

Ref.: BWRL/2022-23/SE/Misc./20

Date: 27th September, 2022

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: Notice of Extra Ordinary General Meeting (EOGM)

Dear Sir/Madam,

In compliance with Regulation 30 and other regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit copy of the Notice of 01/2022-23 Extra Ordinary General Meeting (“EOGM”) scheduled to be held on **Thursday, 20th October, 2022 at 12.30 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

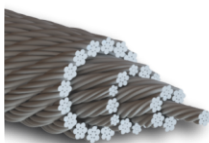
In compliance with the all applicable Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board India, the Notice of the EOGM is already being dispatched by electronic mode to those Shareholders whose email addresses are registered with the Company’s RTA/ Depository Participants. The copy of the said EGM Notice is also being uploaded on the website of the Company i.e. www.bharatwireropes.com.

The Company has entered into an arrangement with M/s. KFin Technologies Limited for facilitating voting by electronic means via their e-voting platform. Accordingly, the Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the shareholders’ resolutions as set out in the EGM Notice in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your records.

For **Bharat Wire Ropes Limited**

Govinda Soni
Company Secretary & Compliance Officer
Memb. No.: ACS38908



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

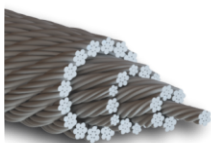
• Website: www.bharatwireropes.com • E-mail: info@bharatwireropes.com • CIN : L27200MH1986PLC040468

Extra Ordinary General Meeting of Bharat Wire Ropes Limited - Information at a Glance

Sr. No.	Particulars	Details
1	Day, Date and Time of the EOGM	Thursday, 20 th October, 2022 at 12.30 P.M.(IST)
2	Mode	Video Conferencing / Other Audio-Visual Means
3	Link for participating EOGM through VC/OAVM	https://evoting.kfintech.com/
4	Cut-off date for e-voting	Thursday, 13 th October, 2022
5	E-voting start date and time	Monday, 17 th October, 2022 (09:00 hours) (IST)
6	E-voting end date and time	Wednesday, 19 th October, 2022 (17:00 hours) (IST)
7	E-voting website	https://evoting.kfintech.com/

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• Website: www.bharatwireropes.com • E-mail: info@bharatwireropes.com • CIN : L27200MH1986PLC040468



BHARAT WIRE ROPES LIMITED

Corporate Identity Number (CIN): L27200MH1986PLC040468

Regd. Office: Plot No. 4, MIDC, Chalisgaon Industrial Area, Village - Khadki,
Taluka - Chalisgaon, District – Jalgaon - 424 101, Maharashtra, India

Tel: +91-022-66824600; **Fax:** +91-022-66824666

Corporate Office: A - 701, Trade World Building, Kamala Mills, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013

Website: www.bharatwireropes.com, **E-mail:** investors@bharatwireropes.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 1/2022-23 Extra Ordinary General Meeting ('EOGM/ the meeting') of the Members of Bharat Wire Ropes Limited ('the Company') is scheduled to be held on **Thursday, October 20, 2022 at 12.30 P.M.** through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1: Increase in the Authorised Share Capital of the Company and amendment of the Memorandum and Articles of Association respectively:

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

“RESOLVED THAT pursuant to the provisions of section 13, 14, 61 and 64 and all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force and rules framed thereunder) and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 65,50,00,000 (Rupees Sixty-Five Crore Fifty Lakhs Only) divided into 6,54,60,000 (Six Crore Fifty Four Lakhs Sixty Thousand Only) 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. 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 by creation of additional 1,95,00,000 (One Crore Ninety Five Lakhs 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.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

“V. The Authorised Share Capital of the Company is 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 , *with the rights, privileges and conditions attached thereto as per the relevant revisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the Capital and to divide the shares in the capital for the time being into several classes (being those specified in Companies Act, 2013), and to attach thereto respectively such preferential, qualified special right, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.*”

RESOLVED FURTHER THAT the existing Clause 5a of the Articles of Association of the Company be deleted and substituted by the following:

“The Authorised Share Capital of the Company shall be as per clause V of the Memorandum of Association.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary be and is hereby authorized to take all such steps and actions and give such direction as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Board or any officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolution.”

