



BHARAT WIRE ROPES LIMITED

Registered Office: Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India. Tel: +91-2527-240123; Fax: +91-2527-240196

Corporate Office: 701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400013, Maharashtra, India. Tel: +91-22-66824600 Fax: +91-22-24955477

Website: www.bharatwireropes.com, E-mail id: investors@bharatwireropes.com
CIN: L27200MH1986PLC040468

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of Bharat Wire Ropes Limited

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”), that the Resolutions appended below are proposed to be passed by the Members of Bharat Wire Ropes Limited (“**Company**”) through Postal Ballot Process/electronic voting (“**e-voting**”) for seeking approval of the Shareholders in respect of the Special Business proposed to be passed through Postal Ballot, the details of such Special Business is more specifically provided in the appended Resolution.

The Proposed Resolutions and the Explanatory Statement setting out material facts concerning the Resolutions set out in Item Nos. 1, 2, 3 and 4 of this Postal Ballot Notice is appended below. Postal Ballot Form in respect of the Proposed Resolutions is enclosed for your consideration.

The Company is also providing e-voting facility for voting on the proposed Resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Notice and the “instructions for e-voting” as contained under the notes.

The Company has appointed M/s. Abhishek Lakhota & Co., Company Secretaries, as Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Notice and the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on May 15, 2018.

The Scrutinizer will submit his report to the Managing Director after completion of the scrutiny of the postal ballots (including e-voting) and the result of the postal ballot will be declared on or before Thursday, May 17, 2018 at the Corporate Office of the Company. The result will be hosted on the website of the Company (www.bharatwireropes.com) and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

1. Increase in Authorised Share Capital of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to **Rs. 52,00,00,000/- (Rupees Fifty Two Crores Only)** divided into **5,20,00,000 (Five Crores Twenty Lakhs)** equity shares of **Rs. 10/- (Rupees Ten Only)** each with a power of Company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.”

2. Alteration of Memorandum of Association and Articles of Association of the Company:

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

“**RESOLVED THAT** subject to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, the consent of the Members be and is hereby accorded to substitute the existing **Clause V** of Memorandum of Association of the Company with the following:

“The Authorised Share Capital of the Company is Rs. 52,00,00,000/- (Rupees Fifty Two Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) equity shares of Rs 10/- (Rupees Ten Only) each with power to the Company to increase or reduce or modify the capital of the Company for the time being and to divide the shares in the capital for the time being for the Company into two classes of shares and to attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to modify vary or abrogate any such rights privileges or conditions in such manner as may from time to time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and to issue shares of higher and lower denomination.”

“RESOLVED FURTHER THAT subject to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members be and is hereby accorded to substitute the existing Article 5(a) of the Articles of Association of the Company with the following:

“The Authorised Share Capital of the Company is Rs. 52,00,00,000/- (Rupees Fifty Two Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity shares of Rs 10/- (Rupees Ten Only) with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.”

