

## NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting ('AGM / the meeting') of the Members of Bharat Wire Ropes Limited ('the Company') is scheduled to be held on Wednesday, 25th September, 2024 at 11.30 A.M. through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with Reports of the Board of Directors and Auditors thereon.
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with Report of the Auditor's thereon.
2. To declare a Final dividend on 0.01% Compulsory Convertible Preference Shares (CCPS)
3. To appoint a Director in place of Mr. Sushil Sharda (DIN: 03117481), 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:

#### 4. To ratify the remuneration payable to Cost Auditor of the Company for FY 2024-25:

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 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. Dilip M. Bathija, Cost Accountant, Mumbai (Firm Registration No. 100106), appointed by the Board of Directors of the Company, on recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting to Rs. 1,25,000/- p.a. (Rupees One Lakh Twenty Five Thousand only) be and is hereby ratified and confirmed.”

**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. Approval for remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (“the Act”) and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (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. Murarilal Mittal (DIN: 00010689), Managing Director of the Company for the remaining period of his tenure commencing from 1st April, 2024 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Murarilal Mittal for the remaining period of his tenure commencing from 01st April, 2024 are as detailed below:

**a. Remuneration:** Rs.2,25,00,000/- (Rupees Two Crore Twenty-Five Lakhs) per annum w.e.f. 01st April, 2024;

#### **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 incurred for 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.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**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 Act or if the limits specified under part II of the Schedule V of the 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. 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 the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (“the Act”) and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (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 for remaining period of his tenure commencing from 1st April, 2024 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration 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 remaining period of his tenure effective from 01st April, 2024 are as detailed below:

**a. Remuneration:** Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakhs) per annum w.e.f. 01st April, 2024;

**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 incurred for 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.

6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**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 Act or if the limits specified under part II of the Schedule V of the 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.”

**7. Approval for remuneration payable to Mr. Venkateswararo Kandikuppa (DIN: 06456698), Whole-Time Director of the company:**

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

“**RESOLVED THAT** pursuant to provisions the of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 (“the Act”) and in accordance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (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 for remaining period of his tenure commencing from 1st April, 2024 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions of remuneration 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 remaining period of his tenure effective from 01st April, 2024 are as detailed below:

**a. Remuneration:** Rs. 55,00,000/- (Rupees Fifty-Five Lakhs) per annum w.e.f. 01st April, 2024;

**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.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**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. Venkateswararao Kandikuppa shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the 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. Sushil Sharda (DIN: 03117481), Whole-Time Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 (“the Act”) and in accordance with the relevant provisions of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (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. Sushil Sharda (DIN: 03117481), Whole-Time Director of the Company for remaining period of his tenure commencing from 1st April, 2024 be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms and conditions on recommendation of the Nomination and Remuneration Committee from time to time and as may be permissible by law.

The remuneration payable to Mr. Sushil Sharda for the remaining period of his tenure commencing from 01st April, 2024 are as detailed below:

**a. Remuneration:** Rs.75,00,000/- (Rupees Seventy-Five Lakhs) per annum w.e.f. 01st April, 2024;

**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.
6. No fees shall be payable for attending meetings of the Board or any Committee thereof, where so appointed;

**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. Sushil Sharda shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the 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.”

**9. Approval for withdrawal of resolution no. 13 (i.e.to increase the authorized share capital of the Company) passed at 37th Annual General Meeting of the Company.**

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

“**RESOLVED THAT** in supersession of the resolution passed earlier by the Board of Directors of the Company through Circular resolution No. 1 (CR-1) dated 23rd June, 2023 and by the shareholders in the 37th Annual General Meeting held on 21st July, 2023 bearing resolution No. 13, the consent of the members be and is hereby accorded to withdraw the resolution for increase in the Authorized Share Capital of the Company to Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 9,49,60,000 (Nine Crore Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each and amendment of the Memorandum of Association respectively with immediate effect.

**RESOLVED FURTHER THAT** any of the Directors of the Company Mr. Govinda Soni (Company Secretary & Compliance Officer) are hereby individually and severally authorized to apply and submit such application and forms and to sign, accept, execute, submit, deliver and undertake all the requisite documents, undertakings, agreements as required for rescinding the earlier resolution and do all such acts and execute all such documents as may require in connection with the subsequent resolution.

