

NOTICE OF 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of Members of Bharat Wire Ropes Limited (“**the Company**”) will be held on Monday, August 13, 2018 at 9:00 A.M. at the Registered Office of the Company situated at Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, 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, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Sumit Kumar Modak (DIN: 00983527)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.
3. To appoint a Director in place of **Mr. Sushil R. Sharda (DIN: 03117481)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of **Mr. Venkateswararao Kandikuppa (DIN: 06456698)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.

Special Business:

5. **To re-appoint Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 (“**Act**”) read with Schedule V and all other applicable provisions, if any, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, 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 October 17, 2017 up to October 16, 2022 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.:

- a. Remuneration: Rs. 80,00,000/- (Rupees Eighty Lac only) per annum;

- b. Club fee: The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions) up to 3% of the total remuneration.”

“**RESOLVED FURTHER THAT** any Director of the Company and/or Company Secretary and Compliance Officer of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

6. **To appoint Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“**Act**”) read with Schedule IV and other applicable provisions, if any, 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), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or amendment thereof, for the time being in force) and as recommended by the Board of Director of the Company, Mr. Sanjiv Swarup (DIN: 00132716) who was appointed as an Additional Director (Independent Director) and who holds office until the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Members proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years i.e. up to August 12, 2023.”

“**RESOLVED FURTHER THAT** any Director of the Company and/or Company Secretary and Compliance Officer of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

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

Shailesh Rakhasiya
Company Secretary & Compliance Officer
Membership No.: ACS 32244

Place: Mumbai

Date: May 30, 2018

Registered Office : Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India

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 the provisions of Section 105 of the Companies Act, 2013 (“Act”), read with the applicable rules thereon, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A Member holding more than 10% (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 Member. A proxy form is attached hereto.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company 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. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, July 06, 2018. The Notice of the AGM is also posted on the website of the Company – <http://www.bharatwireropes.com>.
5. The relative Explanatory Statement pursuant to Section 102 of the Act in respect of Item Nos. 5 & 6 are annexed hereto. Information under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as required under the Secretarial Standard on General Meeting, relating to Directors proposed to be appointed / re-appointed is provided in the Annexure to this Notice.
6. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 30, 2014.
7. 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.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per Register of Members of the Company will be entitled to vote.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company’s website <http://www.bharatwireropes.com/> (under ‘Investors Relation’). Members holding shares in physical form may submit the same to Company’s Registrar and Share Transfer Agent, Karvy Computershare Private Limited (“Karvy”). Members holding shares in electronic form may submit the same to their respective depository participant.
10. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP. ID and Client ID / Folio No.
11. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and Transfer Book of the Company will remain closed from Monday, August 6, 2018 to Monday, August 13, 2018, both days inclusive (Book Closure Date) for the purpose of AGM.
12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office, from 9.00 a.m. to 11.00 a.m. except on holidays, up to the date of this AGM.
13. 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.
14. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by 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. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Karvy in case the shares are held by them in physical form.
17. In accordance with the Act read with the relevant Rules, the Notice of the AGM along with the Annual Report for financial year 2017-18 are sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Notice of the AGM along with the Annual Report will be available on the website of the Company (<http://www.bharatwireropes.com>).
18. We request Members to update their email address with their Depository Participants/Karvy to enable the Company to send communications electronically.
19. The remote e-voting commences on 9.00 a.m. on Friday, August 10, 2018 and will end at 5.00 p.m. on Sunday, August 12, 2018. The Remote e-voting module shall be disabled by Karvy for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Tuesday, August 7, 2018, may cast their vote electronically.
20. The voting rights shall be as per the number of equity share held by the Member(s) as on Tuesday, August 7, 2018, i.e. cut-off date, and may cast their vote electronically. Members are eligible to cast vote only if they are holding shares as on that date. Any person who is not a Member as on the cut-off date should treat this Notice for information only.
21. The Members who have casted their vote by remote e-voting system prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. The route map showing directions to reach the venue of the AGM is annexed.
23. The details of the process and manner of for remote e-voting are explained herein below:
 - A. In case of Member receiving email from Karvy
 - i) Launch an internet browser and open <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e. User ID and password).
 - iii) 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.