3. **Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement (‘QIP’) to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 50,00,00,000/-:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and /or re-enactment thereof for the time being in force) (the **“Companies Act”**), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and /or re-enactment thereof for the time being in force) (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“LODR Regulation”**), to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999 (including any amendments, statutory modification(s) and /or re-enactment thereof for the time being in force) (the **“FEMA”**) the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the **“FCCB’s Scheme, 1993”**) to the extent applicable, the Depository Receipts Scheme, 2014 (the **“DR Scheme, 2014”**), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, (including any amendments, statutory modification(s) and /or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable as amended from time to time, issued by the Government of India (**“GOI”**), the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), National Stock Exchange of India Limited and BSE Limited (the **“Stock Exchanges”**), and/ or any other regulatory / statutory authorities, to the extent applicable and subject to the approvals, permits, consents and sanctions of any regulatory / statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include a committee constituted / to be constituted by the Board to exercise its power including powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time (including with provisions for reservations on firm and /or competitive basis, for such part of issue and for categories of persons as may be permitted) such number of Equity Shares of the Company of face value Rs. 10/- each (the **“Equity Shares”**) and /or American Depository Receipts (**“ADRs”**) and or/ Global Depository Receipts (**“GDRs”**) and/ or other securities convertible into equity shares and / or Non-Convertible Debentures with or without warrants and/or Foreign Currency Convertible Bonds (**“FCCBs”**) and/or a combination thereof, (hereinafter referred to as **“Securities”**) with or without premium, to be subscribed to in Indian and/ or any foreign currency(ies), in one or more tranches for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and / or other Advisor(s) or otherwise, for an aggregate amount up to Rs. 50,00,00,000/- (**Rupees Fifty Crores Only**), in one or more tranches by way of Further Public Offer/ Qualified Institutions Placement (‘QIP’)/ Preferential Issue or any other method, to the eligible investors, whether or not such investors are Members of the Company, to all or any of them, jointly or severally through an offer / placement document/ private placement offer letter and /or other letter or circular (**“Offering Document/ Placement Document/ Disclosure Document/ Information Memorandum”**) on such terms and conditions, including the terms of issue, type of Securities to be issued, fixing the record date, and at such price, as may be permitted under the applicable laws and/ or as may be permitted by the relevant regulatory/ statutory authority, in such manner as may be deemed appropriate by the Board at its absolute discretion and without requiring any further approval or consent from the Members.”

“RESOLVED FURTHER THAT pursuant to the above mentioned resolutions:

- a. the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;

- b. the Equity Shares that may be issued by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects; and
- c. Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.”

“RESOLVED FURTHER THAT in the event the proposal issuance of Securities is undertaken by way of a QIP in terms of Chapter VIII of the ICDR Regulations:

- 1) the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time;
- 2) the relevant date for the purpose of pricing the Securities shall, subject to applicable law, be the date of the meeting in which the Board/ Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations, as amended; and
- 3) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations (“**QIP Floor Price**”) and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (Five percent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable laws including the provisions of DR Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the FCCBs Scheme, 1993 to the extent applicable, issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, pre-payment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustee, consultants and all such other agencies/ intermediaries as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandums, documents, etc. with such agencies and also to seek the listing of such Securities on the Stock Exchanges.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the issue, offer and allotment of Securities including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorizing any Director or Officer of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue discounts as permitted under applicable law and all other terms and conditions of the Securities, signing of declarations, filing of necessary forms with regulatory authorities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the power herein conferred on it, to any Committee of Directors or any Director or Officers of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper to give effect to aforesaid resolution.”

4. **Shifting of Registered Office of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the **“Companies Act”**), the Registered Office of the Company be and is hereby shifted from its present location situated at ‘Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka – Shahpur, Thane – 421 601, Maharashtra, India’ to **‘Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadaki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India’** within the state of Maharashtra but outside the local limits of the city of Thane and falls in District Jalgaon and under the jurisdiction of Chalisgaon Police Station, with effect from the date of this resolution.”

“RESOLVED FURTHER THAT Mr. Murarilal Mittal, Managing Director (DIN: 00010689), Mr. Sushil R. Sharda, Whole time Director (DIN: 03117481) and Mr. Shailesh Rakhasiya, Company Secretary & Compliance Officer be and are hereby severally authorised to take all necessary steps in this regard in order to facilitate the legal and/or procedural formalities and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary for such purpose and to file necessary returns with Registrar of Companies, Mumbai, Maharashtra, in order to give effect to this resolution.”