Item No. 2: To consider and approve Employee Stock Option Plan Scheme:

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

“RESOLVED THAT pursuant to the provisions of section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment of the Act for the time being in force), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {“**SEBI (SBEBSE) Regulations, 2021/Regulations**”} in accordance with the relevant provisions of Memorandum and Article of Association of the Company, and applicable provisions of, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) and the listing agreement entered into with the Stock Exchange(s) where the securities are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any committee including Nomination and Remuneration Committee (“NRC”), the consent of the Members be and is hereby accorded to grant, vest and allot, from time to time, and in one or more tranches, options under the BWRL Employee Stock Option Plan Scheme – 2022 (“**BWRL ESOP – 2022**”), not exceeding 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs.10 (Rupees Ten Only) each to such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Directors of the Company, whether Whole time director or not (excluding the promoter of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the

Company) as may be decided under BWRL ESOP - 2022 (hereinafter collectively referred to as “Eligible Employees”), on the basis of criteria decided by the Board or NRC/Compensation committee at such price and on such terms and conditions as may be fixed or determined by the Board and/or Compensation Committee in accordance with the BWRL ESOP – 2022 and in due compliance with applicable laws and regulations in force.

RESOLVED FURTHER THAT the BWRL ESOP – 2022 shall be administered by the Nomination and Remuneration Committee (NRC) of the Company who shall have all necessary powers as defined in the BWRL ESOP – 2022 and is hereby designated as the Compensation committee in pursuance of the SEBI (SBEB) Regulations, 2021 for the purpose of administration and superintendence of the BWRL ESOP - 2022.

RESOLVED FURTHER THAT equity shares issued and allotted in accordance with the BWRL ESOP – 2022 shall rank pari-passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, preferential issue, bonus issue, merger and sale of division or other re-organization of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for purpose of making a fair and reasonable adjustment to the stock options granted earlier, the above ceiling shall be deemed to increase to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted to the option grantees shall accordingly be adjusted for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier and the ceiling in terms specified in the aforesaid resolution shall be deemed to be increased (if applicable) to the extent of such additional equity shares issued or the price of acquisition payable by the option grantees under the BWRL ESOP – 2022 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the existing face value per equity shares of the Company shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without any affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board and/or Compensation Committee, subject to applicable laws for the time being in force including but not limited to SEBI (SBEBSE) Regulations, 2021, be and is hereby authorized to evolve, decide upon and bring into effect the BWRL ESOP – 2022 and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares.

RESOLVED FURTHER THAT the Board and the Company Secretary be and is hereby given complete authority to take necessary steps for listing of the equity shares issued and allotted under

BWRL ESOP – 2022 on the stock exchanges, where the shares of the Company are listed in accordance with the provisions of the SEBI SBEB regulations, the SEBI LODR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any power conferred herein to the Compensation Committee, any Directors, the Company Secretary, any employee, officer(s) or authorised representative(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regards.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to introduction and implementation of BWRL ESOP – 2022 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No. 3: Issue of Equity Shares on preferential allotment to Gyanshankar Investment & Trading Company Pvt. Ltd, Promoter Group of the company:

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

“**RESOLVED THAT** pursuant to section 23, 42, 62 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the Stock Exchanges) where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “ICDR Regulations”); Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 (the “SEBI LODR”), the Securities Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended (hereinafter referred to as the “SEBI Takeover Regulations”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares and subject to any other applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approval(s), permission(s) and/or sanction(s) as may be required from the Central Government, SEBI, MCA and/or from any other appropriate authority, consent of the Members of the Company, is accorded to create, offer, issue, and allot upto 33,88,270 (Thirty Three Lakhs Eighty Eight Thousand Two Hundred and Seventy) Equity Shares of the face value of Rs. 10/- each (Rupees Ten Only) fully paid up at an issue price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share aggregating upto maximum amount of Rs. 42,35,33,750 (Rs. Forty Two Crores Thirty Five Lakhs Thirty Three Thousand Seven Hundred & Fifty Only) to Gyanshankar Investments and Trading Co. Pvt. Ltd. (Promoter) for cash consideration by way of a preferential issue on private basis

