

**BWRL/2020-21/SE/QC/05****Date: 25-06-2020**

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,

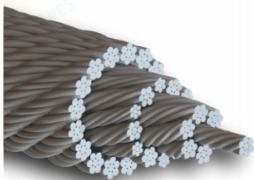
**Subject: Submission of Annual Secretarial Compliance Report for Financial year 2019-2020**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/s. APC & Associates, Practicing Company Secretaries for the financial year 2019-2020.

Kindly take the same on your records.

For **Bharat Wire Ropes Limited**

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

**Date: June 25, 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



**APC & ASSOCIATES**  
COMPANY SECRETARIES

**Annual Secretarial Compliance Report of Bharat Wire Ropes Limited**  
**For the year ended March 31, 2020**

To,  
**The Board of Directors,**  
Bharat Wire Ropes Limited  
CIN: L27200MH1986PLC040468  
BSE Scrip Code: 539799/ ISIN: INE316L01019

We, M/s. APC & ASSOCIATES, have examined:

- a) all the documents and records made available to me and explanation provided by Bharat Wire Ropes Limited ("**the listed entity**");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable during the period under review;**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable during the period under review;**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable during the period under review;**







# APC & ASSOCIATES

## COMPANY SECRETARIES

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the period under review;**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable during the period under review;**
- k) Other Rules and Regulations and the circulars/ guidelines issued thereunder;
  - SEBI (Depositories and Participants) Regulations, 2018;

Based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with all the provisions of the above Regulations and circulars/guidelines issued thereunder *except in respect of matters specified below;*

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks
1	Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	Certificate of Non-Disqualification of Directors	The Company have failed to attach Certificate of Non-Disqualification of Director in the Annual Report
2	Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Prior approval of Related Party Transaction	The Company has not taken prior approval of Audit Committee for related party transaction

- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- iii. No actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- iv. The listed entity has taken the following actions to comply with observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity





# APC & ASSOCIATES

COMPANY SECRETARIES

1	Regulation 17(1)(a) of SEBI (LODR) Refutation, 2015 Composition of Board of Directors	The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors w.e.f. 14 <sup>th</sup> November, 2018	The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors w.e.f. 14 <sup>th</sup> November, 2018	The Board of Directors has duly complied with the said Regulation.
2	Regulation 23(2) of SEBI (LODR) Regulation, 2015 - Related party transactions	The company has not taken prior approval of Audit committee for the related party transactions proposed to be entered by the company.	The Company duly obtained all the necessary approvals from board as required under the provisions of SEBI (LODR) as well as Companies Act, 2013 respectively. The audit committee was duly informed about the said transactions. It is pertinent to note that all the said transactions are at arms-length price and in ordinary course of business	

Date: 24.06.2020  
Place: Ahmedabad

For APC & ASSOCIATES  
Practicing Company Secretaries



Abhishek Chharia  
Proprietor  
CP No: 21555  
ACS No: 45143  
UDIN: A045143B000374384