

# BOMBAY WIRE ROPES LIMITED

CIN: L24110MH1961PLC011922

## REGD. OFFICE:

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

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To the Members of  
**Bombay Wire Ropes Limited**  
**Mumbai**

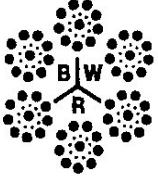
**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) to the extent applicable and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through E-voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and any other applicable laws and regulations, the resolutions set out below are proposed to be passed by the Members of Bombay Wire Ropes Limited through Postal Ballot by voting through electronic means ("remote E-voting").

The proposed resolutions and the Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with the MCA Circulars, this Notice is being sent ONLY through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ("RTA"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote E-voting system.

The Board of Directors (the "Board") of the Company has appointed M/s Zankhana Bhansali, Practicing Company Secretary (Membership no. FCS 9261 / CP No. 10513) as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL for the purpose of providing remote E-voting facility to its Members. The instructions for remote E-voting are appended to this Notice. The Notice is also available on the website of the Company at: [www.bombaywireropes.com](http://www.bombaywireropes.com).



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Members are requested to carefully read the instructions indicated in this Notice to exercise their vote through the remote E-voting process and record their assent (FOR) or dissent (AGAINST) to the proposed Resolutions. Members as on the cut-off date 14<sup>th</sup> March, 2025, may cast their vote through remote E-voting. The remote E-voting period shall commence on Monday, 17<sup>th</sup> March, 2025 from 9.00 a.m. (IST) and ends on Tuesday, 15<sup>th</sup> April, 2025 at 5.00 p.m. (IST) (both days inclusive). The remote E-voting facility will be disabled (immediately thereafter and voting will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the votes cast through remote E-voting process, the Scrutinizer will submit their report to the Chairman of the Company or any other authorised officer(s). The result of the Postal Ballot will be announced within two working days from the conclusion of the remote E-voting on or before 16<sup>th</sup> April, 2025. The said result along with the Scrutinizers Report will be communicated to BSE Limited and shall be hosted on the website of the Company at [www.bombaywireropes.com](http://www.bombaywireropes.com) and on the website of CDSL e-voting ([www.evotingindia.com](http://www.evotingindia.com)) will also be displayed on the Notice Board of the Company at its Registered Office.

## SPECIAL BUSINESSES:

### ITEM NO.1

#### **Appointment of Mr. Ashok Kumar Maroo (DIN: 01876965) as a Non-Executive Independent Director**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

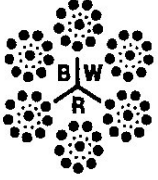
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, Mr. Ashok Kumar Maroo (DIN: 01876965) who was appointed by the Board of Directors as an Additional Director designated as a Non-Executive Independent Director of the Company with effect from 21<sup>st</sup> January, 2025 and who meets the criteria for independence as provided in section 149(6) of the Act along with the Rules framed thereunder and regulation 16(1) of the Listing Regulations and who has submitted a declaration to the effect, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 21<sup>st</sup> January, 2025 to 20<sup>th</sup> January, 2030, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

By Order of the Board  
For Bombay Wire Ropes Limited

Place: Mumbai  
Date: 21<sup>st</sup> January, 2025

**Rajkumar Gulzarilal Jhunjunwala**  
Whole Time Director  
DIN 01527573



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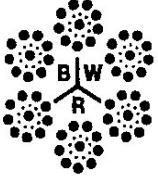
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## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with rules framed thereunder, Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts relation to the resolutions proposed in the Postal Ballot Notice and additional information is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 14<sup>th</sup> March, 2025 ("Cut-Off Date") in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars. Accordingly, the members whose names appear in the Register of Members / List of Beneficial Owners (received from NSDL and CDSL) as on the close of business hours on 14<sup>th</sup> March, 2025 will be considered for the purpose of voting. A person who is not a member on the aforesaid date should treat this notice for information purpose only.
3. In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI LODR Regulations"), Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA Circulars, Electronic copy of the Notice of the Postal Ballot of the Company inter alia indicating the process and manner of remote E-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form).
4. Members, who have not registered their email address can get their email address registered with the Depository Participant, with whom the demat account is maintained and shareholders holding shares in physical mode may write to the Company at [contactus@bombaywireropes.com](mailto:contactus@bombaywireropes.com) / OR write to RTA.
5. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website i.e. [www.bombaywireropes.com](http://www.bombaywireropes.com), website of stock exchange i.e. [www.bseindia.com](http://www.bseindia.com)
6. A Member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [contactus@bombaywireropes.com](mailto:contactus@bombaywireropes.com)
7. Postal Ballot (E-voting) period commences from Monday, 17<sup>th</sup> March, 2025 (9.00 a.m. IST) and ends on Tuesday, 15<sup>th</sup> April, 2025 (5.00 p.m. IST). At the end of the E-voting period, the facility shall forthwith be blocked and E-voting shall not be allowed beyond the said date and time.