("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is September 20, 2022, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the Board is hereby authorized to decide, accept or modify the terms and conditions of allotment of the Equity Shares, in accordance with the provisions of ICDR Regulations, and/or guidelines of the SEBI, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank *pari passu* with the existing Equity Shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, the names of the Lenders be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Lenders inviting them to subscribe to the Equity Shares, and consent of the Board is hereby accorded to the issuance of the same to the Lenders inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company for application of the Equity Shares pursuant to the issue shall be kept by the Company in a separate bank account/ escrow account and shall be utilized by the Company in accordance with Section 42 of the Act and shall be deemed to be considered as share application money and the same may be applied towards allotment of securities stated above.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, and to give effect to the resolution, the Board or any Director (s) or officer (s) of the Company be and are hereby authorized severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking approval for the listing of the Equity Shares issued and allotted pursuant to the proposed issue of Equity Shares, on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers to committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage/appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to

enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Govinda Soni
Company Secretary & Compliance Officer
Membership No.: ACS 38908

Place: Mumbai

Date: September 27, 2022

Registered Office:

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

CIN: L27200MH1986PLC040468

Website: www.bharatwireropes.com

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India and Securities Exchange Board of India ('SEBI'), permitted conduct of Extra Ordinary General Meeting ('EOGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal present of the members at the meeting vide their Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 2/2022 dated 5th May, 2022, (collectively referred to as "MCA Circulars") prescribed the specified procedures to be followed for conducting the EOGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EOGM.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI circulars, the EOGM of the members will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EOGM 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
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 EOGM of the Company.
4. Since this EOGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EOGM and hence the Proxy Form and Attendance Slip including Road Map are not annexed to this Notice.
5. The facility for joining EOGM 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 more than 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 meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
6. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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.
8. 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 EOGM through VC / OAVM and vote through

remote e-voting on its behalf at compliance@bharatwireropes.com and suresh.d@kfintech.com, pursuant to Section 113 of the Companies Act, 2013.

9. In case of Joint Holders attending the EOGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
10. 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.
11. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address 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.
12. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. KFin Technologies Limited (Unit: Bharat Wire Ropes Limited), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
13. 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, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
14. 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 or 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 evoting section below.
15. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, companies can serve Notice of the EOGM and other communications through electronic mode to those Members who have registered their email IDs either with the Company or with the Depository Participants.
16. In compliance with the provisions of MCA Circular, Notice of the EOGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
17. Members may note that the Notice of the EOGM will also be available on the Company's website www.bharatwireropes.com and websites of the Stock Exchanges i.e. BSE Limited and

National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

- 18.** 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 are 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.
- 19.** The Company has fixed Thursday, October 13, 2022 as Cut-off date for determining the eligibility of Members entitled to vote at the EOGM. The remote e-voting shall remain open for a period of three days commencing from Monday, October 17, 2022 (9.00 am) to Wednesday, October 19, 2022 (5.00 pm) (both days inclusive).
- 20.** Members who are present in meeting through videoconferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 21.** 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.
- 22.** 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 EOGM of the Company. Members who wish to inspect, may send their request through an email at compliance@bharatwireropes.com up to the date of EOGM.
- 23.** In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EOGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
- 24.** 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. 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 holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
- 25.** The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account (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.

26. 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.
27. Non-Resident Indian Members are requested to inform our RTA/respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) 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.
28. The details of the process and manner for participating in EOGM through Video conferencing are explained herein below:
 - a. Members may attend the EOGM 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 EOGM will be available in member's login where the EVENT and the name of the company can be selected.
 - b. 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.
 - c. 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 EOGM may visit 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. Thursday, October 13, 2022. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the EOGM.

Speaker Registration

- f. Members may register themselves as speakers for the EOGM 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 EOGM. The company reserves the right to restrict the speakers at the EOGM to only those Members who have registered themselves, depending on the availability of time for the EOGM.
- 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 EOGM. E-voting during the EOGM 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 EOGM are requested to contact KFin Technologies Limited at toll free number 1800-309-4001 or write at evoting@kfintech.com.