- iv. After entering the above details click on – Login.
 - v. 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.
 - vi. On successful login, the system will prompt you to select the E-Voting Event.
 - vii. Select the EVENT of Bharat Wire Ropes Limited and click on 'Submit'.
 - viii. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - ix. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. 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 mihenhalani@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.
24. 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 the website of Karvy.
25. The Board of Directors of the Company has appointed M/s. Miheh Halani & Associates, Practicing Company Secretary, to act as Scrutinizer, to scrutinize the voting process at the AGM and remote e-voting process in a fair and transparent manner.
26. 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 Board of Directors or a person authorised by them in writing who shall countersign the same.
27. 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. 5

Re-appointment of Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company:

Mr. Murarilal Mittal was first inducted to the Board at the Board Meeting held on November 3, 2010. Later, he was appointed as Managing Director at the Board Meeting held on November 15, 2011 for a period of 3 (three) years. The said appointment and remuneration package, as determined by the Board, were later approved by the Members at the Extra-Ordinary General Meeting of the Company held on March 15, 2012.

He was re-appointed as Managing Director of your Company pursuant to a Board resolution dated August 14, 2014 and Member’s resolution dated September 30, 2014 for a period of 3 (three) years with effect from August 14, 2014 in accordance with the Companies Act, 2013.

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 October 17, 2017 upon the following terms and conditions and remuneration:

- Remuneration: Rs. 80,00,000/- (Rupees Eighty Lac only) per annum;
- Club fee: The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions) up to 3% of the total remuneration.

Mr. Murarilal Mittal is a Fellow member of the Institute of Chartered Accountants of India and holds a degree in Bachelor of Commerce. He has to his credit over 3 decades of industrial experience. He is largely responsible for the efficient operations of the Company and its excellent financial performance. The Company has recently implemented a major project at Chalisgaon. At this crucial juncture, the continued services of Mr. Murarilal Mittal are considered essential for successful completion of the Project and achieve smooth operations thereafter. It is also essential for the Company to have his continued services for its future growth.

Mr. Murarilal Mittal’s appointment as Director on the Board of the Company was on the basis of his being liable to retire by rotation. He will continue to be the Director of the Company till his turn comes for retirement by rotation. He is eligible to seek re-election at the Annual General Meeting in which he retires by rotation.

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

The Board of Directors recommends passing the resolution set out in Item No. 5 as an Ordinary Resolution.



Item No. 6

Appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director:

In accordance with the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") read with Schedule IV and other applicable provisions, if any, 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), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any modification or amendment thereof, appointment of an Independent Director requires approval of Members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") had appointed Mr. Sanjiv Swarup (DIN: 00132716) as an Additional Director (Independent Director) of the Company through Circular resolution dated April 27, 2018 passed on April 28, 2018. He was appointed to hold the office until the conclusion of this AGM. Further, the Board at its meeting held on May 30, 2018, recommends to the Members of the Company to appoint Mr. Sanjiv Swarup as an Independent Director of the Company for a term of 5 (five) consecutive years.

The Company has received a declaration from Mr. Swarup confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act, and Listing Regulations and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of Board, Mr. Sanjiv Swarup fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Also, the Company has received a notice in writing under Section 160 of the Act from Members proposing his candidature for the office of Director.

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

The Board of Directors recommends passing of the resolution set out in Item No. 6 as an Ordinary Resolution.

