

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting ('AGM / the meeting') of the Members of Bharat Wire Ropes Limited ('the Company') is scheduled to be held on Wednesday, 10th August, 2022 at 11:00 A.M. through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Venkateswararo Kandikuppa (DIN: 06456698), Whole Time Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

Special Business:

3. **To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2022-23:**

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 given for payment of remuneration of Rs.1,00,000/- (Rupees One Lakh 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 2022-23 to M/s. Dilip M. Bathija, Cost Accountants (Firm Registration No. 100106) who was appointed as Cost Auditor of the Company by the Board of Directors.

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. **Appointment of Mr. Sushil Sharda (DIN: 03117481) as Whole Time Director of the Company and approval for remuneration payable to him:**

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 Section 2(94), 149, 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in

accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sushil Sharda (DIN: 03117481), who was appointed as an Additional Director, designated as Whole Time Director (Director - Finance) of the company w.e.f. 19th May, 2022 for a period of 05 (Five) years, in accordance with the provisions of Section 161(1) of the Act 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, be and is hereby appointed as Whole Time Director of the Company for a term of 5 years w.e.f. 19th May, 2022 on the terms and conditions and remuneration as set out below, and the period of his office shall be liable to retire by rotation.

The remuneration payable to Mr. Sharda for the period of three years from 01st April, 2022 are as detailed below:

a. Remuneration: Rs.54,00,000/- (Rupees Fifty Four Lakhs only) per annum w.e.f. 01st April, 2022;

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 Board of Directors / Committee of Directors be and is hereby authorized from time to time to amend, alter or otherwise vary terms and conditions of the appointment of Mr. Sushil Sharda including remuneration, provided that such remuneration shall not exceed maximum limits for payment of

remuneration as may be admissible to him, within the overall limits specified in the Act or as approved above, and as existing or amended, modified or re-enacted from time to time as per Companies Act, 2013 as the Board may deem fit.

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 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.”

5. To re-appoint Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company and approval for remuneration payable to him:

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 2(54) 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for re-appointment of Mr. Murarilal Mittal (**DIN: 00010689**) as Managing Director of the Company for a term of 5 (five) consecutive years with effect from 17th October, 2022 up to 16th October, 2027 upon the following terms and conditions and remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter the said terms and conditions of appointment and remuneration of Mr. Murarilal Mittal in the best interests of the Company, from time to time and as may be permissible by law, viz.:

The remuneration payable to Mr. Mittal for the period of three years from 01st April, 2022 are as detailed below:

- a. **Remuneration:** Rs.1,15,00,000/- (Rupees One Crore Fifteen Lakh only) per annum w.e.f. 01st April, 2022;
- 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 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 Board of Directors / Committee of Directors be and is hereby authorized from time to time to amend, alter or otherwise vary terms and conditions of the re-appointment of Mr. Mittal including remuneration, provided that such remuneration shall not exceed maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Act or as approved above, and as existing or amended, modified or re-enacted from time to time as per Companies Act, 2013, as the Board may deem fit.

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.”

6. Re-appointment of Mr. Shiv Kumar Malu (DIN: 05345172) as an Independent Non-Executive Director 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 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) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Mr. Shiv Kumar Malu (DIN: 05345172), who was appointed as an Additional Independent Non-Executive Director of the Company with effect from 19th May, 2022 in accordance the provisions of Section 161 of the Companies Act, 2013 ('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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Non-Executive Director of the Company for a further period of 5 (Five) years w.e.f. 19th May, 2022 to 18th May, 2027, 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. Venkateswararo Kandikuppa (DIN: 06456698) , Whole-Time Director of the company:

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the remuneration (as mentioned below) payable to Mr. Venkateswararo Kandikuppa (DIN: 06456698), Whole-Time Director of the Company with effect from 1st April, 2022 for remaining period of his tenure be and is hereby approved with the authority to the Board of Directors of the Company to revise the

terms 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 the period of three years from 01st April, 2022 are as detailed below:

- a. Remuneration:** Rs. 45,00,000/- (Rupees Forty Five Lakhs only) per annum w.e.f. 01st April, 2022;
- 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. Venkateswararo 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.”