29. Scrutinizer's Report and Declaration of Results

The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, unblock the votes cast through remote e-voting (votes cast during the EOGM and votes cast through remote e-voting) and shall make and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The Resolutions shall be deemed to be passed on the date of the EOGM subject to receipt of the requisite number of votes in favour of the Resolutions. The Results shall be declared within two working days of the conclusion of the meeting.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bharatwireropes.com and on the website of stock exchanges and on the website of <https://evoting.kfintech.com> immediately and shall also simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.

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

Govinda Soni
Company Secretary & Compliance Officer
Membership No.: ACS 38908

Place: Mumbai

Date: September 27, 2022

Registered Office:

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

CIN: L27200MH1986PLC040468

Website: www.bharatwireropes.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES
ACT, 2013:**

Item No. 1

Increase in the Authorised Share Capital of the Company and amendment of the Memorandum and Articles of Association respectively:

Considering the business plans and funds requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from Rs. 65,50,00,000 (Rupees Sixty-Five Crores Fifty Lakhs Only) divided into 6,54,60,000 (Six Crores Fifty Four Lakhs Sixty Thousand Only) 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. 85,00,00,000 (Rupees Eighty-Five Crores Only) divided into 8,49,60,000 (Eight Crores 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 1,95,00,000 (One Crores Ninety Five Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in Authorised Share Capital requires the approval of members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of and Articles of Association of the Company will require alteration of capital clause and clause 5a respectively.

Accordingly, the board recommends the Special Resolution set out in Item No. 1 of the notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) as set out at Item No. 1 above.

Item No. 2

To consider and approve Employee Stock Option Plan Scheme:

Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

The Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Plan.

The Nomination and Remuneration Committee ('the Committee') at its meeting inter-alia formulated the detailed terms and conditions of the said scheme and the Board of Directors ("**Board**") of the Company at its meeting held on September 23, 2022 approved introduction of the BWRL Employee Stock Option Plan Scheme – 2022 ("**BWRL ESOP – 2022/Scheme**"), for the benefit of the present and future employees of the Company, subject to the approval of the members by a special resolution.

The Board has nominated the Nomination and Remuneration Committee to be designated as the Compensation Committee for the administration and superintendence of the Scheme in accordance with the Companies Act 2013 and the rules made thereunder. Approval of the members is being sought for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Nomination and Remuneration Committee of the Company.

In terms of the provisions of Regulation 6 read with Schedule I Part C of SEBI SBEB & SE Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013, the broad terms and conditions of the scheme are as follows;

1. Brief Description of the scheme:

The objective of the BWRL ESOP-2022 is, inter alia, to reward the employees (as defined hereinafter) for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use the scheme to attract and retain talent in the organization. The Company views options as instruments that would enable the employees to get a share in the value they create for the Company in the years to come and align the objectives of the employees with the objectives of the Company

2. The total number of options, shares or benefits, as the case may be, to be granted.

Not exceeding in aggregate of 30,00,000 (Thirty Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each (or such other adjusted figure for any bonus, stock splits or any other re-organisation of the capital structure from time to time.)

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).

The BWRL ESOP - 2022 shall generally extend to all Eligible Employees as defined in the BWRL ESOP - 2022 and the Stock Options shall be granted to such of them, of such quantity, in such manner and at such terms as the Compensation Committee may decide at its discretion from time to time. Eligible Employees mean the permanent employees of the Company and its directors (excluding Independent Directors and promoters/members of the Promoter Group of the Company & other ineligible persons under the Regulations), as may be determined by the Compensation Committee at its discretion.

4. Requirements of Vesting and period of Vesting

The continuation of an employee in the services of the Company shall be the primary requirement of the vesting of the Stock Options, except under such situations as the Compensation Committee may decide and as permissible/required under the applicable Regulations. The minimum vesting period would be one year from the date of grant and the maximum vesting period shall be five years from the date of grant.

Within this minimum and maximum vesting period, the Compensation Committee may decide varying terms for different tranches of Stock Options and generally for different categories of employees or individual employees.

5. Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.

The maximum vesting period may extend to 5 years from the date of grant of option, unless otherwise decided by the Nomination & Remuneration Committee.

