixed **Friday, 14th July, 2023** 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 **Monday, 17th July, 2023 (9.00 am) to Thursday, 20th July, 2023 (5.00 pm) (both days inclusive)**. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 15th July 2023 to Friday, 21st July, 2023 (both days inclusive).
  22. 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.
  23. 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 through an email at [Compliance@bharatwireropes.com](mailto:Compliance@bharatwireropes.com) up to the date of 37th AGM.
  24. 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.
  25. 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.
  26. 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/ RTAMB/CIR/P/2020/236 dated 02 December 2020 had fixed 31 March 2021 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.
  27. 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.

28. 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.
29. 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.
30. 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.
31. The details of the process and manner for participating in 37th 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. 14th July, 2023. 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.: ACS 38908**

Place: Mumbai  
Date: 26th June, 2023

#### **Registered Office:**

Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
**CIN: 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 25th April, 2023**

**Item No. 3:**

**To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2023-24:**

The Board of Directors at its meeting held on 25th April, 2023, 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 2023-24, at a remuneration not exceeding Rs. 1,25,000/- (Rupees One Lakh Twenty five thousand only) plus Goods & Service Tax & re-imburement of out-of-pocket expenses in connection with the audit. **Mr. Dilip M. Bathija** has confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

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. 3 of the Notice for approval of the members.

**Item No. 4:**

**Re-appointment of Mr. Sanjiv Swarup (DIN: 00132716), as Non-Executive Independent Director of the Company for a second term of five years:**

Pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or enactment thereof for the time being in force) the Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 25th April, 2023, approved the re-appointment of Mr. Sanjiv Swarup (DIN: 00132716) for a second term of 5 (five) consecutive years

commencing from 28th April, 2023 till 27th April, 2028, subject to approval of shareholders at ensuing Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Mr. Swarup as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Swarup. Further, the Company has received from him all statutory disclosures /declarations including his consent to act as an Independent Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

In opinion of the Board, Mr. Sanjiv Swarup fulfills the conditions specified in the Act and the Rules made thereunder and the SEBI Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company. The Board considers that the continued association of Mr. Swarup would be of immense benefit to the Company and having regard to the qualification, knowledge and experience, the re-appointment of Mr. Swarup for further term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company. The Board of Directors recommends passing of the Special Resolution as set out at item no. 4 of the Notice for approval of the members.

Except Mr. Sanjiv Swarup, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 5:**

**Appointment of Mr. Subhash Chander Kalia (DIN: 00075644) as Non-executive Independent Director on the Board of the Company:**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of section 149, 150 and 152 of the Act, read with rules framed thereunder, the Board of Directors in its meeting 25th April, 2023, , appointed Mr. Subhash Chander Kalia (DIN: 00075644) as an Additional Non-Executive Independent Director of the Company for term of 5 consecutive years w.e.f 25th April, 2023 till 24th April, 2028 subject to the approval of the members of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Mr. Kalia as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, Mr. Subhash Chander Kalia fulfils the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company. Mr. Subhash Chander Kalia (DIN: 00075644) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from him all statutory disclosures /declarations including his consent to act as an Independent Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Mr. Kalia as an Independent Directors will be beneficial and in the interest of the Company. A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

The Board of Directors recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the members.

Except Mr. Subhash Chander Kalia, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 6:**

#### **Appointment of Ms. Anita Shantaram (DIN: 00786517) as Non-executive Independent Director on the Board of the Company:**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of section 149, 150 and 152 of the Act, read with rules framed thereunder, the Board of Directors in its meeting 25th April, 2023, appointed Ms. Anita Shantaram (DIN: 00786517) as an Additional Independent Non-Executive Director of the Company for term of 5 consecutive years w.e.f. 25th April, 2023 till 24th April, 2028 subject to the approval of the members of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Ms. Shantaram as an Independent Director of the Company. The Company has also received a declaration of independence from her.

In the opinion of the Board, Ms. Anita Shantaram fulfils the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for her appointment

as Independent Director of the Company and is independent of the management of the Company. Ms. Anita Shantaram (DIN: 00786517) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013. The Company has received from her all statutory disclosures /declarations including her consent to act as a Director. The letter of appointment is available for inspection by members at the registered office of the Company between 11 a.m. to 1 p.m. on any working day of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Shantaram as an Independent Directors will be beneficial and in the interest of the Company. A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 6 of the Notice for approval of the members.