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 of



the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the remuneration payable to Mr. Mayank Mittal (DIN: 00127248), Joint Managing Director of the Company with effect from 1st April, 2022 for remaining period of his tenure be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms 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 the period of three years from 01st April, 2022 are as detailed below:

- a. **Remuneration:** Rs.1,00,00,000/- (Rupees One crore only) per annum w.e.f. 01st April, 2022;
- 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 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 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.”

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: 19th May, 2022

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

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India and Securities Exchange Board of India ('SEBI'), permitted conduct of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal present of the members at the meeting vide their 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, 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 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI circulars, the 36th 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
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 36th 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 pursuant to the MCA and SEBI Circulars through VC/OAVM, where physical attendance of Members has been dispensed with. Accordingly, 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 and suresh.d@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.
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 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, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 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, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 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 or 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. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company or with the Depository Participants.
18. In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 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 and SEBI Circular dated 12th May, 2020 and 15th January, 2021, Notice of the AGM along with the Annual Report 2021-22, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
19. Members may note that the Notice of the 36th AGM and Annual Report 2021-22 will also be available on the Company's website www.bharatwireropes.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>
20. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this to the Notice.
21. 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.
22. The Company has fixed **Wednesday, 3rd August, 2022** 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 **Saturday, 6th August, 2022 (9.00 am) to Tuesday, 9th August, 2022 (5.00 pm) (both days inclusive)**. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 4th August, 2022 to Wednesday, 10th August, 2022 (both days inclusive).
23. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
24. 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.
25. 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 up to the date of 36th AGM.
26. Information required under Regulation 36 of SEBI Listing Regulations, Directors seeking appointment/re-appointment 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.
27. 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 who have not registered their mail IDs so far with their depository participants are requested to register their email ID 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.
28. 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. 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 holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
29. 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.

30. 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.
31. 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.
32. The details of the process and manner for participating in 36th 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. 3rd August, 2022. 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

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: 19th May, 2022

Registered Office:

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



**Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying
Notice dated 19th May, 2022**

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 2022-23:

The Board of Directors at its meeting held on 19th May, 2022, on the recommendation of the Audit Committee, had considered and approved the appointment and remuneration of M/s. Dilip M. Bathija, Cost Accountants (Firm Registration No. 100106), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year 2022-23, at a remuneration not exceeding Rs. 1,00,000/- (Rupees One Lakh only) plus Goods & Service Tax & reimbursement of out-of-pocket expenses in connection with the audit. M/s. 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, 2023.

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:

Appointment of Mr. Sushil Sharda (DIN: 03117481) as Whole Time Director (Director-Finance) of the Company:

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 19th May, 2022, approved the appointment of Mr. Sushil Sharda (DIN: 03117481), Additional Director designated as Whole Time Director (Director-Finance) and KMP of the Company for a period of Five years, with effect from 19th May, 2022, subject to

approval of shareholders at ensuing Annual General Meeting.

The terms and conditions of the re-appointment and remuneration payable to Mr. Sushil Sharda (DIN: 03117481) are provided in the resolution referred in Item No. 4.

The Company has received from Mr. Sushil Sharda (DIN: 03117481) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Sushil Sharda (DIN: 03117481) for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management 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 of the Company, therefore, recommends passing of the resolution as set out in Item No. 4 of the Notice above by way of special resolution.

Except Mr. Sushil Sharda, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item no. 4.

Item No. 5:

To re-appoint Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company and approval for remuneration payable to him:

Mr. Murarilal Mittal, Managing Director of the Company looks after day to day business affairs of the Company. He was first inducted to the Board at the Board Meeting held on 3rd November, 2010. Later, he was appointed as Managing Director at the Board Meeting held on 15th November, 2011 for a period of 3 (three) years. Thereafter appointed in 32nd Annual General Meeting for a period of Five years.

On the basis of recommendation by Nomination and Remuneration Committee, the Board further re-appointed Mr. Murarilal Mittal as Managing Director for a term of 5 (five) years with effect from 17th

October, 2022 on the terms and conditions as set out in the resolution at item no. 5 of the notice, subject to the approval of the members of the Company at their general meeting.

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 the resolution set out in Item No. 5 as a Special Resolution.

Except Mr. Murarilal Mittal, Mr. Mayank Mittal and their 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. 6:

To re-appoint Mr. Shiv Kumar Malu (DIN: 05345172) as an Independent Director of the Company.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Shiv Kumar Malu (DIN: 05345172) as an Additional Independent Non-Executive Director of the Company with effect from 19th May, 2022 under the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 and holds office as such upto the date of ensuing Annual General Meeting.