35% of the Options shall vest on the First anniversary from the Grant Date; 35% of the Options shall vest on the Second anniversary from the Grant Date Next 30% of the Options shall vest on the Third anniversary from the Grant Date unless otherwise decided by the Nomination & Remuneration Committee.

6. Exercise Price, Purchase Price or pricing formula

The exercise price and/or the pricing formula shall be decided by the Nomination and Remuneration Committee from time to time subject to applicable laws. Further, employee shall bear all tax liability in relation to grant of options.

7. Exercise Period and process of exercise

One year post vesting period or such longer period as may be determined by the Compensation Committee. The Grantee shall be entitled to exercise vested options for underlying equity share and shall pay applicable tax thereon. Payment of the Exercise Price shall be made by a cheque or a demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.

8. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance, expected potential contribution and such other criteria as may be determined by the aforesaid Committee at its sole discretion, from time to time.

9. Maximum number of options to be granted per employee and Maximum quantum of benefits to be provided per employee under the scheme

The maximum number of Stock Options or equity shares issued to any identified Eligible Employee under the BWRL ESOP-2022 shall not exceed in any one year, one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options/ equity shares. The total number of Stock Options to be granted shall not exceed 30,00,000 (Thirty Lakhs) (as adjusted for any changes in capital structure/corporate actions in the manner as provided in the Scheme).

11. Conditions under which the Options may lapse:

The option will lapse if not exercised within the specified period. The option may also lapse under certain circumstances even before the expiry of specified exercise period i.e. in the event of termination or resignation.

12. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.

BWRL ESOP - 2022 shall be administered by the Company and not through a trust. The Scheme shall be implemented and administered directly by the Company through Nomination and Remuneration Committee.

13. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.

The scheme only involves new issue of shares by the Company.

14. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust or through any such person as Nomination Remuneration Committee deem fit from time to time, its tenure, utilization, repayment terms, etc.

The Company may at its sole discretion provide loans, from time to time, to the grantees of Stock Options which shall be utilized for/adjusted towards the sole purpose of purchase of equity shares of the Company by way of exercise of the Stock Options. The terms and amount of such loans shall be such as the Compensation Committee may decide from time to time in accordance with applicable law.

15. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).

Not applicable

16. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15.

The Company undertakes that it shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEBSE) Regulations, 2021.

17. The method which the company shall use to value its options.

The Company shall use the Intrinsic Value/ Fair Value method to value its Stock Options in accordance with the relevant Regulations.

18. Lock-in

Not any except if any lock-in is required pursuant to applicable laws.

19. Listing.

Subject to the approval of the Stock Exchange(s), the Shares issued and allotted on Exercise of the Options shall be listed on the recognized Stock Exchange(s) on which the Shares of the Company are listed.

Regulation 6 (1) of SBEBSE Regulations requires that every employee stock option scheme shall be approved by the members of a company by passing a special resolution in a general meeting. Further, as BWRL ESOP - 2022 will entail further issue of shares, accordingly consent of the members is required by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013. Accordingly, the special resolution set out at Item No. 2 of this Notice is proposed for approval by members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them as per the proposed resolutions set out at Item No. 2 above.

Item No. 3:

Issue of Equity Shares on preferential allotment to Gyanshankar Investment and Trading Company Private Limited, Promoter Group of the company:

In accordance with sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to M/s Gyanshankar Investments and Trading Co. Pvt. Ltd. (Promoter of the Company)

