

**Ref.: BWRL /2020-21/SE/Misc./11****September 15, 2020**

To,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051  
NSE Symbol – **BHARATWIRE**

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
BSE Scrip Code: **539799**

Dear Sir/Madam,

**Subject: Outcome of 34<sup>th</sup> Annual General Meeting held on September 15, 2020.**

**Ref.: Regulation 30(6) read with Part - A of Schedule III (13) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30(6) of the SEBI (LODR) Regulations, 2015, we submit herewith the Proceedings of the Thirty-Fourth AGM of the Company held on **Tuesday, September 15, 2020 at 01:00 P.M.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Kindly take the above on record.

For **Bharat Wire Ropes Limited**

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

**Date: September 15, 2020**

**Place: Mumbai**

**Corporate Office:**

A - 701, Trade World Bldg., Kamala Mills,  
SB Marg, Lower Parel (W),  
Mumbai - 400013, Maharashtra, India.  
Tel: +91 22 66824600

**Factory:**

Plot No-1&4, Atgaon Industrial Complex,  
Mumbai-Nasik Highway, Atgaon (East),  
Taluka-Shahpur, Dist.-Thane- 421601,  
Maharashtra, India.  
Tel No.: +91 2527 240123/240124/240197

**Registered Office & Factory:**

Plot No.4, MIDC, Chalisgaon,  
Village Khadki – BK, Taluka Chalisgaon,  
District Jalgaon - 424 101,  
Maharashtra, India

## PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARAT WIRE ROPES LIMITED

The 34<sup>th</sup> Annual General Meeting (**AGM**) of the Members of the Company was held on Tuesday, September 15, 2020 at 1:00 P.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')

Shri Murarilal Mittal, Managing Director of the Company, occupied the Chair and presided over the meeting.

The Chairman announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. He then formally extended a very warm welcome to the shareholders of the Company at the 34<sup>th</sup> Annual General Meeting.

The Chairman thereafter took a roll call for himself and

- Mr. Sanjiv Swarup, Independent Director, Chairman of the Board & Chairman of the Audit Committee of the Company,
- Mr. Mayank Mittal, Additional Director,
- Mr. Venkateswararao Kandikuppa, Whole-time Director,
- Mr. Sumit Kumar Modak, whole-time Director,
- Mr. Shiv Kumar Malu, Independent Director & Chairman of the Nomination & Remuneration Committee Meeting and Chairman of Fund Raising Committee of the Company,
- Ms. Ruhi Mittal, Non-Executive & Non Independent Director and Chairperson of Stakeholders Relationship Committee of the Company
- Mr. Dinesh Kumar Jain, Additional Director,
- Mr. Mahender Singh Arora, Chief Executive Officer,
- Mr. Rakesh Kumar Jain, Chief Financial Officer,
- Mr. Shailesh Rakhasiya, Company Secretary & Compliance Officer

Participated through video conferencing stating their name and location.

Representative of the Statutory Auditors, M/s. Borkar & Muzumdar, Internal Auditor, M/s. Dilip Bhatija, Cost Accountant, M/s. APC & Associates, Secretarial Auditor, M/s. Mihen Halani & Associates, Scrutinizer were also present in the meeting.

The Chairman further informed the members that the Statutory Registers were open for inspection.



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He stated that the Company had received authorizations and board resolutions from Corporates for **2,80,01,298** Equity Shares representing **62.29%** of the Company paid up capital. He then requested the Company Secretary, Mr. Shailesh Rakhasiya to make necessary announcements.

The Company Secretary, Mr. Shailesh Rakhasiya informed the members that this Annual General Meeting was conducted through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') without any physical presence of members in accordance with the applicable circular issued by Ministry of Corporate Affairs and SEBI.

He further informed that all the shareholders have been kept on mute. Only those shareholders who have registered themselves as speaker shareholders will be unmute & allowed to speak and participate in the discussions on the items of business once the Chairman will invite them.

He further informed that the Company had provided remote e-voting facility through KFinTech to all the Shareholders to cast their vote electronically on all the resolution set out in the notice convening the meeting.