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

In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for being eligible for his appointment. Shiv Kumar Malu (DIN: 05345172) 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 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.

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 Mr. Shiv Kumar Malu, 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. 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 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. Mr. Venkateswararao Kandikuppa was re-designated as Whole Time Director of the Company w.e.f. 1st January, 2021 by Board of Directors in its meeting held on 10th November, 2020. As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 19th May, 2022 approved the payment of remuneration to Mr. Venkateswararao Kandikuppa payable w.e.f. 1st April, 2022 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. 7 of the notice, subject to the approval of the members of the Company at their general meeting.

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. 7 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. 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.

As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at



its meeting held on 19th May 2022 approved the payment of remuneration to Mr. Mayank Mittal payable w.e.f. 1st April, 2022 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 at their general meeting.

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.

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

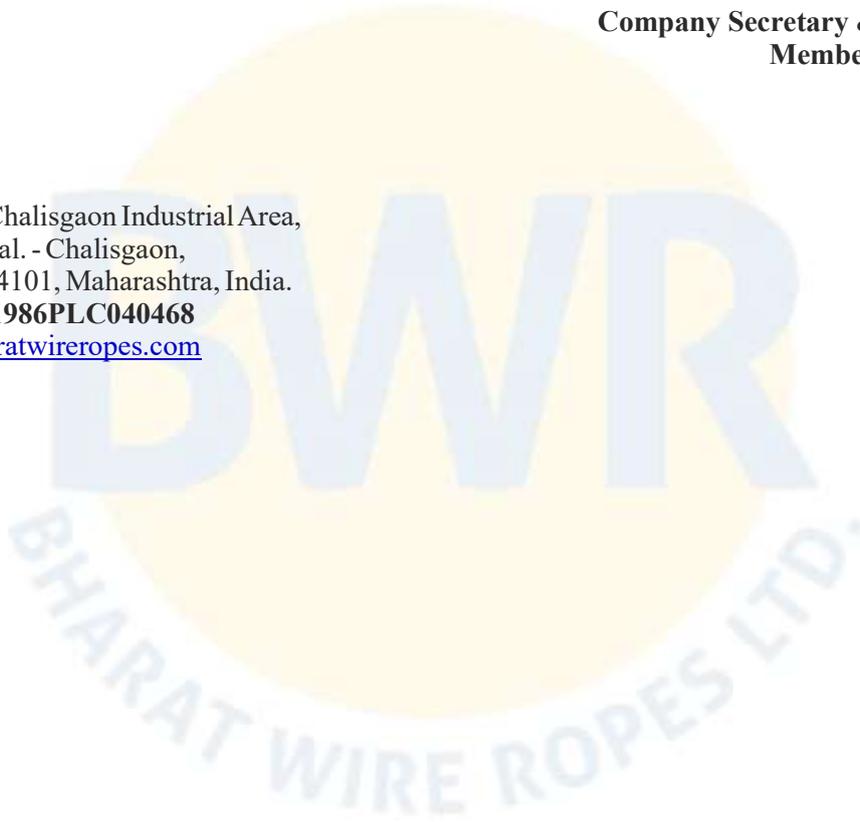
Govinda Soni
Company Secretary & Compliance Officer
Membership No.: ACS 38908
Place: Mumbai
Date: 19th May, 2022

Registered Office:

Plot No 4, MIDC, Chalisgaon Industrial Area,
Village-Khadaki, Tal. - Chalisgaon,
Dist. - Jalgaon – 424101, Maharashtra, India.

CIN: L27200MH1986PLC040468

Website: www.bharatwireropes.com



ANNEXURE TO THE NOTICE OF AGM
Details of Directors retiring by rotation, seeking appointment / re-appointment at the
ensuing Annual General Meeting