The Board, at its meeting held on September 23, 2022 had subject to the approval of the Members and such other approvals as may be required, approved the preferential issue, involving the issue and allotment to M/s Gyanshankar Investments and Trading Co. Pvt. Ltd. (Promoter Group) upto 33,88,270 (Thirty Three Lakhs Eighty Eight Thousand Two Hundred and Seventy) equity shares of face value Rs.10/- each ("Equity Shares") at a price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share aggregating upto maximum amount of Rs. 42,35,33,750 (Rs. Forty Two Crores Thirty Five Lakhs Thirty Three Thousand Seven Hundred & Fifty Only) on a preferential basis at such price being not less than the minimum price as on the '*Relevant Date*' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The equity shares to be issued and allotted on preferential basis to Gyanshankar Investments and Trading Co. Pvt. Ltd. will be listed on the BSE Limited and the National Stock Exchange of India Limited and shall rank pari-passu with the existing equity shares of the Company including with regard to dividend and voting rights.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on September 23, 2022, had subject to approval of the Members and such other approvals as may be required, approved the issue of Equity Shares and accordingly proposes to issue and allot to M/s Gyanshankar Investments and Trading Co. Pvt. Ltd. (Promoter Group) upto 33,88,270 (Thirty Three Lakh Eighty Eight Thousand Two Hundred and Seventy) equity shares of face value Rs.10/- each (“Equity Shares”) at a price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share aggregating upto maximum amount of Rs. 42,35,33,750 (Rs. Forty Two Crores Thirty Five Lakhs Thirty Three Thousand Seven Hundred & Fifty Only) on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

2. Object of the preferential issue:

The proceeds of preferential issue will be utilized by the company for meeting the repayment of borrowings of the Company.

3. Maximum number of specified securities to be issued

The resolutions set out in this Notice authorize the Board to issue upto 33,88,270 (Thirty Three Lakh Eighty Eight Thousand Two Hundred and Seventy) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up, on preferential basis, at a price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share

4. Class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to Gyanshankar Investments and Trading Co. Pvt. Ltd., promoter of the Company.

5. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

The Company has not made any allotment of securities on preferential basis during the year.

6. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe to the proposed preferential issue:

Gyanshankar Investments and Trading Co. Pvt. Ltd. belonging to the Promoters Group intends to participate in this preferential issue of upto 33,88,270 (Thirty Three Lakh Eighty Eight Thousand Two Hundred and Seventy) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up, on preferential basis, at a price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share.

None of the directors or promoters except to their extent of their individual shareholding in the company and Gyanshankar Investments and Trading Co. Pvt. Ltd. are interested.

7. Basis on which the price has been arrived

The equity shares of Company are listed on Stock Exchanges at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs. 124.22/- (*Rupees One Hundred & Twenty Four Twenty Two Paise only*) per Equity Share, being higher of the following:

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 125/- (*Rupees One Hundred & Twenty Five only*) per Equity Share, which is higher than above mentioned price.

8. Relevant Date and Issue Price

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the Price for the purpose of the preferential issue is September 20, 2022, i.e. the date 30 days prior to the date on which the shareholders resolution is deemed to be passed i.e. October 20, 2022 the last date for E-voting.

It is proposed to issue and allot to Gyanshankar Investments and Trading Co. Pvt. Ltd. 33,88,270 equity shares of face value Rs.10/- each ("Equity Shares") at a price of upto Rs. 125/- [(Rupees One Hundred & Twenty Five Only) including Premium of Rs. 115/- each (Rupees One Hundred & Fifteen Only) per share aggregating upto maximum amount of Rs. 42,35,33,750 (Rs. Forty Two Crores Thirty Five Lakhs Thirty Three Thousand Seven Hundred & Fifty Only)

9. Shareholding Pattern of the Company before and after the preferential issue of Equity Shares:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated September 16, 2022 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming the proposed preferential issue of shares as provided in **Annexure-1**.

10. Proposed time within which the preferential issue shall be completed:

In terms of the SEBI ICDR Regulations the shares shall be issued and allotted by the Company to the proposed allottees in dematerialized form within a period of 15 (Fifteen) days from the date of passing of resolutions as set out at Item No. 3.

Provided further that where the allotment to any of the proposed allottee(s) is pending on account of pendency of any application for approval or permission by any statutory or regulatory authority, the allotment for all proposed allottee(s) would be completed within 15 (fifteen) days from the date of last

of such approvals or within such further period as may be prescribed or allowed by SEBI, the Stock Exchange(s) or other concerned authorities.

11. Identity of the Proposed Allottees and the percentage of post preferential issue capital that may be held by them

The shares are proposed to be allotted to persons belonging to the promoters group of the Company. The details of the proposed allottee are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern.