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

Date: April 7, 2018

Place: Mumbai

Shailesh Rakhasiya
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The Board of Directors of the Company (the "**Board**") has appointed Mr. Abhishek Lakhotia, M/s. Abhishek Lakhotia & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner and M/s. Karvy Computershare Private Limited ("**Karvy**") as agency in respect of e-voting for the Postal Ballot.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on **Friday, April 13, 2018** i.e. the cut-off date for dispatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by courier along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 13, 2018** will be considered for the purpose of voting. A person who is not a Member as on **Friday, April 13, 2018** i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
5. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate thereof, he or she may send an email to investors@bharatwireropes.com. The registrar and share transfer agent/ Company shall forward the same along with a postage-prepaid self-addressed Business Reply Envelope.
6. The Postal Ballot/e-voting period begins on **Monday, April 16, 2018** (9:00 A.M.) and ends on **Tuesday, May 15, 2018** (5.00 P.M.).
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday, April 13, 2018**.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. A Member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and return the duly completed and signed Form in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer, Mr. Abhishek Lakhotia, from M/s. Abhishek Lakhotia & Co., Practicing Company Secretaries, B-504, Bldg No. 2, Jai Hind Estate, Dr. Atmaram Merchant Road, Bhuleshwar, Mumbai – 400 002, India on or before 5:00 P.M. on **Tuesday, May 15, 2018**. The Postal Ballot Forms received after 5.00 P.M. on **Tuesday, May 15, 2018**, will be treated as if the reply from the Member has not been received.
11. The Scrutinizer will submit his report to the Managing Director or any other Director after the completion of scrutiny, and the results of voting by postal ballot will be declared by the Managing Director of the Company, duly authorised, on or before **Thursday, May 17, 2018** by placing it along with the Scrutinizer's report on the Company's website www.bharatwireropes.com and communicated to the Stock Exchanges.
12. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Mr. Shailesh Rakhasiya, Company Secretary & Compliance Officer of Bharat Wire Ropes Limited at 701, A Wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 (India) or by sending an e-mail at investors@bharatwireropes.com
13. Instructions for voting through electronic means.
 - a. In accordance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the Members to exercise their votes electronically through electronic means. The Board of Directors has appointed M/s. Karvy Computershare Private Limited ("**Karvy**") to provide e-voting facility to its Members.
 - b. The e-voting period commences on **Monday, April 16, 2018** (9:00 A.M.) and ends on **Tuesday, May 15, 2018** (5.00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date of **Friday, April 13, 2018**, may cast their vote by e-voting. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - c. Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from Karvy informing them of their user ID and password. Once the Member receives the email, he / she will need to go through the following steps to complete the e-voting process:
 - i. Launch internet browser by typing the following URL: <https://www.evoting.karvy.com> Click on Shareholder – Login

- ii. Enter the user ID and password mentioned in the Postal Ballot Form. Your Folio No. / DP ID - Client ID will be your User ID.

User – ID	For Members holding shares in Demat Form:
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	For CDSL: 16 Digits beneficiary ID
	For Members holding shares in Physical Form: Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via email forwarded through the electronic notice
Captcha	Please enter the Verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Click on - Login. Password change menu appears.
- iv. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will also prompt you to 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. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the Event i.e. the 'Company Name'.
- vi. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login id and password are to be used. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.karvy.com
- 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot Form. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / 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 confirm, 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. Corporates / Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at cs.scrutinizer@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name _ EVENT NO.'
14. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website on www.evoting.karvy.com or contact **Mr. G Ramesh Desai, Manager**, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Phone No. 040-6716 2222, E-mail: ramesh.desai@karvy.com
15. The voting rights shall be as per the number of equity share held by the Member(s) as on **Friday, April 13, 2018**, i.e. cut-off date, and may cast their vote electronically. Members are eligible to cast vote electronically only if they are holding shares as on that date.
16. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date of receipt of postal ballot forms, i.e., on **Tuesday, May 15, 2018**. The said results would be announced on or before 5:00 P.M. of **Thursday, May 17, 2018** and will be displayed at the website of the Company. Such results, along with the Scrutinizer's Report, will be available on the Company's website www.bharatwirope.com and on the website of Karvy at www.karvy.com.
17. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Corporate Office of the Company on all working days, up to **Thursday, May 17, 2018**.
18. Members who have not registered their email address so far are requested to register their email address so that they can receive the annual report and other communication from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The equity shares of your Company are listed and actively traded on National Stock Exchange of India Limited and BSE Limited. The Board of Directors of the Company at its meeting held on March 9, 2018 has considered and approved resolution for fund raising subject to approval of the Members and any other statutory approvals as applicable.