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**

Place: Mumbai  
Date: 1st August, 2024

Registered Office:  
Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
CIN: [L27200MH1986PLC040468](https://www.mca21.gov.in/cin/L27200MH1986PLC040468)  
Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)

Notes:

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular nos. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular no. 09/2023 dated September 25, 2023, ("MCA Circulars"), permitted conduct of Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the Members at the AGM and prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 38th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. 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 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI circulars, the 38th 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](http://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 38th 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 through VC/OAVM, 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 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 the 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](mailto:Compliance@bharatwireropes.com) and [suresh.d@kfintech.com/ evoting@kfintech.com](mailto: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, provided the votes are not already cast by remote e-voting facility by first holder.
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](mailto: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, mobile No 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, mobile No and email ids to our RTA i.e. KFin Technologies Limited (Unit: Bharat Wire Ropes Limited), Plot 31-32, Selenium Building, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or the Secretarial Department of the Company. Relevant forms for making relevant requests are available at the Company's website at [www.bharatwireropes.com](http://www.bharatwireropes.com)

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, Selenium Building, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or the Secretarial Department of the Company.
16. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, Nomination details and KYC details (i.e., Contact details, bank account details, Specimen signature etc.) by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the SEBI Master Circular dated May 17, 2023. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at [www.bharatwireropes.com](http://www.bharatwireropes.com). Further, the complete contact details of the RTA, KFin Technologies Limited is also available on the website of the Company.
17. In compliance with SEBI Master Circular dated May 17, 2023, the Company has disseminated the requirements to be complied with by holders of physical securities on its website [www.bharatwireropes.com](http://www.bharatwireropes.com). The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under para 19.1 of the master circular. The RTA of the Company has also submitted a report to SEBI on the steps taken towards sensitizing its security holders regarding mandatory furnishing of PAN, KYC and nomination details as detailed in para 19.1 of the master circular.
18. 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](mailto:suresh.d@kfintech.com) or [Compliance@bharatwireropes.com](mailto: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.
19. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the AGM along with the Annual Report 2023-24, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
20. **Dispatch of Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circular dated October 07, 2023, Notice of the AGM along with the Integrated Annual Report 2023-24, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
21. Members may note that the Notice of the 38th AGM and Annual Report 2023-24 will also be available on the Company's website at [www.bharatwireropes.com](http://www.bharatwireropes.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/public/Downloads.aspx>
22. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this to the Notice.
23. 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.
24. The Company has fixed **Friday, 13th September, 2024** 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, 21st September, 2024** (9.00 am) to **Tuesday, 24th September, 2024** (5.00 pm) (both days inclusive). The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 19th September, 2024 to Wednesday, 25th September, 2024 (both days inclusive).
25. 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.
26. 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](mailto:Compliance@bharatwireropes.com) up to the date of 38th AGM.
27. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment and/or fixation of remuneration of Directors including

Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration 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.

28. 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 holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest 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.

Please note that the said documents will be uploaded on the website of the Company viz. [www.bharatwireropes.com](http://www.bharatwireropes.com) and made available for inspection at the registered office of the Company during business hours.

29. 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. Further, SEBI vide its circular no. SEBI/HO/MIRSD/ RTAMB/CIR/P/2020/236 dated 02 December 2020 had fixed 31 March 2021 as the cut - off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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 holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent (“RTA”), KFin Technologies Ltd. For assistance in this regard.
30. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.bharatwireropes.com](http://www.bharatwireropes.com) and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://www.kfintech.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant
31. 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.