By Order of the Board of Directors of

Bharat Wire Ropes Limited

Shailesh Rakhasiya

Company Secretary & Compliance Officer

Membership No.: ACS 32244

Place: Mumbai

Date: May 30, 2018

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	Sumit Kumar Modak (DIN: 00983527)	Sushil R. Sharda (DIN: 03117481)	Venkateswararao Kandikuppa (DIN: 06456698)	Muralilal Mittal (DIN: 00010689)	Sanjiv Swarup (DIN: 00132716)
Date of Birth	May 10, 1953	February 1, 1968	June 1, 1965	March 11, 1958	November 19, 1958
Age	65 years	50 years	52 years	60 years	59 years
Date of the first appointment on the Board	January 1, 2016	June 30, 2010	January 1, 2016	November 3, 2010	April 28, 2018
Qualifications	B.Tech. from IIT, Kharagpur, The International Managers Program from the Harvard University, USA.	B.Com. from Rajasthan University, Associate member of the Institute Chartered Accountants of India.	B.Com. from APS University, Madhya Pradesh and Member of the Institute of Cost and Works Accountants of India.	B.Com., Fellow member of the Institute of Chartered Accountants of India.	B.Com., past Member of Institute of Chartered Accountants of India, Bachelor of Law (Special) from Saurashtra University.
Experience	Mr. Sumit Kumar Modak has held the positions of Engineering Head, Manufacturing Head and Chief Operating Officer at Usha Martin, Ranchi (Wire Ropes & Speciality Products Division). Prior to joining your Company, he has held the position of technical consultant to Aradhya Steel Wires Private Limited. He has a strong knowledge in setting up and running of large scale rope manufacturing plant at top management level. He also has product development and in-depth technical knowledge of wire rope application at global level. He has an overall experience of 40 (forty) years.	Mr. Sushil Radheyshyam Sharda has an overall experience of 24 (twenty-four) years serving various corporates in several varied positions. Prior to joining your Company, he has worked with Welspun Corp Limited for almost 11 (eleven) years and left the said organization as the Vice President – Finance in July, 2010. His previous employments also include Grasim Industries Limited, Jindal Iron and Steel Company Limited and Satellite Group, where he mainly handled the financial and accounting profiles. At your Company he oversees the Accounts, Finance, Legal, Compliance and Procurement functions.	Mr. Venkateswararao 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 your Company, he is responsible for all the departmental liaising for smooth operations of your Company's manufacturing units and also looking after the operations and production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the project at Chalisgaon.	Mr. Muralilal Mittal was associated with the Welspun Group for almost 23 (twenty three) years, in various positions inter-alia as the Executive Director on the Board of several Welspun Group companies, including Welspun Corp Limited. He has also worked with Siyaram Silk Mills Limited ("Siyaram") for almost 6 (six) years and he was designated as a Finance Manager when he left Siyaram and joined the Welspun Group. With a vast experience of over 3 (three) decades and industrial know-how, his entrepreneurial skill has assisted your Company tremendously in its growth path. His professional background and association with large corporate houses has also played a key role in the development of your Company, coupled with his inputs on strategic planning and business development. He is actively involved in the business development and corporate relationship functions of your Company.	Mr. Sanjiv Swarup was a Member of Institute of Chartered Accountants of India and also a qualified "Bachelor of Laws (Special)" from Saurashtra University. Currently, he is working as a Senior Management Consultant. He serves as a CSR sub-committee member of IMC Chamber of Commerce.

Particulars	Sumit Kumar Modak (DIN: 00983527)	Sushil R. Sharda (DIN: 03117481)	Venkateswararao Kandikuppa (DIN: 06456698)	Murarilal Mittal (DIN: 00010689)	Sanjiv Swarup (DIN: 00132716)
Number of Meetings Board attended in the F.Y. 2017-18	1	6	2	6	N.A.
Directorships held in other Listed Companies (Excluding foreign Companies and Section 8 Companies)	NIL	NIL	NIL	NIL	NIL
Memberships/ Chairmanships of committees across all public companies (Includes only Audit and Shareholders' Relationship Committee)	Bharat Wire Ropes Limited: 1. Stakeholders Relationship Committee	NIL	Bharat Wire Ropes Limited: 1. Stakeholders Relationship Committee	Bharat Wire Ropes Limited: 1. Stakeholders Relationship Committee 2. Audit Committee	NIL
Shareholding on the Company as on March 31, 2018	NIL	4,501 shares	22,921 shares	1 share	14,700 shares
Relationship with Directors, Managers and Key Managerial Personnel	None	None	None	Mr. Murarilal Mittal is father of Mr. Mayank Mittal, Joint Managing Director.	None
Terms & Conditions of appointment or re- appointment	In terms of Section 152(6) of the Act, Mr. Sumit Kumar Modak who was appointed as a Whole-time Director at the Annual General Meeting held on August 10, 2016 is liable to retire by rotation at the Meeting.	In terms of Section 152(6) of the Act, Mr. Sushil R. Sharda who was appointed as a Whole-time Director at the Annual General Meeting held on August 10, 2016 is liable to retire by rotation at the Meeting.	In terms of Section 152(6) of the Act, Mr. Venkateswararao Kandikuppa who was appointed as a Whole-time Director at the Annual General Meeting held on August 10, 2016 is liable to retire by rotation at the Meeting.	As per resolutions at item No. 5 of the Notice convening Annual General Meeting on August 13, 2018 read with explanatory statement thereto, Mr. Murarilal Mittal is proposed to be re-appointed as Managing Director.	As per resolutions at item No. 6 of the Notice convening Annual General Meeting on August 13, 2018 read with explanatory statement thereto, Mr. Sanjiv Swarup is proposed to be appointed as an Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	Sitting fees and profit based commission as disclosed in report on corporate governance forming part of Annual Report for F.Y. 2017-18				



