

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of Members of Bharat Wire Ropes Limited (“the Company”) will be held on **Wednesday, August 14, 2019 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, 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, 2019 and the Reports of the Board of Directors’ and Auditor’s thereon.
2. To appoint a Director in place of **Ms. Ruhi Mittal (DIN: 07159227)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
3. To consider and approve the appointment of statutory auditor of the Company and to fix their remuneration.

“**RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Sureka Associates**, Chartered Accountants, (Firm Registration No. **110640W**) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of 33rd Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company at a remuneration determined by the Board of Directors of the Company in consultation with Audit Committee.

RESOLVED FURTHER THAT Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director), Mr. Venkateswararao Kandikuppa (Whole - Time Director) or Mr. Shailesh Rakhasiya (Company Secretary & Compliance Officer) of the Company be and are hereby authorised to file necessary e-forms with Registrar of Companies for appointment of Statutory Auditor and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

Special Business:

4. **To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2019-20:**

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 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 70,000/- (Rupees Seventy Thousand only) plus Goods & Service Tax & re-imbursement of out-of-pocket expenses for conducting audit of the cost records of the Company for the Financial Year 2019-20 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 at its meeting held on May 25, 2019.

RESOLVED FURTHER THAT Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director), Mr. Venkateswararao Kandikuppa (Whole - Time Director) or Mr. Shailesh Rakhasiya (Company Secretary & Compliance Officer) of the Company be and are hereby authorised to file necessary e-forms with Registrar of Companies for appointment of Cost Auditor by the Company and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

5. **To appoint Mr. Satyendra Nayak (DIN: 08194706) as an Independent Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a **Special 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 on recommendation of Nomination and Remuneration Committee, **Mr. Satyendra Nayak (DIN: 08194706)** who was appointed as an Additional Director w.e.f. August 13, 2018 (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 Mr. Murarilal Mittal (Managing Director), Mr. Mayank Mittal (Joint Managing Director), Mr. Venkateswararao Kandikuppa (Whole - Time Director) or Mr. Shailesh Rakhasiya (Company Secretary & Compliance Officer) of the Company be and are hereby authorised to file necessary e-forms with Registrar of Companies for appointment of Independent director by the Company and to do all such other acts as may be necessary to give effect to the aforesaid resolution.”

6. Service of documents under Section 20 of the Companies Act, 2013 and costs thereto:

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

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby a document may be served to any member by the Company through the requested mode of delivery, the consent of the Company be and is hereby accorded to charge from the member(s) the fees in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder(s) for delivery of such document(s) to him/her, through a particular mode of services, provided such request along with requisite fees has been duly received by the Company at least two weeks (2 weeks) in advance.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) and/or doubt(s) that may arise in respect of the said matter and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient 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: July 12, 2019

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 12, 2019. 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 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) in respect of Item Nos.3, 4, 5 and 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. 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, 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.
8. 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 Fintech Private Limited ("Karvy"). Members holding shares in electronic form may submit the same to their respective depository participant.
9. 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.
 10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office, on working days between 09.00 A.M. to 11.00 A.M., up to the date of this AGM.
 11. 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.
 12. 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.
 13. 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.
 14. In accordance with the Act read with the relevant Rules, the Notice of the AGM along with the Annual Report for financial year 2018-19 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>).
 15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
 16. Members whose shareholding is in physical form are requested to immediately notify change in their address and bank account details, if any, to the Registrar and Transfer Agent of the Company, viz, Karvy.
 17. The remote e-voting commences on 9.00 A.M. on Sunday, August 11, 2019 and will end at 5.00 P.M. on Tuesday, August 13, 2019. 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. Wednesday, August 7, 2019, may cast their vote electronically.
 18. The voting rights shall be as per the number of equity shares held by the Member(s) as on Wednesday, August 7, 2019, 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.
 19. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
 20. The route map showing directions to reach the venue of the AGM is annexed.
 21. 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.’
 - xii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 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. (xii) above, to cast vote.
22. 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.
 23. The Board of Directors of the Company has appointed M/s. Mihen 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.
 24. 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.
 25. 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 <https://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 AND REGULATION 36 (5) OF THE SEBI ((LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

Based on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on May 25, 2019 had approved the appointment of M/s. Sureka Associates, Chartered Accountants, (Firm Registration No. 110640W) as the statutory auditor of the Company for second term subject to approval of members in 33rd Annual General Meeting at a remuneration plus Goods & Service Tax & re-imbursement of out-of-pocket expenses in connection with the audit as determined by the Board of Directors of the Company in consultation with Audit Committee.