32. As per the provisions of Section 72 of the Act, the facility for making nomination is available for 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. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agent (RTA) – M/s KFin Technologies Ltd. in case the shares are held in physical form.
33. 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. A consolidated share certificate will be issued to such Members after making requisite changes.
34. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
- Change in their residential status on return to India for permanent settlement.
  - 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.
35. The details of the process and manner for participating in 38th AGM through Video conferencing are explained herein below:
- 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.
  - 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.
  - 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. **Tuesday, 10th September, 2024**. 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](mailto:evoting@kfintech.com)

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**

Place: Mumbai  
Date: 01st August, 2024

**Registered Office:**

Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadaki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
CIN: [L27200MH1986PLC040468](https://www.mca21.gov.in/cin/L27200MH1986PLC040468)  
Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)



**Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“The Act”) to the accompanying Notice dated 1st August, 2024**

**Item No. 4:**

**To ratify the remuneration payable to M/s. Dilip M. Bathija (Firm Registration No. 100106), Cost Auditor of the Company for FY 2024-25:**

The Board of Directors at its meeting held on 30th April, 2024, on the recommendation of the Audit Committee, had considered and approved the appointment and remuneration of Mr. Dilip M. Bathija, Cost Accountant (Firm Registration No. 100106), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year 2024-25, at a remuneration not exceeding Rs. 1,25,000/- (Rupees One Lakh Twenty five Thousand only) plus Goods & Service Tax & re-imbursment of out-of-pocket expenses in connection with the audit. Further the Company has received their eligibility and consent to act as cost auditors.

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 31st March, 2025.

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. 4 of the Notice for approval of the members.

**Item No. 5:**

**Approval for remuneration payable to Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the company:**

Mr. Murarilal Mittal is a Managing Director of the Company and is associated with the Company since 03rd November, 2010. He proactively manages business affairs of the Company and is responsible for cultivating best in class talent, along with managing high performance teams, building strong leadership and developing succession plans.

The shareholders of the Company at 36th Annual General Meeting held on 10th August, 2022 re-appointed Mr. Murarilal Mittal as a Managing Director of the Company for period of five years w.e.f. 17th October, 2022 and approved the terms and conditions of his remuneration to be paid for period of three years effective from 01st April, 2022 to 31st March, 2025. The Shareholders at 37th Annual General Meeting held on 21st July, 2023 approved revision in his remuneration for a period of 3 (Three) years with effect from 1st April, 2023 to 31st March, 2026. Considering his contribution towards the growth and development of the Company, Nomination and Remuneration Committee has considered and recommended the Board for revision in remuneration. Accordingly, the Board of Directors of the Company at its meeting held on 30th April 2024 approved the revision in remuneration of Mr. Murarilal Mittal payable w.e.f. 1st April, 2024 for remaining period of his tenure 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 in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no.5 of the Notice for approval of the members.

Except Mr. Murarilal Mittal, Mr. Mayank 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.

**Item No. 6:**

**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. The Shareholders at 37th Annual General Meeting held on 21st July, 2023 approved revision in his remuneration for remaining period of his tenure commencing with effect from 1st April, 2023.

Further, 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 30th April 2024 approved the revision in payment of remuneration to Mr. Mayank Mittal w.e.f. 1st April, 2024 for remaining period of his tenure on the terms and conditions as set out in the resolution at item no. 6 of the notice, subject to the approval of the members of the Company in general meeting.



Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of 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. 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.

**Item No. 7:**

**Approval for remuneration payable to Mr. Venkateswararo 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. Further, the shareholders at 37th Annual General Meeting held on 21st July, 2023 revised his remuneration for remaining period of his tenure with effect from 1st April, 2023 to 31st December, 2025..

Further, 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 30th April, 2024 approved the payment of remuneration to Mr. Venkateswararao Kandikuppa payable w.e.f. 1st April, 2024 for remaining period of his tenure 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 in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of 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. Sushil Sharda (DIN: 03117481), Whole-Time Director of the company**

Mr. Sushil Sharda is associated with the Company since 30th June, 2010. The shareholders of the Company at 36th Annual General Meeting held on 10th August, 2022 appointed Mr. Sushil Sharda as a Whole-Time Director of the Company for a period of 5 (Five) years w.e.f. 19th May, 2022 to 18th May, 2027 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. Further, the shareholders at 37th Annual General Meeting held on 21st July, 2023 revised his remuneration which was approved for period of three years with effect from 1st April, 2023 to 31st March, 2026.

Further, 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 30th April, 2024 approved the payment of remuneration to Mr. Sushil Sharda payable w.e.f. 1st April, 2024 for remaining period of his tenure 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 in general meeting.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached herewith and forms part of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 08 of the Notice for approval of the members.