BHARAT WIRE ROPES LIMITED

CIN: L27200MH1986PLC040468

Registered Office: Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki,
Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India

Tel: +91-022-66824600; **Fax:** +91-022-66824666

Website: www.bharatwireropes.com; **E-mail id:** investors@bharatwireropes.com

Form No. MGT – 11

PROXY FORM

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

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

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

1. Name: Address:

Email-ID: Signature:, or failing him/ her;

2. Name: Address:

Email-ID: Signature:, or failing him/ her;

3. Name: Address:

Email-ID: Signature:, or failing him/ her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, August 13, 2018 at 09:00 A.M. at the Registered Office of the Company situated at Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India and at any adjournment thereof in respect of the following resolutions:



I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon;		
2.	To appoint a Director in place of Mr. Sumit Kumar Modak (DIN: 00983527) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment;		
3.	To appoint a Director in place of Mr. Sushil R. Sharda (DIN: 03117481) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment;		
4.	To appoint a Director in place of Mr. Venkateswararao Kandikuppa (DIN: 06456698) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment;		
5.	To re-appoint Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company;		
6.	To appoint Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director.		

* Please put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate

Signed this _____ day of _____, 2018

Affix
Revenue
Stamp

Signature of Shareholder(s) _____

1. _____
Signature of first proxy holder

2. _____
Signature of second proxy holder

3. _____
Signature of third proxy holder

Notes:

1. 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.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 shall not act as proxy for any other Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



BHARAT WIRE ROPES LIMITED

CIN: L27200MH1986PLC040468

Registered Office: Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India

Tel: +91-022-66824600; **Fax:** +91-022-66824666

Website: www.bharatwireropes.com, **E-mail Id:** investors@bharatwireropes.com

ATTENDANCE SLIP

Sr. No. _____

32nd Annual General Meeting, Monday, August 13, 2018 at 9:00 A.M. at the Registered Office of the Company situated at Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India.

Name of Shareholder(s) / Proxy holder / Authorised Representative (in BLOCK LETTERS)	:	
Address	:	
Registered Folio No. / DP Id & Client Id No.	:	
No. of Shares held	:	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company on Monday, August 13, 2018 at 9:00 A.M. at the Registered Office of the Company situated at Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India.

(Signature of Shareholder/Proxy holder/Authorised Representative)

Notes:

1. Only Member/Proxy holder/Authorised Representative can attend the Meeting.
2. Each equity share of the Company carries one vote.
3. Please fill this attendance slip and hand it over at the entrance of the hall.
4. Members are requested to bring their copies of the Annual Report to the AGM.