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

Name of Director	Mr. Sushil Sharda	Mr. Murarilal Mittal	Mr. Shiv Kumar Malu **	Mr. Venkateswararao Kandikuppa	Mr. Mayank Mittal
Director Identification Number (DIN)	3117481	10689	5345172	6456698	127248
Date of Birth	01st February, 1968	01st March, 1958	16th February, 1958	01st June, 1965	29th January, 1986
Age	54 years	64 years	64 years	57 years	36 years
Date of the first appointment on the Board	30th June, 2010	03rd November, 2010	15th February, 2017	01st January, 2016	30th September, 2010
Qualifications	• B.Com • CA	• B.Com • CA	• B.Com • LLB • CA	• B.Com • CWA	• B.Sc • MBA
Expertise in specified field	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.	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 & 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. Malu has an experience of more than 3 decades in the field of Audit, Taxation and Project Funding as Practicing Chartered Accountant and is known to provide an objective view in matters of Audit, Taxation and Project Funding and Corporate Governance.	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 & production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the project at Chalisgaon.	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.
Number of Board Meetings attended in the Financial Year 2021-22	N.A.	Four(4)	Four(4)	Four(4)	Two (2)
Directorships held in other Companies *	Nil	Nil	Nil	Nil	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director *	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company as on 31st March, 2022	5,06,501 shares (0.794%)	12,63,637 shares (1.98%)	3,500 shares (0.005%)	22,921 shares (0.036%)	17,00,001 Shares (2.69%)
Relationship with Directors, Managers and Key Managerial Personnel	None	Father of Mr. Mayank Mittal (Joint Managing Director)	None	None	Son of Mr. Muralilal Mittal (Managing Director)
Terms & Conditions of appointment or re-appointment/remuneration	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
Remuneration details (Including Sitting Fees & Commission)	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:**

In the opinion of the Board of Directors, Mr. Shiv Kumar Malu 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 LODR 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. Malu as an Independent Director of the Company would be beneficial to the Company.

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

I General Information		
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: 0.47 Return on Net Worth: 3.03% Debt Equity Ratio: 0.60
5	Foreign Investment or Collaborations, if any	N.A.
II Information about the Directors:		
A Mr. Sushil Sharda		
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. At our Company he oversees the Accounts, Finance, Legal, Compliance and Procurement functions.
2	Past Remuneration	Rs. 48.00 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	Rs. 54.00 Lakhs p.a.
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 Mr. Muralilal Mittal		
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 rd November, 2010. On 17 th October, 2017, Mr. Mittal was reappointed as Managing Director of the Company for a period of 5 (Five) years. 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. 80.00 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	Rs. 115.00 Lakhs p.a.
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	Mr. Mittal is promoter of the Company and father of Mr. Mayank Mittal, Joint Managing Director of the Company.

C Mr. Venkateswararao Laxmanamurty Kandikuppa		
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. 42.00 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	Rs. 45.00 Lakhs p.a.
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.
D Mr. Mayank Mittal		
1	Background details	Mr. Mayank Mittal, is the Joint Managing Director of our company. He has an overall experience of more than 10 (ten) years. He was appointed as Director of the Company on 3rd June, 2010 and as a Joint Managing Director of the Company on 12th November, 2016. On 16th 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. 75.39 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	Rs. 100.00 Lakhs p.a.
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.
III Other Information:		
1	Reasons of loss or inadequate profits	The benefits of the restructuring in the term of lower the interest bearing amount and lower the interest is helping the company to improve its profitability and liquidity.
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.
IV Disclosure		
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 2021-22.	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 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 3rd August, 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. 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:

NSDL	CDSL
<p>1. User already registered for IDEAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</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>1. Existing User who have opted for Easi /Easiest:</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</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>2. User not registered for IDEAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDEAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.IV. Follow steps given in point I</p>	<p>2. User not registered for for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point I</p>
<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</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 requested to select the name of the company and 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>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 with a copy marked to evoting@kfintech.com and 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 3rd August, 2022.



B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address 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, member may write to einward.ris@kfintech.com
- ii. Alternatively, member may send an e-mail request at the email id 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.
- iii. 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 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 Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or 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., 3rd August, 2022, 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 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/

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.

Alternatively member may send an e-mail request at the email id 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.

By Order of the Board of Directors of
Bharat Wire Ropes Limited
Sd/-
Govinda Soni

Place: Mumbai
Date: 19th May, 2022

Company Secretary & Compliance Officer
Membership No.: ACS 38908

Registered Office:
Plot No 4, MIDC, Chalisgaon Industrial Area,
Village-Khadki, Tal. - Chalisgaon,
Dist. - Jalgaon – 424101, Maharashtra, India.
CIN: L27200MH1986PLC040468
Website: www.bharatwireropes.com