Except Ms. Anita Shantaram (DIN: 00786517), no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 7:**

#### **Approval for remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Joint 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. The shareholders of the Company at 36th Annual General Meeting held on 10th August, 2022 re-appointed Mr. Murarilal Mittal as Joint 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.

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. 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 25th April 2023 approved the revision in remuneration of Mr. Murarilal Mittal payable w.e.f. 1st April, 2023 for remaining period of three years i.e. upto 31st March, 2026 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 its 36th Annual General Meeting held on 10th August, 2022 approved revision in his remuneration for a period of 3 (Three) years with effect from 1st April, 2022 to 31st March, 2025.

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 25th April 2023 approved the payment of remuneration to Mr. Mayank Mittal payable w.e.f. 1st April, 2023 for remaining period of his tenure i.e. upto 31st March, 2025 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 36th Annual General Meeting held on 10th August, 2022 revised his remuneration which was approved for a period of 3 (Three) years with effect from 1st April, 2022 to 31st March, 2025.

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 25th April, 2023 approved the payment of remuneration to Mr. Venkateswararao Kandikuppa payable w.e.f. 1st April, 2023 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 a Whole-Time Director of the Company and 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 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.

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 25th April, 2023 approved the payment of remuneration to Mr. Sushil Sharda payable w.e.f. 1st April, 2023 for period of three years i.e. upto 31st March, 2026 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:**

#### **Approval of terms related to BWRL ESOP Scheme – 2022**

Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

The Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Plan.

The Nomination and Remuneration Committee ('the Committee') at its meeting inter-alia formulated the detailed terms and conditions of the said scheme and the Board of Directors ("Board") of the Company at its meeting held on September 23, 2022 approved introduction of the BWRL Employee Stock Option Plan Scheme – 2022 ("BWRL ESOP – 2022/Scheme"), for the benefit of the present and future employees of the Company, subject to the approval of the members by a special resolution.

The Board has nominated the Nomination and Remuneration Committee to be designated as the Compensation Committee for the administration and superintendence of the Scheme in accordance with the Companies Act 2013 and the rules made thereunder. Approval of the members is being sought for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Nomination and Remuneration Committee of the Company.

In terms of the provisions of Regulation 6 read with Schedule I Part C of SEBI SBEB & SE Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013, the broad terms and conditions of the scheme are as follows;

#### **1. Brief Description of the scheme:**

The objective of the BWRL ESOP-2022 is, inter alia, to reward the employees (as defined hereinafter) for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the scheme to attract and retain talent in the organization. The Company views options as instruments that would enable the employees to get a share in the value they create for the Company in the years to come and align the objectives of the employees with the objectives of the Company

#### **2. The total number of options, shares or benefits, as the case may be, to be granted.**

Not exceeding in aggregate of 30,00,000 (Thirty Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each (or such other adjusted figure for any bonus, stock splits or any other re-organisation of the capital structure from time to time.)

#### **3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).**

The BWRL ESOP - 2022 shall generally extend to all Eligible Employees as defined in the BWRL ESOP - 2022 and the Stock Options shall be granted to such of them, of such quantity, in such manner and at such terms as the Compensation Committee may decide at its discretion from time to time. Eligible Employees mean the permanent employees of the Company and its directors (excluding Independent Directors and promoters/members of the Promoter Group of the Company & other ineligible persons under the Regulations), as may be determined by the Compensation Committee at its discretion.

#### **4. Requirements of Vesting and period of Vesting**

The continuation of an employee in the services of the Company shall be the primary requirement of the vesting of the Stock Options, except under such situations as the Compensation Committee may decide and as permissible/required under the applicable Regulations. The minimum vesting period would be one year from the date of grant and the maximum vesting period shall be five years from the date of grant.

Within this minimum and maximum vesting period, the Compensation Committee may decide varying terms for different tranches of Stock Options and generally for different categories of employees or individual employees.

#### **5. Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.**

The maximum vesting period may extend to 5 years from the date of grant of option, unless otherwise decided by

the Nomination & Remuneration Committee.

