

BOMBAY WIRE ROPES LIMITED

401/405, Jolly Bhavan No- 1,
10, New Marine Lines,
Mumbai- 400 020
Tel :- (022) 22003231 / 5056 / 4325.
Fax : (022) 2206 0745
E :contactus@bombaywireropes.com

5th September, 2023

The General Manager
Corporate Relationship Department,
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building
P.J.Towers, Dalal Street, Fort
Mumbai-400 001

Ref: Scrip ID: BOMBWIR; Scrip Code: 504648; ISIN: INE089T01023

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we enclose herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2023 issued by Mrs. Zankhana Bhanshali, Practising Company Secretary, Mumbai.

You are requested to kindly take the above information on your record.

Thanking You,
Yours faithfully,
For Bombay Wire Ropes Limited

(Raj Kumar Jhunjhunwala)
Whole Time Director
DIN: 01527573

Encl: As above



Zankhana Bhansali

F.C.S., LL.B., B.COM

Practicing Company Secretary

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

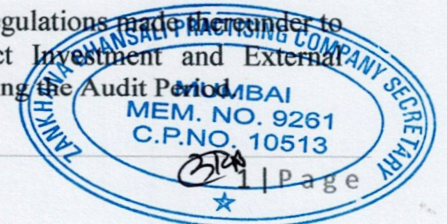
To,
The Members,
Bombay Wire Ropes Limited
401/405 Jolly Bhavan No.1,
10-New Marine Lines
Mumbai 400020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Bombay Wire Ropes Limited CIN: L24110MH1961PLC011922 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Bombay Wire Ropes Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives electronically during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; except for the following observations:
 1. *As on date Company has not appointed Internal Auditors required under Section 138 of the Companies Act, 2013*
 - Management has responded that, presently, the Company's Directors are looking after the affairs of the Company. Since the Company does not have enough activities, the Company has not appointed Internal Auditor.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; -Not applicable to the Company during the Audit Period.



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **-Not applicable to the Company during the Audit period**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **-Not applicable to the Company during the Audit period**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **- Not applicable to the Company during the Audit period**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **-Not applicable to the Company during the Audit period** and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **-Not applicable to the Company during the Audit period**
- (vi) Other laws as per the representation made by the Company are as follows;
- Employees Provident Fund And Misc. Provisions Act, 1952
 - Income Tax Act, 1961 and Indirect Tax Laws
 - The Maharashtra Shop and Establishment Act, 1948
 - Electricity Act 2003
 - Indian Stamp Act, 1999
 - Negotiable Instrument Act 1881
 - Goods And Service Tax Act, 2016
 - Employees' Compensation Act of 1923
 - The Employee's State Insurance Act, 1948



I have also examined compliance with the applicable clauses of the following:

- (j) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are generally complied.
- (ii) The Company is listed on Bombay Stock Exchange Limited hence The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations that

- *The Company has not appointed Internal Auditor, required under Company's Act, 2013.*
- *The Company has not maintained any SDD Software (Structural Digital Database), mandatory for Listed Entities under Reg. 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.*
- *Transfer of unclaimed Dividend and Unclaimed Shares to IEPF is delayed.*

Management has responded that, presently, the Company's Directors are looking after the affairs of the Company. Since the Company does not have enough activities, the Company has not appointed Internal Auditor.

I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one women Director. The changes happened in the composition of the Board of Directors, Committee of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



I further report that during the audit period there were no instance of:

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

Place: Mumbai
Date: 30th May, 2023

Zankhana

Zankhana Bhansali
Practicing Company Secretary
FCS No: 9261
CP No.: 10513
UDIN: F009261E000417515

Office:

B-302, Kusum Bharati
Opp. TATA S.S.L., Dattapada Road,
Borivali (E),
Mumbai-400066

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



Annexure A

To,
The Members,
Bombay Wire Ropes Limited
401/405 Jolly Bhavan No.1,
10-New Marine Lines
Mumbai 400020

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, followed by me, provide as reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws and regulations.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Zankhana

Zankhana Bhansali
Practicing Company Secretary
FCS No: 9261
CP No.: 10513
UDIN: F009261E000417515

Place: Mumbai
Date: 30th May, 2023

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