

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of Members of Bharat Wire Ropes Limited (“**the Company**”) will be held on Saturday, September 9, 2017 at 12:00 noon at the Registered Office of the Company at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Dist. – Thane – 421 601, Maharashtra, India, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ruhi Mittal (DIN: 07159227) who retires by rotation and being eligible, has offered herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of M/s. Sureka Associates, Chartered Accountants (Firm Registration No. – 110640W) as the Statutory Auditor of the Company to hold office till the conclusion of the 34th Annual General Meeting be and is hereby ratified on such remuneration plus Goods & Service Tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.”

Special Business:

4. **Appointment of Mr. Shiv Kumar Malu (DIN: 05345172) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shiv Kumar Malu (DIN: 05345172) who was appointed as an Additional Director on February 15, 2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company

has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Malu as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) up to February 14, 2022, subject to Mr. Malu satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.”

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

Shailesh Rakhasiya
Company Secretary & Compliance Officer
Membership No. A32244

Date: May 27, 2017

Place: Mumbai

Registered Office:

Plot No. 1 & 4, Atgaon Industrial Complex,
Mumbai-Nasik Highway, Atgaon (East),
Taluka Shahpur, Thane – 421 601
CIN : L27200MH1986PLC040468

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013 (“**the Act**”), read with the applicable rules thereon, a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. A proxy form is attached hereto.
3. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the

- Act authorizing their representatives to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the the Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
 5. The Notice of the AGM along with the Annual Report is being sent via electronic mode to those Members whose email address is registered with the Company/ Depositories, unless physical copy is requested by them. For Members who have not registered their email address, physical copies are being sent by permitted mode. The Notice of the AGM along with the Annual Report will be available on the website of the Company at www.bharatwirerores.com.
 6. Members who have not registered their email addresses so far are requested to register their email address for receiving all email communications including Annual Report, Notices, Circulars etc. from the Company electronically.
 7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
 8. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
 9. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members of the Company will remain closed from September 4, 2017 to September 9, 2017, both days inclusive (Book Closure Date) for the purpose of AGM.
 10. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking re-appointment at the AGM of the Company to be held on September 09, 2017 are provided in Annexure A of this Notice. The Company has received the consents/declarations for their re-appointments as required under the Act and the rules framed thereunder.
 11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office situated at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421 601, Maharashtra, during business hours between 11.00 a.m. To 1.00 p.m. except on holidays, up to the date of this AGM and also at the AGM.
 12. 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 form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
 13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH.13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent.
 14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (“Karvy”), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 15. The Board of Directors of the Company has appointed Mr. Abhishek Lakhotia, Proprietor, M/s. Abhishek Lakhotia & Co., Practicing Company Secretaries to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the members at the Annual General Meeting) in a fair and transparent manner.
 16. The remote e-voting commences on 9.00 a.m. on Wednesday, September 06, 2017 and will end at 5.00 p.m. on Friday, September 08, 2017. The Remote e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
 17. The cut-off date for the purpose of remote e-voting and voting at AGM shall be Saturday, September 2, 2017.
 18. Instructions for Members for Voting through electronic means:
 - A. In case of Member receiving email from Karvy
 - Launch an internet browser and open <https://evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password).
 - The Event No., Folio No. or 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.

- i. After entering the above details click on – Login.
- ii. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise of 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 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 if you forget it. It is strongly recommended that you do not share your password with anyone and that you should take utmost care to keep your password confidential. You need to login again with the new credentials.
- iii. On successful login, the system will prompt you to select the E-Voting Event.
- iv. Select the EVENT of Bharat Wire Ropes Limited and click on - Submit.
- v. Cast your vote by selecting appropriate option and click on ‘Submit’. Click on ‘OK’ when prompted.
- vi. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- vii. Once you have voted on the resolution, you will not be allowed to modify your vote.

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 authorized signatory (ies) who are authorized to vote, to the Scrutinizer by an e-mail at cs.scrutinizer@gmail.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.’

- B. In case of Members receiving physical copy of the Notice of AGM and Attendance Slip:

- i. Initial password is provided in the enclosed notice which is as follows.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

19. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not casted their vote by remote e-voting shall be eligible to exercise their right to vote at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch 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@karvy.com However, if he/she is already registered with Karvy for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on evoting@karvy.com.
21. The Scrutinizer, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit the same not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
22. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bharatwireropes.com and on the website of Karvy at www.evoting.karvy.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolution shall be deemed to be passed on the date of the AGM subject to receipt of sufficient votes.