Time Period	Percentage of Options Vested (%)	
	Previously approved	Revised
After 1 year from the date of Grant	35%	30.30%
After 2 years from the date of Grant	35%	33.33%
After 3 years from the date of Grant	30%	36.37%

#### 6. Exercise Price, Purchase Price or pricing formula

The exercise price and/or the pricing formula shall be decided by the Nomination and Remuneration Committee from time to time subject to applicable laws. Further, employee shall bear all tax liability in relation to grant of options.

#### 7. Exercise Period and process of exercise

One year post vesting period or such longer period as may be determined by the Compensation Committee. The Grantee shall be entitled to exercise vested options for underlying equity share and shall pay applicable tax thereon. Payment of the Exercise Price shall be made by a cheque or a demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.

#### 8. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance, expected potential contribution and such other criteria as may be determined by the aforesaid Committee at its sole discretion, from time to time.

#### 9. Maximum number of options to be granted per employee and Maximum quantum of benefits to be provided per employee under the scheme

The maximum number of Stock Options or equity shares issued to any identified Eligible Employee under the BWRL ESOP-2022 shall not exceed in any one year, one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options/ equity shares. The total number of Stock Options to be granted shall not exceed 30,00,000 (Thirty Lakhs) (as adjusted for any changes in capital structure/corporate actions in the manner as provided in the Scheme).

#### 10. Conditions under which the Options may lapse:

The option will lapse if not exercised within the specified period. The option may also lapse under certain circumstances even before the expiry of specified exercise period i.e. in the event of termination or resignation.

#### 11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.

BWRL ESOP - 2022 shall be administered by the Company and not through a trust. The Scheme shall be implemented and administered directly by the Company through Nomination and Remuneration Committee.

#### 12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.

The scheme only involves new issue of shares by the Company.

#### 13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust or through any such person as Nomination Remuneration Committee deem fit from time to time, its tenure, utilization, repayment terms, etc.

The Company may at its sole discretion provide loans, from time to time, to the grantees of Stock Options which shall be utilized for/adjusted towards the sole purpose of purchase of equity shares of the Company by way of exercise of the Stock Options. The terms and amount of such loans shall be such as the Compensation Committee may decide from time to time in accordance with applicable law.

#### 14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).

Not applicable

#### 15. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.

The Company undertakes that it shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEBS) Regulations, 2021.

#### 16. The method which the company shall use to value its options.

The Company shall use the Intrinsic Value/ Fair Value method to value its Stock Options in accordance with the relevant Regulations.

Further, in case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this



difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

### **17. Lock-in**

Not any except if any lock-in is required pursuant to applicable laws.

### **18. Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

The Company proposes not to buyback any securities covered under these regulations.

### **19. Listing.**

Subject to the approval of the Stock Exchange(s), the Shares issued and allotted on Exercise of the Options shall be listed on the recognized Stock Exchange(s) on which the Shares of the Company are listed.

Regulation 6 (1) of SBEBSE Regulations requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as BWRL ESOP - 2022 will entail further issue of shares, accordingly consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 11 of this Notice is proposed for approval by members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them as per the proposed resolutions set out at Item No. 11 above.

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

#### **Revision in vesting schedule of the options granted under New BWRL ESOP Scheme 2022**

The Shareholders in Extra-Ordinary General Meeting held on 20th October, 2022 had approved the BWRL ESOP Scheme 2022 and accordingly options were granted to the eligible employees of the Company. In the best interest of the Company and with a purpose to retain talented employees of the Company, the Nomination and Remuneration Committee at its meeting held on 25th April, 2023 had approved and proposed to revise the vesting period of the options granted under "BWRL ESOP – 2022". As per clause 6(b)(xi) of the said scheme and as per Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Company can vary the terms of the scheme subject to the approval of the shareholders by way of special resolution.

Accordingly, the Board hereby recommends the Special Resolution as set out at Item No. 12 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, may be deemed

to be concerned or interested, financially or otherwise, in the resolution set out at item No. 12 of the Notice except to the extent of stock options granted to some of them under the aforesaid ESOP scheme and to the extent of their shareholding in the Company.

### **Item No. 13:**

#### **Increase in the Authorised Share Capital of the Company and amendment of the Memorandum of Association respectively:**

Considering the business plans and fund requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from Rs. 85,00,00,000 (Rupees Eighty-Five Crores Only) divided into 8,49,60,000 (Eight Crores Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 95,00,00,000 (Rupees Ninety-Five Crores Only) divided into 9,49,60,000 (Nine Crores Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore Only) Equity shares of Rs. 10/- (Rupees Ten Only) each.