Except Mr. Sushil Sharda, 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. 9:**

**Withdrawal of Special Resolutions passed earlier to increase the authorized share capital of the Company**

The Members are informed that pursuant to the Board approval dated 26th July, 2023, the members at the 37th annual general meeting held on 21st July, 2023 approved the following resolution item no 13:

To Increase in the Authorized share capital of the company from existing Rs. 85,00,00,000/- (Rupees Eighty-Five Crore Only) divided into 8,49,60,000 (Eight Crore Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 95,00,00,000/- (Rupees Ninety-Five Crore Only) divided into 9,49,60,000 (Nine Crore Forty-Nine Lakhs Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,000 (Forty Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

The board members were informed that considering the current market price of shares of the company and its current capital position, the management was of the view that the existing authorized share capital was sufficient for the company's future funding plans, if any and hence the special resolution passed to increase the authorized share capital at 37th Annual General Meeting held on 21st July, 2023 was proposed to be rescinded. However, as per "Secretarial Standards-2 on General Meetings", a shareholder resolution which could not be pursued can be rescinded/ withdrawn in a subsequent shareholders meeting only.

Accordingly, the Board of directors of the Company in its meeting held on 26th July, 2023, have resolved to rescind the said resolution subject to approval of shareholders at ensuing annual general meeting as the above mentioned matters is no longer considered necessary and requires to be withdrawn.

Your Directors recommends special resolution mentioned in Item No. 09 of the Notice for your approval set out under Item no. 09 for cancellation of Special resolutions passed for the aforementioned matters.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**  
Place: Mumbai  
Date: 1st August, 2024

**Registered Office:**

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

**CIN: L27200MH1986PLC040468**

Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)

**ANNEXURE TO THE NOTICE OF AGM**
**Details of Directors retiring by rotation, seeking appointment / re-appointment / fixation of remuneration 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. Murarilal Mittal	Mr. Mayank Mittal	Mr. Venkateswararao Kandikuppa	Mr. Sushil Sharda
Director Identification Number (DIN)	00010689	00127248	06456698	03117481
Date of Birth	01 <sup>st</sup> March, 1958	29 <sup>th</sup> January, 1986	01 <sup>st</sup> June, 1965	01 <sup>st</sup> February, 1968
Age	66 years	38 years	59 years	56 years
Date of the first appointment on the Board	03 <sup>rd</sup> November, 2010	30 <sup>th</sup> June, 2010	01 <sup>st</sup> January, 2016	30 <sup>th</sup> June, 2010
Qualifications	• B.Com • CA	• B.Sc. • MBA	• B.Com • CWA	• B.Com • CA
Expertise in specified field	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 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. He is actively involved in the business development and corporate relationship functions of our Company.	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.	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 and production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the project at Chalisgaon.	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.
Number of Board Meetings attended in the Financial Year 2023-24	5 (Five)	3 (Three)	3 (Three)	5 (Five)
Directorships held in other Companies *	Nil	Nil	Nil	Nil
Chairman/ Member in the Committees of the Boards of other companies in which he is Director *	Nil	Nil	Nil	Nil
Shareholding in the Company as on 31st March, 2024	12, 97,737 shares (1.91%)	17,00,001 Shares (2.50%)	61,421 shares (0.09%)	1,88,751 shares (0.28%)
Relationship with Directors, Managers and Key Managerial Personnel	Father of Mr. Mayank Mittal (Joint Managing Director)	Son of Mr. Muralilal Mittal (Managing Director)	None	None
Terms & Conditions of appointment or re- appointment / remuneration	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

\* Directorship includes Directorship of Public Companies Ki& Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