Remote e-voting facility was open from 9:00 A.M. (IST) on Saturday, September 12, 2020 upto 5:00 P.M. (IST) on Monday, September 14, 2020.

The Chairman further stated that notice of Annual General Meeting and Annual Report for the Financial Year 2019-2020 were already been circulated and with the permission of members the same was taken as read.

He further stated there were no qualifications, observation or comments in the Statutory Auditors Report. With the permission of members, auditors report including the Annexure thereof taken as read.

The Chairman thereafter took up the Ordinary and Special business items as set out in the notice convening the AGM for member's consideration and approval, as under:

Sr. No.	Particulars	Resolution Required
1	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with Reports of the Board of Directors' and Auditor's thereon.	Ordinary Resolution
2	To appoint a Director in place of Mr. Sumit Kumar Modak (DIN: 00983527), 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.	Ordinary Resolution



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3	To consider and approve the appointment of Statutory Auditor of the Company and to fix their remuneration.	Ordinary Resolution
4	To ratify the remuneration payable to M/s. Dilip M. Bathija ( <b>Firm Registration No. 100106</b> ), Cost Auditor of the Company for FY 2020-21.	Ordinary Resolution
5	To appoint Mr. Dinesh Kumar Jain ( <b>DIN: 06807650</b> ) as an Independent Director.	Special Resolution
6	To appoint Mr. Mayank Mittal ( <b>DIN: 00127248</b> ) as Joint Managing Director.	Ordinary Resolution
7	To take approval for Related Party Transactions.	Ordinary Resolution
8	To increase the Authorized Share Capital of the Company and amend the Memorandum of Association and Articles of Association.	Special Resolution
9	To approve in-principle the ' <b>Resolution Plan</b> ' of the Company under the 'Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019', issued by the Reserve Bank of India in relation to restructuring of the debt of the Company	Special Resolution
10	Proposed Issue of 0.01% Compulsory Convertible preference Shares (" <b>CCPS</b> ") on preferential basis to the Lenders in terms of the ICDR Regulations pursuant to proposed ' <b>Resolution Plan</b> ' of the Company under the 'Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019' issued by the Reserve Bank of India in relation to restructuring of the debt of the Company	Special Resolution
11	Proposed Issue of Equity Shares on preferential basis to the Lenders in terms of the ICDR Regulations pursuant to proposed 'Resolution Plan' of the Company under the 'Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019' issued by the Reserve Bank of India in relation to restructuring of the debt of the Company	Special Resolution
12	Proposed Issue of Equity Shares on preferential allotment/ private placement basis to promoters and other investors.	Special Resolution
13	Re-pricing of stock options granted under BHARAT WIRE ROPES LIMITED EMPLOYEES STOCK OPTION PLAN-2017 (" <b>BWRL ESOP 2017</b> ")	Special Resolution

The Chairman informed the members that Mr. Mihen Halani & Associates, Practicing Company Secretaries was appointed as Scrutinizer for remote e-voting & e-voting process at the AGM.

The Chairman then invited some members who has registered as speakers; put forth their queries, comments & views on the Annual Report. The Managing Director responded to their queries and provided clarification.



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The Chairman thereafter requested Mr. Shailesh Rakhasiya, Company Secretary and Mr. Mihen Halani & associates, Practicing Company Secretary to complete the e-voting process, which will be kept open for next 15 minutes, which enable the Shareholders to cast their vote.

The Chairman thanked the Members for attending and participate meeting and requested the members to vote.

The results of the remote e-voting & e-voting at the 34<sup>th</sup> AGM together with the report of the scrutinizer will be disclosed to the Stock exchanges and will be displayed on the website of the company.

The Scrutinizer report was received on September 15, 2020 and set out there in all the said resolutions were declared as passed with requisite/special majority.

This document does not constitute minutes of the proceedings of Annual General Meeting of the Company.

For **Bharat Wire Ropes Limited**

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

**Date: September 15, 2020**  
**Place: Mumbai**

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