Pursuant to provisions of section 13 read with section 61 of the Act, the proposed increase in Authorised Share Capital requires approval of members in General Meeting. Consequent upon increase in Authorised Share Capital, clause V of the Memorandum of Association of the Company is required to be altered.

Accordingly, the board recommends the Special Resolution set out in Item No. 13 of the notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 13 above.

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: ACS 38908**

Place: Mumbai  
Date: 26th June, 2023

#### **Registered Office:**

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



**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	Ms. Ruhi Mittal	Mr. Sanjiv Swarup**	Mr. Subhash Chander Kalia**	Ms. Anita Shantaram**	Mr. Muralilal Mittal	Mr. Mayank Mittal	Mr. Venkateswararao Kandikuppa	Mr. Sushil Sharda
<b>Director Identification Number (DIN)</b>	07159227	00132716	00075644	00786517	00010689	00127248	06456698	03117481
<b>Date of Birth</b>	01st October, 1980	19th November, 1958	06th August, 1951	07th July, 1968	01st March, 1958	29th January, 1986	01st June, 1965	01st February, 1968
<b>Age</b>	43 years	65 years	72 years	55 years	65 years	37 years	58 years	55 years
<b>Date of the first appointment on the Board</b>	16th April, 2015	28th April, 2018	25th April, 2023	25th April, 2023	03rd November, 2010	30th September, 2010	01st January, 2016	30th June, 2010
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>Masters in Business Administration</li> <li>LLM</li> </ul>	<ul style="list-style-type: none"> <li>B.Com</li> <li>LLB</li> <li>CA</li> </ul>	<ul style="list-style-type: none"> <li>Master of Arts (Political Science)</li> <li>CAIIB</li> </ul>	<ul style="list-style-type: none"> <li>Master's in Industrial Psychology</li> <li>PhD on Ethical Business Practices and Corporate Financial Performance</li> <li>Certified Leading Professional – Ethics &amp; Compliance</li> </ul>	<ul style="list-style-type: none"> <li>B.Com</li> <li>CA</li> </ul>	<ul style="list-style-type: none"> <li>B.Sc.</li> <li>MBA</li> </ul>	<ul style="list-style-type: none"> <li>B.Com</li> <li>CWA</li> </ul>	<ul style="list-style-type: none"> <li>B.Com</li> <li>CA</li> </ul>
<b>Expertise in specified field</b>	Ms. Ruhi Mittal has an overall experience of approximately 5 (five) years. She is having an expertise in the field of Law, Management (Human Resource) & Corporate Legal, and is currently working as an Assistant Professor at MM Institute of Management, MM University, Ambala.	Mr. Sanjiv Swarup is having an overall experience of 40 years as a Management Consultant and is currently working as a Senior Management Consultant. He has cleared Independent Director's exam as required under Companies Act, 2013. He has also served as Independent Director of Bharat Wire Ropes Limited for 5 years and is being considered for re-appointment as Non-Executive Independent Director for second term of five years.	Mr. Kalia is having an overall experience of 38 years in the field of Public Sector Banking and has worked across India and Overseas (including London and Mauritius). He has been on the board of various public sector banks in India and also serves as an Independent Director on the Board of various Listed Companies. Further, he has delivered lectures in several Academic and professional institutions across the country and also contributed articles in various Financial Magazines, Newspapers and other publications. He has received various awards in the field of banking including Banker Shriromani Award.	Dr. Anita Shantaram possesses three decades of corporate training and teaching experience. She was awarded Outstanding Teacher in Business Ethics recognition by Higher Education Forum. In 2015, Dr. Shantaram successfully defended her PhD on Ethical Business Practices and Corporate Financial Performance: An Empirical Analysis at BITS Pilani and thereafter founded Ethics India, which is now part of legal-tech company Legasis Services. At Legasis she has been instrumental in setting up the Compliance and Ethics Academy that runs the Certified Compliance and Ethics Professional Course	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.
<b>Number of Board Meetings attended in the Financial Year 2022-23</b>	Six(6)	Six (6)	NA	NA	Six (6)	Five (5)	Six (6)	Four (4)
<b>Directorships held in other Companies *</b>	Nil	1. Responsive Industries Ltd. – Independent Director 2. Reliance Commercial Finance Ltd. – Independent Director 3. Axiom Cordages Ltd. – Independent Director 4. Josts Engineering Company Ltd. – Independent Director	1. PNC Infratech Ltd. – Independent Director 2. Capital India Finance Ltd. – Independent Director	1. Gujarat Insecticides Ltd. - Additional Director 2. Joyous Housing Ltd. -Nominee Director 3. Grid Consultants Pvt. Ltd. - Director 4. Ethics Research and Consulting Pvt. Ltd.- Director 5. Centre for Leadership and OD Pvt. Ltd. - Director	Nil	Nil	Nil	Nil
<b>Chairman/ Member in the Committees of the Boards of other companies in which he is Director *</b>	Nil	Refer Annexure A	Refer Annexure A	Nil	Nil	Nil	Nil	Nil
<b>Shareholding in the Company as on 31st March, 2023</b>	Nil	14,699 shares (0.02%)	Nil	Nil	12,63,637 shares (1.86%)	1700001 Shares (2.5%)	61,421 shares (0.09%)	1,84,501 shares (0.27%)
<b>Relationship with Directors, Managers and Key Managerial Personnel</b>	None	None	None	None	Father of Mr. Mayank Mittal (Joint Managing Director)	Son of Mr. Muralilal Mittal (Managing Director)	None	None
<b>Terms &amp; Conditions of appointment or re-appointment / remuneration</b>	As per the item No. 2 of the Notice convening Annual General Meeting	As per the resolutions at item No. 4 of the Notice convening Annual General Meeting	As per the resolutions at item No. 5 of the Notice convening Annual General Meeting	As per the resolutions at item No. 6 of the Notice convening Annual General Meeting	As per the resolutions at item No. 7 of the Notice convening Annual General Meeting	As per the resolutions at item No. 8 of the Notice convening Annual General Meeting	As per the resolutions at item No. 9 of the Notice convening Annual General Meeting	As per the resolutions at item No. 10 of the Notice convening Annual General Meeting
<b>Remuneration details (Including Sitting Fees &amp; Commission)</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	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).