**Annexure A**

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

<b>I</b>	<b>General Information</b>	
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: 14.17 Return on Net Worth: 15.78% Debt Equity Ratio: 0.20
5	Foreign Investment or Collaborations, if any	N.A.
<b>II</b>	<b>Information about the Directors:</b>	
<b>A</b>	<b>Mr. Muralilal Mittal</b>	
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 <sup>rd</sup> November, 2010. On 19 <sup>th</sup> May, 2022, Mr. Mittal was reappointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 17 <sup>th</sup> October, 2022. 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. 180.00 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	As mentioned in item no. 5 of the AGM Notice.
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 personnel, if any	Mr. Mittal is promoter of the Company and father of Mr. Mayank Mittal, Joint Managing Director of the Company.
<b>B</b>	<b>Mr. Mayank Mittal</b>	
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 3 <sup>rd</sup> June, 2010 and as a Joint Managing Director of the Company on 12 <sup>th</sup> November, 2016. Mr. Mayank Mittal was reappointed with effect from 16 <sup>th</sup> August, 2020 as a Joint Managing 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. 150.00 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	As mentioned in item no. 6 of the AGM Notice.
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.
<b>C</b>	<b>Mr. Venkateswararao Laxmanamurty Kandikuppa</b>	
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. 50.00 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	As mentioned in item no. 7 of the AGM Notice.
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.
<b>D</b>	<b>Mr. Sushil Sharda</b>	
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. On 19 <sup>th</sup> May, 2022, he was appointed as Whole Time Director of the company. He oversees the Accounts, Finance, Legal, Compliance and Procurement functions of the Company.
2	Past Remuneration	Rs. 64.00 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	As mentioned in item no. 8 of the AGM Notice.

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>III Other Information:</b>		
1	Reasons of loss or inadequate profits	Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.
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.
<b>IV Disclosure</b>		
1	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice of AGM.
2	Details of fixed component. and performance linked incentives along with the performance criteria	It has already been disclosed in Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24.
3	Service contracts, notice period, severance fee	
4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

**INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING**

**I. Remote e-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended 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 AGM Notice, to Members holding shares as on **Friday, 13th September, 2024**, 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 No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing 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, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she /it is already registered with KFintech for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1: Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></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 (i.e. KFintech) and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdedeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdedeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></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 be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service providername and you will be redirected to KFintech e-Voting website for casting your voteduring the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e- Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest:</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; 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> <p>V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.</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 demat accounts / websites of Depository Participants 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 websites of Depositories / Depository Participants.**

### **Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

### **Step 2: Login method for e-Voting for shareholders other than Individual 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) xxxx followed by folio number. In case of Demat account, UserID 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 for Bharat Wire Ropes Limited 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 authorised representative(s), to the Scrutinizer at email [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [compliance@bharatwireropes.com](mailto: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 5:00 pm on or before Tuesday, 10th September, 2024

B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:

- i. Members who have not registered their email address and in consequence the AGM Notice cannot be serviced, for receiving 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](mailto:einward.ris@kfintech.com), along with scanned 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 AGM Notice and the e-voting instructions.
- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## II. 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 Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 – 6716 2222 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. The remote e-voting period commences on **Saturday, 21st September, 2024** (9:00 AM IST) and ends on **Tuesday, 24th September, 2024** (5:00 PM IST). 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. **Friday, 13th September, 2024** may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. on **Friday, 13th September, 2024**.
- e. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech 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](mailto:evoting@kfintech.com).

The Board has appointed Mr. Mihen Halani, Practicing Company Secretaries (FCS 9926; CP 12015) as a scrutinizer for conducting the AGM and e-voting process in a fair and transparent manner.

The Scrutinizer's shall submit a Report after the completion of scrutiny of votes cast through e-voting. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on **Tuesday, 24th September, 2024**, viz. last date specified by the Company for e-voting.

The results of the e-voting along with the scrutinizer's report shall be communicated on or before **Thursday, 26th September, 2024** 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](http://www.bharatwireropes.com) and on the website of Kfintech (<https://evoting.kfintech.com>) immediately after the result is declared by the Chairperson or any other person authorized by the Chairperson.

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

**Govinda Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 12937**  
Place: Mumbai  
Date: 01st August, 2024

**Registered Office:**

Plot No 4, MIDC, Chalisgaon Industrial Area,  
Village-Khadki, Tal. - Chalisgaon,  
Dist. - Jalgaon – 424101, Maharashtra, India.  
CIN: [L27200MH1986PLC040468](https://www.mca21.gov.in/cin/L27200MH1986PLC040468)

Website: [www.bharatwireropes.com](http://www.bharatwireropes.com)



