

**Ref: BWRL /2020-21/SE/Misc./12****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****Subject: Submission of Voting Results and Report of Scrutinizer**

Dear Sir/Madam,

This is to inform you that the 34<sup>th</sup> Annual General Meeting of the Company was held on Tuesday, September 15, 2020 at 01:00 P.M. (IST) and concluded at 01:35 P.M. (IST) through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM').

In this regards, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Report of Scrutinizer dated September 15, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the companies (Management and Administration) Rules, 2014.

The voting results along with the scrutinizer report dated September 15, 2020 is made available at the company's website.

You are kindly requested to take the same on your 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

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**MIHEN HALANI & ASSOCIATES***Practicing Company Secretaries*

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,  
Malad (West), Mumbai – 400 064, Tel No.: 022 6236 0279 Email: [mihenthalani@gmail.com](mailto:mihenthalani@gmail.com)

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**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Bharat Wire Ropes Limited ("the Company")

34<sup>th</sup> Annual General Meeting ("34<sup>th</sup> AGM / the meeting") of the members of Bharat Wire Ropes Limited ("the Company") held on Tuesday, September 15, 2020 at 01.00 P.M. IST through Video Conferencing ("VC").

Dear Sir,

**Sub: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 34<sup>th</sup> Annual General Meeting ("34<sup>th</sup> AGM / the meeting") of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to conduct the voting by way of electronic means in accordance with section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 34<sup>th</sup> Annual General Meeting of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. As confirmed by the Company, the notice of 34<sup>th</sup> AGM dated September 15, 2020, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s), in compliance with the Ministry of Corporate Affairs ("MCA") Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular dated May 12, 2020.
2. The members of the Company as on cut-off date i.e. Tuesday, September 08, 2020, were entitled to vote on the resolutions (as set out in the notice of 34<sup>th</sup> AGM of the Company).
3. The remote e-voting period commenced on Saturday, September 12, 2020 (9:00 am) and ended on Monday, September 14, 2020 (5:00 pm) ("remote e-voting period"). The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote during the said remote e-voting period. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, the KFinTech portal was blocked for voting.

4. Post conclusion of the meeting, the votes cast through e-voting facility prior to the meeting and during the meeting were unblocked in the presence of two witnesses, Ms. Lovely Singh and Ms. Divya Padhiyar who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Lovely Singh

Name: Ms. Divya Padhiyar

Sd/-  
Signature

Sd/-  
Signature

5. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence there is no requirement of maintaining the list of shares with differential voting rights.
6. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice 34<sup>th</sup> AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the KFinTech, the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
7. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of KFinTech i.e. <https://evoting.karvy.com/> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Resolution No. as given in the Notice of 34 <sup>th</sup> AGM	Particulars of Votes Cast				Result Declared
		Members Voting				
		No. of members voted	No. of votes Cast by them	% of total no. of votes cast		
<b>ORDINARY BUSINESS</b>						
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 Auditors thereon.	Votes Cast in favour	59	28,467,866	99.82	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	-	-	0	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
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.	Votes Cast in favour	59	28,467,866	99.82	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	-	-	0	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
3.	To consider and approve the appointment of Statutory Auditor of the Company and to fix their remuneration.	Votes Cast in favour	59	28,467,866	99.82	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	-	-	0	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
<b>SPECIAL BUSINESS</b>						
4.	To ratify the remuneration payable to Ms. Dilip M. Bathija Firm Registration No. 100106, Cost Auditor of the Company for FY 2020-21.	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	

5.	To appoint Mr. Dinesh Kumar Jain (DIN 06807650) as an Independent Director.	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
6.	To appoint Mr. Mayank Mittal (DIN 00127248) as Joint Managing Director.	Votes Cast in favour	50	10,381,508	99.49	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.50	
		<b>Total</b>	<b>54</b>	<b>10,434,788</b>	<b>100</b>	
7.	To take approval for Related Party Transactions.	Votes Cast in favour	50	10,381,508	99.49	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.50	
		<b>Total</b>	<b>54</b>	<b>10,434,788</b>	<b>100</b>	
8.	To increase the Authorized Share Capital of the Company and amend the Memorandum of Association and Articles of Association	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
9.	To approve in-principle the 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.	Votes Cast in favour	57	28,465,866	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	2	2,000	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	

10.	Proposed Issue of 0.01% Compulsory Convertible preference Shares CCPS 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.	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
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	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
12.	Proposed Issue of Equity Shares on preferential allotment/ private placement basis to promoters and other investor.	Votes Cast in favour	58	28,466,366	99.81	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	1	1,500	0.01	
		Votes Cast invalid	3	51,780	0.18	
		<b>Total</b>	<b>62</b>	<b>28,519,646</b>	<b>100</b>	
13.	Re-pricing of stock options granted under BHARAT WIRE ROPES LIMITED EMPLOYEES STOCK OPTION PLAN-2017	Votes Cast in favour	56	28,437,845	99.81	The resolution passed as a <b>Special</b>
		Votes Cast against	1	1,500	0.01	

	("BWRL ESOP 2017")	Votes Cast invalid	3	51,780	0.18	Resolution
		<b>Total</b>	<b>60</b>	<b>28,491,125</b>	<b>100</b>	

**Notes:**

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes in said resolutions, the same has not been counted in the above results.

Date: September 15, 2020  
 Place: Mumbai  
 UDIN: F009926B000716984

**For Mihen Halani & Associates**  
*(Practicing Company Secretaries)*

MIHEN  
 HALANI  
 Mihen Halani  
 (Proprietor)  
 FCS No: 9926  
 CP No: 12015

For Bharat Wire Ropes Ltd.

Company Secretary /  
 Compliance Officer