\*\* Justification and skills and capabilities required for appointment of Independent Director:



**Mr. Sanjiv Swarup**

Mr. Sanjiv Swarup has significant experience in the areas of finance, risk management, legal, regulatory requirements, and governance. He has an overall experience of 40 years as a Senior Management Consultant; holds qualifications in Law, and Chartered Accountancy. He has cleared the Independent Director's exam as required under Companies Act. He was also a Senior Advisor for 16 years in a BSE listed, SEBI registered Merchant Banking firm. He has the ability to analyse their impact of financial developments on the business of the Company.

**Mr. Subhash Chander Kalia**

Mr. Subhash Chander Kalia has significant experience of 38 years in the field of Public Sector Banking and has worked across India and Overseas (including London and Mauritius). In the opinion of the Board of Directors, his experience in banking sector will help the company in its future growth prospects and in his guidance, the board will be able to initiate and implement company's major funding decisions more effectively.

Further, Mr. Kalia fulfills the conditions for his appointment as an Independent Director as per the statutory requirements. He is independent of management and possesses appropriate skills, experience, and knowledge. He also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation

16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations. The Company has also received necessary declarations from him that he has met the criteria of independence as prescribed under the Act and Listing Regulations, the Board of Directors of your Company is of the opinion that the appointment of Mr. Kalia as an Independent Director of the Company would be beneficial to the Company.

**Ms. Anita Shantaram**

Ms. Shantaram possesses three decades of corporate training and teaching experience in Business Ethics. Her involvement in the Board will help the board in conducting its business practices in more ethical way.

In the opinion of the Board of Directors, Ms. Shantaram fulfills the conditions for her appointment as an Independent Director as per the statutory requirements. She is independent of management and possesses appropriate skills, experience, and knowledge. She also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations. The Company has also received necessary declarations from him that she has met the criteria of independence as prescribed under the Act and Listing Regulations, the Board of Directors of your Company is of the opinion that the appointment of Ms. Shantaram as an Independent Director of the Company would be beneficial to the Company.