Name of the Auditor	M/s. Sureka Associates, Chartered Accountants, (Firm Registration No. 110640W)
Terms of Appointment	For One Financial Year (i.e. F.Y. 2019-20)
Brief Credentials of the Auditor	A firm of Chartered Accountants having been established in the year 1982, serving in various industries such as Manufacturing, Retail, Information Technology, Logistics, Banking sector, Pharma, Registrar & Share Transfer Agent, Energy, Education, etc., in the area of Statutory Audit, Tax Audit, GST Audit, VAT Audit, Internal Audit, Concurrent Audit.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 3 of the accompanying Notice for member(s) approval.

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

Item No. 4

The Board of Directors at its meeting held on May 25, 2019, on the recommendations of the Audit Committee, had 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 2019 - 20, at a remuneration not exceeding Rs. 70,000/- (Rupees Seventy Thousand only) plus Goods & Service Tax & re-imbursement of out-of-pocket expenses in connection with the audit.

M/s. Dilip M. Bathija have 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

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

Item No. 5

Appointment of Mr. Satyendra Nayak (DIN: 08194706) as an Independent Director:

In accordance with the provisions of Sections 149, 152 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. Satyendra Nayak (DIN: 08194706)** as an Additional Director (Independent Director) of the Company w.e.f. August 13, 2018 to hold the office until the conclusion of this AGM. The Board recommends the Members of the Company to appoint Mr. Satyendra Nayak as an Independent Director of the Company for a term of 5 (five) consecutive years i.e. upto August 12, 2023.

The Company has received a declaration from Mr. Satyendra Nayak 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. Satyendra Nayak** 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. Satyendra Nayak** and his relatives, are in any way, concerned or interested either financially or otherwise in the said resolution.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served to any member by sending it to him by registered post, by speed post, by courier, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for member(s) approval.

None of the Directors, Key Managerial Personnel and their relatives and his relatives, are in any way, concerned or interested either financially or otherwise in the said 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: July 12, 2019

Annexure A

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

Particulars	Ms. Ruhi Mittal (DIN: 07159227)
Date of Birth	October 1, 1980
Age	38 years
Date of the first appointment on the Board	April 16, 2015
Qualifications	LLM, MBA
Expertise in specified field	Having expertise in the field of Law, Management (Human Resources) and Corporate Legal.
Number of Board Meetings attended in the Financial Year. 2018-19 as on the date of the Notice	2 (Two)
Directorships held in other Listed Companies (Excluding foreign Companies and Section 8 Companies)	NIL
Memberships/ Chairmanships of committees across all other public companies (Includes only Audit and Shareholders' Relationship Committee)	Bharat Wire Ropes Limited: Stakeholders Relationship Committee.
Shareholding in the Company as on March 31, 2019	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None
Terms & Conditions of appointment or re-appointment	As per the resolutions at item No. 2 of the Notice convening Annual General Meeting on August 14, 2019, Ms. Ruhi Mittal who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment

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	Mr. Satyendra Nayak (DIN: 08194706)
Date of Birth	March 22, 1949
Age	70 years
Date of the first appointment on the Board	August 13, 2018
Qualifications	Ph.D. in International Economics and Finance from the University of Bombay, India.
Experience	His experience stems from over 30 years of working in Banking and Mutual Fund industry, covering working in operations, international finance, project financing, foreign exchange, mutual fund management, equity and debt investments, portfolio management, and economic and investment research and strategy. Mr. Satyendra Nayak has served as Director on the Boards of Fulford India Ltd., Bombay Tyres International Ltd., Auto Corporation of Goa Ltd., Indus Capital Venture fund, ICDS Ltd., DCW Ltd., Banswara Syntex Ltd.
Number of Board Meetings attended in the Financial Year. 2018-19 as on the date of the Notice	2 (Two)
Directorships held in other Listed Companies (Excluding foreign Companies and Section 8 Companies)	NIL
Memberships/ Chairmanships of committees across all other public companies (Includes only Audit and Shareholders' Relationship Committee)	Bharat Wire Ropes Limited: 1. Audit Committee. 2. Nomination & Remuneration Committee.
Shareholding in the Company as on March 31, 2019	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None
Terms & Conditions of appointment or re-appointment	As per the resolutions at item No. 5 of the Notice convening Annual General Meeting on August 14, 2019 read with explanatory statement thereto, Mr. Satyendra Nayak is proposed to be appointed as Independent Director of the Company.



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 33rd Annual General Meeting of the Company, to be held on Wednesday, August 14, 2019 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, 2019 and the Reports of the Board of Directors' and Auditor's thereon;		
2.	To appoint a Director in place of Ms. Ruhi Mittal (DIN: 07159227) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment;		
3.	To consider and approve the appointment of statutory auditor of the Company and to fix their remuneration;		
4.	To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2019-20;		
5.	To appoint Mr. Satyendra Nayak (DIN: 08194706) as an Independent Director;		
6.	Service of documents under Section 20 of the Companies Act, 2013 and costs thereto;		

* 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 _____, 2019

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:

- 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.*
- A proxy need not be a Member of the Company.*
- 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.*
- 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.*
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.*
- 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. _____

33rd Annual General Meeting, Wednesday, August 14, 2019 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.