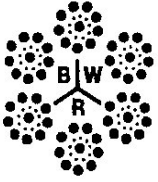
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8. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of E-voting, which would be 15<sup>th</sup> April, 2025. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
9. All documents referred to in this Postal Ballot Notice and Statement setting out material facts will be available for inspection electronically from the date of circulation of this Notice up to the closure of the E-voting period. Members seeking to inspect such documents can send an email to [contactus@bombaywireropes.com](mailto:contactus@bombaywireropes.com) will be available for inspection at the Registered Office of the Company between 11:00 a.m. to 2:00 p.m. on all working days except Saturday(s), Sunday(s) and Public Holiday(s) from the date of circulation of the Notice till the declaration of results of the Postal Ballot.
10. The Board of Directors by a Resolution passed at their meeting held on 21<sup>st</sup> January, 2025 has appointed M/s. Zankhana Bhansali, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.
11. Shareholders are requested to take note that all queries or service requests in electronic mode are to be raised only through RTA, M/s. Purva Sharegistry (India) Private Limited.
12. The Scrutinizer will submit their report to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the E-voting. The results of the Postal Ballot will be announced within 2 (Two) working days from conclusion of the E-voting period. The result of Postal Ballot along with the Scrutinizer's Report will be intimated to the BSE Limited ("Stock Exchange") where the equity shares of the Company are listed and shall be hosted on the website of the Company and on the website of CDSL and will also be displayed on the Notice Board of the Company at its Registered Office.
13. **The instructions to the Members for E-voting are given below:**  
**Remote E-voting Instructions for shareholders:**  
As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



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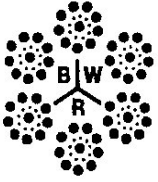
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Pursuant to the abovesaid SEBI Circular, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode is given below

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li></ol>



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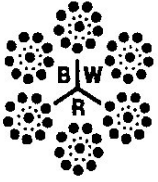
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



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- c. Shareholders holding shares in Physical Form, if any, should enter Folio Number registered with the Company.

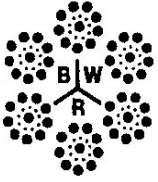
OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at [https:// www.cdslindia.com](https://www.cdslindia.com) from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence member sent by Company/RTA or contract Company RTA Letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (xii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For Members holding shares in physical form if any, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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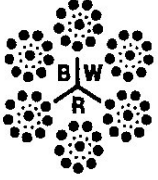
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- (xvi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxi) If demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xxii) Members can also vote cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

1. For physical shareholders - Please visit link <http://www.purvashare.com/email-and-phone-updation> and follow the registration process as guided thereafter. Post successful registration of the email address, the Member would get the User ID and the password to enable e-voting in their registered email address. In case of any queries, the Member may write to Registrar and Share Transfer Agent of the Company at [support@purvashare.com](mailto:support@purvashare.com)
2. For demat shareholders - Members shall register their email addresses in respect of electronic holdings with their concerned Depository Participants by following due procedure as advised by them.





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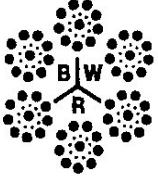
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10, New Marine Lines, Mumbai- 400 020.  
Tel: (022) 22003231 / 5056 / 4325.  
Fax: (022) 2206 0745  
E-mail: [contactus@bombaywireropes.com](mailto:contactus@bombaywireropes.com)  
Website: [www.bombaywireropes.com](http://www.bombaywireropes.com)

### **Note for Non Individual Members and Custodians**

1. Non Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [contactus@bombaywireropes.com](mailto:contactus@bombaywireropes.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at (022-23058738) and (022-23058543 / 022-23058542).

7. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022 -23058542/43.