**Annexure A**

**Chairman/ Member in the Committees of the Boards of companies in which he is Director**

**1. Mr. Sanjiv Swarup**

Sr. No.	Name of the Company	Name of the Board Committee	Nature of Interest (Member or Chairman)
1	Bharat Wire Ropes Ltd.	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
2	Responsive Industries Ltd.	Audit Committee	Chairman
3	Reliance Commercial Finance Ltd.	Audit Committee	Chairman
4	Axiom Cordages Ltd.	Audit Committee	Member
5	Josts Engineering Co. Ltd.	Audit Committee	Member

**2. Mr. Subhash Chander Kalia**

Sr. No.	Name of the Company	Name of the Board Committee	Nature of Interest (Member or Chairman)
1	Capital India Finance Ltd.	Audit Committee	Member

**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: 9.68 Return on Net Worth: 11.11% Debt Equity Ratio: 0.32
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 3 <sup>rd</sup> November, 2010. On 19 <sup>th</sup> May, 2022, Mr. Mittal was reappointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 17 <sup>th</sup> 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. 115.00 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 3 <sup>rd</sup> June, 2010 and as a Joint Managing Director of the Company on 12 <sup>th</sup> November, 2016. On 16 <sup>th</sup> August, 2020, Mr. Mayank Mittal was reappointed as Executive 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. 100.00 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 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. 45.00 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. 9 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 19 <sup>th</sup> 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. 54.00 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 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 Disclosure</b>		
1	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice of AGM.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2022-23.	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2022-23 of the Company.

## INSTRUCTIONS FOR E-VOTING

I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('Kfintech') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to members holding shares as on 14th July, 2022, being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his /her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode." The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

**Step 1: Login method for Individual shareholders holding securities in demat mode is given below:**

<u>NSDL</u>	<u>CDSL</u>
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p><b>1. Existing User who have opted for Easi /Easiest:</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p>	<p><b>2. User not registered for for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ Easi Registration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>
<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. You will be requested to select the name of the company or the e-Voting Service Provider name, i.e. Kfintech. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e-Voting is in progress.</p>

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

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL. Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

**Important note:**

**Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can 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 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Step 2: Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), 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 Kfintech 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, email 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 - AGM” 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. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, 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(s), 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(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [mihen.halani@gmail.com](mailto:mihen.halani@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [Compliance@bharatwireropes.com](mailto:Compliance@bharatwireropes.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 17:00 hours on 14th July, 2023.
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- In case of Members who have not registered their e-mail IDs (including Members holding shares in physical form), may please follow the steps for registration of e-mail IDs and obtaining User ID and Password for e-voting as mentioned in para 16 of the “Notes” and para (c & d) under the “Other Instructions” section below also.
- C. Voting at the Annual General Meeting:
- I. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the chairperson during the AGM proceedings. Members shall click on the same to take them to the “Insta-poll” page and Members to click on the “Insta-poll” icon to reach the resolution page and follow the instructions to vote on the resolutions.



- II. Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period 2 working days from the conclusion of the voting to the Chairperson of the Company or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website [www.bharatwireropes.com](http://www.bharatwireropes.com) and on the website of KFintech at <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorized by the chairman.

#### **OTHER INSTRUCTIONS:**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: Bharat Wire Ropes Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 – 6716 1517 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 14th July, 2023, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD<space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD <SPACE> In12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call KFintech toll free number 1800-309-4001 for any assistance.
  - iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) However, KFintech shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- d. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number registered with the RTA of the Company, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/)

Shareholders are requested to follow the process as guided to capture the email IDs and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Alternatively member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in respect of shares held in electronic form and copy of share certificate in respect of shares held in physical form for sending the Annual report, Notice of AGM and the e-voting instructions.



Process for registration of e - mail id for obtaining Annual Report and user id / password for e - voting:

Physical Holding

Send a request to the Registrar and Transfer Agents of the Company, KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) providing Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend,
- b) The Bank Account type,
- c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions,
- d) 9 digit MICR Code Number,
- e) 11 digit IFSC Code, and
- f) a scanned copy of the cancelled cheque bearing the name of the first shareholder

Demat Holding

Please contact your Depository Participant (DP) and register your e - mail address and bank account details in your demat account, as per the process advised by your DP

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: ACS 38908**

Place: Mumbai  
Date: 26th June, 2023

**Registered Office:**

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