Electronic Voting Particulars

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

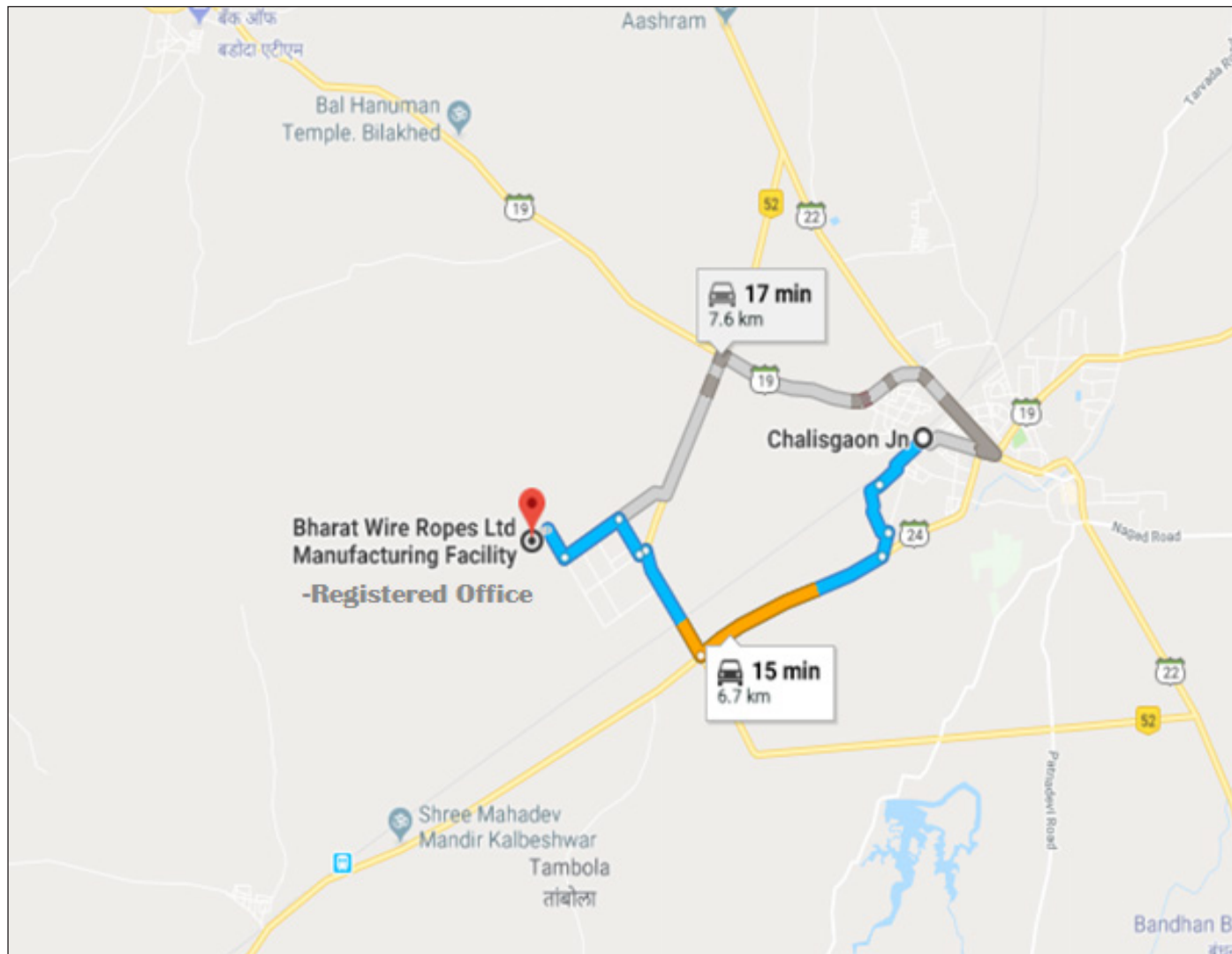
Notes:

1. Please read carefully the instructions printed under the Notes of the Notice of the 32nd Annual General Meeting before exercising the vote.
2. The remote e-voting commences from 9.00 a.m. on August 10, 2018 and will end at 5.00 p.m. on August 12, 2018. The Remote e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter.

ROUTE MAP TO THE 32ND ANNUAL GENERAL MEETING VENUE

Address: Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki, Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India.

Land mark: Gujarat Ambuja Exports Ltd (Maize Processing Plant)



Distance from Chalisgaon Junction: 6.7 km