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 33rd Annual General Meeting of the Company on Wednesday, August 14, 2019 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.

(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

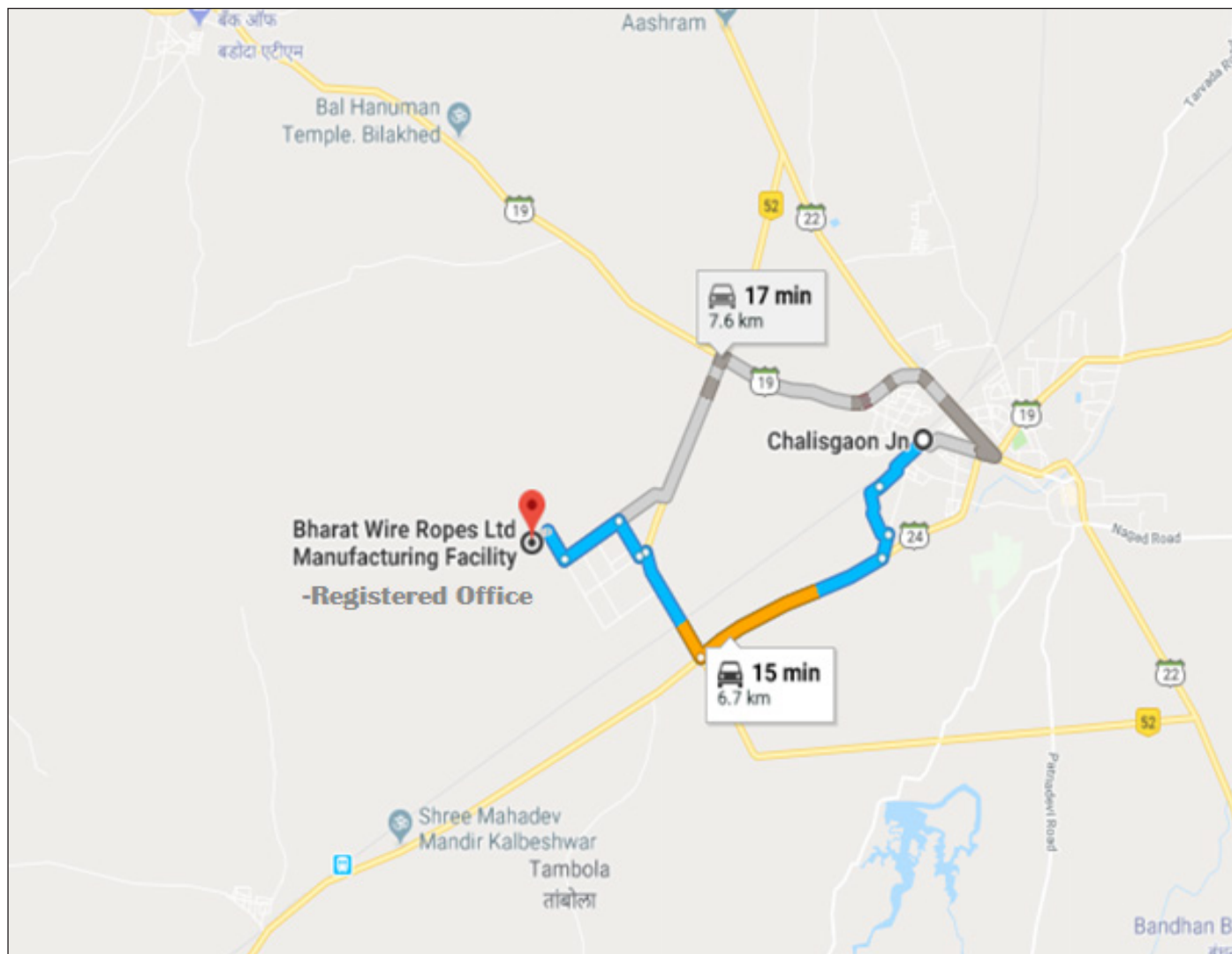
Notes:

1. Please read carefully the instructions printed under the Notes of the Notice of the 33rd Annual General Meeting before exercising the vote.
2. The remote e-voting commences from 09.00 A.M. on August 11, 2019 and will end at 05.00 P.M. on August 13, 2019. The Remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter.

ROUTE MAP TO THE 33RD 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