The pre and post issue holding of the proposed allottee is as under:

Name & Category of Proposed Allottee	Pre-issue shareholding		No. of equity shares to be allotted	Post issue Shareholding Structure	
	Number	% of Equity shares		Number	% of Equity shares
Gyanshankar Investments and Trading Co. Pvt. Ltd. <u>Category:</u> Promoter	1,79,84,854	27.94%	33,88,270	2,13,73,124	31.54%

12. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

Name of Investor	Details of Ultimate Beneficial Owners
Gyanshankar Investments and Trading Co. Pvt. Ltd.	Mr. Murarilal Mittal Mrs. Usha Mittal Mr. Manan Mittal

Consequential Changes in the Voting Rights and Change in Management or Control:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

13. Lock-in Period:

The Equity Shares to be allotted pursuant to Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the Investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

14. Undertaking:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

15. Valuation for consideration other than cash and justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

16. Practicing Company Secretaries Certificate:

A copy of the certificate from M/s. Mihen Halani & Associates, Practicing Company Secretaries, certifying that the above preferential issue of Equity Shares is made in accordance with the applicable provisions of the SEBI (ICDR) Regulations, will be available electronically for inspection by Members during the EOGM and also upto the date of this EOGM. Members seeking to inspect the same can send an e-mail to compliance@bharatwireropes.com. The equity shares proposed to be allotted under this resolution are subject to the terms and conditions as specified under the Chapter V of SEBI (ICDR) Regulations, 2018, amended.

17. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

No assets are being charged as the securities proposed to be issued are equity shares.

18. Other Disclosures:

- a. It is confirmed that neither the Company nor any of its promoters and directors is a willful defaulter or a fugitive economic offender.
- b. The Proposed Allottees have not sold equity shares of the Company in the 90 trading days preceding the Relevant Date as per Regulation 159 of the SEBI ICDR Regulations.
- c. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- d. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- e. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

- f. Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- g. The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- h. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- i. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Approval of the members by way of special resolution is being sought inter alia in terms of sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (the "Companies Act") as well as Regulation 160 of the SEBI ICDR Regulations for offer, issue and allotment of 33,88,270 (Thirty Three Lakhs Eighty Eight Thousand Two Hundred and Seventy) Equity Shares to Gyanshankar Investments and Trading Co. Pvt. Ltd.. .

None of the directors or promoters except to their extent of their individual shareholding in the company and Gyanshankar Investments and Trading Co. Pvt. Ltd. are interested.

The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed preferential issue as set out in item No. 3 of this notice.

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

Govinda Soni
Company Secretary & Compliance Officer
Membership No.: ACS 38908

Place: Mumbai

Date: September 27, 2022

Registered Office:

Plot No 4, MIDC, Chalisgaon Industrial Area, Village Khadaki,

Tal. - Chalisgaon, Dist. - Jalgaon – 424101, Maharashtra, India.

CIN: L27200MH1986PLC040468

Website: www.bharatwireropes.com

Annexure-1

Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No	Category & Name of the Shareholder	Pre-Issue (as on September 16, 2022)		Post Issue	
		No of fully paid up equity shares held	% of share holding	No of fully paid up equity shares held	% of share holding
A	Promoters & Promoter Group Holding				
(1)	Indian				
(a)	Individuals/Hindu undivided Family	5713640	8.87	5713640	8.43
(B)	Bodies Corporate	17984854	27.94	21373124	31.54
	Gyanshankar Investment & Trading Co. Pvt. Ltd.	17984854	27.94	21373124*	31.54
	Sub-Total (A)(1)	23698494	36.81	27086764	39.97
(2)	Foreign				
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0.00	0	0.00
(b)	BODIES CORPORATE	0	0.00	0	0.00
	Sub-Total (A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	23698494	36.81	27086764	39.97
B	Non-Promoters Holding				
(1)	Institutions				
(a)	Mutual Funds	0	0.00	0	0.00
(b)	Venture Capital Funds	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0.00	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00
(e)	Foreign Portfolio Investors	31688	0.05	31688	0.05
(f)	Financial Institutions/Banks	5503625	8.55	5503625	8.12
(g)	Insurance Companies	0	0.00	0	0.00
(h)	Provident Funds/Pension Funds	0	0.00	0	0.00
(i)	Any Other	0	0.00	0	0.00
	Sub Total (B)(1)	5535313	8.60	5535313	8.17
(2)	Central Government/State Government(s)/President of India	0	0.00	0	0.00
	Sub Total (B)(2)	0	0.00	0	0.00
(3)	Non-Institutions				
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	4732946	7.35	4732946	6.98
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	16809518	26.11	16809518	24.80
(b)	NBFCs Registered with RBI	6538304	10.16	6538304	9.65