# BOMBAY WIRE ROPES LIMITED

CIN: L24110MH1961PLC011922

## REGD. OFFICE:

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## Explanatory Statement pursuant to Section 102, 110 of the Companies Act, 2013 and Secretarial Standard – 2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Item No 1:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as recommended by the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 21<sup>st</sup> January, 2025, appointed Mr. Ashok Kumar Maroo as an Additional Director designated as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 21<sup>st</sup> January, 2025 to 20<sup>th</sup> January, 2030 not liable to retire by rotation, subject to the approval of the Members and such other approvals and permissions, as may be required.

Mr. Ashok Kumar Maroo has given his consent for appointment as an Independent Director of the Company and has also confirmed that he has not incurred any disqualification under Section 164 (2) of the Act. The Company has also received a declaration from Mr. Ashok Kumar Maroo that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. Mr. Ashok Kumar Maroo is eligible to be appointed as an Independent Director of the Company.

### Brief Profile of Mr. Ashok Kumar Maroo is as under:

Mr. Ashok Kumar Maroo holds a B.Com degree and has over 20 years of experience in the field of administration, accounts and finance. He possesses expertise in budgeting, forecasting, cash flow management and financial analysis to drive profitability and efficiency. Additionally, he has a strong understanding of credit management, and risk assessment.

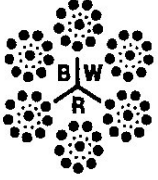
He does not hold by himself or for any other person on a beneficial basis any shares in the Company.

In the opinion of the Board, Mr. Ashok Kumar Maroo fulfils the conditions specified in the Act, and rules made there under and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day.

In terms of the Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution.

It is proposed to appoint Mr. Ashok Kumar Maroo as an Independent Director of the Company not liable to retire by rotation to hold office for a term of five consecutive years from 21<sup>st</sup> January, 2025 to 30<sup>th</sup> January, 2030.



## **BOMBAY WIRE ROPES LIMITED**

CIN: L24110MH1961PLC011922

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Details required as per Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings are provided in Annexure - A to this Notice.

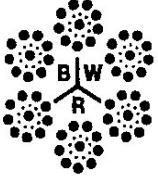
Except Mr. Ashok Kumar Maroo being an appointee and his relatives, none of the other Directors, Key Managerial Personnel of the Company or relatives of Director/Key Managerial Personnel are in any way deemed to be concerned or interested financially or otherwise in the resolution set out at item No. 1 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 1 of this Notice for approval by the Members.

By Order of the Board  
For Bombay Wire Ropes Limited

**Place: Mumbai**  
**Date: 21<sup>st</sup> January, 2025**

**Rajkumar Gulzarilal Jhunjhunwala**  
**Whole Time Director**  
**DIN 01527573**



# BOMBAY WIRE ROPES LIMITED

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## Annexure-I

[As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by ICSI]

<b>Name of the Director</b>	Ashok Kumar Maroo
<b>DIN</b>	01876965
<b>AGE</b>	63 years
<b>Brief Resume including Qualification and Experience</b>	
<b>i. Qualifications</b>	B. Com
<b>ii. Experience and expertise in specific functional area</b>	Experience of more than 25 years with expertise in administrative, managerial and financial Operations.
<b>Date of first appointment on the Board</b>	21 <sup>st</sup> January, 2025
<b>Shareholding in the Company as on date of Notice</b>	NIL
<b>Inter-se relationships between Directors; Manager; Key Managerial Personnel</b>	NA
<b>Number of Meeting of the Board attended as on date of Notice</b>	NIL
<b>Other Companies in which he/she is a Director</b>	NIL
<b>Chairperson / Membership of the Committee(s) of Board of Directors of other companies in which he/she is a Director</b>	NIL
<b>Terms and Conditions of Appointment including Remuneration</b>	<p>Appointed as an Additional Director at the meeting of the Board of Directors held on 21<sup>st</sup> January, 2025. At the same meeting he has been appointed as a Non-Executive Independent Director for a term of five consecutive years commencing from 21<sup>st</sup> January, 2025 to 30<sup>th</sup> January, 2030, subject to the approval of the Members.</p> <p>As an Independent Director, he/she will be entitled to the sitting fees as may be decided by the Board for each meeting of the Board and Committee attended by him/her and commission as may be decided from time to time.</p>