The present Authorised Share Capital of your Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each. It is necessary to increase the Authorised Share Capital of the Company to facilitate issuance of further equity shares. Hence it is proposed to increase the quantum of Authorised Share Capital to Rs. 52,00,00,000/- (Rupees Fifty Two Crores Only) divided into 5,20,00,000 (Five Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creating 20,00,000 (Twenty Lakhs) additional equity shares. This is subject to the Members' approval by the way of an Ordinary Resolution.

The increase in the Authorised Share Capital as mentioned aforesaid would also require consequential amendments in Clause V of the Memorandum of Association and Article 5(a) of the Articles of Association of the Company.

The increase in Authorised Share Capital and amendments to relevant clauses of the Memorandum and Articles of Association of the Company are subject to Members' approval in terms of Sections 13, 14, 61, 63 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

The Board recommends the resolutions set out in Item No. 1 & 2 of the Postal Ballot Notice for approval of the Members.

None of the Key Managerial Personnel, Directors and their relatives are in any way concerned or interested in the above Resolution.

Item No. 3

The Company is engaged in the business of Manufacturing of Steel Wire Ropes, Wire Strands and Wire Ropes Slings. Subjected to applicable laws, the Company intends to use the proceeds from the issue of Securities for raising of funds for capital expenditure, working capital requirements, other general corporate purpose, etc. and such other purpose as may be permitted by the applicable laws. The requirement of funds is proposed to meet through issue of securities including but not limited to Equity Shares and/ or American Depository Receipt ("ADRs") and/or Global Depository Receipt ("GDRs") and/ or any other securities convertible into Equity Shares and/or Non-Convertible Debentures with or without warrants and/ or Foreign Currency Convertible Bonds ("Securities"), through Further Public Offer/ Qualified Institutions Placement ("QIP")/ Preferential Issue/ Right Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the Members of the Company, if required, and other appropriate approvals, for an aggregate amount of up to Rs. 50,00,00,000/- (**Rupees Fifty Crores Only**), to the eligible investors.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the Members of the Company, the consent of the Members through a Special Resolution is required pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations") and other applicable laws for the time being in force. The detailed terms and conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In view of the above, it is proposed to seek the approval of the Members of the Company to authorize the Board to create, offer, issue and allot securities in one or more tranches to the eligible investors, as the Board may decide without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws be the date of the meeting in which the Board/ Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

Pursuant to the provisions of Chapter VIII of SEBI Regulations, the aggregate of the proposed Qualified Institutions Placements, if any, made by the Company in the same financial year shall not exceed 5 (five) times, the net worth of the Company as per the audited balance sheet of the previous financial year.

The pricing of the Securities where the Securities are issued as ADRs/ GDRs or FCCBs shall be determined in accordance with the provisions of the applicable laws, rules and regulations issued by relevant authorities.

The Equity Shares allotted would be listed on National Stock Exchange of India Limited and BSE Limited and in case of ADR/ GDR on overseas Stock Exchange(s). The offer /issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

The Board recommends the resolutions set out in Item No. 3 of the Postal Ballot Notice for approval of the Members.

None of the Key Managerial Personnel, Directors and their relatives are in any way concerned or interested in the above Resolution.

Item No. 4

As per provision of Section 12 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 relating to the procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the Members by Special Resolution.

The Registered Office of the Company is presently situated at 'Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka – Shahpur, Thane – 421601, Maharashtra, 'India'. With a view to improve operational efficiency, the Board of Directors considered and approved the proposal for shifting the registered office to Plot No. '4', MIDC, Chalisgaon Industrial Area, Village - Khadaki, Taluka - Chalisgaon, District – Jalgaon – 424 101, Maharashtra, India subject to approval of Members.

The Board recommends the resolutions set out in Item No. 4 of the Postal Ballot Notice for approval of the Members.

None of the Key Managerial Personnel, Directors and their relatives are in any way concerned or interested in the above Resolution.

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

Date: April 7, 2018

Place: Mumbai

Shailesh Rakhasiya
Company Secretary & Compliance Officer