(c)	Employee Trusts	0	0.00	0	0.00
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0.00	0	0.00
(e)	Any Other				
	Trusts	5000	0.01	5000	0.01
	Alternative Investment Fund	74000	0.11	74000	0.11
	Non Resident Indians	63776	0.10	63776	0.09
	Clearing members	120454	0.19	120454	0.18
	Non Resident Indian Non Repatriable	35185	0.05	35185	0.05
	Bodies corporates	6766088	10.51	6766088	9.98
	Sub Total (B)(3)	35145271	54.59	35145271	51.86
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	40680584	63.19	40680584	60.03
			0.00		0.00
C	<u>Shares held by custodians for ADR and GDR</u>	0	0.00	0	0.00
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)	0	0.00	0	0.00
	Total (A)+(B)+C	64379078	100.00	67767348	100.00

*Includes 33,88,270 Equity Shares proposed to be allotted pursuant to Preferential Issue.

INSTRUCTIONS FOR E-VOTING

- I. Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 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 Notice, from a place other than the venue of the Meeting, to members holding shares as on 13th October, 2022, 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 dated 9th December, 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. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also 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, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode." The details of the process and manner for remote e-Voting and e-EOGM are explained herein below:

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

<u>NSDL</u>	<u>CDSL</u>
<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</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 and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing User who have opted for Easi /Easiest:</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>

<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p>	<p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>
<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</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 requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & 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>

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 DP 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 website.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22-23058542-43.

Step 2: Login method for e-Voting for shareholders other than Individual's 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), followed by folio number. In case of Demat account, User ID 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" i.e. Bharat Wire Ropes Limited - EOGM" 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 authorized representative(s), to the Scrutinizer at email mihen.halani@gmail.com with a copy marked to evoting@kfintech.com and 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 17:00 hours on 13th October, 2022.

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EOGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Notice of EOGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending 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
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the 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 Notice of EOGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

In case of Members who have not registered their e-mail IDs (including Members holding shares in physical form), may please follow the steps for registration of e-mail IDs and obtaining User ID and Password for e-voting as mentioned in para 16 of the "Notes" and para (c & d) under the "Other Instructions" section below also.

C. Voting at the Extra-Ordinary General Meeting:

- I. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the chairperson during the EOGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- II. Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

The scrutinizer shall immediately after the conclusion of voting at the EOGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period 2 working days from the conclusion of the voting to the Chairperson of the Company or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately 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 and on the website of KFinTech at <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorized by the chairman.

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 or evoting@kfintech.com or phone no. 040 – 6716 1517 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. In case a person has become a shareholder of the Company after dispatch of EOGM Notice but on or before the cut-off date for E-voting i.e., 13th October, 2022, he/she may obtain the User ID and Password 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 However, KFinTech shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- d. Shareholders who have not registered their mail address and in consequence the Notice of EOGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number registered with the RTA of the Company, by clicking the link: https://ris.kfintech.com/email_registration/

Shareholders are requested to follow the process as guided to capture the email IDs and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.

Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile

number, self-attested PAN copy and Client Master copy in respect of shares held in electronic form and copy of share certificate in respect of shares held in physical form for sending the Notice of EOGM and the e-voting instructions.

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

Govinda Soni
Company Secretary & Compliance Officer
Membership No.: ACS 38908

Place: Mumbai

Date: September 27, 2022

Registered Office:

Plot No 4, MIDC, Chalisgaon Industrial Area,

Village-Khadki, Tal. - Chalisgaon,

Dist. - Jalgaon – 424101, Maharashtra, India.

CIN: L27200MH1986PLC040468

Website: www.bharatwireropes.com