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

Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Shiv Kumar Malu (DIN: 05345172) as an Additional Director of the Company on February 15, 2017. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Shiv Kumar Malu as an Independent Director of the Company within the meaning of Section 149(6) of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from February 15, 2017.

The Company has also received a declaration from Mr. Shiv Kumar Malu as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mr. Shiv Kumar Malu for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

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

Therefore your Board of Directors recommends passing the resolution set out in item No.4 as Ordinary Resolution.

Annexure A

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

*(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standards – 2 on General Meetings)*

Particulars	Ms. Ruhi Mittal	Mr. Shiv Kumar Malu
DIN	07159227	05345172
Date of Birth and Age	October 1, 1980, 36 years	February 16, 1958, 59 years
Date of the first appointment on the Board	April 16, 2015	February 15, 2017
Qualifications	Masters of Business Administration from Guru Jambheshwar University, Hissar, and Masters of Law from Kurukshetra University, Kurukshetra.	B.Com., L.L.B. and F.C.A (Institute of Chartered Accountants of India)
Experience	Ms. Mittal has expertise in the field of Law, Management (Human Resource) & Corporate Legal, and is currently working as an Assistant Professor at MM Institute of Management, MM University, Ambala. She has an overall experience of approximately 5 (five) years.	Wide experience in the field of Audit, Taxation and Project Funding as Practicing Chartered Accountant.
Number of Meetings attended in the Financial Year. 2016-17 as on the date of the Notice	1 Board Meeting	NIL
Directorships held in other Listed Companies (Excluding foreign Companies and Section 8 Companies)	NIL	NIL
Memberships/ Chairmanships of committees across all other public companies (Includes only Audit and Shareholders' Relationship Committee)	Bharat Wire Ropes Limited – Stakeholders Relationship Committee (Chairperson)	NIL

Shareholding on the Company as on March 31, 2017	NIL	3500 shares
Relationship with Directors, Managers and Key Managerial Personnel	None	None
Terms & Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Appointed as a Non-Executive Non-Independent Director of the Company and subject to such conditions as prescribed by the Nomination and Remuneration Committee of the Company.	Appointed as an Independent Director of the Company for a period of Five consecutive years and subject to such conditions as prescribed by the Nomination and Remuneration Committee of the Company.
Justification of Appointment	NA	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 Audit, Taxation and Project Funding and Corporate Governance.

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

Shailesh Rakhasiya
Company Secretary & Compliance Officer
Membership No. A32244

Date: May 27, 2017

Place: Mumbai

Registered Office:

Plot No. 1 & 4, Atgaon Industrial Complex,
Mumbai-Nasik Highway, Atgaon (East),
Taluka Shahpur, Thane – 421 601
CIN : L27200MH1986PLC040468



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

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

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31st Annual General Meeting, Saturday, September 09, 2017 at 12.00 Noon

Name of the Member(s):	
Registered Address:	
E-mail id:	
DP Id. / Client Id.	
Regd. Folio No.	

I / We, being the shareholder(s) of _____ shares of the above named Company, hereby appoint:

1.	Name:	
	Address:	
	Email id:	
	Signature:	

Or failing him;

2.	Name:	
	Address:	
	Email id:	
	Signature:	

Or failing him;

3.	Name:	
	Address:	
	Email id:	
	Signature:	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **31st Annual General Meeting** of the Company, to be held on Saturday, September 09, 2017 at 12:00 Noon at the Registered Office of the Company situated at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nashik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
1	Adoption of Financial Statements for the Financial year march 31, 2017 along with Board's report and Auditors report.
2	Re-appointment of Ms. Ruhi Mittal (DIN: 07159227) as a director liable to retire by rotation.
3	Ratification of appointment of auditors.
4	Appointment of Mr. Shiv Kumar Malu (DIN: 05345172) as an Independent Director.

Signed this _____ day of _____, 2017

Signature of Shareholder(s) _____

Signature of Proxy Holder:

Affix
Revenue
Stamp

1. _____ 2. _____ 3. _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**



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

ATTENDANCE SLIP

31st Annual General Meeting, Saturday, September 09, 2017 at 12.00 Noon

Registered Folio	
DP ID & Client ID	
Name of Shareholder/ Proxyholder	
No. of Shares held	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 31st Annual General Meeting of the Company on Saturday, September 09, 2017 at 12.00 noon at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.
The electronic voting particulars are set out below:

EVEN No. (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE:

BHARAT WIRE ROPES LTD.

**Address: Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai Nasik-Highway,
Atgaon (East), Taluka Shahpur, Thane – 421 601**

