

BWRL/2019-20/SE/QC/05

May 28, 2019

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051
NSE Symbol – BHARATWIRE

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
BSE Scrip Code – 539799

**Subject: Submission of Annual Secretarial Compliance Report for the financial year
ended on March 31, 2019**

Dear Sir/Madam,

In Compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, Please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on March 31, 2019 issued by M/s. APC & Associates, Practicing Company Secretaries.

Kindly take the same on your records.

For **Bharat Wire Ropes Limited**


Shailesh Rakhasiya
Company Secretary & Compliance Officer
Membership No. – A32244



Encl.: As above

Corporate Office:

A - 701, Trade World Building, Kamala Mills
Compound, SB Marg, Lower Parel (W),
Mumbai - 400013, Maharashtra, India.
Tel: +91 22 66824600 Fax: +91 22 66824666

Registered Office & Factory:

Plot No.4, MIDC, Chalisgaon Industrial Area,
Village - Khadki, Taluka - Chalisgaon,
District - Jalgaon - 424101, Maharashtra, India
Tel: +91 02589 211000

Factory:

Plot No-1&4, Atgaon Industrial Complex,
Mumbai-Nasik Highway, Atgaon (East),
Taluka-Shahpur, Dist.-Thane- 421601,
Maharashtra, India.
Tel No.: +91 2527 240197



Secretarial Compliance Report of Bharat Wire Ropes Limited
for the year ended March 31, 2019

To,
The Board of Directors,
BHARAT WIRE ROPES LIMITED
CIN: L27200MH1986PLC040468
BSE Scrip Code: 539799 / NSE Symbol: BHARATWIRE

We, APC & ASSOCIATES, have examined:

- a) all the documents and records made available to us and explanation provided by Bharat Wire Ropes Limited ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**





- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable during the period under review** and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
 - j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review**
 - k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;
- (i) SEBI (Depositories and Participants) Regulations, 2018/1996;

Based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, *except in respect of matters specified below:-*

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks
1	Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015 - Composition of Board of Directors	-	The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors w.e.f. 14 th November, 2018
2	Regulation 23(2) of SEBI (LODR) Regulations, 2015 - Related party transactions	-	The company has not taken prior approval of Audit committee for the related party transactions proposed to be entered by the company.

- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- iii. No actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard





APC & ASSOCIATES
COMPANY SECRETARIES

Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

- iv. Since this is the first Report, there are no previous Reports in respect of which the listed entity is required to actions to comply with the observations made under such previous reports:

Date: 15.05.2019
Place: Mumbai

For APC & ASSOCIATES
Practicing Company Secretaries

Abhishek Chhag
Proprietor
CP No: 21555
ACS No: 45143

